

**Council of Archives New Brunswick**

**Constitution and Bylaws**

**As Amended on 10 May 2021**

**Constitution of the Council of Archives New Brunswick**

**Article I: Name**

The name of the organization shall be the “Council of Archives New Brunswick/Conseil des archives Nouveau-Brunswick.”

**Article II: Objectives**

The objectives of the Council shall be:

1. to provide a network for archival cooperation throughout the province;

2. to promote the development, and to coordinate the implementation, of projects of mutual interest;

3. to represent the provincial archives community in national archival networks;

4. to promote the archival preservation and conservation of New Brunswick’s documentary heritage and, as required, to make representations to government and other agencies to promote this preservation;

5. to encourage the establishment of archives by record creating bodies and to prevail upon these bodies to open historical records to public research;

6. to assess and report on the needs of the provincial archival community to provincial, federal and private funding bodies and policy making agencies, and to make representation to same for funding to fulfil these needs;

7. to establish and promote adequate standards, procedures, and practices among archival repositories in the province;

8. to promote public understanding and use of archives and of the documentary heritage of the province;

9. to provide Council members with a forum for the discussion of archival challenges and a means to exchange ideas on archival matters;

10. to assist members to obtain funding through granting and other funding agencies and, where necessary, to adjudicate grant requests on behalf of members.

**Article III: Membership**

1. The Council of Archives New Brunswick shall consist of individual and institutional members.

2. The membership year shall be the same period as the Council’s fiscal year.

3. The annual membership fee for each membership category shall be established or confirmed by the members in attendance at the Annual General Meeting.

**Article IV: Officers**

1. The Executive Committee of the Council shall consist of the following officers: President, Vice-President, Secretary, Treasurer, and Member at Large. The Past President, the New Brunswick Provincial Archivist (or delegate), and the Archives Advisor shall be ex-officio members of the Executive Committee.

2. All officers shall be elected for a three year term by a simple majority vote cast by members in attendance at the Annual General Meeting.

3. The administration of the affairs of the Council shall be vested in the Executive Committee.

4. A majority of the members of the Executive Committee shall constitute a quorum for conducting the business of the Executive Committee.

**Article V: Employees**

The Executive Committee may hire staff as required. The terms of employment of staff shall be in compliance with the New Brunswick *Employment Standards Act* (Chapter E-7.2)

**Article VI: Dissolution**

If the appointed time of the Annual General Meeting passes in three (3) consecutive years without the said meeting being convened, then the Council shall cease to exist. In such instance, or in the event of dissolution or winding up of the Council, the last constitutionally selected Executive Committee, after the payment of all debts and liabilities, shall distribute or dispose of the remaining property to recognized organizations having objectives the same as or similar to the objects of the Council, and which carry on their work solely in Canada. No part of any property of the Council shall be available to its members upon dissolution. After dissolution, all records of the Council and its committees shall be transferred to the Provincial Archives of New Brunswick.

**Article VII: Bylaws**

Bylaws for the more efficient operation of the Council may be passed by a simple majority vote cast by members in attendance at the Annual General Meeting.

**Article VIII: Amendment to the Constitution**

This Constitution may be amended at any special or Annual General Meeting by a 2/3 vote of the members present, providing notice of intent of amendment was sent to all Council members at least thirty (30) days prior to the meeting. Proposed amendments must be submitted to the Secretary, in writing, signed by the proposer and a seconder, both of whom must be members in good standing.

**Bylaws of the Council of Archives New Brunswick**

**Article I: Duties of the Executive Committee**

1. The President shall have executive supervision over the activities of the Council, the Executive Committee, and the Archives Advisor. The President shall preside over the meetings of the Council. The President shall be vested with the power to cast the deciding vote in the case of a tied vote in any meeting.

2. The Vice-President shall discharge the duties of the President in the President’s absence. The Vice-President shall be a member of the three-person Nominations Committee which is appointed to prepare a slate of officers for presentation at the Annual General Meeting.

3. The Secretary shall take the minutes of all meetings of the Council and the Executive Committee. The Secretary shall engage in correspondence in the name of the Council at the direction of the Executive Committee.

4. The Treasurer shall be responsible for the safe-keeping of the Council’s funds and for maintaining adequate financial records. The Treasurer shall ensure that a financial statement is provided to the Executive Committee at its regular meetings and to the Annual General Meeting, or when requested by the Executive Committee. The Treasurer will ensure that all returns necessary for regulatory and other purposes are submitted.

5. The Member at Large shall be delegated responsibility for tasks in aid of CANB business, as deemed appropriate and necessary by the Executive Committee.

6. No member of the Executive Committee shall hold the same office for more than two consecutive terms. A ‘term’ consists of three years. This shall not preclude that member from holding another executive position for up to two terms.

7. A quorum of the Executive Committee shall consist of a majority of the Executive officers.

8. The Executive Committee shall fill by appointment any vacancy in its membership which occurs between Annual General Meetings. The appointee shall subsequently be eligible to be elected for a full two year term.

9. The newly elected Executive Committee shall assume office immediately after the Annual General Meeting and shall serve until the termination of the Annual General Meeting two years hence.

10. It is the responsibility of the Executive Committee to appoint a member of Council to represent the provincial archival community in national archival networks.

**Article II: Meetings and the Financial Year**

1. The Annual General Meeting shall be held six (6) months after the end of the fiscal year at a time and location announced by the Executive Committee to the membership at least one month in advance of the meeting. The Annual General Meeting shall be held for the purpose of electing officers to the Executive Committee; receiving the annual reports from members of the Executive Committee, the Archives Advisor, and others as deemed necessary; receiving reports of the committees; and for considering and transacting any other business of the Council.

2. Special meetings of the Council may be called by the Executive Committee at any time and at any place. Upon receipt of a petition signed by at least five (5) Council members in good standing, the Executive Committee shall convene a special meeting without undue delay. At least ten (10) days’ notice of a special meeting shall be given to all members specifying the date, time and location of the meeting, and shall state the nature of the business to be considered at the meeting.

3. The fiscal year of the Council shall commence on 1 April and shall conclude on 31 March of the following year.

4. In the event of a public health emergency, major weather event, or other exceptional circumstance that necessitates the postponement of the Annual General Meeting the Executive Committee can reschedule the meeting with 48 hours’ notice to members and be held no later than one (1) month after the original date.

**Article III: Membership**

1. The Council of Archives New Brunswick shall consist of individual and institutional members.

2. Individual membership shall be accorded to any New Brunswick resident, including retired archivists, who supports the objectives of the Council and who has paid the annual membership fee. Individual members in good standing shall have the right to vote during meetings and to hold office in the Council. They are not eligible for grants administered or adjudicated by CANB.

3. Institutional membership shall be open to any permanent establishment in New Brunswick that has paid the annual membership fee and which is dedicated to:

* Acquiring, appraising, selecting and conserving the archival records of its sponsoring institution (normally its primary goal) and the archival records of corporate bodies, organizations or individuals relevant to its sponsoring institution or to a defined community or thematic interest;
* Arranging and describing the archival records according to accepted archival principles;
* Making the archival records available for continuing use under defined conditions.

Each Institutional member shall designate one person to be its representative; this person may hold office in the Council and has the right to vote at all meetings but shall not be eligible to hold a separate individual membership. Institutions are eligible for funding from grant programs administered or adjudicated by CANB.

Each institution may send to all meetings as many non-voting observers as it sees fit, and these observers may take part in all discussions of the Council and serve on any committee of the Council. Observers may not vote at meetings and are not eligible for funding from any grant programs administered or adjudicated by the Council.

1. In response to the Truth and Reconciliation Commission of Canada’s *Calls to Action*, specifically Calls 70 and 92 a membership category for Indigenous people will be created to foster participation of Indigenous archives and archivists with the Council and the wider archival community of New Brunswick. The membership category will have all the same benefits as Individual and Institutional members (see Bylaw Article III sections 2 and 3) at a lower membership fee that will be determined as laid out in Article III section 1 of the CANB Constitution.

5. Archivists or interested members of the public who are not members may attend meetings and have the same rights as the non-voting observers of member institutions.

6. Annual membership fees shall be paid yearly and within three months of the commencement of the fiscal year of the Council. Any members whose fees are in arrears for three months after the beginning of the current membership year shall forfeit their good standing and such members shall be removed from the membership roll. Payment of fees in arrears at any time between the fourth and ninth month of the membership year will restore members to good standing for the current year.

**Article IV: Committees**

1. The Executive Committee shall be empowered to constitute such committees as it deems necessary to carry out the business of the Council. The Executive Committee shall appoint a Chair and members to each committee and shall delegate such authority as it deems fit to such committees. Committees shall consist of members of the Council and/or non-members selected by the Executive Committee. The Committees shall report to the Executive Committee and shall not have the authority to bind the Executive Committee.

2. When necessary, at least two months prior to the Annual General Meeting of the Council, the Executive Committee shall appoint a Nominations Committee to consist of the Vice-President, the Archives Advisor, plus at least one Council member not holding a seat on the Executive Committee. The Nominations Committee shall prepare a slate of officers as required for presentation to the Annual General Meeting. Presentation of such a slate shall not preclude nominations from the floor.

3. If more than one candidate for any office is presented to the Annual General Meeting, the Nominations Committee shall conduct the election.

4. When necessary, the Executive Committee shall appoint an Adjudication Committee to review and adjudicate applications for institutional financial assistance. The Adjudication Committee shall consist of all members of the Executive Committee. Additionally, the Executive Committee may appoint non-Council members and shall delegate authority to these appointees to fully engage in the evaluation process.

**Article V: Archives Advisor and Other Staff**

The Executive Committee may employ an Archives Advisor and/or other staff as may be required.

The Archives Advisor shall report directly to the President of the Executive Committee.

The Archives Advisor shall have overall responsibility for managing the administrative operations of the Council, with specific division of responsibilities between the Archives Advisor and members of the Executive Committee to be determined from time to time by the Executive Committee.

Unless specifically indicated, the Archives Advisor shall be delegated responsibility for the supervision of other staff.

**Article VI: Executive Committee Liability**

All members of the Executive Committee and their heirs, executors, administrators, successors and assigns, and estate and effects, shall be indemnified and saved harmless out of the funds of the Council of Archives New Brunswick from and against all costs, charges, and expenses which shall or may be sustained or incurred in any action or proceeding which is brought or prosecuted against him/her for or in respect of any act, deed, matter, or thing made, done or permitted by him/her in or about the execution of duties of office, and also from and against all other costs, charges, and expenses which shall be sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by his/her own willful neglect or default.

**Article VII: CANB Records**

Upon completion of tenure in an Executive position or on a committee, the office holder shall transfer his/her active records to the current office holder. If the records are no longer needed for current business, the office holder shall transfer the records to the Archives Advisor.

The Archives Advisor is responsible for the disposition of the non-current records of Council.

The Provincial Archives of New Brunswick shall be the official repository of the archival records of the Council.

**Article VIII: Amendments to the Bylaws**

These bylaws may be amended at any special or Annual General Meeting by a majority vote of those members in attendance, providing notice of intent of amendment was sent to all Council members at least thirty (30) days prior to the meeting. Proposed amendments shall be submitted to the Secretary in writing and signed by the proposer and a seconder, both of whom must be members in good standing.

**Article IX: CANB Programs**

1. The Executive Committee shall seek to establish a co-operative to support the members in the preservation of their holdings.

2. The Executive Committee shall seek out and establish a grant program to assist members to process and keep safe the documentary heritage of New Brunswick.