

FORM 3

SOCIETIES ACT

THE ASSOCIATION OF BOOK PUBLISHERS OF BRITISH COLUMBIA

CONSTITUTION

1. The name of the Society is “THE ASSOCIATION OF BOOK PUBLISHERS OF BRITISH COLUMBIA” (hereinafter referred to as the “Association”).
2. The purposes of the Association are:
 - (a) to encourage in particular the writing, publishing, distribution and promotion of books written by British Columbian and Canadian authors;
 - (b) to co-operate with other associations and organizations to further the reading and studying of all books;
 - (c) to work for the development and maintenance of strong competitive publishing houses owned and controlled in British Columbia and Canada;
 - (d) to represent the interest of British Columbia owned book publishers in relations with the public and private institutions in Canada and abroad;
 - (e) to facilitate the exchange of information among its members;
 - (f) to foster the business and business interests of its members;
 - (g) to settle disputes between its members within British Columbia;
 - (h) to further professional training for individuals engaged in all aspects of the book publishing activity;
 - (i) to promote the highest standards of professional conduct in the book publishing industry;
 - (j) to co-operate closely with individuals, organizations and governments in the pursuit of the objectives of the Association;
 - (k) to undertake such specific projects, studies and other forms of action as shall be from time to time required to implement the above objectives.

- (1) to support the objects of the Association of Canadian Publishers, provided that such objects do not conflict with the laws of the Province of British Columbia or the last preceding objects herein.
3. The Association is a charitable organization and is not to be carried on for a profit or gain. This paragraph, pursuant to the provisions of the Societies Act is unalterable.
4. In the event of the Society being wound up or dissolved any net assets are to be distributed to one or more recognized charitable organizations in Canada. This provision is unalterable.

BY-LAWS

ARTICLE 1: DEFINITIONS

- 1.1 In this by-law and all other by-laws of the Association, unless the context otherwise specifies or requires:
- (a) “Act” means the Societies Act of the Province of British Columbia, from time to time in force, and every statute that may amend or be substituted therefore and, in the case of such amendment or substitution, any references in the by-laws of the Association shall be read as referring to the amended or substituted provisions therefor;
 - (b) “by-law” means any by-law of the Association from time to time in force and effect;
 - (c) “Directors” means the directors of the Society for the time being.
 - (d) “Council” shall mean the Board of Directors;
 - (e) “Book” means a non-periodical printed publication of at least 49 pages, excluding covers, in either a bound format or a recognized alternative format of similar length, with the exception of children’s books which must contain at least 24 pages.
 - (f) “Publisher” means a corporation or other entity whose primary professional activity involves the selection, development, and independent editing of manuscripts or draft manuscripts, entering into contractual agreements with authors or copyright holders, publishing books under the publisher’s own imprint, in printed or other form, and assuming the risks associated with their selection, production, sales, and marketing.
- 1.2 The definitions in the Societies Act on the date these by-laws become effective apply to these by-laws.
- 1.3 Words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.

The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 2: HEAD OFFICE AND RECORDS

2.1 Head Office. The Council may from time to time by resolution fix the location of the head office of the Association within the place in British Columbia.

2.3 Records. The Council shall keep all Society books and records at the Head Office of the Society or at such other office as it shall determine. Members shall be allowed to view ABPBC records by making an advance appointment with an ABPBC staff person.

ARTICLE 3: MEMBERSHIP

3.1. Admission of Members. The applicants for incorporation of the Association shall be active members of the Association and shall hold membership in the Association for one year from the date of the constitution incorporating the Association or until the first annual meeting of members, whichever shall last occur. Other members shall be admitted to membership in the Association from time to time by resolution of the Council, subject to the provisions of the following paragraphs. Each corporate member shall designate an official representative and one alternate to represent the member in the conduct of the affairs of the Association.

3.2 Classes of Members. There shall be two classes of members of the Association, namely active and associate members. The number of active members shall exceed the total number of associate members, unless the Registrar orders otherwise.

3.3 Active Members. The Council shall, upon application, admit as active members any persons who

- (a) are members of the Association of Canadian Publishers, the Literary Press Group, l'Association nationale des éditeurs de livres, the Association of Canadian University Presses, or another *bona fide* Canadian national publishing association accepted by the board of the ABPBC at the time of application.
- (b) have their chief office of business in British Columbia;
- (c) are Canadian citizens, or landed immigrants who have held that status for not more than four years; or are corporations or partnerships who are at least 75% beneficially owned by Canadian citizens, or landed immigrants who have held that status for not more than four years; or are fully owned or controlled by institutions or associations chartered in Canada which are at least 75% controlled by persons who are Canadian citizens, or landed immigrants who have held that status for not more than four years;
- (d) are effectively controlled as to their managerial, editorial and financial decisions by persons who are residents in British Columbia and are Canadian citizens, or landed immigrants who have held that status for not more than four years;

- (e) publish original Canadian books as a primary not an occasional or peripheral part of their business function;
- (f) have been recommended for membership in the Association by at least two active members of the Association;
- (g) have in print no fewer than seven (7) original Canadian titles, no more than 25% of which are authored by principals, directors or employees of the applicant firm, and, with the exception of established book grants, no more than 25% of titles may be primarily funded or otherwise primarily underwritten by authors or third-parties, in the 12 month period prior to their application, and in each subsequent 12 month period, no fewer than two (2) new original Canadian titles, providing that those who fail to produce 2 books in the previous year be given one (1) year of grace before they lose their active membership status , and have been in operation for at least two years from the date of publication of their first such title; and
- (h) subscribe to and are willing to work on behalf of the objectives of the Association as set forth in the constitution.

Provided always, however, that the failure to comply with the foregoing conditions shall not exclude any applicant from becoming an active member if such applicant was an active or associate member of the B.C. Publishers Group at December 31st, 1977.

Active members shall be entitled to vote at all meeting of the Association and shall be entitled to one vote per member at all such meetings. They shall be entitled to participate in any discussion regarding distribution of the property of the Association.

3.4 Associate Members. Provided that the number of Active members exceeds the total number of Associate members, as provided in paragraph 3.2 herein, the Council may, upon application, admit as associate members any persons which either

- (a) meet the criteria set out in paragraph 3.3 except for conditions (a), (e) and (g) thereof and for which publication of original Canadian books is an important part of their business function; and who have in print at least two (2) Canadian titles published within the previous three (3) years no more than 25% of which titles may be written by the publisher, employee or member of the board; or
- (b) was an associate member of the B.C. Publishers Group at December 31st, 1977; and
- (c) who agree to move into Active membership as soon as they become eligible for such status, and will abide by all by-laws of Active members (3.3 inclusive).

Associate members shall be entitled to attend meetings of the members of the Association but shall not be entitled to vote thereat.

3.6 Fees. The Council may from time to time fix annual dues or fees payable by the members according to a fee schedule which must be confirmed by a vote of the members of an annual or other general meeting of members. Membership fees shall be due and payable thirty days after the annual general meeting except as specified in the fee schedule or as otherwise determined by Council. Every applicant for membership in the Association whose application has been approved shall, unless otherwise determined by the Council, remit the amount equal to the dues payable for the year in which s/he joins; except that only one half of such dues need be remitted for an application made after July 1 in any year, and any dues paid by an applicant for membership during the last quarter of a calendar year may, at the applicant's option, be applied against the dues owing for the next ensuing year.

3.7 Additional Assessments. Additional assessments on members, if required, shall be determined for each calendar year according to a formula proposed by the Council and approved by a three-quarter vote at an annual or other general meeting of members. Such additional assessments shall be due and payable at such time as may be determined by the Council.

3.8 Resignation. Any member may resign from membership in the Association upon notice in writing to the Secretary of the Association. The Treasurer shall notify the members of the dues or fees at any time payable by them and, if any are not paid within ten days of such notice and within 180 days of the due date, whichever is later, the members in default shall be deemed to have resigned as members of the Association, but any such members may on payment of all unpaid dues or fees be reinstated as members by the Council.

3.9 Forfeiture of Interest. Any person who ceases to be a member of the Association by reason of resignation, disqualification or otherwise shall thereupon forfeit all right and claim to the return of any dues or additional assessments paid by him to the Association.

3.10 Disqualification from Membership. If for any reason, a question arises as to the continued qualification for membership of any person admitted to membership, the Council may in its discretion instruct the Secretary to write to such person advising of the condition or conditions of eligibility at issue, and providing such person with an opportunity to make representations to the Council as to the compliance by that person with the said condition of eligibility. After consideration of such representations, if any, and any other evidence it may deem appropriate, the Council may in its discretion, if it is not satisfied that the condition of eligibility is met, declare that the person is no longer a member of the Association, or is a member of a different class, and such declaration shall be final and conclusive. The Secretary shall so advise the person in writing and correct the membership records accordingly.

3.11 Suspension or Expulsion. Where any member of the Association is alleged to have consistently engaged in any activity or course of conduct that is contrary to the objectives of the Association as set out in the constitution, the Council may in its discretion create a Special Committee to consider the allegations against such member. Where, after a fair hearing in which the member concerned has been given an opportunity to present evidence and make representations, the Special Committee recommends to the Council that the member be suspended or expelled, and this recommendation is confirmed by a resolution of Council approved by at least two-thirds of the votes cast, and confirmed by a majority of the members present at a special general meeting of members called for that purpose, the member shall forthwith be suspended or expelled as the case may be. The Secretary shall so advise the person in writing and correct the membership records accordingly.

3.12 Amendment. Paragraphs 3.1, 3.2, 3.3, and 3.4 of this by-law shall not be amended, repealed or rescinded except by a by-law confirmed by at least three-quarters of the votes cast at a general meeting of the Association duly called for that purpose.

ARTICLE 4: MEETINGS OF MEMBERS

4.1 Annual General Meetings. The annual general meeting of the members shall be held at any place within British Columbia, on such day in the month of April in each year and at such time as the directors may by resolution determine. At annual general meetings there shall be presented a report of the Council of the affairs of the Association and the Auditor's report thereon, and such other information or reports relating to the Association's affairs as is required by the Act and as the Council may determine. If for any reason the annual general meeting of members is not held during the month of April in any year, such meeting may be held at such other time as may be determined by Council.

4.2 Special General Meetings. A special general meeting of the members of the Association may be called at any time by the Council or on a written requisition pursuant to the Act, of sufficient members of the active members of the Association. In the event of a requisition, the procedures and time limits as set forth in the Act shall be followed.

4.3 Directions to Council. At a meeting of members, subject to the provisions relating to notice set out below, and in furtherance of the objectives set out in the Constitution, resolutions may be passed directing the Council to exercise any power, duty or function that is by the constitution or by these by-laws conferred on the Council. Without limiting the generality of the foregoing, a meeting of members may direct the Council

- (a) respecting the creation of and the duties of any Standing Committee, Subcommittee, or Task Force, including the members to be appointed thereto; and
- (b) respecting the admission to membership of an applicant whose qualifications for membership under paragraphs 3.3 and 3.4 are in issue.

4.4 Notice. Notice stating the day, hour and place of the meeting and the general nature of the business to be transacted shall be given to each member and the auditor of the association at least fourteen (14) days before the date of every meeting, provided always that a meeting of members may be held for any purpose at any date and time and at any place within British Columbia without notice if all the members are present in person or represented by proxy at the meeting or if all the absent members entitled to notice of such meeting being held assent and such assent may be validly given either before or after the meeting to which such assent relates. Such meetings may take place outside the Province of British Columbia with the prior approval of the Registrar.

4.5 Omission of Notice. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

4.6 Voting. At any meeting of members, each active member shall be entitled to one vote provided such right to vote for a corporation may be exercised only by the official representative or alternate of the member, or, in the absence of both, by a proxy for such member duly appointed in writing. Every question submitted to any meeting of members shall be decided in the first instance by a majority of votes given on a show of hands and in case of an equality of votes the chairman shall both on a show of hands and at a poll have a second or casting vote in addition to the vote to which he is entitled as a member. At any meeting unless a poll is demanded a declaration by the chairman 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 without proof of the number or proportion of votes recorded in favour of or against the motion.

4.7 Chairman. In the absence of the President or the First Vice-President, the active members present shall choose another member of Council as chairman and if no members of Council are present or if all the members of Council present decline to act as chairman the active members present shall choose one of the active members present to be chairman.

4.8 Polls. If at any meeting a poll is taken on the election of a chairman or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of members of Council it shall be taken in such manner and either at once or after adjournment as the chairman 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.

4.9 Adjournments. The chairman may with the consent of any meeting adjourn the same from time to time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting 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 any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.10 Quorum. The presence of seven active members shall be a quorum of any meeting of members except that the quorum for a special general meeting shall be the greater of seven active members or one-quarter of the active members. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

4.11 Transitional. Notwithstanding paragraph 4.10, a quorum of five shall be sufficient for any meeting of members held prior to the first annual general meeting called to elect a new Council.

4.12 Minutes. The secretary shall keep minutes of all meetings of the Association. In the absence of the secretary from the meeting, the chairman shall appoint another person to act as secretary at such meeting.

4.13 Special Resolution. Where by the Societies Act of British Columbia or by these by-laws, a special resolution of a meeting of the members of the Association is required, unless otherwise provided herein, such special resolution shall require a three-quarters majority of the members present at such meeting.

4.14 Proxies. All persons voting as proxy of an active member shall, prior to voting such proxy, deliver to the chairman the written proxy of the active member represented.

ARTICLE 5: COUNCIL

5.1 Powers. The affairs of the Association shall be managed by a board of directors, to be named the Council, which may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the by-laws or any special resolution of the Association or by statute expressly directed or required to be done by the Association at a general meeting of members.

5.2 Qualifications of Members of Council

- (a) Every member of Council shall be nineteen (19) or more years of age and subject to the provisions of paragraphs 5.2 (b) and 5.4 shall be an active member or an official representative or alternate of an active corporate member of the Association.
- (b) One member of Council may be an associate member or alternate or an official representative of an associate member of the Association.

5.3 Members of Council. The Council of at least five members, shall consist of the following persons, who, except for those designated under clause (c) below, shall be elected at the annual general meeting:

- (a) the President, the first Vice-President, the second Vice-President, the Secretary and the Treasurer;
- (b) At the discretion of the membership at each annual general meeting, such other qualified members, as set out in paragraphs 5.2 (a) and 5.2 (b) not to exceed four (4) in number, who may be elected as “Members-at-Large of Council” at such annual general meeting; and
- (c) the designated representative of any association of publishers recognized by the Association under the provisions of paragraph 5.4.

5.4 Recognized Associations of Publishers. Where a national, regional, or provincial group or association of publishers has been formed which supports the objectives of the Association of Canadian Publishers and which entrenches such objectives and the requirement that its members be members of the Association of Canadian publishers in its constitution or charter and all members of such association are members or have applied for membership in the Association of Canadian Publishers the Council may recognize such association for the purposes of liaison with this Association. Any recognized association may thereafter appoint an active member of their Association to act as its designated representative to attend at meetings of Council.

5.5 Voting at Council. Except as provided in paragraph 5.4 every person elected or appointed to Council may vote at the meetings of Council. Any person who is on the Council by virtue of two or more posts or positions is entitled to only one vote.

5.6 Quorum and Vacancies. A quorum of the Council shall consist of at least four (4) elected voting members present in person, two of whom are the President, a Vice-President, the Secretary or Treasurer, except where for any reason the number of members of Council in office is greater than twelve (12), the quorum shall consist of at least one-half in person. If by resignation or otherwise, the Council does not have a full complement of voting members such vacancies may be filled by appointments by the Council without the approval of a general or special meeting of members.

5.7 Removal of Members of Council. The active members of the Association may, by resolution passed by at least three-quarters of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any member of Council before the expiration of his term of office and may, by a majority of the votes cast at such meeting, elect any person in his stead for the remainder of his term.

5.8 Remuneration of Members of Council. The members of Council shall serve without remuneration and no member of Council shall directly or indirectly receive any profit from his position as such, provided that a member of Council may be paid reasonable expenses incurred by him in the performance of his duties.

ARTICLE 6: MEETINGS OF COUNCIL

6.1 Meetings. The Council shall meet at least four (4) times annually; not including meeting of the Council that may be convened one month before or after the Annual General Meeting.

6.2 Place of Meetings. Meetings of the Council and of the Management Committee may be held either at the head office of the Association or at any other place within British Columbia.

6.3 Notice. A meeting of council may be convened any time by the President or a Vice-President or any two (2) members of Council and the Secretary, by direction of the President or the first Vice-President or any two (2) members of Council shall convene a meeting of Council.

Notice of any meeting of Council stating the day, hour and place of meeting shall be given to each member of council at least five (5) business days before the meeting is to take place; provided always that meeting of the Council may be held at any time without formal notice if all the members of Council are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting of any irregularity in any meeting or in the notice thereof may be waived by any member of Council and such waiver may be validly given either before or after the meeting to which such waiver relates.

For the first meeting of the Council to be held immediately following the election of members of Council at any annual or special general meeting of the members or for a meeting of the Council at which a member of Council is appointed to fill a vacancy in the Council, no notice of such meeting shall be necessary to the newly elected or appointed member or members of Council in order for the meeting to be fully constituted, provided that a quorum of the Council is present.

6.4 Minutes. The secretary shall keep minutes of all meetings of Council. In the absence of the secretary from a meeting the chairman shall appoint another person to act as secretary at the meeting.

ARTICLE 7: STANDING COMMITTEE

7.1 Standing Committees. At any Special General Meeting called for such purpose, such meeting, by Special Resolution may appoint any Standing Committee it desires for such purpose as it sees fit, and, shall, after appointing such committee shall elect the first chairman thereof. The functions of each Standing Committee for the ensuing year shall be determined from time to time by the Council, and communicated to the Nominations Committee pursuant to the provisions of paragraph 10.1.

7.2 Delegation. The Council may delegate any of its functions, on such terms and under such conditions to any committee or subcommittee to be formed for any purposes, that are consistent with the objectives set out in the constitution.

7.3 Subcommittees. The Council may also create from time to time, on the recommendation of the Chairman of a Standing Committee, up to three (3) Subcommittees under each Standing Committee for the purposes of carrying out the functions of such Standing Committee.

ARTICLE 8: MANAGEMENT COMMITTEE

8.1 Management Committee. There shall be a Management Committee which shall be responsible for the day to day management of the Association in accordance with the objectives set forth in the constitution and the directions from time to time of the Council. The Management Committee shall also be responsible for monitoring the financial affairs of the Association, including the operations of each of the Standing Committees and all Projects created from time to time which are funded by the Association, or are funded subject to the Associations' advice or direction. In carrying out its function, the Management Committee may audit the accounts of any such Committee or Project, may have access to records and financial statements, and may recommend to council that the continuation of any Project be reviewed.

8.2 Membership. The Management Committee shall consist of the following persons:

- (a) The President, the first Vice-President, the Second Vice-President, the Secretary and the Treasurer;
- (b) the Executive Director; and
- (c) the chief executive officer of any Project referred to under paragraph 8.1 which is semi-autonomous and has been designated as such by the Council.

8.3 Meetings. The Management Committee may hold such meetings as it sees fit for the purpose of carrying out its functions. A quorum for such meetings shall be three (3), one of whom is the Executive Director. Notice of such meetings shall be by telephone with forty-eight (48) hour notice, but the inability to reach a member of the Management Committee shall in no way invalidate any proceedings at a meeting where a quorum exists.

8.4 Additional Powers. Where the Council so directs in relation to any Project, the Management Committee shall also have general operating control of such Project and shall be responsible for managing the financial affairs of such Project subject to the direction of Council.

ARTICLE 9: TASK FORCES

9. The Council may from time to time create a Task Force for any purpose relating to the objectives of the Association and may appoint one or more members of the

Association and assign such duties to such Task Force as in its discretion seem appropriate.

ARTICLE 10: PROCEDURE FOR NOMINATIONS AND ELECTIONS

10.1 Nominating Committee. At least three (3) months prior to the annual general meeting of members of the Association, the Council shall appoint a member of Council to form and chair a Nominating Committee to be made up of three (3) or more members of the Association. Forthwith upon approval by the Council of the membership of the Nominating Committee, the Committee shall meet and prepare a slate of nominations for the ensuing year of qualified members of the Association for the positions of President, First Vice-President, Second Vice-President, Secretary, Treasurer, the Chairman of each of the Standing Committees. In preparing the said slate, the Nominations committee shall be subject to the provisions of this by-law and the direction of Council as to the number, designation and functions of each of the Standing Committee, and as to the combination of offices which may be occupied by the same nominee, for the ensuing year.

10.2 Nominations to Council. Not less than forty (40) days prior to the annual general meeting of members, the Council shall receive nominations from the Nominating Committee of duly qualified members of the Association for the positions indicated in paragraph 10.1, and the names of all such nominees shall forthwith be forwarded to all members of the Association. For a period ending twenty (20) days prior to the annual general meeting of members, additional nominations of duly qualified members of the Association for any of the positions to be filled at the forthcoming annual general meeting of members may be made by instrument in writing, signed by two (2) active members other than the nominee, and delivered to the Chairman of the Nominating Committee. After the expiration of such twenty (20) days period, nominations for election of the said positions shall be closed and the names of all duly nominated members for election as aforesaid shall be included with the notice of the annual general meeting of members. Notwithstanding the foregoing, additional nominations of duly qualified members of the Association for one or more of the posts of members at large to be filled may be proposed at the annual general meeting without prior notice in writing if the majority of those present signify their consent.

ARTICLE 11: FINANCE

11.1 Borrowing. For the purpose of carrying the objectives of the Association the elected Directors may borrow or raise or secure the payment of money in such manner as they think fit, and such funds required by the Association shall be disbursed at their discretion, provided however that debentures shall not be issued without the sanction of a special resolution of the Association.

11.2 Records. The finances of the Association shall be under the control of the Treasurer who shall be responsible for the maintaining of power accounting records and ensure that all monies of the Association shall be kept on deposit in either a chartered bank, credit union or trust company.

11.3 Current Operating Account

(a) A current operating account shall be maintained in such chartered bank, credit union or trust company as designated by the council. All current operating receipts received shall be deposited in this account out of which normal operating expenses shall be paid.

(b) The Treasurer shall present details of all expenditures to the council at all regular Committee meetings for their approval.

(c) Notwithstanding anything here and before contained, the Treasurer shall not make any expenditure in excess of an amount to be set annually by the council and to be reviewed and revised as required.

11.4 Savings Accounts

(a) The Treasurer with approval of the council may maintain savings accounts or invest in short term bank deposits, as may be advantageous to the Association.

(b) The council shall ensure that all conditions of deposit have been adhered to and shall approve all expenditures or withdrawals relating to savings and deposit accounts.

11.5 The signing authorities of all bank accounts shall be any two (2) of the following:

- (a) The President
- (b) and/or the First Vice-President
- (c) and/or the Treasurer
- (d) and/or the Secretary
- (e) and/or the Executive Director.

11.6 Financial statements shall be presented to the members at the Annual Meeting by the Treasurer.

ARTICLE 12: INDEMNITIES TO MEMBERS OF COUNCIL AND OTHERS

12. Subject to the Act, every member of Council or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their respective heirs, executors and administrators, and estate and effect, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association from and against:

- (a) all costs, charges and expenses whatsoever which such members of Council, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any

act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability; and

- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE 13: FOR THE PROTECTION OF MEMBERS OF COUNCIL AND OFFICERS

13. Subject to the act, no member of Council or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of Council or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or damage resulting from any dealings with moneys, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful neglect or default.

Subject to the Act, the members of Council for the time being of the Association 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 Association, except such as shall have been submitted to and authorized or approved by the Council. If any member of Council or officer of the Association shall be employed by or shall perform services for the Association otherwise than as a member of Council or officer or shall be a member of a firm or shareholder director or officer of a company which is employed by or performs services for the Association, the fact of his being a member of Council or officer of the Association shall not disentitle such director or officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

ARTICLE 14: OFFICERS

14.1 Election of Officers. As provided in paragraph 5.3 the President, the first Vice-President, the second Vice-President, the Secretary and the Treasurer shall be elected at the annual general meeting. The offices of Secretary and Treasurer may, if so determined by Council, be held by the same person who may but need not be known as the Secretary-Treasurer.

14.2 Appointment of Executive Director. The Council may appoint an Executive Director who shall devote his full time to the affairs and operations of the Association and who shall have such authority and shall perform such duties as may from time to time

be prescribed by the Council. In the event that the Executive Director is not a member of Council, he shall have the right to attend meetings of Council but shall not be entitled to a vote. The Council may also appoint such other officers and agents as it deems necessary with such authority and duties as may be prescribed by the Council.

14.3 Remuneration and Removal of Officers. The members of Council may fix the remuneration (if any) to be paid to officers of the Association who are not members of Council. Such officers in the absence of agreement to the contrary shall be subject to removal by resolution of the Council at any time with or without cause.

14.4 Delegation of Duties of Officers. In case of the absence or inability to act of the President, Vice-President or any other officer of the Association or for any other reason that Council may deem sufficient, the Council may delegate all or any of the powers of such officer to any other officer or to any member of Council for the time being.

14.5 President. The President shall, when present, preside as chairman at all meeting of the council and of members of the association. The President shall be the chief executive officer of the Association. He shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to him by the Council.

14.6 First Vice-President. The first Vice-President shall be vested with all the powers and shall perform all the duties of the President. The first Vice-President shall possess and may exercise such other powers and duties as may from time to time be assigned to him by the Council.

14.7 Second Vice-President. The second Vice-President shall possess and may exercise such powers and duties as may from time to time be assigned to him by council.

14.8 Secretary. The Secretary shall act as Secretary of all meetings of members of council and the Association, shall keep minutes of all such meetings and shall have charge of the minute books of the Association and the documents, records and registers referred to in the Act. He shall perform all duties incident to his office or that are properly required of him by the Council. In the absence of the secretary from a meeting, the chairman shall appoint another person to act as secretary at such meeting.

14.9 Treasurer. The Treasurer shall collect all Association fees and, subject to the provisions of any resolution of the Council, shall have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in such bank or banks or with such depository and depositories as the Council may direct. He shall keep or cause to be kept the books of account and accounting records required by the Act. He shall perform all duties incident to his office or that are properly required of him by the Council. He may be required to give such bonds for the faithful performance of his duties as the Council in its uncontrolled discretion may require but no member of Council shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Association to receive any indemnity thereby provided.

14.10 Vacation of Office. The office of a member of Council of the Association shall be vacated:

- (a) if an order is made declaring him to be a mentally incompetent person or incapable of managing his own affairs;
- (b) if by notice in writing to the Secretary of the Association he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- (c) if he ceases to be an active member or an official representative or alternate of an active corporate member, or in the case of a designated representative of a recognized association of publishers, he ceases to be the designated representative.

If the office of a member of Council or any officer of the Association shall be or become vacant by reason of death, resignation, disqualification or otherwise, except under the provisions of paragraph 5.7 the remaining members of Council may appoint an officer to fill such vacancy.

ARTICLE 15: VOTING SHARES AND SECURITIES IN OTHER COMPANIES

15. All of the shares or other securities carrying voting rights of any other company or corporation held from time to time by the Association may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such other company or corporation and in such manner and by such person or persons as the Council shall from time to time determine.

The duly authorized signing officers of the Association may also from time to time execute and deliver for and on behalf of the Association proxies and/or arrange for the insurance 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 Council.

ARTICLE 16: NOTICES

16.1 Service. Any notice to be given to any member, director or auditor shall be served either personally or by sending it through the post in a prepaid envelope or by fax or e-mail to such member, director or auditor addressed to him at his address as the same appears in the books of the Association or, if no address be given therein, then addressed to the last address of such member, member of Council or auditor know to the Secretary of the Association. With respect to every notice sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a post office or into a post office box.

16.2 Signature to Notices. The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

16.3 Computation of Time. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period but the day for which notice is given shall be so counted.

When the term "business days" is used in this by-law it shall mean Mondays, Tuesdays, Wednesdays, Thursdays and Fridays except where such days fall on statutory holidays.

16.4 Proof of Service. A certificate of the President, Vice-President, the Treasurer or the Secretary of the Corporation or of any other officer of the Association in office at the time of making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, notice shall be conclusive evidence thereof and shall be binding on every member, member of Council, officer or auditor of the Association, as the case may be.

ARTICLE 17: CUSTODY OF SECURITIES

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

All share certificates, bonds, debentures, notes or other obligations belonging to the Association may be issued or held in the name of the nominee or nominees of the Association (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with right of survivorship) and shall be endorsed in blank with endorsements guaranteed in order to enable transfer thereof to be completed and registration thereof to be effected.

ARTICLE 18: EXECUTION OF CONTRACTS, ETC.

18. Contracts, documents or instruments in writing requiring the signature of the Association may be signed by the President, or a Vice-President together with the Secretary or the Treasurer, and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Council is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of

property, real or personal, immovable or movable, 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.

In particular, without limiting the generality of the foregoing, the President or Vice-President together with the Secretary or the Treasurer are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or others securities owned by or registered in the name of the Association and to sign and execute all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

ARTICLE 19: FISCAL YEAR

19. The first fiscal period of the Association shall terminate on such date as the members of council may from time to time by resolution determine.

ARTICLE 20: AUDITOR

20. Unless otherwise required by the Act, the Association shall not be required to have an auditor. If in the opinion of the Council, it is in the best interests of the Association to have an auditor, the first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor. Thereafter, at each annual general meeting the Association shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting. An auditor may be removed at any time, by ordinary resolution of the Association. An auditor shall be informed forthwith in writing of his appointment or removal. No director and no employee of the Association shall be an auditor. The auditor may attend any meetings of the members of the Association and shall attend the annual general meeting.

ARTICLE 21: BY-LAWS

21.1 On being admitted to active membership, a member is entitled to and the Association shall give him, without charge, a copy of the Constitution and By-Laws of the Association.

21.2 These by-laws shall not be altered or added to except by special resolution.

Amended December 2015