

BY-LAW NO. 1
THE FRIENDS OF THE OTTAWA PUBLIC LIBRARY ASSOCIATION /
L'ASSOCIATION DES AMIS DE LA BIBLIOTHÈQUE PUBLIQUE D'OTTAWA,

A By-Law relating generally to the conduct and affairs of the Corporation

1 DEFINITIONS AND INTERPRETATIONS

1.1 In this By-law, the following terms shall have the meaning set out opposite them:

- a) "Act" means the Corporations Act, R.S.O. 1990, c.C.38 and any amending or successor legislation from time to time;
- b) "Board of Directors" or "Board" means the Board of Directors of the Corporation;
- c) "By-law" means this By-law as enacted, amended and re-enacted and in force from time to time and "By-laws" shall mean all by-laws of the Corporation in force from time to time;
- d) "Corporation" means The Friends of the Ottawa Public Library Association/L'Association des amis de la Bibliothèque publique d'Ottawa,, a corporation without share capital amalgamated by Letters Patent, dated January 1, 2003, under the Act;
- e) "Documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings; and
- f) "Library" means the Ottawa Public Library/ Bibliothèque publique d'Ottawa
- g) "Local Committee" means a committee established by the Board under Subsection 11.3 of this By-law.

1.2 In all By-laws of the Corporation, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations. Wherever reference is made in the By-law to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to or re-enactment of such statute or section, as the case may be. The headings in this By-law are solely for convenience and are not to be used as an aid in the interpretation of this By-law.

2 AIMS OF THE CORPORATION

- a) to support the extension and improvement of the services and resources of the Library; in particular, and in the discretion of the Amalgamated Corporation, to disburse its net revenues, materials or the proceeds or interest thereon to the Library on condition that these materials or funds are acceptable to the Library and are considered by the Library and the Corporation of the City of Ottawa to be in addition to and in no way in diminution of the regular budgeted funds provided by the Corporation of the City of Ottawa and the Province of Ontario; and

b) to further the aims and objectives of the Library by stimulating interest in and giving support thereto and fostering knowledge of public library systems and services in general.

3 HEAD OFFICE

3.1 Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

3.2 Until changed in accordance with the Act, the location of the Head Office within the City of Ottawa shall be 120 Metcalfe Street, 5th Floor, Ottawa, Ontario K1P 5M2.

4 CORPORATE SEAL

4.1 The seal, if its impression is stamped in the margin, shall be the seal of the Corporation.

5 BOARD OF DIRECTORS

5.1. The affairs, business and property of the Corporation shall be managed by a Board of Directors composed of:

- a) the City Librarian of the Library as an ex officio Director;
- b) the Past President of the Corporation as an ex officio Director;
- c) seven Directors representing Local Committees; and
- d) a maximum of seven other elected Directors.

5.2 Directors must be individuals, 18 years of age, with power under law to contract and shall be members or shall become members within 10 days after their election or appointment.

5.3 A Director shall hold office from the conclusion of the annual meeting at which he or she is elected until the conclusion of the second annual meeting after having been elected. For greater clarity, the term of office is 2 years.

5.4 No person may be elected or appointed as a Board member if he or she has been a member thereof for the immediately preceding three full consecutive terms. This provision shall not apply to the City Librarian of the Library as an ex officio Director or to any other Director at any time there is an insufficient number of candidates for election or appointment to the Board without electing or appointing as a Board member a person who has been a member of the Board for the immediately preceding three full consecutive terms. The Nominating Committee or if there is no Nominating Committee, the current Board, shall determine if there are insufficient number of candidates for election or appointment.

5.5 If at least two Directors remain in office, a vacancy on the Board of Directors may be filled by the remaining Directors from among the qualified members of the Corporation provided that a majority of Directors agree. If less than two Directors remain in office or there is disagreement between the Directors, the remaining Director or any member in good standing shall forthwith call a general meeting of members to fill the vacancies on the Board of Directors. Any Director appointed by the Board pursuant to the provisions of this paragraph

shall hold office until the next annual meeting at which time that Director may be elected or by the members for a full two year term on the Board.

5.6. The office of Director shall be automatically vacated:

a) if a Director resigns his or her office by delivering a written resignation to the Secretary of the Corporation;

b) if he or she is found by a court to be of unsound mind;

c) if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;

d) if at a special or general meeting of the members, a resolution is passed by two thirds of the members present at the meeting that a Director be removed from office;

e) on death; or

f) if he or she ceases to become or does not become a member within 10 days of election or appointment as a Director.

5.7 Meetings of the Board may be held at any time and place in the City of Ottawa to be determined by the Directors. The President, or any two Directors, may call a meeting by giving forty-eight hours written notice of such meeting (exclusive of Saturday, Sunday or statutory holidays). A notice of meeting may be delivered electronically. There shall be at least one meeting per year of the Board. Each Director is authorized to exercise one vote. The person chairing the meeting shall have the right to vote in the first instance, but shall not have the right to cast a second or casting vote at meetings of the Board.

5.8 Where a Director is unable to participate at a meeting of the Directors of the Corporation then, subject to this By-law, the Director may have his or her vote recorded for the purposes of the meeting by means of a detailed voting ballot. The detailed voting ballot shall be provided by the Secretary to any Director who indicates his or her inability to attend a meeting of Directors in person or by teleconference. The completed and signed voting ballot must be returned by the absent Director to the Secretary and to another Director of the Corporation who will be attending the meeting of Directors prior to the commencement of the meeting at which the absent Director's vote is to be counted. The voting ballot must contain sufficient detail concerning matters to be raised at the meeting to allow a Director who is unable to attend the meeting the opportunity to make a reasoned judgement on the matters contained therein. A Director's vote by ballot will only be counted if the motion on the floor of the meeting is identical to that contained in the mail ballot. The deposit of a ballot with the Secretary and a Director of the Corporation will not constitute that Director present for the purposes of establishing a quorum at any meeting of Directors.

5.9 The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

- 5.10 Provided all of the Directors present at or participating in a meeting of the Board or a committee of the Board consent, a meeting of Directors or a committee of Directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed for the purposes of this By-law to be present at the meeting.
- 5.11 A quorum for the transaction of business at a duly called meeting of the Board of Directors shall be at least 40% of the Directors.
- 5.12 Instead of a vote held during a meeting of Directors, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.
- 5.13 Provided a quorum of Directors is present, each newly-elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board is elected.
- 5.14 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any Director from servicing the Corporation in any other capacity and receiving compensation therefor.
- 5.15 A reasonable remuneration for all employees and agents shall be fixed by the Board by resolution as part of the annual budget process.
- 5.16 No Director shall be disqualified by his or her office from contracting with the Corporation, nor shall any contract or arrangement entered into by or on behalf of the Corporation, with any Director or in which any Director is in any way interested, be liable to be avoided nor, subject to the provisions of the Act, shall any Director so contracting or being so interested be liable to the Corporation or any of its members for any profit realized by any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.
- 5.17 It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.
- 5.18 The Board in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 98 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act, Letters Patent or the By-laws) shall be as valid and as binding upon the Corporation and upon all the

members as though it had been approved, ratified or confirmed by every member of the Corporation.

6 POWERS OF DIRECTORS

- 6.1 The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract that the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- 6.2. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time, and for the purposes of furthering the objects of the Corporation, may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees.
- 6.3 The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such person shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- 6.4. The Directors shall have the power to create a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.
- 6.5. Subject to the Letters Patent of the Corporation, the Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

7 APPOINTMENT AND DUTIES OF OFFICERS

- 7.1. The Directors shall annually or, as often as may be required, appoint from among their number a President, a Vice President, a Treasurer and a Secretary and, if deemed advisable, may annually or as often as may be required appoint more Vice-Presidents, one or more Assistant-Treasurers and/or one or more Assistant-Secretaries. Two or more such offices may be held by the same person. The Directors may from time to time appoint such other Officers as they shall deem necessary who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by the Board.
- 7.2 The Officers of the Corporation shall hold office from the date of their appointment or until their successors are appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time, with or without cause.
- 7.3 The President shall be the Chief Executive Officer of the Corporation. He or she shall preside at all meetings of the Corporation and of the Board. He or she shall have the general and active management of the affairs of the Corporation. He or she shall see that all order and resolutions of the Board are carried into effect. The President may be designated as the "Chair" of the Corporation.

7.4 The Vice-President or, if more than one, the Vice-Presidents shall assist the President in the performance of his or her duties and, in order of seniority as determined by the Board, may perform and exercise the powers of the President during the absence or inability to act of the President. If a Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. Vice-Presidents shall perform such other duties as shall from time to time be imposed on him, her or them by the Board.

7.5 The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the book belonging to the Corporation and shall cause to be deposited all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He or she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He or she shall also perform such other duties as may from time to time be directed by the Board.

7.6 The Secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Corporation and shall attend all meetings and act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision he or she shall be. He or she shall be custodian of the seal of the Corporation, if any.

7.7. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

7.8 The Board may by resolution appoint an Executive Director of the Corporation to perform such duties, on such terms and conditions and with such compensation, as may be agreed to with the Executive Director. Such agreement shall be in writing. The initial term of such employment or of any extension of such employment from time to time shall be determined by the Board. The agreement may provide for the delegation of any of the powers or duties of any Officer of the Corporation to the Executive Director. The Executive Director shall not be a member of the Board. The remuneration of the Executive Director shall be determined from time to time by resolution of the Board. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

7.9 Officers shall be subject to removal by resolution of the Board at any time, with or without cause.

8 INDEMNITIES TO DIRECTORS AND OTHERS

8.1 Every Director and Officer of the Corporation and his or her heirs, legal personal representatives, and assigns, respectively, shall from time to time and at all times, be indemnified and saved harmless, from and against:

a) all cost charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liability; and

b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charge or expense occasioned by his or her own wilful neglect or default.

- 8.2 Except as otherwise required by the Act and subject to Section 9.1, the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgements, fines and any amount actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted honestly and in good faith with a view to the best interest of the Corporation and, with respect to any criminal or administrative action or proceedings that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful. The termination of any action, suit or proceeding by judgement, order, settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interest of the Corporation, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his or her conduct was lawful.
- 8.3 The provisions for indemnification contained in the By-laws of the Corporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and legal personal representatives of such a person.
- 8.4 Every Director and Officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interest of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing and to the extent permitted by law, no Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults or any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any

damage resulting from any dealing with any moneys, securities or other assets belonging to the Corporation, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful and wilful neglect or default.

- 8.5. The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

9 MEMBERSHIP

- 9.1 Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board or who shall otherwise qualify for membership according to requirements established from time to time by the Board.
- 9.2 The Board may from time to time establish the level and classes of fees or dues for membership and the periods and classes for which such fees or dues may be payable. Annual membership fees or dues, where applicable, shall be due and owing for the next twelve month period at the end of each current membership period.
- 9.3 Unless otherwise determined, applicants for membership in the Corporation may be admitted as members upon payment of the appropriate fee as prescribed by resolution of the Board of Directors, from time to time.
- 9.4 Each member of the Corporation shall have one vote at all meetings of members of the Corporation, unless otherwise specified in these By-laws.
- 9.5 Membership in the Corporation is non-transferable and shall lapse and cease to exist on the death or resignation of the member. The membership of any member who is in arrears in payment of membership fees may be cancelled by the Board if such arrears are not paid within one month after the posting of a notice to such member by ordinary mail or e-mail at his or her address on the Corporation's records.
- 9.6 Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
- 9.7 Any member may be required to resign by a vote of seventy-five per cent of the members at an annual meeting; provided that no motion of the members to require a member to resign may be initiated without prior approval by a resolution of the Board of Directors and provided that any such member shall be granted an opportunity to be heard at such meeting.
- 9.8 The Board may, from time to time in its discretion, confer an honorary membership on any person who, in its opinion, has significantly furthered the objects of the Corporation. An honorary member has all the benefits of a regular member, including the right to vote and hold office in the Corporation. This is a lifetime membership.

9.9 The interest of a member in the Corporation is not transferable and lapses and ceases to exist

- a) upon death or dissolution of the member;
- b) when the member's period of membership expires (if any);
- c) when the member ceases to be a member by resignation or otherwise in accordance with the By-laws;
- d) if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting.

10 MEETINGS OF MEMBERS

10.1 The annual or any special meeting of the members shall be held at the Head Office of the Corporation or at such other place in the City of Ottawa as the Board may determine and on such day as the Directors shall appoint.

10.2 The annual meeting of the members shall be held each year for the purpose of:

- a) hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an annual meeting;
- b) appointing the auditor, if desired or required by the Act and fixing or authorizing the Board of Directors to fix the remuneration of the auditor;
- c) electing such Directors as are to be elected at such annual meeting
- d) considering and transacting any other business properly brought before the meeting.

10.3 The order of business at an annual meeting of the members of the Corporation shall include, but not be limited to:

- a) the consideration for approval of the minutes of the previous annual meeting;
- b) the consideration of any business arising out of the previous annual meeting;
- c) the presentation of the Board's Report;
- d) the presentation of the Trust Fund Report;
- e) the presentation of the Audited Financial Statements;
- g) appointment of the Auditor
- h) the presentation of Nominating Committee's Report;
- i) the election of Directors

- 10.4 Candidates for the position of Director to be elected at an annual meeting of the members of the Corporation shall include:
- a) the slate of candidates for the position of Director proposed by the Nominating Committee, or, if there is no Nominating Committee, by the Board of Directors; and
 - b) the slate of candidates selected by the Local Committees to be elected to the position of Director and brought forward by the Nominating Committee, or, if there is no Nominating Committee, by the Board of Directors.
- 10.5 The Board or the President or a Vice-President shall have power to call, at any time, a special meeting of the members of the Corporation.
- 10.6 Ten days' notice of any annual or special general meeting of members shall be given to each voting member (and in the case of an annual meeting to the auditor of the Corporation). Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the member that he or she has the right to vote by proxy.
- 10.7 A quorum for the transaction of business at any meeting of members shall be not less than ten members present in person or represented by proxy. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 10.6 with regard to notice shall apply to such adjournment.
- 10.8 Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Corporation.
- 10.9 Unless otherwise required by the provisions of the By-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members at the meeting entitled to vote, unless otherwise specifically provided by a law, a statute or by the By-laws of the Corporation. The person chairing the meeting shall have the right to vote in the first instance, but shall not have the right to cast a second or casting vote at meetings of the members.
- 10.10 In the event that the President of the board, and the Vice-President of the board are absent, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.
- 10.11 The chairperson of any meeting of members may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any

adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

10.12 At all meetings of the members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by there By-laws. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.

At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

11 COMMITTEES

11.1 There shall be a standing Nominating Committee, appointed by the Board, that shall be subject to the direction of the Board.

11.2. The Nominating Committee shall:

- a) prepare a slate of one or more candidates for each position on the Board which will be vacant and for which an election is to be held at or after the annual meeting;
- b) receive from each Local Committee the name of a candidate who has been selected to represent it on the Board of Directors to be ratified at the annual meeting;
- c) accept any additional written nominations for each position on the Board that will be vacant any time prior to the holding of an election, but this does not preclude the Chair of the annual meeting from accepting further nominations from the floor at the time of the election; and
- d) make recommendations to the Board of names of persons to fill vacancies on the Board or on committees that occur throughout the year.

11.3 The Board of Directors may establish by resolution Local Committees to carry out activities in furtherance of the objects of the Corporation in support of a particular branch or branches of the Library. Local Committees will be known by a geographical or Library branch name. A

Local Committee shall not have fewer than three members, one of whom must be a Director of the Corporation. All members of a Local Committee must be members of the Corporation in good standing. The members of a Local Committee will hold their positions at the will of the Board. The duties of Local Committees and the policies and procedures by which they operate will be established by the Board.

11.4 The Board of Directors may establish by resolution such further committees for such purposes as it deems to be in the best interests and needs of the Corporation. The existence of any such further committee shall be terminated automatically upon whichever of the following first occurs:

- a) the delivery of a final report by the committee to the Board;
- b) the completion by the committee of its assigned task; or
- c) a resolution of the Board to that effect.

12 MINUTES OF BOARD AND COMMITTEES

12.1 The minutes of the Board or the minutes of any Committees shall be available to the general membership of the Corporation. Each of the Directors shall receive a copy of such minutes.

13 EXECUTION OF DOCUMENTS

13.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two Officers in the manner prescribed from time to time by the Board of Directors.

13.2. Contracts or other documents requiring the signature of the Corporation, shall be signed by any two Officers. All contracts or documents so signed shall be binding on the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts or other documents. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purpose of the transferring of any dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation, if any, may be affixed to such contracts or documents, if required.

14. BANKING ARRANGEMENTS

14.1. The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe.

15 FINANCIAL YEAR END

15.1 Unless otherwise ordered by the Board the fiscal year of the Corporation shall end on December 31 in each year.

16 TRUST FUNDS

16.1 The Board of Directors may establish by resolution such trust funds as it deems appropriate. Any trust fund so established shall be governed and operated according to the terms of its Trust Declaration.

16.2 The Trust Fund of the Friends of the Ottawa Public Library established by the executive of the Friends of the Ottawa Public Library in a Trust Declaration effective June 6, 1989 and continued pursuant to By-law Number 1 of The Friends of the Ottawa Public Library Association/ / l'Association des amis de la Bibliothèque publique d'Ottawa enacted September 8, 1992 as "The Trust Fund of the Friends of the Ottawa Public Library Association" or, in French, "Le Fonds en fiducie de l'Association des amis de la Bibliothèque publique d'Ottawa" shall continue in full force as the same may have been amended under the title "The Trust Fund of the Friends of the Ottawa Public Library Association" or, in French, "Le Fonds en fiducie de l'Association des Amis de la Bibliothèque publique d'Ottawa".

17. AUDITORS

17.1 The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. The auditor shall be entitled to receive all notices and other communications relating to meetings of members that any member is entitled to receive and to attend, but not vote, at all such meetings. Provided, however, that if the Act exempts the Corporation from the requirement for appointment of an auditor, the Corporation may, if it complies with the conditions for such exemption, dispense with the performance of an audit. In such event, the Board shall make such provision for the preparation and review of annual financial statements as it may determine to be in the best interest of the Corporation.

18 BOOKS AND RECORDS

18.1 The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable law or statute are regularly and properly kept.

19 GIVING OF NOTICES

19.1 Notice to any member, Director or officer for any meeting or otherwise, shall be in writing and shall be sufficiently given if sent to the last address of the member, Director or officer recorded on the books of the Corporation by delivery, or by ordinary mail, or by means of facsimile, electronic mail or other method of transmitted or recorded communication. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when it is transmitted by the Corporation directly or when it is delivered to the appropriate communication company or agency or its representative for dispatch.

19.2 No error or omission in giving notice of Board, Executive Committee, annual or general meetings of members, or any such adjourned meetings shall invalidate such meeting or make void any proceedings taken thereat and any person entitled to receive notice of any such meeting may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken or had thereat.

20 DEPOSIT OF SECURITIES FOR SAFEKEEPING

20.1 All of the shares or other securities carrying voting rights or any company or corporation held from time to time by the Corporation may be voted at any and all meeting of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the board of directors of the Corporation shall from time to time determine. The duly authorized signing officers of the corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board of directors.

20.2 All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the board of directors, with such other depositories or in such other manner as may be determined from time to time by the board of directors.

21 RULES AND REGULATIONS

21.1 The Board may prescribe such rules and regulations not inconsistent with the Corporation's By-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and, failing such confirmation at the annual meeting of members, shall at and from that time cease to have any force and effect.

22 RELATIONS WITH THE OTTAWA PUBLIC LIBRARY

22.1 It is acknowledged that the name of the Corporation is used with permission of the Library and the Corporation shall be required to change its name if such permission is, in the future, revoked.

22.2 Subject to the Corporation's By-laws, the Board is authorized to enter into, amend and keep in force from time to time, an agreement between the Corporation and the Library to provide for any matters as may from time to time be deemed necessary by the Board for the purpose of maintaining and regulating the relationship between the Corporation and the Library.

23 AMENDMENT OF BY-LAWS

23.1 The By-laws of the Corporation not embodied in the Letters Patent of Amalgamation may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two thirds of the members at a meeting duly called for the purpose of considering such action.

24 GIFTS OF THE CORPORATION NOT TO DIMINISH REGULAR BUDGETED FUNDS OF THE LIBRARY

24.1 Subject to the provisions of this By-Law regarding the winding up of the Corporation, no assets of the Corporation, including any trust fund established by it, and no materials or assets of any kind shall be given to the Library unless such assets or materials are considered by the Library and the Corporation of the City of Ottawa to be in addition to and in no way in diminution of the regular budgeted funds provided by the Corporation of the City of Ottawa and the Province of Ontario or any other source.

25 WINDING UP OF THE CORPORATION

25.1 Should the Corporation be wound up, all of the net proceeds and net capital belonging to it, including all net proceeds and net capital held in any trust fund established by it, shall be distributed or disposed of to the Library.

26 REPEAL OF PREVIOUS BY-LAWS

26.1 Previous By-laws of the Corporation are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Corporation obtained pursuant to, any such By-laws before its repeal. All officers and persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the shareholders or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed subject to 24.1.

The foregoing amendment to By-law No. 1 was made by the directors of the Corporation on the 15th day of November, 2011, and confirmed without variation by the members of the Corporation on the 19th day of June, 2012.