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The views expressed in the Bulletin are not necessarily those of the
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Annual Reports: Board of Directors

ACA President

Loryl MacDonald, 2019-2020

Established in 1975, incorporated in 1978 and continued in 2013, the Association of Canadian Archivists (ACA) is a federally incorporated, not-for-profit association. Today, the ACA represents over 560 archivists and archives across Canada, with headquarters in Ottawa. Our mission is to provide the archival profession leadership and to facilitate an understanding and appreciation of Canada's archival heritage.

In 2019-2020, the Board continued to focus on ensuring that the ACA is a nimble organisation, providing good governance, effective advocacy, and quality member services pursuant to the recommendations of "Moving Forward Together, ACA Strategic Plan, 2018-2021". Over the past year our association has taken strides on these fronts.

1. Governance:

i. Leadership Team:

2020 brought changes to the ACA Board of Directors. Jeremy Heil joined the ACA Board as Director-at-Large. Rebecka Sheffield and Jane Morrison continued second terms as Vice-President and Secretary respectively. Rebecka, Jane, and Jeremy's terms of office are 1 January 2020 – 31 December 2021.

With these changes, the ACA Board and their portfolios for 2019-2020 are:

- Loryl MacDonald, President, (Advocacy, Awards, Ex-officio all committees)
- Rebecka Sheffield, Vice President, (Governance, Diversity and Inclusion Task Force)
- Jonathan Dorey, Treasurer, (Finances, ACA Foundation)
- Luciana Duranti, Director-at-Large, (International/ SCCA)
- Jeremy Heil, Director-at-Large, (Education, SIS groups, Student Chapters)
- Jane Morrison, Secretary, (Communications, Membership, Institutional Members Task Force)

The ACA Committee Chairs are:

- Fiorella Foscarini, General Editor, *Archivaria*
- Leah Sander, Communications Committee
- Glen Dingwall, Education Committee
- Paul Henry, Ethics Committee
- Shamin Malmas, Membership Committee

The Secretariat is:

- Jo McCutcheon, Executive Director
- Maureen Tracy, Membership Services Coordinator

ii. ACA Bylaws:

The ACA Governance Committee, led by Vice-President, Rebecka Sheffield, has been focused on review and renewal of the ACA's bylaw. The purpose of the review is two-folds: one, to the revise our elections and voting processes to facilitate fully online participation and two, review options for revising board governance structure to ensure continuity from one board to the next. Please see the Vice President' report for more information.

2. Advocacy:

The ACA endeavours to be a strong voice on issues of concern to the archival community. Advocacy includes supporting a vibrant community among archivists in Canada as well as representing our profession to kindred heritage organizations and to public institutions whose policies may have a significant impact on our professional lives. To this end, the ACA Board has undertaken advocacy on behalf of its members in several areas. Highlights include the following:

i. National Inquiry into Missing and Murdered Indigenous Women and Girls (MMIWG):

In July 2019, the ACA issued a statement in support of the Calls for Justice issued by the National Inquiry into Missing and Murdered Indigenous Women and Girls (MMIWG) in the Final Report of the National Inquiry into Missing and Murdered Indigenous Women and Girls. We affirmed our commitment to working collaboratively with Indigenous heritage organizations to lobby all governments for the resources and permanent funding required to protect and promote the inherent rights of Indigenous Peoples to their cultures and languages as protected by Section 35 of the Constitution of Canada.

ii.

Copyright:

In July 2019, the ACA endorsed a joint library/archives associations' letter to the relevant federal ministers concerning Crown copyright. The current copyright term for published Crown works is 50 years, and this term might extend to 70 years should CUSMA be ratified. In addition, the copyright in unpublished works created by the Crown is perpetual, further complicating access to such works for research and study. The letter asked that the federal government undertake further study on the issue and implement appropriate legislative amendments that will change this provision

In April 2020, we were signatories to a letter to the World Intellectual Property Organisation on the COVID pandemic. The letter called on WIPO to take a stand in favour of ensuring that intellectual property regimes are a support, not a hindrance, to efforts to tackle the Coronavirus outbreak and its consequences.

iii. Other Archives Organisations:

Leslie Weir became the new Librarian and Archivist of Canada on August 30, 2019. She is the first woman to be appointed to the position. Prior to her appointment, Ms. Weir was University Librarian at the University of Ottawa from 2003 to 2018. She also held positions at the National Library of Canada and the Statistics Canada Library. The ACA Executive Director and President were pleased to meet her at a Library and Archives Canada Stakeholders' Forum in Toronto on 28 January 2020.

The ACA Executive Director, President, and Director-at Large also attended meeting of the Steering Committee on Canada's Archives (SCCA) on 28 January 2020. The SCCA is now chaired by Joanna Aiton Kerr, Chair of the CCA Chair of the Canadian Council of Archives.

3. Membership Services:

i. Annual Conferences:

The 2019 ACA Annual Conference 5-8 June 2019 in Toronto was a hit. 85% of respondents to the Conference Survey thought the 2019 ACA Annual Conference a good to excellent experience. The conference attracted more than 250 delegates and had over 96 presenters from across Canada, the United States, the United Kingdom, and Australia. Further, from the Welcoming Reception, the Archival Film Night, the walking tours, the East-West Ball Game to the closing Dinner & Dance, all of the social activities were well received. We are grateful to the Program Committee, chaired by Susan Hart, and the Host Committee, chaired by Julia Holland, who volunteered their time and expertise in making the 2019 Annual Conference in Toronto a great success.

The ACA's 45 Annual Conference "20/20 Vision Seeing Archives Differently – The Online Version" is 10-12 June 2020. In light of the COVID-19 pandemic, the conference will be entirely virtual for the first time in its history. The on-line conference will highlight the work of more than 50 speakers from across Canada and around the world including the United States, Australia, and Europe. Thank you to Programme Chair, Emily Lonie, and her remarkable team for their flexibility, creativity, and remarkable work in putting together this historic virtual conference. We are most grateful!

Meanwhile, work is underway for ACA 2021 which will be 30 June- 3 July, 2021. Grant Hurley, the Program Chair, has developed a draft theme for the conference and has begun to recruit committee members. Stay tuned for more information including the announcement of the theme later this summer.

Finally, we are all disappointed that we could not visit Vancouver this year. Rest assured that we are working on plans to return in 2022.

ii. All Shook Up:

I am very pleased to report that ACA and Society of America Archivists has co-published '*All Shook Up: The Archival Legacy of Terry Cook*', edited by Tom Nesmith, Joan Schwartz, and Greg Bak. The book will be formally launched at the 2020 Conference.

Conclusion:

The COVID-19 pandemic has brought unexpected challenges for the Canadian archival community. We have all been affected personally by the pandemic. Many of us have had to adjust rapidly to working remotely while balancing the needs of home life. Some have experienced temporary or permanent job losses. It is a tribute to the Canadian archival community's resolve, creativity, and adaptability that, in the face of these challenges, archivists continue to anticipate and to meet current and future generations of researchers' needs. Meanwhile, the ACA has endeavoured to adapt to the new landscape with the goal forging ahead with new solutions and options for our members. We have moved our in-person annual conference on-line, are providing subsidized conference registration for active Student and Individual Members affected by COVID 19, have opened *Archivaria* to everyone, and issued calls for archival institutions to take a "people first" approach when re-opening. The ACA and the Canadian archival community are resilient.

In closing, I wish to thank Jo McCutcheon and Maureen Tracy for their tremendous work on our behalf. I am also grateful to my Board colleagues, Committee Chairs, and Committee Members who so generously volunteer their time to assist the ACA in its deliberations and delivery of services. Our association is only as strong as the commitment of its members and volunteers.

I hope that you take care as we do what we need to do to stay safe and get through this crisis together.

Onwards!

Respectfully Submitted,
Loryl MacDonald

Vice President's Report

Rebecka Sheffield, 2020-2021

A few months ago, I found myself inundated with invitations to conferences, annual meetings, and other professional development activities, all apparently focused on the theme of hindsight. Even the theme of our own annual meeting is “Vision 20/20: Seeing Archives Differently!” Of course, it’s easy to make the claim that the events of the past should have been obvious all along, but there is no way of knowing the right course of action until the dust has settled. Who could have predicted that this year, perhaps more so than any year since 1918, has given us all pause to truly reflect on the state of the world – and also freak out a little? Whether the real disaster is a global pandemic or its social, political and economic consequences (or all of the above), Covid-19 has laid bare just how fragile we are in the face of catastrophe. I risk hyperbole to state that we are facing difficult times now and for the foreseeable future.

I am very proud to be part of a professional community that has rallied together over the past few months. I’m well aware that archivists are used to playing a long game and we should understand by now that these times are not unprecedented. But this will not hinder us from acting in the here and now or focusing on the immediate needs of our colleagues and friends. While some of us are fortunate to continue working from home or modifying our daily tasks to adjust to uncertain futures, others are working with reduced hours, taken pay cuts, or lost their employment altogether. An overreliance on digital technologies has also resulted in an accelerated pace of change that is startling at times. We don’t yet understand whether this change is temporary or permanent, but we do know that it is disruptive! I am mindful that disruption can be difficult and delightful.

Considering this accelerated change that we are all experiencing, I would like to focus on two major undertakings in this annual report.

The first, our renewed bylaw, is a critical step in building a more resilient ACA that welcomes and encourages the greatest participation from its members no matter where they live or where they work. The proposed new Bylaw #1 allows for fully online voting – thus extending the ability to vote to all members even if they are not able to attend the Annual General Meeting in person. Bylaw #1 also gives greater benefits to our Institutional Members, allowing each to designate a representative who can participate in ACA governance and leadership roles. While the ACA is and remains focused on the needs of our professional community, this change acknowledges the importance of our Institutional Members to the health of the Association. Members will be asked to endorse the new Bylaw #1 in two ways: Individual Members will vote on a motion to accept the bylaw as the guiding legal framework for the Association. Institutional Members will

be asked to vote on a special resolution outlining proposed changes to the membership class. I am grateful to the Governance Committee, the Board of Directors (past and present) and our Executive Director, Jo McCutcheon, for their hard work and dedication to this project.

The second major undertaking this year has been the establishment of a dedicated Equity, Diversity and Inclusion Task Force (EDI-TF). This task force is responsible for recommending a strategic and coordinated approach for the ACA related to issues of equity, diversity and inclusion. Members will explore research, best practices, and methods for the purpose of developing an EDI Action Plan to affirm the ACA's commitment to EDI and set directions by identifying priorities and strategies to achieve them. The EDI Action Plan will provide immediate actions the ACA may undertake, as well as inform strategic planning to begin anew in 2021. I want to underscore the importance of this task force at this particular moment in time. EDI is not a bolt on to the work we do; it cannot be postponed because we have other priorities. Equity, diversity and inclusion is central to the future of the ACA as we manage disruptions, accelerated change, and uncertainty. I'm grateful for the continued support from EDI-TF members Magnus Berg, Lucie Handley-Girard, Laura Hernandez, Danielle Robichaud, and Leanne Templeton.

In addition to these two major projects, I also have the great pleasure of working with all committees and offering assistance on initiatives when requested. I would also like to recognize the work of the Governance Committee, including Corinne Rogers, Dierdre Bryden, Andrew Chernevych, John Roberts, and Michael Gourlie, who joined this past year. A special thanks to Dierdre and Michael, who managed the 2020 nominations and elections process.

Thanks to all of my fellow board directors for their ongoing support. A huge thank you to Jo for steering us all through the past few months. Thanks also to Maureen Tracey, the ACA's Membership Services Coordinator, who keeps us on track with all of our membership work!

Respectfully submitted,

Rebecka Sheffield
ACA Vice President



Secretary's Report

Jane Morrison, 2018-2019

The Secretary portfolio includes liaison with the Membership and Communications committees; please see their reports for detail on their work over the last year. Both committees have put significant work in on their regular activities and have achieved more of the goals set by strategic planning. In particular I'd like to commend the Communications Committee for launching *Scope and Content* and *In the Field* as well as the Strategic Communications Plan; and the Membership Committee for work on the individual membership category and launching the mentorship program survey. Thank you to the outgoing committee members for their contributions and welcome to new members.

The Board has established a working group which I am chairing to look at the institutional membership category, in response to feedback from members during the strategic planning process. We are profiling members, analyzing the uptake on benefits, and looking at member needs and the fee structure.

Thank you to my colleagues on the Board for being such a great team to work with. I want to acknowledge with gratitude the major support that Jo and Maureen provide to the Secretary and have in maintaining institutional memory of the Association and in supporting the meetings and work of the Board and all the committees.

Respectfully submitted,
Jane Morrison

Director at Large Report

Luciana Duranti, 2019-2020

In my role of Director at Large, I have participated in the 2019 Library and Archives Canada Stakeholders Fora, regular meetings that seek advice on the strategic plan and the institution's initiatives. I also continued to Co-chair (with the AAQ President), on behalf of ACA, the Steering Committee on Canadian Archives (SCCA), a position that I held until January 31st 2020. In such role, as well as co-investigator in the related SSHRC grant, I have participated in the final editing of the "Response to the Report of the Truth and Reconciliation Commission Taskforce of the Steering Committee on Canada's Archives." I have also kept abreast of all ICA initiatives, from the New Professionals program to the recent Duty to Document declaration. After the beginning of the pandemic, my work has been limited to participation in all Board meetings.

Respectfully submitted,
Luciana Duranti

Director-at-Large Report

Jeremy Heil, 2019-2021

I am pleased to present this first report after five months as Director at Large. Since the beginning of the year, I have been working closely with the Education Committee in preparing a slate of workshops to offer at the Conference, and getting to know about the Special Interest Sections and the activities of our Student Chapters. Then I found myself at home and working on multiple contingencies as we quickly moved the conference to a virtual environment.

My work with the Education Committee has so far consisted of planning for the conference workshops, with some movement towards exploring online offerings. This work quickly shifted to how in-person workshops could be moved to a virtual format, and I am pleased to report significant progress in this area. For more details, please see the Report of the Education Committee.

By the time this report is published, I will have met with many of the Chairs of the Special Interest Sections. The purpose of this meeting is to identify what supports SISs would like to see from the ACA Board, share ideas for activities, and hold an open discussion on the general plans and. I also invited SIS Chairs to provide a general introduction for members about what their SIS does, highlights of past activities, or anything else to further develop each Section's presence on the website.

Student Chapters were quite active this past school year. McGill held its 13th Annual Colloquium on "Archiving the Personal," while other chapters also held similar events. I would encourage you to read the individual reports from the University of Toronto and the University of British Columbia to see what their specific activities have been. The Dalhousie Chapter unfortunately did not operate over the past year. I will be working with the Student Chapters over the next year to provide more support for their activities and open ACA's SharePoint for each Chapter's use, as well as working with Student Chapters to review and update the Chapter Guidelines.

To say the past few months have been a challenge would be an understatement. My role as liaison with the Education Committee, SISs and Student Chapters would be nothing, of course, without the continued efforts of all in each group. I would especially like to thank the members of the Education Committee for all their hard work and dedication these past few months, and in their flexibility to pivot so quickly from selecting and arranging in person workshops to transition into an online mode of delivery. Indeed, this model will serve as a template for the future of the ACA's education programme.

Respectfully submitted,
Jeremy Heil

General Editor, *Archivaria*

Fiorella Foscarini

Editorial Board (EB) composition

In the past year, the EB has acquired four new members: Renaud Séguin, who replaced Émilie Letourneau as French Language Book and Exhibition Review, while Émilie became French Language Editor; Jennifer Douglas (former GE); Shadrack Katuu; and myself as new GE. In June 2020, Kathryn Harvey will officially start her term as Senior Associate Editor, a position that has been decoupled from that of GE successor, following the ACA Board's approval at the past Spring P&P. I am very grateful to Kathryn for stepping up and agreeing to do this. A call for volunteers to join the EB has been issued in early April. Applications will be reviewed by the EB right after the May 31 application deadline, so that decisions on the new EB composition can be taken at the June *Archivaria* EB meeting.

EB meetings

The EB met online on October 18 and February 26. Holding two online meetings (one in the Fall and a second one in the Spring) in addition to the annual meeting, that usually takes place in person during the ACA conference, seems to be a good way to keep EB members engaged with the journal, informed about any developments and challenges, and able to contribute to ongoing discussions. Due to the pandemic, the June meeting will be held remotely this year.

Journal production

This year, we produced and published, as usual, two issues of the journal: *Archivaria* 88 (Fall 2019), released in mid-November, and *Archivaria* 89 (Spring 2020), that came out on schedule in early May, despite COVID-19 related restrictions. Producing the journal is a tremendous amount of work, and I am grateful for the large number of volunteer hours committed to the journal by the Editorial Team: Shyla Seller (Managing Editor); Emily Sommers (Online Editor); Alexandra Wieland (Book Review Editor); Catherine MacArthur Falls (Exhibition Review Editor); Émilie Letourneau (French Language Editor); and Renaud Séguin (French Language Book and Exhibition Review Editor).

Journal access and distribution

All ACA members will be receiving a print copy of *Archivaria* 89 in their mailboxes in the next few days (unless they have opted out). I would like to thank the ACA Board for their decision to revert to physical copies of *Archivaria* as a membership benefit, thus showing great appreciation for all the labour and dedication that especially Shyla Seller puts into the visual and material features of the journal.

Another important innovation supported by the ACA Board, and implemented for the first time with *Archivaria* 89, has been a reduction of the embargo from 4 years (8 issues) to 12 months (2 issues). This new open access policy makes the journal fully aligned with federal and international granting agencies' requirements, and will be welcomed by researchers who look

at *Archivaria* as a possible venue for publishing their work.

Thanks to Jo McCutcheon and Emily Sommers, the integration of the ACA's WildApricot membership management system and the *Archivaria* website has been successfully completed. Additionally, Emily and Shyla have redesigned the *Archivaria* website to give it a more contemporary look and further enhance user experience.

Finally, the ACA Board has approved a request to apply for inclusion in Coalition Publi.ca, a non-commercial, open source national infrastructure for digital scholarly publishing, dissemination, and research. Joining Erudit and other open access platforms would be important to increase *Archivaria's* visibility.

Awards

The editorial board oversees the adjudication of three awards. The Managing Editor is responsible for managing the Gordon Dodds Prize adjudication process. The prize recognizes "superior research and writing on an archival topic by a student enrolled in a Master's level archival studies program." Papers are nominated by faculty members and instructors, and adjudicated by a committee consisting of the GE, the ACA Board of Directors liaison and two members of the archival community selected by the GE. This year's adjudication committee consisted of Rebecka Sheffield, Amy Furness, Tom Nesmith, and myself, and the prize was awarded in early September to Renée Saucier (University of Toronto) for her paper "Medical Cartography in Southern Ontario, 1880-1920: A Records Perspective," which appeared in *Archivaria* 89.

Kathryn kindly agreed to manage the adjudication of both the Kaye Lamb Prize (awarded to the article that "by its exceptional combination of research, reflection, and writing, most advances archival thinking in Canada") and the Hugh Taylor Prize (awarded to the article that "presents new ideas or refreshing syntheses in the most imaginative way"). This task would normally be under the GE's responsibility; but this year, I had to recuse myself due to a conflict of interest. I would like to acknowledge the work each EB member put into the adjudication of the Lamb Prize during these trying times. Geoffrey Yeo deserves special thanks for agreeing also to participate, as professor of archival studies, in the selection of the Taylor Prize. The winners of both prizes will be announced in June.

Other projects

An updated version of the *Archivaria Style Guide* has been released in September 2019. Copy Editor Wendy Plain is currently reviewing this version in order to make it compliant with the 17th edition of the *Chicago Manual of Style*, as well as with Indigenous style guides and other culturally sensitive guidelines for authors. A new version of the *Style Guide* should become available by September 2020.

Cathy Bailey has volunteered to develop an *Archivaria* retention schedule and classification system, based on Terry Cook's 2003 "Records Appraisal and Disposal Authority for *Archivaria* (RADA)." With Jo's help, Cathy has been able to find a great deal of relevant documentation,

and might be in a position to present her draft work to the EB at the next meeting in June. This project is connected to another project aiming at providing the EB with an improved shared platform for collaboration. The current version of MS SharePoint involves a number of shortcomings, and may not be able to accommodate the changes that will result from Cathy's work.

Impact of COVID-19

In response to the public health crisis of COVID-19, the ACA board and the EB agreed to make the eight most recent issues of *Archivaria* freely available to all through the *Archivaria* website and on Project Muse until June 30, 2020. The archival community reacted very positively to this initiative.

Producing, publishing online, and printing *Archivaria* 89 during the pandemic must have been much more complicated than usual, given the many business closures and the requirement to work from home. I would like to thank anyone who contributed to making this possible, including Shyla, Emily, Jo, our designer, and our printer. Hopefully, we will not face any unsurmountable challenges with *Archivaria* 90, although I have noticed a slight decline in submissions, and increased reluctance to engage in peer reviews in the last few months.

Submitted by Fiorella Foscarini, General Editor, on May 25, 2020



ACA Treasurer

Jonathan Dorey

This report is my second and last as treasurer. In these troubled times, I am, however, happy to provide some positive news.

The ACA is wrapping up a long transition cycle that welcomed a new Executive Director, the transition to a new membership management system, and new website. This year, members will be voting on an updated and simplified set of by-laws. In the coming months, the next treasurer, with the assistance of Board and Finance Committee members will be presenting revised membership categories for ACA members, both individual and institutional. We will share more this fall and hope to gather member input after our initial presentation. These large-scale projects were undertaken with the tremendous dedication of the ACA Office, the Board of Directors, and many volunteers.

I also hope that some of the changes we made this year in response to the pandemic will continue in the future for the benefit of everyone, including providing distant and online education, streaming sessions during the annual conference and AGM for members who can't join us in person, a more robust online voting system to hear the voices of all members, and the pay-it-forward option to financially help others when registering to the annual conference. We have also adopted electronic procedures for nearly all financial transactions, something that is essential in these times, but also important for an association that spans three oceans. The Board has been quick to embrace new technologies to make these changes possible. However, let's all remember that technology is merely a tool to help us stay connected; it does not replace human contact. I would like to personally thank and commend Jo McCutcheon and Maureen Tracey who continue to manage the association in a professional, sound, and human way. I would also like to thank my fellow Board members for their continued support throughout the years. And to all the members who entrusted us with overseeing the Association: thank you. While we continue to strive to improve procedures, the ACA is in good shape. I look forward to ensuring a smooth transition with the new Treasurer and the new Board in the coming months.

The ACA will need to continue work on some of issues below. If you would like to contribute, join a committee!

- Review the investment policies for the ACA and the ACA Foundation in a fiscally sound, ethical, and environmental way to support members, carrying the work started by our previous treasurer Christ Trainor.
- Continue improving financial policies to streamline our processes and free up time for other important tasks, carrying the work started by former Finance Committee member Jim Suderman.
- Diversify revenue streams for the ACA: members have asked for professional development activities and now is the time to start building a robust offering.

- Revisit how we hold the annual conference. If the experience from this year's successful online conference is any indication, a mixed hybrid format going forward to be more inclusive and equitable for people who cannot or wish not to travel.
- Revisit what the ACA Foundation can offer to members to support all members in precarious positions, members on parental leave, and members from Indigenous and other minority groups. We need all of you to go forward; help us define how to help you.

Finally, I would like to give special thanks to Shamin Malmas, chair of the Membership Committee for her work in our review of individual membership categories. I also look forward to continuing to work with my fellow Finance Committee members – Katherine Timms, Daniel German, Jennifer Mohan, and Tom Belton – and the new treasurer in the year to come.

Below are the results for 2019, the current outlook for 2020, and estimates for 2021.

Results from 2019: ACA finished the year with a deficit of around \$76,000. This is reflective of lower membership, higher conference expenses in Toronto in 2019, and increased office expenditures needed to modernize our digital capacity. We decided to fully account for these modernization expenses in 2019 rather than amortize them over several years. The pandemic has prevented us from going through our yearly financial audit, at the time of writing this report, but it is scheduled to take place this summer and fall. There will be a special meeting in the fall to discuss this.

1. Revenue highlights: Revenue: \$331,925.53

- Some investments were transferred to a high-interest savings account to await being reinvested. In light of the pandemic, this was a good decision as we did not suffer loss on the capital. However, we also did not make significant interest.
- Membership and conference revenue were lower than expected for 2019.
- *Archivaria* exceeded its income goal, with a modest increase in individual subscription numbers. We can also count on additional revenue from being added to scholarly databases. *Archivaria* was available free of charge during the pandemic thanks to UT Press opening journals. *Archivaria* is also moving to a twelve-month (or two issues) embargo, instead of 96 months (eight issues), to support journal requirements for open science.

2. Expenditure highlights: Expenses: \$406,836.77

- Expenses were lowered than in 2018.
- Board of Directors & committee expenditures were higher this year, essentially reflecting increase in hotel and food costs. Work related to diversity and inclusion workshops is accounted for here.

- The annual conference costs continue to remain high, essentially due to food and audiovisual equipment. Tighter control was exercised to maintain expenses low, while maintaining waste to a minimum.
- Staff, office, and member service costs were lower than estimated.

Preliminary Outlook for 2020: With revenue and expenses accounted for up to April 30th, and pending major changes, we are expecting a surplus of around \$25,000 at year end. The change of the in-person conference to a virtual conference two months before the annual conference was possible thanks to digital infrastructure made in 2019.

Revenue: budget \$261,296.63

- We have seen increased membership and increased conference registration in 2020, despite COVID-19.
- While revenue is down compared to 2019, our expenses were lowered even more.

Expenses: budget \$235,605.08

- The spring P&P session was hosted the University of Toronto Libraries at the invitation of Loryl MacDonald. Travel to Toronto was lowered with our office staff and four out of six board members travelling by train. The in-person fall P&P is cancelled.
- Some office rental fees for 2020 will be lowered due to inoccupation of the building during the pandemic. We have made an application for a federal rental subsidy program.

Draft Estimates for 2021:

Normally, the treasurer provides here estimates for the year to come. However, this year, members will be presented with a full budget, not at the AGM, but rather at a session later this fall. Members will be given the opportunity to ask question and then vote. There is currently too much uncertainty due to the pandemic and the current board members would like the to discuss with the new board members before making decisions. Specifically, decisions will involve professional development workshops, the format of the 2021 annual conference, and the status of the membership category review. With the creation of a third director-at-large position, the next board will be composed of three returning members and four new members. Their input is vital at this time.

Respectfully submitted,
Jonathan Dorey, ACA Treasurer

REVENUE	2019 Budget \$	2019 Pre-Audit \$	2020 Budget \$	2020 Year to Date \$
MEMBERS	125,500.00 \$	113,876.97 \$	125,500.00 \$	128,246.26 \$
CONFERENCE	168,500.00 \$	136,167.00 \$	173,500.00 \$	54,956.65 \$
ARCHIVARIA	82,500.00 \$	81,881.56 \$	69,000.00 \$	70,093.72 \$
WORKSHOPS / PD		0.00 \$		2,000.00 \$
OTHER INCOME / INVESTMENTS	14,000.00 \$	0.00 \$	6,000.00 \$	6,000.00 \$
TOTAL REVENUE	390,500.00 \$	331,925.53 \$	374,000.00 \$	261,296.63 \$
EXPENSES				
BOARD OF DIRECTORS				
Travel/ Accommodation	10,000.00 \$	16,625.44 \$	10,000.00 \$	2,082.27 \$
P&P Food & Beverage	7,500.00 \$	9,576.76 \$	10,000.00 \$	3,351.20 \$
Special Projects & TF	5,000.00 \$	5,650.00 \$	5,000.00 \$	400.00 \$
Communication	1,000.00 \$	425.07 \$	1,000.00 \$	500.00 \$
ACAF (MOU)	0.00 \$	0.00 \$	0.00 \$	0.00 \$
	23,500.00 \$	32,277.27 \$	26,000.00 \$	6,333.47 \$
COMMITTEES				
Activities & Meetings	13,700.00 \$	13,777.60 \$	5,050.00 \$	1,171.61 \$
Travel	5,000.00 \$	5,000.00 \$	4,000.00 \$	
Special Projects	2,500.00 \$	2,500.00 \$	2,600.00 \$	
Task Forces	5,000.00 \$	5,500.32 \$	0.00 \$	
	26,200.00 \$	26,777.92 \$	11,650.00 \$	1,171.61 \$
CONFERENCE	107,000.00 \$	105,880.76 \$	100,000.00 \$	9,500.00 \$
MEMBER SERVICES				
Website and Comms	1,500.00 \$	1,124.62 \$	2,100.00 \$	2,000.00 \$
Student Chapters / SIS Groups	2,700.00 \$	800.00 \$	2,700.00 \$	600.00 \$
Software	5,000.00 \$	4,163.23 \$	3,200.00 \$	2,000.00 \$
	9,200.00 \$	6,087.85 \$	8,000.00 \$	4,600.00 \$
ARCHIVARIA	26,500.00 \$	27,320.45 \$	26,500.00 \$	12,500.00 \$
OFFICE & ADMIN				
Salaries, Costs, Benefits	155,000.00 \$	137,657.97 \$	155,000.00 \$	140,000.00 \$
Rent, supplies, equipment, training	33,150.00 \$	52,239.17 \$	34,500.00 \$	34,500.00 \$
	188,150.00 \$	189,897.14 \$	189,500.00 \$	174,500.00 \$
CORPORATE EXPENSES	15,000.00 \$	20,595.38 \$	13,000.00 \$	13,000.00 \$
TOTAL EXPENSES	395,550.00 \$	408,836.77 \$	374,650.00 \$	221,605.08 \$
NET INCOME	-5,050.00 \$	-76,911.24 \$	-650.00 \$	39,691.55 \$

Association of Canadian Archivists Foundation Report

Jonathan Dorey, Treasurer and Director

The current Board of Directors for the Foundation is: Jonathan Dorey, Chair; Shannon Hodge, Manisha Khetarpal, and Daniel German as Directors.

To open the Ancestry Award more broadly this year, it was decided to push the deadline for application from end of December to end of March. In the past, the Ancestry Award has been given to an Indigenous student who had already registered in a continuing education activity. For 2019, we wanted to target someone who was also planning on registering to a workshop or a long-term education program. The Award could then help pay for registration at the time it was needed the most rather than reimburse the awardee. However, due to COVID-19, the decision was made to postpone the 2019 Ancestry Continuing Education Award. As a result, we will give out two awards in 2020, to be announced early in 2021. This decision was not easy to take, but necessary.

The other funding avenue for the Foundation is the bursary we give to the three best student papers to defray cost of travelling to the conference. Again, we did things slightly differently this year. Rather than give the money to only the three best student papers, we decided to use the \$2,500 to cover the conference registration of 50 students. At the time of writing this report, more than half of the spots have been taken.

The ACAF Endowment Fund, supported by donors' directed donations is now over \$65, 000 and we have \$ 30, 000 in our operating account that will be invested in 2020 once the markets settle somewhat due to the current pandemic. Starting with the 2020 annual conference, the conference registration form and all new member registration and renewal forms will provide the option to make a donation at registration. This was done to account the inability for us to hold our annual raffle and silent auction this year. Rest assured that going forward we will make this line permanent on registration forms! Any unused portion from the student spots or the pay-it-forward option will also be donated to the Foundation for the benefit of all members.

The ACA Foundation is looking for new directors who would like to tackle the challenges below in the coming year. If you would like to contribute, join us!

- Renew the partnership with Ancestry to help support Indigenous archival education and our student members.
- Review the ACA Foundation by-law, leveraging the experience of the ACA by-law review.
- Review the investment policies for the ACA Foundation in a fiscally sound, ethical, and environmental way to support members, carrying the work started by our previous treasurer Christ Trainor.
- Revisit what the ACA Foundation can offer to members to support all members in precarious positions, members on parental leave, and members from Indigenous and other minority groups. We need all of you to go forward; help us define how to help you.

By year-end, the ACAF had successfully raised over \$ 6, 614.37 in donations and gifts.

Respectfully submitted,
Jonathan Dorey, ACAF Chair



The ACA Secretariat

Jo McCutcheon, Executive Director and Maureen Tracey, Membership Services Coordinator

Since we met in Toronto for the 2019 Annual Conference and meeting, there have been many challenges and changes and due to the COVID 19 pandemic, pivots for the ACA Office and Secretariat. Since mid-March, all ACA activities and work have been undertaken from home offices. Members may experience some delays with their communication or questions, but please know that we are working to be responsive and supportive as we navigate the many challenges working away from paper files and reliable internet may sometimes present.

In September 2019, I attended a Diversity and Inclusion Conference in Vancouver with Emily Lonie and Alan Doyle as part of the ACA’s annual conference planning process and to learn more about making the ACA’s conference a more inclusive experience. This conference and experience contributed to a cohesiveness with regard to the planning and vision for the ACA 2020 which was to be held at UBC and provided a foundation for work needed to pivot to an entirely virtual conference.

The Secretariat has provided support to two Priority and Planning meetings held at UBC in November 2019 and at U of T in March 2020. Ongoing support is also provided to committee chairs and members with Zoom meetings, SharePoint sites and adapting and editing the ACA website to reflect strategic planning objectives.

Many of you have the opportunity to talk with Maureen Tracey, our Membership Services Coordinator since April 2014. Her work supports all facets of membership services and in particular she works to support the distribution of *Archivaria* to individual members and institutional subscribers. Her work is key to our successful conference and she is an amazing support to me, the Board, our volunteers and conference attendees.

Finally, I would like to thank the Board President, Loryl MacDonald for her guidance and support throughout her tenure as President. Her leadership and commitment to the archival community have helped me to learn more about the work undertaken across the country and she has been supportive and responsive to office and committee needs. I have also greatly appreciated the generosity and kindness of all ACA Board members. The ACA is a richer organization because they have shared their experience, knowledge and time. Thank you Loryl MacDonald, Rebecka Sheffield, Jonathan Dorey, Jane Morrison and Jeremy Heil and Luciana Duranti. Again, the ACA and the Secretariat is fortunate to have a Board that is committed to change and committed to supporting the wider archival community during these challenging times.

Sincerely,
Jo McCutcheon, Executive Director



ACA Committee Reports

Education Committee

Glenn Dingwall

ACA Education Committee – Annual Report Contribution

The work of the Education Committee over the past year has been focused on investigating accreditation of graduate education programs, and on developing professional development opportunities for the membership.

Accreditation White Paper

The accreditation sub-group completed a draft of the *White Paper in the Accreditation of Canadian Archival Programs & of Individual Archivists Working in Canada*. This white paper was sought by the Board as part of Objective 1.3 of the Education and Professional Development Strategic Priority in the ACA's 2018-2021 Strategic Plan. The draft was submitted to the Board for feedback in March; the final version is expected to be available to members soon.

Professional Development Opportunities

The Education Committee worked with the Program Committee to include professional development opportunities in the 2020 Vancouver conference schedule. Four sessions were to be held during the conference as part of the general conference programme. Additionally, two pre-conference workshops were also scheduled. Unfortunately, the disruption to the conference caused by the COVID-19 pandemic prevented these from being offered as intended.

Two of the planned workshops were redesigned as online offerings and re-scheduled to take place in the weeks adjacent to the conference. The Committee is building on experience gained by offering these two workshops online, and has the goal of offering regular professional development opportunities in an online format throughout the year.

Our intention is to begin offering online workshops in the fall of 2020. We will be working with some of the presenters that were unable to deliver their workshops at the Vancouver conference, and also seeking other presenters for content sought by the membership, based on information gathered from previous surveys and feedback instruments.

Submitted on behalf of the Education Committee
Glenn Dingwall
Chair, ACA Education Committee

ACA Membership Committee

Shamin Malmas

Shamin Malmas (Chair), Leslie Thomas-Smith, Sean Hayes, Kelly Turner, Kira Baker, Mallory Pierce, Jamie Sanford, Jane Morrison (Board Representative), Tomoko Shida (Student Representative)

The Membership Committee continues to engage in activities aimed at encouraging and developing membership. During 2019-2020 the committee focused on running the mentorship program, membership drive, and two projects that reviewed the current membership structure (Institutional Membership Working Group and the Individual Membership Review). In addition, significant efforts to update membership content on the ACA website have been completed by committee members.

Committee Activities

Mentorship Program

26 Mentors & 33 Mentees were matched for the program.

A survey of past mentees and mentors was drafted and awaits board approval.

The survey will be distributed in the summer/fall of 2020.

Survey results will inform the development of the mentorship program.



Membership Statistics

	Total members	Individual (includes Student Members)	Institutional
As of April 28, 2019	469	361	108
As of June 8. 2020	560	450	110

Membership Drive

Typically, the Membership Committee conducts a membership drive and an early bird renewal campaign. As a result of transfer to the new membership management system, these activities did not take place in the 2019-2020 membership year. The committee plans to relaunch these activities in the fall.

A lapsed membership campaign was conducted, which included sending emails to all lapsed members.

New member welcome package was developed; first time members now receive a welcome letter and a small swag item.

Institutional Members Working Group

Based on the results of the Strategic Planning, the membership committee was tasked with reviewing the Institutional Member category. This work began in 2019 and has now been passed to a newly created Institutional Membership Working Group, chaired by Jane Morrison.

Individual Membership Category and Fee Structure Review

Working alongside Jonathan Dorey (ACA Treasurer), a jurisdictional scan of archival, records, and information management associations in Canada, the US, and selected international countries was conducted. The purpose of the jurisdictional scan was to identify the membership categories and fee structures of associations that serve similar professional communities. The findings from this jurisdictional scan were used to develop options for revisions to the ACA membership structure.

A draft report of findings was presented to the board. The report includes options for new membership categories (such as New Professionals) as well as a revised fee structure.

The report will be presented to ACA members after the Institutional Membership Working Group concludes its mandate.

Communications Committee

Leah Sander

The purpose of the Communications Committee is to facilitate, support and improve communication within the Association, as well as between the Association, its stakeholders, and the public.

The members of the 2019-2020 Communications Committee are **Leah Sander** (Chair), **Jasmine Charette**, **Claire Williams**, **Melissa McCarthy**, **François Dansereau**, **Karen Suurtamm**, and **Rebecca Murray**. **Jane Morrison** has served as Board Liaison and **Jo McCutcheon** as Secretary.

The Communications Committee has had a productive year, thanks to its engaged members. The following activities were undertaken:

- A Strategic Communications Plan was drafted by Karen Suurtamm, with input from the Committee, approved by the ACA Board and communicated to members in April 2020.
- A national contest was launched to name a newly-envisioned ACA newsletter, and the successful name chosen by ACA members was *Scope and Content*.
- The *Scope and Content* newsletter, a monthly e-newsletter with updates from the ACA Board, Committees, office, Student Chapters and member news, was launched in December 2019.
- A new ACA Blog, In the Field, which is coordinated and edited by François Dansereau, was launched in December 2019.
- ACA Social Media accounts have been active, thanks to Jasmine Charette and Claire Williams, with the ACA Instagram account, in particular, being revitalized with Claire's efforts.

Thanks to all committee members for their input and participation in the Committee activities. Communication has been particularly key in this period where in-person meetings are limited, and we hope to continue to build on the progress we made this year.

Respectfully Submitted,

Leah Sander
Chair, ACA Communications Committee

Special Interest Sections

Sound and Moving Image Special Interest Section

Rachel E. Beatie and Christina Stewart, Chairs, 2019-2020

The Sound and Moving Image Special Interest Section (SMI SIS) held its annual meeting at the ACA Conference in Toronto, Ontario. The meeting was held over one of the lunches at the conference. Eight people came out and had a great discussion of our concerns and hopes for the SIS. Participants came up with a great deal of ideas and suggestions for the group. At the conference we held the first of what we hope will be an annual tradition of the ACA Archival Screening Night.

Our biggest accomplishment of 2019 is the Archival Screening Night. We solicited moving image clips from archives across Canada in an email call for participation. We received thirteen submissions but one participant dropped out so the final presentation featured twelve excerpts from across the country. Participants sent their media to the Media Commons Archive where staff member Mark Pellegrino helped Christina and myself edit them into a program. The screening night was hosted by the Media Commons Archive in their theatre. The night itself was a great success and was well attended by an enthusiastic group of conference attendees.

As a committee we began planning for a second ACA Archival Screening Night however this planning was halted due to the onset of Covid-19. We decided that doing a virtual screening posed too many copyright issues.

Ahead of the 2020 virtual conference, Christina Stewart has joined Rachel as one of the co-chairs of the committee. Christina, who has been an active member of the SIS in the past few years, brings a wealth of new ideas and enthusiasm.

We plan to hold our annual meeting at this year's virtual conference via Zoom and will host a social cocktail hour on Zoom as well. We anticipate that a lot of the conversation this year will centre on how Sound and Moving Image archivists are responding to issues like lockdown and Covid-19.

Special Interest Section on Indigenous Archives

Genevieve Weber & Raegan Swanson

SISIA activities in 2019-2020 have been on hold as we prepare for the Final Report from the TRC-TF to be released. As the co/chairs and many members of SISIA are a part of the TRC-TF, there has been much overlap in the work being done, including presentations at international conferences. This year, SISIA proposed a panel for the ACA Vancouver conference that was to be made up entirely of Indigenous archivists and knowledge keepers. While the panel was accepted it will not be a part of the virtual conference this year. SISIA hopes to submit similar panel proposals for the next ACA conference in PEI. As our 2017-2020 work plan has run its course, we will be discussing the 2020-2023 work plan at the next SISIA meeting in June (to be held by Zoom).

Technology and Archives Special Interest Section

Sarah Romkey

The Technology and Archives Special Interest Section once again has made the organization of The Archive And Technology Unconference (TAATU) its primary activity. In 2019 in Toronto we were thankful to have Ryerson University Library as our host; in 2020, with the ACA conference moving online TAATU followed, for a record breaking 90 plus people in attendance for a three-hour event. If you would like to see the notes from the event, they are online [here](#). This year is my last as the TaASIS chair; we are seeking a chair or set of co-chairs for the next two year term. Anyone interested is very welcome to get in touch with Sarah at sromkey@artefactual.com and/or Jeremy Heil at DaL2@archivists.ca.



UCASIS 2019-2020 report

Jennifer Grant

UCASIS remains a semi-dormant special interest section of the ACA. Aside from an informal pub night meeting at the 2019 conference in Toronto, there were no scheduled activities of the SIS in 2019-2020. Currently, there are 100 people subscribed to the UCASIS-LIST, the UCASIS listserv hosted by York University. This list is fairly inactive, with only 12 total messages posted to the list between August 2018 and June 2020 and only 3 new subscribers since 2016. It is the hope of the chair that 2020-2021 will be a year of growth and renewal for UCASIS, as there is much that we as professionals in these institutions can learn from each other in these troubling and uncertain times. ACA members who are interested in joining the UCASIS listserv or getting involved with the organization of programming for UCASIS are invited to directly contact the chair, Jennifer Grant (grantj@yorku.ca).

Respectfully submitted,
Jennifer Grant, chair (2020-2021)

Special Interest Section - Archives of Religious Organizations

Sonia Nicholson

The Special Interest Section - Archives of Religious Organizations has not held any events or meetings in the past year; new members and ideas are always welcome. However, we continue to use our Facebook group as well as our Google Group to share articles and information of interest to archives professionals working for religious organizations. Please contact the Chair for more information or to be added to our online groups.

Special Interest Section on Personal Archives

Heather Dean

In 2019 SISPA had an online discussion with Dr. Julia Creet: "From Archives to Databases: Depositing and Finding the Genealogical Selves" during the week of March 18-22. The discussion provided an opportunity to read and reflect on Dr. Julia Creet's scholarship with and on archives. The discussion centred on Dr. Creet's article "Locking up Letters," a chapter from Linda Morra and Jessica Schagerl's book *Basements and Attics, Closets and Cyberspace: Explorations in Canadian Women's Archives* (Wilfrid Laurier University Press, 2012). In addition, Dr. Creet invited feedback from SISPA members on the introduction to her new book project *The Genealogical Sublime*. SISPA met in June at the annual meeting during ACA where Jeremy Heil presented on "The Value of a Byte: Monetary Appraisal of Digital Records." In this presentation Jeremy discussed his experience surveying and interviewing archivists, appraisers, and cultural property board members on their experiences, perceptions, and practice in the monetary appraisal of born-digital records.

ACA Student Chapters

ACA University of Toronto Student Chapter Annual Report

Prepared by Tomoko Shida, Co-Chair 2019-2020

May 11, 2020

ACA University of Toronto Student Chapter Annual Report

Executive

Five members of the executive were elected in April 2019, with the remaining positions filled in September. The executive is responsible for setting the priorities of the chapter for the year and is headed by the upper-year co-chair with the support of other members of the executive team. The executives for 2019-2020 were:

Co-Chair: Tomoko Shida

Vice-Chair, Internal Affairs: Mohamed-Hashim Elkareem

Treasurer: Arwa El-Hussein

Secretary: Renay Michiello

Communications: Helen Liu

Fundraising Representative: Laura Coyne

ACA-AMIA Liaison: Heather Walker

First Year Representative & Co-Chair: Marianna Kalaczynski

Events Coordinator: Angela Maggiacomo

Member-at-Large, Tours: Shamsa Abdullahi Mahmud

Member-at-Large, Panels: Renee Caroline Belliveau

Member-at-Large, Human Library: Anna Szakaly

Activities and Initiatives

With seven of the twelve executive positions unfilled at the end of the previous year, our focus at the beginning of the academic year was recruiting new members. We then slowly built our capacity as an executive made up of many who were still new to the iSchool, and worked on raising awareness of our group among other iSchool ARM students. We are particularly proud of the collaborative relationships built and the level of teamwork that went into every one of our initiatives this year. The fruits of this are evident in the strong executive team we have elected for the next 2020-21 academic year!

In partnership with the University of Toronto Student Chapter of AMIA, we held a joint AV and Bake Sale Fundraiser in November 2019. This was followed by a joint tour of the CBC Media Archives in January 2020. Many thanks to Heather Walker (AMIA-ACA Liaison), Shamsa Abdullahi Mahmud (Member-at-Large, Tours), and Laura Coyne (Fundraising Rep) for making both of these a success.

We held our Fifth Annual Human Library networking event at the beginning March 2020, in collaboration with the University of Toronto Student Chapter of Librarians Without Borders. Together we hosted 19 information professionals from the GTA and beyond, approximately half of

which were either archivists or records managers. This joint event was extremely well received, with an attendance of roughly 50 iSchool students. Almost every member of the executive, as well as some general members were involved in making sure the event ran smoothly. In particular, however, Anna Szakaly (Member-at-Large, Human Library) took the lead on event planning, and Laura Coyne (Fundraising Rep) and Arwa El-Hussein (Treasurer) took care of grant writing and preparing financial reports needed to secure funding.

We also had a tour of the Scotiabank Archives and a full-day academic and professional development panel event planned for late March. Renee Belliveau (Member-at-Large, Panels) had just finished creating the promotional material and secured confirmation from seven panelists and the caterer when we received notice from the University that all events on campus should be cancelled due to COVID-19. We finished off the year, therefore, with offering financial subsidies for student members to take advantage of online professional development workshops being offered by professional associations like the Archives Association of Ontario.

We would like to thank the following for their generous support in various forms this year:

- All the professionals who gave of their time and expertise at the Human Library
- The professionals who had agreed to speak at our cancelled panel event
- Our hosts at the CBC Media Archives and the Scotiabank Archives
- The Master of Information Student Council and University of Toronto Student Initiative Fund for their support for the Human Library Event
- All the bakers and donors at our AV & Bake Sale Fundraiser

ACA McGill Annual Report 2020

Jazmine Aldrich, Co-coordinator

The 2019-2020 school year began with outgoing members of ACA McGill recruiting new members at the School of Information Studies Associations Fair in September. 19 new students signed up for general membership, filling the following executive positions at our first meeting: Shadow Coordinator (x2), Shadow Treasurer, Shadow Secretary, Communications Officer (x2), and First-Year Representative. The outgoing First Year Representative took over the role of Second Year Representative. A few of our members signed up for the ACA mentorship program this year and are pleased with how the experience has been so far.

In total, we held four meetings this year. Minutes for these meetings as well as other updates are in the works on our McGill SIS Student Associations webpage. We also kept in contact via a Facebook Messenger group, which most members preferred to email communications.

To be sure that no critical financial information was lost as new members came into office, we were sure to transfer ACA McGill's banking information (including signing officers) over in January.

We were fortunate to host a 5@7 with members of the Montreal ACA chapter in January at Les 3 Brasseurs on Crescent. A fun time was had by student and professional members alike, and connections forged through mutual experiences as ACA student members and McGill SIS students.

We held our 13th annual Colloquium on March 10th, a mere few days before McGill campus was closed due to Covid-19. This year, our theme was “Archiving the Personal.” We promoted the event by speaking to students in archives-related classes, posting to the McGill Master of Information Studies Facebook group, creating a Facebook event, and sharing the information through the McGill Information Studies Student Association (MISSA) email list. This year’s professional speakers were Marcel Caya (Quebec Regional Director of the National Archival Appraisal Board), François Dansereau (Senior Archivist, Archive of the Jesuits in Canada), Jonathan Dorey (Research Officer, INRS/ENAP/Université TÉLUQ consortium), Lori Podolsky (McGill SIS Sessional Lecturer), and Gordon Burr (McGill SIS Sessional Lecturer), and our student speakers were Nicholas Decarie (MIST II, ACA McGill Coordinator) and Sean Sallis-Lyon (MIST I, ACA McGill 1st Year Representative). Funding for this event (rental fees, catering costs, and thank-you gifts) was generously provided by the ACA. You can read about the event on the ACA *In the Field* blog where we published a short piece in May.

Unfortunately, our efforts to coordinate an archives tour this year were unsuccessful due to scheduling issues and the shortened academic term. We hope that we will be able to organize a visit in the upcoming school year, once the health crisis in Montreal stabilizes and we return to campus. We also did not do any fundraising this year, but thankfully, we were able to support our activities thanks to the funding provided by the ACA and remaining funds from last year.

A few of our members also benefited from the subsidized student spaces at the ACA Virtual Conference this year. We extend our sincerest thanks to the ACA members who made that opportunity possible for those of us who otherwise could not have participated in the Conference.

Overall, it was a successful year despite the scheduling challenges and unprecedented pandemic conditions that altered our plans. The coming year will pose new challenges as we find new and creative ways to connect with incoming students and engage with the Canadian archival profession from a safe/virtual distance.

Respectfully submitted
Jazmine Aldrich
Co-coordinator, McGill Student Chapter
McGill SIS Class of 2020

ACA@UBC Annual Report 2019-2020

By: Julia Alforde and Clara Giménez-Delgado

The ACA@UBC had a very successful year in 2019-2020. The traditional mentorship program brought together students from the MAS, MLIS and Dual Programs at UBC's School of Information. The welcome tea for incoming students was hosted in October, launching us into the rest of the year with high spirits. We have also organized tours to local archival repositories, including the Charles H. Kadota Resource Centre at the Nikkei National Museum & Cultural Centre, The Cinematheque, and a potential future online conversation with the Jewish Museum & Archives of British Columbia. These tours provided attendees with knowledge of the institutions' practices and challenges, and gave some of our members access to internship and volunteering experiences.

As usual, most of our efforts were oriented towards the organization of the 12th Annual International Seminar and Symposium. On February 13 and 14, 2020, we welcomed twelve national and international speakers and panellists to discuss matters over the Duty to document, the Right to destroy, and the Need to preserve. Titled *From Accountability to Memory*, the event covered several topics and points of view over the appraisal and acquisition of public records in the archival and records management domain. The event was a success thanks to the work of our executive team, the collaboration of 10 student volunteers, the attendance of more than 160 people, and the participation of our speakers and panellists in each of its components.

Discussions from the Seminar and Symposium can be accessed through our twitter feed: [#acaubc2020](https://twitter.com/acaubc2020), which put us into 'top Twitter trend' in Vancouver during the events. Abstracts, slide presentations, and photographs of the event can be accessed on our website <https://acasymposium.arts.ubc.ca/>.

The outgoing executive team would like to express its gratitude to everyone who helped make 2019-2020 a very successful year. We would also like to thank our faculty advisor, Luciana Duranti, for all her guidance and support.

Co-Coordinators: Julia Alforde & Clara Giménez-Delgado

Co-Treasurers: Rachel Wertheim & Olivia Inglin

Secretary: Natalie Trapuzzano

Communications Exec: Arika Kaneko

Publicity Exec: Claire Jeter

Events Co-Coordinators: Francesca Magnoni & Brian Mayne

Website/Wordpress Manager: Sarah Ainsworth

Graphic Designer: Ruby Yuen

First-Year Representatives: Bryan Wood & Lilli Shwonek

ARMA Co-Representatives: Lilli Shwonek & Kristin Simmons

AABC Representative: Nicole Kapphahn

LASSA Representative: Luz Villarreal

University of Manitoba ACA Student Chapter Annual Report 2019-2020

Krystal Payne, Chair

Executive:

Chairs: Krystal Payne and Coral Baisch

Treasurer: Chris Calesso

Communications Representative: Jason Carrie

Events and Fundraising: Andrew Webster

First Year Representative: Ashley Schers

The University of Manitoba ACA Student Chapter had a relatively quiet year. The chapter organized and finalized its executive in late September 2019. As many Executive members are outgoing there will be a substantial transition of membership in the 2020-2021 year.

We worked on three events during the school year. On November 4, 2019 we co-hosted Dr. Hannah Turner from UBC's School of Library, Archival and Information Studies to present on "Caring for Digital Collections: Professional Ethics and Decolonization." On December 2, 2019 we hosted Sylvain Belanger from Library and Archives Canada to present on LAC Digital Optimization of Canada's Collections. On March 10, 2020 we hosted Andrew Payne from the UK National Archives and Bart de Nil from FARO (Belgium) over Zoom to present on Archival Outreach and Mental Wellness. All 3 events had good attendance from students and archival professionals and can be considered successful.

In addition to these two events we were able to hold two thesis writing meet ups for students on February 26, 2020 and March 4, 2020.

Due to more stringent student group rules, we were unable to hold our usual bake sales at the University of Manitoba. We are currently trying to rectify this for the upcoming school year. We were able to hold one bake sale at the University of Winnipeg on February 14, 2020. We found that the table location was not ideal and that we were unable to have much of a presence, resulting in a profit of only \$66.60 from our sale. Groups in coming years may find it more worthwhile to concentrate bake sale efforts to the University of Manitoba.

We applied for the Arts Endowment Fund from the University of Manitoba and were awarded \$1250.

We continued to use our Facebook and Wordpress platforms to highlight students and group activities, as well as to help promote the events of the wider archival community in Winnipeg.

Our financial situation is nearly the same as the year prior. I would recommend that next year the group undertake at least two bake sale fundraisers and apply again for the Arts Endowment Fund from the University of Manitoba.

Krystal Payne, Chair

Financial Report for the Year Ended March 31, YEAR

BEGINNING BALANCE (as of March 31, 2019)	\$448.49
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EXPENSES

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/02/2020	Bake Sale Float	\$50.00
11/03/2020	Pizza for Mental Wellness talk (\$30.30 with \$1 for e-transfer)	\$31.30
11/03/2020	Drinks for Metal Wellness talk (\$19.27 with \$1 for e-transfer)	\$20.27
	TOTAL EXPENSES	\$101.57

INCOME

<u>Date</u>	<u>Description</u>	<u>Amount</u>
15/02/2020	Deposit Bake Sale Float	\$50.00
15/02/2020	Deposit bake sale proceeds	\$66.60
	TOTAL INCOME	\$116.60

ENDING CASH BALANCE (as of March 31, YEAR)	\$463.52
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For Approval at the 2020 AGM

Association of Canadian Archivists Annual General Meeting Saturday June 8, 2019

**Chelsea Hotel,
Toronto, Ontario**

1. Call to Order

Meeting was called to order at 4:31 p.m.

2. Approval of AGM Agenda

Jane Morrison noted that item 13 should read 2020 not 2019 as circulated. Loryl MacDonald moved to approve the agenda with this correction, seconded by Shelley Sweeney. Motion carried.

3. Approval of Minutes of 2018 AGM

Jane Morrison moved to approve the minutes of the 2018 AGM, seconded by Emily Lonie. Motion carried.

4. Synopsis from the Members' Input Session

Rebecka Sheffield provided a highlight of the main issues raised by members and a review of strategic planning progress. Matters discussed included the Education guidelines, the Steering Committee on Canada's Archives (SCCA), the SCCA Truth and Reconciliation Task Force, the upcoming Diversity and Inclusion strategy, and Archives and climate change.

5. President's Report

Loryl MacDonald provided additional remarks to her report about the upcoming publication celebration Terry Cook, 2020 conference planning, and that the 2021 conference location is Charlottetown, PEI> She also thanked the ACA staff and her colleagues on the board, noting those whose terms are ending this year including Jennifer Douglas, Jennifer Mohan, and Jane Morrison.

Kim Efird moved to approve the President's report as presented, seconded by Julia Hendry. Motion carried.

6. Vice-President's Report

Rebecka Sheffield noted highlights from her report including continued work on the new integrated membership management and website system, and the Diversity and Inclusion strategy for which there will be a call for participation in the coming months. She thanked outgoing Governance Committee members for their work.

Rebecka Sheffield moved to approve the Vice-President's report as presented, seconded by Heather Home. Motion carried.

7. Report of the Secretary

Jane Morrison moved to approve the Secretary's report as presented, seconded by Michael Gourlie. Motion carried.

8. Reports of the Directors at Large (2)

Jennifer Mohan noted the great work of the student chapters and special interest sections and thanked the Education Committee for their work on the Education Guidelines and the workshops integrated into this year's conference program. Luciana Duranti highlighted her role as SCCA chair and the role of that body as a communications hub to identify gaps and save resources especially regarding advocacy across the national archival system.

Jennifer Mohan moved to accept the Director at Large reports as presented, seconded by Fred Farrell. Motion carried.

9. Committee Reports

Loryl MacDonald noted that the reports of the committees and General Editor are in the Bulletin: Governance, Membership, Outreach, Education, and *Archivaria* General Editor.

Kim Efird moved to accept the Committee report as presented, seconded by Jeremy Heil. Motion carried.

10. Task Force Reports

Rebecka Sheffield provided an update on the Strategic Plan.

Rebecka Sheffield and Jo McCutcheon reported on the Membership Management and Website.

11. Special Interest Section and Student Chapter Reports

Loryl MacDonald noted that the SIS and Student Chapter Reports are included in the Bulletin.

Anna Gibson-Hollow moved to accept the reports as presented, seconded by Kelly Turner. Motion carried.

12. Report of the Treasurer

Jonathan Dorey provided additional remarks to his report. He thanked the previous Treasurer, Chris Trainor, for his work and help in the last 6 months and noted the formalized Finance Committee's role to support the Treasurer and advise the Board. There was a question from the floor about the budget regarding deficits. Loryl MacDonald noted the budget will be addressed in item 16.

Jonathan Dorey moved to accept the Treasurer's report as presented, seconded by Reagan Swanson. Motion carried.

13. Membership Fees for 2020

Jonathan Dorey spoke to future changes to membership fees. The Membership and Finance Committees will be looking at fees and making a recommendation for next year's AGM; any changes would apply to 2021. Surveying will be done on proposed options.

14. Receipt of Audited Financial Statements to December 31, 2018

Jonathan Dorey explained that the auditing was carried out late this year due to staff workload and while it has taken place, the statements are still being finalized. Therefore, the approval of the statements is delayed and will be conducted through online voting. He asked members to send him any questions about the statements when the voting is opened.

15. ACA Foundation Report

Jonathan Dorey read ACAF report as it was not published in the Bulletin. Items of note were that the Foundation audit is scheduled for later this month and the Directors will vote on its approval. Jonathan Dorey moved to accept his report as presented, seconded by Suher Zaher-Mazawi. Motion carried.

16. Budget for 2020

Jonathan Dorey presented the 2020 budget which was displayed on screen. He highlighted the following aspects of the budget:

- Because of lower membership revenues, a conservative estimate of lower growth is projected; efforts to increase member numbers will be made.
- With the attraction of the Vancouver location, higher conference revenues are expected.
- The *Archivaria* budget is healthy.
- Previously there has been a practice of moving budget surplus to the Foundation; due to the forecasted deficit this is not expected this year, but will take place if a surplus does result.
- He is looking for more transparent ways to itemize expenses.
- The reduction in the member services line is due to savings on the membership system and other software.

Jonathan Dorey moved acceptance of the budget report as presented, seconded by Michael Gourlie.

A call for questions resulted in the following items being discussed:

- Final conference expenses for this year are not in hand and so the deficit figure may be different in the end.
- There were questions about changes in membership fees. Loryl MacDonald explained there will be a full analysis of the rights and benefits for all categories and a measured look at the fee levels.
- The reserve fund is currently slightly under \$430,000; Jonathan noted the Finance Committee will be looking at the current conservative investment policy with the view of using funds to provide educational and other benefits to members.
- There was a questions about Special Interest Section expenses/budget lines; Jennifer Mohan noted this has been possible in the past to request via their board liaison, with Sections expected to provide a workplan.
- *Archivaria* subscriptions are numbers are down but revenues are expected from the Project Muse initiative. Jennifer Douglas explained that the journal is not part of a subscription package so libraries must subscribe directly.
- There was a question about the "Other" revenue line - why has it gone down and what makes up this line? Jonathan Dorey pointed out that it is investment income and advertisements.

Motion carried.

17. Approval of Auditors for 2019

Jonathan Dorey presented the motion to appoint the accounting firm, Ouseley, Hanvey, Clipsham, Deep, as the association's auditors for the year ending, December 31, 2019.

Moved by Deidre Bryden, seconded by Emily Lonie. Motion carried.

18. Resolutions

Education Guidelines

Jennifer Mohan asked Glenn Dingwall, Education Committee chair, to speak to the Education Guidelines as published in the Bulletin. Glenn described the Committee's approach to the revisions. The intent is to

keep the Guidelines up to date as an ongoing part of the Committee's work.
The vote to approve the revised Guidelines will be conducted online.

19. Election of incoming Directors

Rebecka Sheffield reminded members that this election will be carried out online and that due to expected bylaw changes, this will likely be the last year for nominations from the floor.

19.1 Nominations from the Floor

The following members have let their names stand for the following positions on the ACA board:

Vice-President: Rebecka Sheffield

Secretary: Jane Morrison

Director at Large: Jeremy Heil

Rebecka Sheffield called thrice for further nominations for each position from the floor, with none responding.

19.2 Candidates

Each candidate spoke briefly to their qualifications for the positions.

19.3 Instructions regarding online vote opening on, June 9th, 2019 to end of day June 17th, 2019

Rebecka Sheffield spoke to how the voting will be conducted.

There was a question from the floor regarding if any of the slate are not accepted by the membership. The election for that position would have to be re-done.

20. Other Business

20.01 ACA 2020 Presentations

Emily Lonie, Program Team Chair, presented a video on Vancouver and next year's theme.

20.02 Call for Papers

The theme is "20/20 Vision: Seeing Archives Differently" and the formal call for papers will be out at the end of the summer.

20.03 UBC Conference and Accommodations

Luciana Duranti spoke to the UBC location for the conference with many choices for accommodations and new facilities for sessions and events on the campus.

Certificates for those Board members whose terms ended in 2018 were presented to: Luciana Duranti (President); Suher Zaher-Mazawi (Director at Large); and Chris Trainor (Treasurer).

21. Adjournment

Loryl MacDonald called for a motion to adjourn the meeting.

Lara Wilson moved to adjourn the meeting and Deidre Bryden seconded the motion.

Motion carried.

The meeting was adjourned at 5.46 p.m.

By-Law # 1 – Presented to the ACA Membership for Approval

BY-LAW NO. 1

**A by-law relating generally to the conduct
of the affairs of**

ASSOCIATION OF CANADIAN ARCHIVISTS
ASSOCIATION CANADIENNE DES ARCHIVISTES

(the “Corporation”)

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BY-LAW NO. 1

A by-law relating generally to the conduct
of the affairs of

ASSOCIATION OF CANADIAN ARCHIVISTS
ASSOCIATION CANADIENNE DES ARCHIVISTES

(the “Corporation”)

BE IT ENACTED as a by-law of the Corporation as follows:

**ARTICLE I
INTERPRETATION**

1.1 Definitions. In this by-law and all other by-laws and resolutions 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, and any statute that may be substituted therefor, 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;
- (d) “**By-Law**” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “**Director**” means an individual elected or appointed to the Board;
- (f) “**Election Period**” has the meaning set out in Section 5.4(b);
- (g) “**meeting of Members**” includes an annual meeting of Members and a special meeting of Members;
- (h) “**Member**” means a member of the Corporation, and “**Members**” or “**Membership**” means the collective membership of the Corporation;
- (i) “**officer**” means any individual appointed pursuant to Section **Error! Reference source not found.** as an officer of the Corporation, including the President, Vice-President, Secretary, Treasurer, and the Executive Director.
- (j) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;

- (k) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (l) “**special business**” has the meaning set out in Sections 4.2 and 4.3;
- (m) “**special meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue called to consider special business; and
- (n) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation. In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law, shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “**person**” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) except where specifically stated otherwise, or as otherwise required by the Act, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

ARTICLE II GENERAL

2.1 Registered Office. The address of the registered office of the Corporation shall be in the province or territory within Canada specified in the Articles and at such location therein as the Board may from time to time determine.

2.2 Corporate Seal. The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board, and the Secretary of the Corporation (or, in the event there is no Secretary appointed, any officer) shall be the custodian of the corporate seal.

2.3 Fiscal Year. The fiscal year of the Corporation shall end on December 31st of each year or as otherwise determined by the Board.

2.4 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“**Documents**”) in writing requiring execution by the Corporation may be signed by any two (2) of its officers or by any combination thereof. The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally and/or a particular Document or type of Document shall be executed. Any person authorized to sign any Document may affix the corporate seal to the Document.

2.5 Banking. The banking business of the Corporation 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 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 Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.6 Policies. The Board may adopt, amend, or repeal by Ordinary Resolution such policies that are not inconsistent with this By-law or the Act, as the Board may deem appropriate from time to time. Any policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

2.7 Invalidity of any Provisions of this By-Law. The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

ARTICLE III MEMBERS

3.1 Membership Entitlement and Conditions.

- (a) Subject to the Articles, there shall be one (1) class of Members in the Corporation.
- (b) Membership in the Corporation shall be available only to persons interested in furthering the Corporation’s purposes and who have applied for and been accepted as a Member by resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each such Member shall be entitled to one (1) vote at such meetings.
- (c) Each Member that is not an individual shall notify the Corporation in writing of the name of the individual designated the Member to act as its delegate (the “**Delegate**”) and to vote on its behalf at any meeting of Members. Each Delegate shall be an individual who holds an executive or other senior position within the Member organization. A Member may change its Delegate by written notice to the Corporation, provided such notice is given at least twenty-four (24) hours in advance of any meeting of Members.

3.2 Termination of Membership. The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies, resigns or, in the case of a Member that is not an individual, is dissolved or is otherwise terminated;
- (b) the Member fails to maintain any qualifications for Membership described in Section 3.1 of the By-law;
- (c) the Members fails to pay any annual contribution or annual dues or fees owing to the Corporation in accordance with Section 3.6 of this By-Law;
- (d) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or the By-Law;
- (e) the Member's term of membership expires; or
- (f) the Corporation is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. No membership due will be returned to a previous Member upon termination of such Member's membership.

3.3 Resignation. Any Member may resign as a Member by delivering a written resignation to the Secretary, in which case such resignation shall be effective from the date specified in the resignation.

3.4 Discipline of Members. The Board shall have the authority to suspend or expel any Member for any one or more of the following reasons:

- (a) violating any provision of the Articles, By-Law, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose of the Corporation.

In the event that Board determines that a Member should be expelled or suspended from membership in the Corporation, the Executive Director or such other officer as may be designated by the Board shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Executive Director or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Executive Director or such other officer as may be designated by the Board, the Executive Director or such other officer as may be designated by the Board may proceed to notify the Member that the Member is suspended or expelled from membership in the

Corporation. If written submissions are received in accordance with this Section 3.4, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3.5 Expulsion of Members. The Members may, by Special Resolution passed at a special meeting of Members, expel a Member where the Member carries out any conduct which may be detrimental to the Corporation, provided that the Member shall be given the opportunity to be heard at such meeting.

3.6 Membership Dues. The Board may require Members to make an annual contribution or pay annual dues or fees to the Corporation and may determine the manner in which the contribution is to be made or the dues are to be paid. Members shall be notified in writing of the membership contribution or dues at any time payable by them and, if any are not paid within one (1) calendar month of the Membership renewal date, as the case may be, the Members in default shall automatically cease to be Members of the Corporation in accordance with Section 3.2(c) of this By-Law.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Place of Meetings. Meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

4.2 Annual Meetings. The Board shall call an annual meeting not later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

The Board shall call an annual meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (b) electing Directors;
- (c) appointing, or re-appointing, a public accountant, if required under Part 12 of the Act; and
- (d) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any business transacted under (d) shall constitute special business.

4.3 Special Meetings. The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members, which shall constitute special business. The Board shall call a special meeting of Members on written

requisition of Members carrying not less than five per cent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.4 Notice of Meetings. Notice of the time and place of a meeting of Members shall be sent to the following:

- (a) to each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- (b) to each Director; and
- (c) to the public accountant of the Corporation, if any.

A notice shall be provided at least twenty-one (21) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article XII of this By-Law. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-Law to be submitted to the meeting.

4.5 Waiving Notice. A person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.6 Persons Entitled to be Present. The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting (including, for greater certainty, the Delegates), the Directors, the officers, and the public accountant of the Corporation. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

4.7 Chair of the Meeting. The chair of meeting of Members shall be the President or the Vice-President if the President is absent or unable to act. In the event that the President and the Vice-President are both absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.8 Quorum. A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be five per cent (5%) of the Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person, or, if permitted, by telephonic and/or other electronic means.

4.9 Participation at Meetings by Telephone or Electronic Means. Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other

during the meeting, if the Corporation makes available such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility and entitled to vote at that meeting may vote by any such means if the facility enables the vote to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular member or group of Members voted.

4.10 Meeting Held Entirely by Electronic Means. If the Board or Members call a meeting of Members, the Board or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility and entitled to vote at that meeting may vote by any such means if the facility enables the vote to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a person voted.

4.11 Adjournment. The chair of the meeting may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. 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.

4.12 Absentee Voting.

- (a) In addition to voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:
 - (i) by using a mailed-in ballot in the form provided by the Corporation provided that the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted; or
 - (ii) by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.
- (b) No Member entitled to vote at a meeting of Members shall be allowed to appoint a proxyholder to vote on the Member's behalf.

4.13 Votes to Govern. Other than as otherwise required by the Act or this By-law, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the

Members. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the motion or resolution shall be defeated.

4.14 Show of Hands. Subject to this By-Law and except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. If a meeting is held by telephonic or electronic means, the chair of the meeting may implement a process approximating a show of hands.

4.15 Ballots. For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

4.16 Resolution in Lieu of Meeting. Except where a written statement is submitted to the Corporation by a Director under subsection 131(1) of the Act or by a public accountant under subsection 187(4) of the Act:

- (a) a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of Members.

A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

4.17 Annual Financial Statements. The Corporation 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 Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

ARTICLE V DIRECTORS

5.1 Powers. Subject to the Act or the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.2 Number. Until changed in accordance with the Act, the Board shall consist of that number of Directors specified in the Articles. If the Articles specify a minimum and a maximum number of Directors, the Board shall be composed of the fixed number of Directors within such range as

determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Board to determine the number, by resolution of the Board. No decrease in the number of Directors shall shorten the term of an incumbent Director.

5.3 Qualifications. The following persons are disqualified from being a Director of the Corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual;
- (d) anyone who is not a Member of the Corporation; and
- (e) a person who has the status of bankrupt.

5.4 Nomination and Election of Directors.

- (a) Subject to the Act and the By-laws, the process for nominating and electing Directors shall be carried out in accordance with the By-laws and such other policies, rules and/or procedures governing the nomination and election process as may be established by the Board from time to time.
- (b) The election of Directors shall take place at each annual meeting of Members at which an election of Directors is required and may take place electronically, or by any other means as determined in the Corporation's Policy on Nominations and Elections in effect from time to time. If taking place electronically, voting in the election may begin no more than seven (7) days prior to the annual Meeting of Members and shall remain open until no later than the close of the annual Meeting of Members (the "**Election Period**").
- (c) The Members shall elect the Directors by Ordinary Resolution.

5.5 Term. A Director shall hold office for a two-year term commencing upon their election and expiring on the close of the second annual meeting of Members following such election (e.g. 2 years).

- (b) A Director may serve for a maximum of four (4) consecutive years.
- (c) If Directors are not elected at a meeting of Members, the incumbent Directors continue in office until their successors are elected.
- (d) As set out in the Articles, the Directors may appoint one or more additional Directors to hold office until the close of the next annual meeting of Members, but the total number of directors so appointed may not exceed one third of the number of Directors elected at the previous annual meeting of members..

5.6 Consent. A Director who is elected or appointed must consent to hold office as a Director:

- (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- (b) if not present at the meeting at which the election or appointment takes place, by either:
 - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days of such election; or
 - (ii) by acting as a Director after such person's election or appointment.

5.7 Vacation of Office. A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as Director.

5.8 Resignation. A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

5.9 Removal. The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.10 Vacancies. Subject to Section 5.9, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by Ordinary Resolution of the Directors. Notwithstanding the above, if there is not a quorum of Directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of Directors provided in the Articles or (b) a failure to elect the number or minimum number of Directors provided in the Articles, the Directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

5.11 Remuneration and Expenses. The Directors shall serve as such without remuneration and no Directors shall directly or indirectly receive any profit from their position as such. Any Director, officer or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as a Director, officer or employee. In addition, a Director, officer or Member may receive reasonable remuneration and expenses for any services to the Corporation that are performed in a capacity other than as a Director, officer or Member.

ARTICLE VI COMMITTEES

6.1 Delegation - Executive Committee. The Board may appoint from their number a managing Director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing Director or committee any of the powers of the Board

except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair, and to otherwise regulate its procedures.

6.2 Other Committees. The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also Directors of the Corporation.

ARTICLE VII MEETINGS OF DIRECTORS

7.1 Place of Meetings. Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada as the Board may determine.

7.2 Calling of Meetings. Meetings of the Board may be called by the President, the Vice-President, or any two (2) Directors at any time.

7.3 Notice of Meeting. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article XII of this By-Law to every Director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Every notice of meeting must specify the purpose or the business to be transacted at the meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

7.4 Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

7.5 Quorum. A majority of the number of Directors in office constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 7.7, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

7.6 Resolutions in Writing. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such

resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

7.7 Participation at Meeting by Telephone or Electronic Means. A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of Directors or of a committee of Directors using a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed to be present at that meeting.

7.8 Chair of the Meeting. In the event that the President and the Vice-President are both absent, the Directors who are present shall choose one of their number to chair the meeting.

7.9 Votes to Govern. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one vote. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

7.10 No Alternate Directors. No person shall vote on behalf of or otherwise act for an absent Director at a meeting of directors.

ARTICLE VIII OFFICERS

8.1 Designation of Offices. The Board may designate the offices of the Corporation, , specify their duties and delegate to such officers the power to manage the affairs of the Corporation. A Director may be elected to any office of the Corporation. An officer may, but need not be, a Director unless these By-Laws otherwise provide. Two or more offices may be held by the same person, except the offices of President and Vice-President.

8.2 Election of Officers.

- (a) Subject to the Act and the By-laws, the process for nominating and electing Officers shall be carried out in accordance with the By-laws and such other policies, rules and/or procedures governing the nomination and election process as may be established by the Board from time to time.
- (b) The election of Officers shall take place at each annual meeting of Members at which an Election of Officers is required and may take place electronically, or by any other means as determined in the Corporation's Policy on Nominations and Elections in effect from time to time. If taking place electronically, voting in the election of Officers shall take place within the same Election Period that applies to the election of Directors.
- (c) The Members shall elect by Ordinary Resolution, at each annual meeting of Members at which an election of Officers is required,
- (d) This section 8.2 shall not apply to an Executive Director, who shall be appointed or retained by the Board.

8.3 Term. Officers who are elected by the Members shall hold office for a two (2) year term or as otherwise determined by resolution of the Members.

ARTICLE IX DESCRIPTION OF OFFICES

9.1 Description of Offices. Unless otherwise specified by the Board, the officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) **President** – The President, if one is elected, shall be a Director. The President, if any, shall, when present, preside at all meetings of the Board and of the Members.
- (b) **Vice-President** – The Vice-President, if one is elected, shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the Board and of the Members. In the event of the resignation, death, or incapacity of the President, the Vice-President shall succeed the President as acting President for the remainder of the President’s term.
- (c) **Executive Director** – If appointed, the Executive Director shall hold office in accordance with the terms of such person’s contract of engagement with the Corporation. The Executive Director shall have general supervision of the affairs of the Corporation and be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the Board, have full power to employ and discharge agents and employees of the Corporation.
- (d) **Secretary** – The Secretary shall attend and be the secretary of all meetings of the Board and of the Members. 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.
- (e) **Treasurer** – The Treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the president and the Board, at the regular meetings of the Board, or whenever the Board may require it, an account of all his or her transactions as treasurer and of the financial condition of the Corporation.

The officers may include any such other officers as the Directors may designate in accordance with Article VIII of this By-law, provided that the powers and 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.

The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

9.2 Vacancy in Office. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed;
- (b) the officer's resignation;
- (c) such officer ceasing to be a Director (if a necessary qualification of appointment);
or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant mid-term, the Directors may, by resolution, appoint a person to fill such vacancy.

9.3 Remuneration of Officers. The remuneration of all officers appointed by the Board shall be determined in accordance with Section 5.11.

ARTICLE X CONFLICT OF INTEREST AND CONFIDENTIALITY

10.1 Conflict of Interest. The Directors and officers shall comply with the conflict of interest provisions of the Act and any policies or codes of conduct.

10.2 Confidentiality. Every Director, officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

ARTICLE XI PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.1 Standard of Care. Every Director and officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and officer of the Corporation shall comply with the Act, the regulations, Articles, By-Law and policies of the Corporation.

11.2 Indemnification of Directors and Officers. The Corporation shall provide present or former Directors or officers with the indemnification described in Section 151 of the Act.

11.3 Insurance. Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 11.2

against any liability incurred by the individual in the individual's capacity as a Director or an officer of the Corporation; or in the individual's capacity as a Director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE XII NOTICES

12.1 Method of Giving Notices.

- (a) Any notice (which term includes any communication or document) to be given to a Member, Director, officer, member of a committee of the Board, or the public accountant shall be sufficiently given:
 - (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - (iv) if provided in the form of an electronic document in accordance with the Act.
- (b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given at a time it would be delivered in the ordinary course of mail; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility.
- (c) The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

12.2 Omissions and Errors. The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the

By-Law, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

12.3 Waiver of Notice. Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

ARTICLE XIII DISPUTE RESOLUTION

13.1 Mediation and Arbitration. Disputes among Members, Directors, or officers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 13.2.

13.2 Dispute Resolution Mechanism. In the event that a dispute among Members, Directors, or officers of the Corporation arising out of or related to the Articles or By-Law, or out of any aspect of the activities or operations of the Corporation, is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, or officers of the Corporation as set out in the Articles, By-Law or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute shall be settled by a confidential process of dispute resolution as follows:

- (a) The dispute shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the laws of the Province of Ontario. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal or review on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE XIV SPECIAL RESOLUTIONS AND VOTING BY CLASS

14.1 Special Resolutions. A Special Resolution of the Members is required to make any amendment to these By-Law or to the Articles to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to Section 133 of the Act, increase or decrease the minimum and maximum number of Directors fixed by the Articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (m) change the method of voting by Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

**ARTICLE XV
BY-LAW AND EFFECTIVE DATE**

15.1 By-Law and Effective Date.

- (a) Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-Law, amendment

or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

- (b) Despite the foregoing, a By-Law amendment that requires a Special Resolution as set out in Article XIV is only effective when confirmed by Members.
- (c) Upon the enactment of this By-Law, all previous By-Laws of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent or Articles of the Corporation obtained pursuant to, any such By-Law prior to its repeal. All Directors, officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

ENACTED by the Board on the 8th day of March, 2020.

President

Secretary

CONFIRMED by the Members this _____ day of _____, 2020.

President

Secretary

ACA Election and Nominations Policy

Revised March 2020

POLICY ON NOMINATIONS AND ELECTIONS

ASSOCIATION OF CANADIAN ARCHIVISTS ASSOCIATION CANADIENNE DES ARCHIVISTES

(the “Corporation”)

SECTION 1 INTERPRETATION

1.01 Definitions.

Unless the context otherwise specifies or requires, the words and expressions used in this Policy shall have the following meanings. All other words and expressions used in this Policy shall have the same meaning as in By-law No. 1 of the Corporation.

- (a) “**Call for Nominations**” has the meaning set out in subsection 4.01;
- (b) “**Close of Call for Nominations**” has the meaning set out in subsection 4.02;
- (c) “**Election Rules**” has the meaning set out in subsection 3.01;
- (d) “**List of Qualified Nominees**” has the meaning set out in subparagraph 3.03(a)(i);
- (e) “**Member**” or “**Members**” has the meaning set out in By-law No. 1 of the Corporation and “**Membership**” has a corresponding meaning;
- (f) “**Member in Good Standing**” means a Member who has paid the applicable membership fee with no outstanding balance owing to the Corporation;
- (g) “**Nomination Committee**” means the Nomination Committee appointed as a subcommittee of the Governance Committee in accordance with Sections 2.01 and 2.02 of this Policy;
- (h) “**Nominees**” means those individuals whose names are obtained as a result of the Call for Nominations, as well as such other names of individuals as have been brought to the attention of the Nomination Committee other than through the Call for Nominations.

1.02 Interpretation. This Policy shall be, unless the context otherwise requires, construed and interpreted in accordance with the interpretation provisions of By-law No. 1 of the Corporation. In the event of a conflict between the provisions of this Policy and the provisions of the By-law No. 1 of the Corporation, the provisions of the By-law shall govern.

SECTION 2 NOMINATION COMMITTEE

- 2.01 Appointment of Committee. The Governance Committee shall appoint a Nomination Committee that will be charged with the responsibility of identifying and nominating individuals who are interested in becoming a Director or Officer of the Corporation. The Nomination Committee may formulate its own rules of procedure, subject to such regulations or directions as the Governance Committee or the Board may from time to time make.
- 2.02 Size and Composition of Committee. The size and composition of the Nomination Committee shall be determined by the Governance Committee from time to time and may include non-board members. The Governance Committee shall appoint the members of the Nomination Committee, including the Chair of the Nominations Committee, who shall be a Director.

SECTION 3 GENERAL

- 3.01 Purpose. The purpose of this Policy is to establish the process for recruiting and nominating individuals who wish to stand for election as Directors and Officers. The Board may adopt such other policies or rules to supplement this Policy and prescribe further rules with respect to the nomination and election process applicable to any particular election of Directors and Officers in any given year (“**Election Rules**”), provided that such Election Rules are not inconsistent with By-law No. 1 of the Corporation or this Policy.
- 3.02 Dates of Annual meeting of Members and Elections. The Board shall set out the dates of the Annual meeting of Members of the Corporation and the Election Period at least six (6) months in advance. The Corporation shall publish on the Corporation’s website the dates of the Annual meeting of Members of the Corporation and the Election Period at least three (3) months in advance of the Annual meeting of Members.
- 3.03 Election Officer. The Chair of the Nomination Committee shall be the primary person responsible for overseeing the process for nominating and electing Directors and Officers (the “**Election Officer**”). The Election Officer shall carry out his/her duties in accordance with this Policy and any other applicable polices or Election Rules.

SECTION 4 NOMINATIONS PROCESS

- 4.01 Call for Nominations. Each year there shall be a call to solicit names of individuals who are interested in becoming a Director or Officer of the Corporation (the “**Call for Nominations**”).

4.02 Applications of Nominees.

- (a) The Call for Nominations shall invite Members in Good Standing who are interested in becoming a Director or Officer of the Corporation to submit an application package, in a manner prescribed by the Corporation, to the Nomination Committee.
- (b) The application package of each Nominee shall consist of:
 - (i) An information statement in English or both no longer than 500 words indicating why he/she wishes to be elected as a Director or Officer and including relevant biographical information. This statement may point to a website where further information is available about the individual;
 - (ii) email address, postal address and current daytime telephone number;
 - (iii) the signature of at least five (5) other Members of the Corporation, evidencing such Members' support of the Nominee's nomination; and
 - (iv) such other information or documentation as the Nomination Committee may determine.

4.03 Close of Nominations.

- (a) The Call for Nominations shall set out a date by which the application package must be delivered to the Nomination Committee (the “**Close of Nominations**”).
- (b) The Close of Nominations shall be set on a date that is at least ten (10) weeks prior to the date of the annual Meeting of Members. In the event that there are not a sufficient number of nominations received to fill the number of Director or Officer vacancies by the Close of Nominations, that date may be extended provided that such extension does not go beyond a date that is at least six (6) weeks prior to the date of the annual Meeting of Members.

4.04 List of Qualified Nominees.

- (a) On a date that shall be no more than two (2) weeks after the Close of Nominations, the Nomination Committee shall select qualified Nominees who will stand for election as Directors and Officers (the “**List of Qualified Nominees**”).
- (b) In preparing the List of Qualified Nominees, the Nomination Committee shall include only the names of Nominees who have delivered to the Nomination Committee the materials described in Section 4.02(b) of this Policy and who meet the qualification requirements set out in By-law No. 1 of the Corporation.



- (c) In calculating the number of Nominees to be included on the List of Qualified Nominees, the Nomination Committee shall use the number of Director and Officer positions that will be vacant, as at the date on which the Nomination Committee finalizes the List of Qualified Nominees. If any additional vacancy occurs in a Director or Officer position after that date, the Nomination Committee may, at its discretion, add additional Nominees to the List of Qualified Nominees in accordance with paragraph 4.04(b).
- (d) Any individual who is or was a Member of the Nomination Committee is not eligible to be a Nominee unless that individual has ceased to be a Member of the Nomination Committee for at least one (1) year prior to the first day of the Election Period in which he/she is seeking to be elected as a Director.

4.05 List of Qualified Nominees. The List of Qualified Nominees shall be made available to Members in the notice of the annual meeting of Members and may be made available earlier by other electronic means (e.g. on the Corporation’s website).

4.06 Report on Nominations Process. Each year, the Board or the Governance Committee may provide a written report to the Nomination Committee that assesses the Board’s view as to the overall nominations and election process of that year. Any such report shall identify any issues or deficiencies with respect to the overall nominations and election process and include recommendations as to how such issues or deficiencies can be addressed in the following year. The Nomination Committee shall take into consideration any such report when recruiting and selecting Nominees for the next election of Directors and Officers.

SECTION 5 ELECTIONS

5.01 Election Rules. The election of Directors and Officers from the List of Qualified Nominees shall take place in accordance with By-law No. 1 of the Corporation. If taking place electronically, voting in the election may begin no more than seven (7) days prior to the annual Meeting of Members and shall remain open until no later than the close of the annual Meeting of Members (the “**Election Period**”).

5.02 Ranking of Elected Directors and Officers.

- (a) At the end of each Election Period the persons elected as Directors and Officers shall be declared as those having received a plurality of votes in accordance with the following:
- (b) Each vacant Director and Officer position shall be filled with the Nominees who received the most number of votes.
- (c) Ties, if any, between any two (2) or more Nominees where such tie is relevant to the determination of the outcome of the election of Directors and Officers with



respect to one (1) or more seats, shall be settled by a random draw of names of the Nominees so tied, under the supervision of the Election Officer. The Nominee whose name is drawn first shall be deemed to have received the highest number of votes, the Nominee whose name is drawn second shall be deemed to have received the second highest number of votes and so on.

- 5.03 Election Results. The results of the election of Directors and Officers shall be announced at the annual meeting of Members.