

**LITERARY AND HISTORICAL SOCIETY OF QUEBEC**  
**GENERAL BY-LAWS**

1. INTERPRETATION

1.1 Definitions

In the By-laws of the Society, unless otherwise provided or unless the context otherwise requires:

"Act" means the *Companies Act* (Québec), CQLR c. C-38, as from time to time amended, and any statute that may be substituted thereof in whole or in part;

"By-laws" means the present by-laws of the Society;

"Council" means the body composed of those members elected in conformity with the provisions of section 6.1 of the present By-laws;

"Honorary member" means any person admitted in accordance with section 4.1.2 of the present By-laws;

"Library" means the library of the Society;

"Member" means any regular member or honorary member admitted to membership in accordance with section 4.1.1 or 4.1.2 of the present By-laws;

"Officer" means the President of the Society, the Vice-President, the Secretary, the Treasurer, the Honorary Librarian and such other officer as Council may determine from time to time;

"Regular member" means any person admitted to membership in accordance with section 4.1.1 of the present By-laws;

"Representative" means any member of Council or officer and also any mandatory of the Society;

"Simple majority" means fifty percent (50%) plus one of the votes expressed at a meeting.

"Society" means the Literary and Historical Society of Québec, a body corporate duly incorporated pursuant to the Royal Charter of His Majesty King William the Fourth, bearing the date of October 5, 1831, as amended on April 25, 1849 pursuant to *An Act to amend the Charter of the Literary and Historical Society of Québec*.

## 1.2 Definitions of the Act

Terms that are not otherwise defined in the present By-laws have the meanings attributed to them in the Act.

## 1.3 Interpretation rules

Words importing the singular number include the plural and vice-versa; words importing gender include the masculine, feminine and neuter genders. The sections and other headings contained in the present By-laws are for purposes of reference only and shall not affect the meaning or interpretation of such By-laws.

## 1.4 Primacy

The present By-laws shall be enacted in accordance with and governed by the Act. The invalidity or unenforceability of any provision of the present By-laws will not affect the validity or enforceability of the remaining provisions of such By-laws.

## 2. HEAD OFFICE

### 2.1 Location

The head office of the Society shall be situated in the City of Québec, in the Province of Québec.

### 2.2 Other offices

The Society may establish such other offices and agencies elsewhere as Council may deem expedient by resolution.

## 3. SEAL

### 3.1 Form

The form of the seal of the Society shall be determined by Council. Unless required by the Act, a document of the Society will not be invalid by the fact that the seal is not affixed to it. The seal shall be kept at the Society's head office.

### 3.2 Use of the seal

The use of the seal on a document of the Society must be authorized by one of the following persons:

- a) the President;
- b) the Secretary;
- c) any other agent appointed by Council.

## 4. MEMBERSHIP

### 4.1 Classes

There shall be two (2) classes of members, being:

#### 4.1.1 Regular members

Regular members are those persons interested in furthering the objects of the Society whose application for admission as a member has received the approval of Council. Regular members shall have the right to attend the members' meetings and to vote at any annual or any other general meeting of the members and shall be eligible to act as members of Council.

#### 4.1.2 Honorary members

Honorary members of the Society are those persons designated as such by Council for services rendered to the Society or because of the important role played by such persons in literature, history, science or the fine arts. Honorary members shall have the right to attend the members' meetings, but shall not have the right to vote at such meetings and shall not be eligible to act as members of Council.

### 4.2 Membership fees or dues

Membership fees or dues payable by members shall be established by Council. No fees or dues shall be payable by honorary members.

### 4.3 Withdrawal

Any member may withdraw from the Society by delivering to the Society a written resignation and lodging a copy of the same with the Secretary of the Society, provided, however, that such resignation shall not release the member from the payment of any fee or due owed to the Society at the date of his resignation and that the Society shall have no obligation to reimburse, in whole or in part, any fee or due already paid by such member.

### 4.4 Removal

If a member commits an act considered by Council to be harmful, unworthy or contrary to the interests or activities of the Society, upon thirty (30) days' notice in writing, Council may, after giving the member an opportunity to be heard, pass a resolution authorizing the removal of such member from the register of members of the Society and thereupon such person shall cease to be a member of the Society, provided, however, that such removal shall not release the member from his obligations to the Society, and that the Society shall have no obligation to reimburse, in whole or in part, any fees or dues already paid by such member. Notwithstanding the foregoing, a member, if in arrears for one year, shall cease to be a member of the Society automatically.

## 5. MEMBERS' MEETINGS

### 5.1 Place of meetings

The members' meetings, annual or special, shall be held at the head office of the Society or at any other place as Council may determine.

### 5.2 Annual meetings

The annual general meeting of the members of the Society shall be held at such place and on such date as may be fixed by Council, provided, however, that such annual meeting shall be held, as far as possible, within ninety (90) days following the end of each financial year of the Society. At every annual general meeting, the report of Council, the financial statements and the reports of the auditors shall be presented, members of Council shall be elected, auditors shall be appointed for the ensuing year and, if applicable, any by-laws and resolutions adopted and any actions taken by Council, the officers or other representatives of the Society since the last annual meeting shall be ratified. The members may also consider and transact any business, either special or general, at the meeting.

### 5.3 Special meetings

Special meetings of the members shall be held at any place determined by Council or by the persons who called those meetings. The President of the Society shall call such meetings when they are needed for the good administration of the Society. However, Council shall call a special meeting of the members upon a written request of regular members carrying not less than 5% of the voting rights, within ten (10) days following the reception of such request. If Council fails to call such meeting within that delay, a meeting may be called by the regular members who signed the written request. The request must state in general terms the business which is to be transacted thereat.

### 5.4 Notices

Fourteen (14) days' notice of any annual or special general meeting of members shall be given to each member. Notices may be sent by regular mail, fax or e-mail to the last known address of each member appearing in the books as well as posted in the library. Copy of all such notices shall be sent to the Society's auditors. If the address of any member does not appear in the books of the Society, the notice may be sent to the address where, at the sender's judgment, it is most likely to be received by the member.

### 5.5 Content of the notice

Notice of any annual or special meeting shall specify its date, time and place. In addition, a notice of any special meeting shall state the business which is to be transacted thereat;

5.6 Waiver of notice

Attendance by any regular member at a members' meeting shall constitute 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.

5.7 Irregularities

Irregularities in the notice or in the giving thereof as well as the accidental omission to give notice of any meeting to a regular member, or the non-receipt of any notice by any of the regular members shall not invalidate any action or decision taken by or at any meeting.

5.8 Quorum

The regular members present at a members' meeting shall constitute a quorum for the transaction of business at such members' meeting.

5.9 Adjournment

The chairman of a meeting may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjournment need be given the members. Any business may be brought before or dealt with by any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.10 President and Secretary

The members' meetings are presided over by the President of the Society. In the absence of the President, the Vice-President shall so act. The Secretary of the Society shall act as the secretary at all meetings. In their absence, the regular members shall choose one of their number to be chairman and, if necessary, another to be secretary of the meeting.

5.11 Right to vote

At any meeting of members, each regular member present shall be entitled to one (1) vote. Any question shall be decided by show of hands unless a ballot is required by three (3) present regular members. In that case, the chairman of the meeting shall appoint two (2) scrutineers, who shall distribute and receive ballots, determine and convey the result to the chairman. At all meetings of members every question shall be determined by a simple majority of the votes validly given, unless otherwise specifically provided by the Act or by the present By-laws. The voting right of the members cannot be exercised by proxy.

5.12 Casting vote

In case of an equality of votes at any meeting of members either upon a show of hands or upon a ballot, the chairman of the meeting shall be entitled to an additional or casting vote.

5.13 Proceedings

The chairman of the meeting is responsible for the good governance thereof and in general, determines the rules of proceedings in all respects.

6. MEMBERS OF COUNCIL

6.1 Number

The business of the Society shall be managed by a Council composed of between twelve (12) and eighteen (18) eligible members of the Society elected by a majority of the votes of the regular members of the Society present at the annual general meeting or any special meeting called for such purposes. Council shall determine from time to time, by resolution, the precise number of its members within the above-mentioned limits. Nominations for election for members of Council shall be signed by two (2) regular members and delivered to the Secretary together with the nominees' consent seven (7) days prior to the date of the meeting at which elections shall be held.

6.2 Qualification

Only the regular members elected according to the provisions of section 6.1 above shall be qualified as members of Council. Members of Council coming to the end of their term shall be eligible for re-election. Members of Council shall be individuals, no less than eighteen (18) years of age and shall be entitled by the law to contract. Any member of Council shall immediately cease to be so qualified if:

- a) he ceases to be a member of the Society;
- b) he becomes bankrupt or suspends payments to his creditors or makes an authorized assignment or is declared insolvent;
- c) he is found to be a mentally incompetent person or becomes of unsound mind or if he becomes a person of full age under tutorship or curatorship;
- d) he is prohibited by a court of law from holding such office;
- e) he has been found guilty of an indictable offence involving fraud or dishonesty in a matter related to corporations;
- f) he resigns as member of Council; or
- g) he is removed in the manner provided for in section 6.6.

### 6.3 Term

Each member of Council shall hold office for a term of one (1) year, or until election of his successor, if any, the later of these two dates prevailing as to the expiration of his term, or until he resigns or his office becomes vacant by death, removal or other cause.

### 6.4 Vacancies

Any vacancy occurring in Council may be filled, for the remainder of the term, by Council, from among qualified persons.

### 6.5 Resignation

Any member of Council may resign by delivering a written resignation to the Secretary of the Society. Such resignation becomes effective as of its date or at a later date specified therein.

### 6.6 Removal

Any member of Council may be removed, before the expiration of his term, by (i) the members of the Society empowered to elect him at a special general meeting called for that purpose by resolution adopted by a simple majority; or (ii) by Council in the manner provided and in accordance with section 4.4.

### 6.7 Remuneration

Members of Council shall serve as such without remuneration and shall not directly or indirectly receive any profit from such a position. However, members of Council shall be entitled to be reimbursed for traveling and other reasonable expenses properly incurred by them in the performance of their duties as authorized by Council. Nothing herein contained shall preclude any member of Council who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Society.

### 6.8 Conflict of interest

Matters of conflicts of interest shall be governed by a code of ethics for the Council as adopted and amended from time to time by Council.

### 6.9 Limitation of liability and indemnity

The Society shall indemnify and save harmless a member of Council or officer, or former member of Council or officer, or a person who acts or has acted at the Society's request as a director or officer of a body corporate, of which the Society was a shareholder or creditor, and his heirs and legal representatives, from and

against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, which he sustains or incurs in respect of any action, suit or proceeding to which he is made a party by reason of being or having been a member of Council or officer of the Society, or such body corporate, if the Society has reasonable grounds for believing that his conduct was within the bounds of his mandate. Without restricting the generality of the foregoing, members of Council are hereby authorized, without consent or confirmation from the members, to indemnify any member of Council or other person who has incurred or is about to incur his liability in respect of the affairs of the Society.

## 7. POWERS OF COUNCIL

### 7.1 General powers

Council may exercise all such powers of the Society as are not by the Act or by the present By-laws required to be exercised by the regular members of the Society at a general meeting.

### 7.2 Expenditures

Council shall have the power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an officer of the Society the right to employ and pay salaries to employees. Council shall have the power to make expenditures for the purpose of furthering the objects of the Society.

### 7.3 Trust arrangements

Council shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the furtherance of any or all of the purposes and objects of the Society in accordance with such terms and conditions as Council may prescribe.

### 7.4 Donations

Council shall take such steps as it may deem requisite to enable the Society to receive donations and benefits for the purpose of furthering the objects of the Society.

## 8. MEETINGS OF COUNCIL

### 8.1 Calling of meetings

The President or the Secretary shall have the power, as often as necessary, but at least four times a year, on instructions of the President or on written request of two (2) members of Council to that effect, to call a meeting of Council. Forty-eight (48) hours' notice in writing, by telephone or e-mail shall be given before the date of the meeting when given directly to the members of Council, and at least seven



(7) days before the date of such meeting when the notice is sent by mail to the members of Council at their last known address.

## 8.2 Notice of meetings

The notice of meeting shall mention the date, time and place of the meeting. If all the members of Council are present or if those absent have waived notice, the meeting can be held without prior notice of meeting. The meeting of Council held immediately after the annual general meeting of the members may be held without prior notice of meeting. The presence of a member of Council at a meeting covers the lack of notice to that member of Council except where such person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

## 8.3 Place

The meetings of Council shall be held at the Society's head office or at any other place as determined by Council.

## 8.4 Quorum

A minimum of seven (7) members of Council in office shall constitute a quorum for meetings of Council. The said quorum shall remain present during the whole meeting.

## 8.5 Vote

Each member of Council is authorized to exercise one (1) vote. Save the removal of an officer pursuant to section 9.5, at all meetings of Council, every question shall be decided by a simple majority of the votes. Voting rights cannot be exercised by proxy. The vote shall be taken by show of hands unless a member of Council present at the meeting requests a ballot.

## 8.6 Meeting by telephone

With the consent of Council, one or more members of Council may participate in a meeting of Council by telephone, as long as all persons participating in the meeting are able to hear each other. Such members of Council are then deemed to be present at the meeting and in such circumstances all votes shall be cast verbally.

## 8.7 Resolution in writing

A resolution in writing, signed by all the members of Council entitled to vote on that resolution at a meeting of Council, is as valid as if it had been passed at a meeting of Council.

## 9. OFFICERS, AGENTS AND EMPLOYEES

### 9.1 Officers

The officers of the Society shall be a President, a Vice-President, a Secretary, a Treasurer and an Honorary Librarian and such other officers as Council may, by resolution determine. All of these officers shall be members of Council of the Society. Save the office of President, two (2) or more of the aforesaid offices may be held by the same person. If the same person performs the duties of the Secretary and the Treasurer, this person may be designated as the Secretary-Treasurer.

### 9.2 Appointment

Council, after election or appointment of its members at the annual general meeting, shall elect a President, a Vice-President, a Secretary, a Treasurer and an Honorary Librarian, and such other officers as Council may determine. In default of such appointment, the incumbents shall hold office until their successors are appointed.

### 9.3 Term of office

The term of office of an officer shall be from the date on which he is appointed until the time of his replacement. Notwithstanding the foregoing, no one who has held the office of President for four years in succession shall be eligible for re-appointment to that office until after an interval of at least one year, unless otherwise approved by a simple majority vote of the members present at a special meeting of members duly called for that purpose or at an annual general meeting, as the case may be.

### 9.4 Resignation

Any officer may resign by delivering a written resignation to the Secretary of the Society, or, in the case of the resignation of the Secretary, to the Vice-President. Such resignation becomes effective at the date of its forwarding or any other ulterior date specified by the resigning officer.

### 9.5 Removal

An officer of the Society shall be subject to removal by resolution of Council adopted by a majority of two thirds of those present at a meeting called for such purposes.

### 9.6 Agents and employees

Council may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by Council.

9.7 Remuneration

The remuneration of all agents and employees shall be fixed by resolution of Council.

9.8 Powers

Council shall determine the powers of the officers of the Society. It may delegate all its powers to the officers, except those that it must exercise itself according to the Act and the present By-laws.

9.9 President

The President shall have the general and regular management of the business of the Society. He shall preside at all meetings of the Society and of Council. He shall see that all orders and resolutions of Council are carried into effect and he or the Vice-President with the Secretary or any other officer appointed by Council for that purpose shall sign all by-laws and other documents requiring the signature of the officers of the Society. All past Presidents, provided that they are members of the Society, shall have the right to attend Council meetings, but shall not have the right to vote unless elected as a member of Council.

9.10 Vice-president

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as shall from time to time be imposed upon him by Council.

9.11 Treasurer

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society and shall ensure that all monies and other valuable effects are deposited in the name and to the credit of the Society and in such banks or other depositories as may be designated by Council from time to time. He shall perform such other duties as may be required by Council.

9.12 Secretary

The Secretary shall attend all sessions of Council and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of Council, and shall perform such other duties as may be prescribed by Council or by President. He shall be custodian of the seal of the Society, which he shall deliver only when authorized by a resolution of Council to do so and to such person or persons as may be named in the resolution.

9.13 Honorary Librarian

The Honorary Librarian shall be the chairman of the Book Committee and shall report to Council periodically on its activities.

10. COMMITTEES

10.1 Executive committee

Council may elect from its members an executive committee consisting of not less than three (3) members, which committee shall fix its quorum at a majority of its number and may exercise all the powers of Council, subject to any restrictions contained in the present By-laws or imposed from time to time by Council.

10.2 Book Committee

Council shall appoint a book committee composed of at least three (3) members, including the Honorary Librarian who shall act as chairman. The book committee shall be responsible for the selection of books to be purchased by the Library and preparing and administering a budget.

10.3 Other committees of Council

Council may appoint one or more other committees of Council, however designated, and delegate to any such committee any of the powers of Council, subject to any restrictions contained in the present By-laws or imposed from time to time by Council.

10.4 Notice of meetings

Notice of meetings of the executive committee or other committee of Council shall be given in the manner and within the delays provided in sections 8.1 and 8.2 to each committee member.

10.5 Resignation

Any member of the executive committee or other committee of Council may resign by delivering a written resignation to the Secretary of the Society. Such resignation becomes effective at the date of its forwarding or any later date specified by the resigning committee member.

10.6 Removal

Council may, by resolution, remove any member of the executive committee or other committee of Council and may fill the vacancy created by such removal.

10.7 Remuneration

Executive committee members and members of other committees of Council shall serve as such without remuneration. However, the committee members shall be entitled to be reimbursed for traveling and other reasonable expenses properly incurred by them in the performance of their duties as authorized by Council.

10.8 Action by committees

The powers of the executive committee or of any other committee of Council may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committees shall be held at the Society's head office or at any other place determined by Council. The provisions of section 8.6 apply mutatis mutandis to meetings of such committees.

10.9 Advisory bodies

Council may from time to time appoint such advisory bodies as it may deem advisable.

10.10 Procedure

Unless otherwise determined by Council, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

11. REPEAL, AMENDMENT AND RE-ENACTMENT OF BY-LAWS

11.1 All previous by-laws of the Society are hereby repealed and rescinded as of the coming into force of the present By-laws, provided that such repeal will not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed will continue to act as if appointed by the directors under the provisions of such by-law or the Act until their successors are appointed.

11.2 The present By-laws of the Society may be repealed, amended or re-enacted by Council, but any repeal, amendment or re-enactment thereof, unless in the meantime confirmed by an affirmative vote of at least two-thirds (2/3) of the members present at a special meeting of members duly called for that purpose, shall have effect only until the next annual general meeting of the members of the Society, and, in default of confirmation of any such repeal, amendment or re-enactment of the present By-laws by an affirmative vote of at least two-thirds (2/3) of the members present at such annual general meeting, shall, at and from that time only, cease to be in force.

12. FISCAL YEAR

The financial year of the Society shall end on December 31.

13. AUDITORS

The members shall, at each annual general meeting, appoint an auditor to audit the accounts and annual financial statements of the Society for report to the members at the next annual general meeting. The auditor shall hold office until the next annual general meeting provided that Council may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be approved by Council.

14. BANKING ARRANGEMENTS

The banking business of the Society including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with banks, trust companies or any financial institutions designated by Council. All cheques, bank notes and other banking instruments of the Society shall be signed by the persons designated, from time to time, for that purpose, by Council.

15. RULES AND REGULATIONS

Council may prescribe such rules and regulations not inconsistent with the present By-laws relating to the management and operation of the Society and all of its programs, services and activities as it deems expedient, provided that such rules and regulations may be varied or deleted by the regular members at the next annual general meeting of the members of the Society.

16. SIGNATURE AND CERTIFICATION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Society, shall be signed by the President or the Vice-President with the Secretary or any other officer appointed by Council for that purpose and shall be binding upon the Society without any further authorization or formality. Council shall have the power to appoint from time to time, by resolution, an officer or officers on behalf of the Society to sign specific contracts, documents and instruments in writing.

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The foregoing is the complete text of the By-laws of the Society as adopted on the 18<sup>th</sup> day of January 2016 by Council, and confirmed on the 30<sup>th</sup> day of March 2016 by the members of the Society.

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PRESIDENT

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SECRETARY