

PUBLIC LENDING RIGHT COMMISSION

Constitution and By-Laws

By-laws for the general conduct and management of the activities and affairs of the
Public Lending Right Commission

January 24, 2018, amended January 4, 2024



CONSTITUTION AND BY-LAWS
Public Lending Right Commission

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Constitution

ARTICLE 1 DEFINITIONS AND INTERPRETATION

- 1.1 Definitions. In this Constitution, unless the context otherwise requires:
- (a) “Canada Council for the Arts” or “Council” means the Canada Council for the Arts established pursuant to the *Canada Council for the Arts Act* R.S.C., 1985, c. C-2;
 - (b) “Constituent Association” means an association or organization that is interested in furthering the purposes and objectives of the PLR Program and who has been accepted as a Constituent Association by resolution of the Voting Members of the Commission;
 - (c) “Government Documents” means the Cabinet of Canada decision and the Treasury Board Document as described in section 2.1 of this Constitution;
 - (d) “Member” includes a Voting Member and a Non-Voting Member of the PLR Commission;
 - (e) “Non-Voting Member” means a Non-Voting Member of the PLR Commission, as described in Section 3.4 of this Constitution;
 - (f) “PLR Accountability Framework” means the responsibility assignment matrix in respect of the PLR Commission that is attached hereto as Appendix A and identifies the roles and responsibilities of the Council Board, the Council’s Director and Chief Executive Officer, the Council’s senior management committee, the Executive Committee, the Program Manager and other relevant persons or groups, as established by the Council from time to time in consultation with the PLR Commission;
 - (g) “PLR Commission” means the Public Lending Right Commission, as established and designated in accordance with sections 2.1(b) and 2.3 of this Constitution;
 - (h) “PLR Program” means the program of the Council known as the Public Lending Right Program, as described above in section 2.1 of this Constitution;
 - (i) “Voting Member” means a Voting Member of the PLR Commission, as described in Section 3.3 of this Constitution.
- 1.2 Interpretation. In the interpretation of this Constitution, unless the context otherwise requires, the following rules shall apply:
- (a) words importing the singular number only shall include the plural and vice versa; and
 - (b) the headings used in this Constitution are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the

Constitution or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 2 ESTABLISHMENT AND ACCOUNTABILITY

- 2.1 Establishment. In 1986, the government of Canada approved the establishment of the Public Lending Right Program to compensate authors for the use of their books in Canadian Libraries (the “**PLR Program**”). In accordance with Cabinet of Canada decision no. 9-0147-86RD(O1)(C) dated May 22, 1986 and Treasury Board Document bearing file number 64994 and dated October 9, 1986 (the “**Government Documents**”), the PLR Program was established and continues to exist under the following structure:
- (a) The PLR Program is established under the Canada Council for the Arts.
 - (b) The PLR Program’s policy and management is entrusted to the Public Lending Right Commission, an administrative body, whose voting members are authors, publishers, librarians and literary translators.
 - (c) The PLR Commission, through its members, is responsible for giving advice and guidelines to an Executive Committee, whose members shall be selected from among the Members of the PLR Commission. The Executive Committee’s function is to provide strategic oversight of the PLR Program.
- 2.2 Accountability. The PLR Commission functions within the Canada Council for the Arts, who receives annual funding from the government of Canada.
- 2.3 Designation. The administrative body referred to in section 2.1(b) of this Constitution shall be designated and known as the *Public Lending Right Commission*.

ARTICLE 3 PLR COMMISSION MEMBERS

- 3.1 Composition. The Members of the PLR Commission shall include Voting Members and Non-Voting Members.
- 3.2 Role of Members. The role of the Members is to provide relevant professional expertise and endorsement to the direction and evolution of the PLR Program in Canada, and to serve as goodwill ambassadors for the value of the Public Lending Right and its benefits to society. Non-Voting Members have an additional responsibility to provide a link between the PLR Program and their respective bodies, and to foster dialogue and information exchange.
- 3.3 Voting Members.
- (a) The Voting Members of the PLR Commission may elect a total of six (6) writer-representatives, three of whom shall be Anglophone writers and three of whom shall be francophone writers; one further representative shall be a literary translator.

- (b) The voting Members of the PLR Commission may elect a further four (4) voting representatives, namely: one Anglophone publisher representative and one Francophone publisher representative, and one Anglophone librarian representative and one Francophone librarian representative.
 - (c) Nominations for candidates shall be sought from the relevant constituent associations across the country when vacancies on Commission arise.
 - (d) All voting members who are either writers or translators shall be considered equal voices, and any of these members may additionally stand for election to the positions of Chair or Vice-Chair.
- 3.4 Non-Voting Members. Each of the following organizations shall have the right to appoint one (1) individual from that organization who shall be a Non-Voting Member of the PLR Commission:
- (a) Bibliothèque et Archives nationales du Québec
 - (b) The Canada Council for the Arts
 - (c) Department of Canadian Heritage
 - (d) Library and Archives Canada
- 3.5 Membership Rights. The Members shall have such rights and privileges as set out in the By-laws of the PLR Commission.

ARTICLE 4 EXECUTIVE COMMITTEE

- 4.1 Function.
- (a) In accordance with the Government Documents, there shall be an Executive Committee of the PLR Commission whose function is to provide strategic oversight of the PLR Program. The Executive Committee shall have the right to exercise the functions of the PLR Commission between meetings of the Members, except that the Executive Committee shall not have the authority to:
 - (i) approve PLR Program methodology or policy; or
 - (ii) exercise any other power or make any other decision on behalf of the Members that has been assigned exclusively to the Members by the PLR Accountability Framework, or otherwise by policy or resolution of the Members.
 - (b) The Executive Committee shall be subject to the By-laws of the PLR Commission and shall perform such other functions as from time to time may be prescribed by the PLR Accountability Framework or otherwise assigned to the Executive Committee by the Council's Board or by the Members, provided such functions are consistent with the Government Documents.
- 4.2 Composition. The Executive Committee shall be comprised of the following persons, each of whom shall be a voting member thereof:

- (a) the Chair of the PLR Commission;
- (b) the Vice-Chair of the PLR Commission;
- (c) six (6) other Voting Members, who shall be elected in accordance with the By-laws of the PLR Commission.

**ARTICLE 5
BY-LAWS AND CONSTITUTION**

- 5.1 Amending or Repealing By-laws and Constitution. The Council's Board may replace, amend or repeal any provision of the By-laws or the Constitution of the PLR Commission, provided that the Executive Committee's endorsement of such replacement, amendment or repeal has been sought and that the Members are consulted with respect to such replacement, amendment or repeal. No By-law of the PLR Commission may limit, extend or otherwise be contrary to the Constitution.

By-laws

ARTICLE 1 PREAMBLE

The purpose of this By-law is to promote the orderly conduct of the business and affairs of the PLR Program. These By-laws supplement the *Canada Council for the Arts Act* R.S.C., 1985, c. C-2, the Government Documents, and the By-laws and policies of the Canada Council for the Arts.

ARTICLE 2 DEFINITIONS AND INTERPRETATION

2.1 Definitions. In this By-law, unless the context otherwise requires:

- (a) “Canada Council for the Arts” or “Council” means the Canada Council for the Arts established pursuant to the *Canada Council for the Arts Act* R.S.C., 1985, c. C-2;
- (b) “Constituent Association” means an organization or associate described in section 1.1(b) of the Constitution;
- (c) “Constitution” means the original or restated Constitution of the PLR Commission, as enacted by the Council;
- (d) “Government Documents” means the Cabinet of Canada decision and the Treasury Board Document as described in article 2 of the Constitution;
- (e) “Member” includes a Voting Member and a Non-Voting Member;
- (f) “Non-Voting Member” means a Non-Voting Member of the PLR Commission, as described in section 3.4 of the Constitution;
- (g) “PLR Commission” means the administrative body as described in article 2 of the Constitution;
- (h) “PLR Program” means the program of the Council known as the Public Lending Right Program;
- (i) “Voting Member” means a Voting Member of the PLR Commission, as described in section 3.3 of the Constitution.

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

- (a) words importing the singular number only shall include the plural and vice versa; and
- (b) the headings used in this 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-laws

or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 3 GENERAL PROVISIONS

3.1 Languages.

- (a) The work of the PLR Commission and the Executive Committee shall be conducted in both English and French at the discretion of the Members and all participants at a meeting of Members or of the Executive Committee shall be provided with simultaneous translation at such meetings.
- (b) All official documents generated by the Commission, including but not limited to reports and news releases, shall be made available in both English and French.

3.2 Rules of Order. Meetings of the Executive Committee and of the Members shall be conducted, subject always to the By-laws, in accordance with the most recent edition of Robert's Rules of Order or Code Morin.

3.3 Remuneration and Expenses. Any remuneration paid to the Members of the PLR shall be paid in accordance with the Council's policy on remuneration for non-governmental representatives. The Members of the PLR shall be entitled to be reimbursed for reasonable expenses properly incurred by them in performing their duties.

3.4 Indemnification and insurance. The provision of the Council's By-laws with respect to the indemnification and insurance of Board members, officers and committee members, shall apply to the Members, the members of the Executive Committee, and to the Chair and Vice-Chair of the PLR Commission.

ARTICLE 4 PLR COMMISSION MEMBERSHIP

4.1 Composition. The Members of the PLR Commission shall include Voting Members and Non-Voting Members, as described in the Constitution.

4.2 Membership Rights.

- (a) Voting Members. Each Voting Member of the PLR Commission shall be entitled to receive notice of and to attend all meetings of the members of the PLR Commission and each Voting Member shall have one (1) vote at each such meeting, unless this By-law provides otherwise. The Voting Members of the Commission shall have such other rights and privileges as determined by the Executive Committee from time to time.
- (b) Non-Voting Members. Each Non-Voting Member of the PLR Commission shall be entitled to receive notice of and to attend all meetings of the members of the PLR Commission, but shall not have the right to vote at such meeting.

4.3 Duties of Voting Members:

- (a) Regularly attending and taking an active part in meetings of Members as an ongoing priority;
- (b) Attending the annual general meetings of relevant literary associations to report on developments and activities of the PLR Program, or if such attendance is not possible, to submit a written report in tandem with the PLR Program Manager containing such information. The PLR Program shall not reimburse any costs or expenses incurred by Members in respect of their attendance at an association's annual general meeting;
- (c) If applicable, reporting back to relevant associations after each PLR meeting on PLR Program matters that are relevant to that association;
- (d) Representing the PLR Commission at local literary events and festivals wherever feasible;
- (e) Maintaining contact with the provincial authors' association in their province or region;
- (f) Volunteering for PLR Commission sub-committee work;
- (g) Keeping abreast of trends and technical developments in book culture, including creation, publishing and dissemination through libraries;
- (h) Establishing in consultation with the Council's Board and periodically reviewing the policies of the PLR program;
- (i) Overseeing and evaluating the effectiveness of the program;
- (j) Approving the annual report of the PLR Commission.

4.4 Term of Voting Members.

- (a) Voting Members shall be appointed for a four (4) year term or until their successor is appointed and may, subject to subsection 4.4(c) of this By-law, be reappointed for one (1) additional consecutive term of four years.
- (b) A Voting Member's term of office shall be from the date of the first annual meeting of Members following the Member's appointment until the fourth next annual meeting following (e.g., a 4-year term) or until that Member's successor is appointed.
- (c) Subject to subsection 4.4(d) of this By-law, a Voting Member who has served two (2) consecutive four (4) year terms shall not be eligible for re-appointment as a Voting Member until a period of at least one (1) year has elapsed since the end of that Voting Member's eighth consecutive year in office. For greater certainty, where an individual is appointed to fill an unexpired term of a Member such partial term shall be excluded from the calculation of the maximum years served as a Voting Member.
- (d) A Voting Member who has served eight (8) consecutive years as a Voting Member shall be eligible for re-appointment or re-election as a Voting Member for one (1) additional

consecutive term for the purpose of that Voting Member serving as a member of the Executive Committee.

- 4.5 Term of Non-voting Members. A Non-Voting Member's term shall be determined by the organization who appoints such Non-Voting Member in accordance with the Constitution.
- 4.6 Termination of Membership. The rights of a Member lapse and cease to exist when the Member's membership terminates for any of the following reasons:
- (a) the Member withdraws or resigns from the PLR Commission;
 - (b) the Member's term of membership expires;
 - (c) the Member dies;
 - (d) in the case of a Voting Member elected by the Voting Members, the Voting Members terminate that individual's membership.

ARTICLE 5 PLR COMMISSION MANDATE, FUNCTIONS AND RESPONSIBILITIES

- 5.1 Mandate. The mandate of the PLR Commission is to:
- (a) establish, direct and monitor the evolution of the PLR Program, pursuant to which payments are made to authors for their books held in library collections across Canada;
 - (b) administer funds available for the PLR Program;
 - (c) recommend and promote the enactment and enforcement of any program that facilitates the achievement of the Commission's mandate;
 - (d) Encourage cordial relationships among the Members and with Public Lending Right organizations in other countries.
- 5.2 Functions. The functions of the PLR Commission are to:
- (a) establish the general policies and methodologies guiding the management of the PLR Program;
 - (b) ensure that the Executive Committee operates within the framework established by the PLR Commission;
 - (c) receive and approve regular reports from the Executive Committee and the Program Manager concerning the actions taken by the Executive Committee and the Program Manager;

- (d) approve the selection of libraries put forward by the Executive Committee; and
- (e) exercise such other functions as from time to time may be assigned to the PLR Commission by the Council or the Government of Canada.

ARTICLE 6 MEETINGS OF MEMBERS

- 6.1 Place and Frequency of Meetings. Meetings of Members shall be held at any place within Canada determined by the Executive Committee on such day or days and at such time or times as the Executive Committee shall determine. As part of the Council's hybrid approach, certain meetings may be held virtually while others may be held in person.
- 6.2 Annual General Meeting. The Executive Committee shall call an annual general meeting of the PLR Commission not later than ninety (90) days after the end of the Council's fiscal year.
- 6.3 Special Meetings. The Executive Committee may at any time call a special meeting of the Members for the consideration of any matter which may properly be brought before the Members. The Executive Committee shall call a special meeting of Members upon the request, in writing, of the Chair or of any five (5) Voting Members.
- 6.4 Notice of Meetings.
- (a) Notice of the time and place of a meeting of Members shall be given to each Member by mail, courier, personal delivery, or by telephonic, electronic or other communication facility, during a period of at least thirty (30) days before the day on which the meeting is to be held.
 - (b) Notice of a meeting of Members at which special business is to be transacted shall state the nature of the special business in sufficient detail to permit the Members entitled to vote at such meeting to form a reasoned judgment on the business to be transacted.
- 6.5 Quorum. The quorum at any meeting of Members is six (6) Voting Members entitled to vote at that meeting, four (4) of which must be authors/translators. For the purpose of determining quorum, a Voting Member may be present in person or by teleconference or by other electronic means.
- 6.6 Voting.
- (a) At any meeting of Members, all questions proposed for consideration of the Members shall be determined by a majority vote of the Members, unless otherwise provided by the By-laws.
 - (b) In case of an equality of votes, the chair of the meeting of Members shall have the right to cast a second or casting vote but shall not be compelled to do so. In the event of an equality of votes and the chair of the meeting does not cast a second vote, the motion put to such a vote shall be deemed defeated.
 - (c) Except where a secret ballot is requested by a Voting Member, 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.

(d) Votes shall be cast in person and voting by proxy shall not be allowed.

6.7 Participation at Meeting by Telephone or Electronic Means. A Member may participate in a meeting of Members or of a committee of Members, including the Executive Committee, using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A Member participating in the meeting by such means shall be deemed to have been present at that meeting and shall count towards quorum.

ARTICLE 7 EXECUTIVE COMMITTEE

7.1 Functions and Composition. The Executive Committee of the PLR Commission shall be comprised of the persons and shall have the functions set out in the Constitution.

7.2 Elections, qualifications and term.

(a) The Chair and Vice-Chair of the PLR Commission shall be elected by the Members at the annual general meeting of Members from among the Voting Members who are authors, one of whom shall be an Anglophone, and the other Francophone. The Chair and the Vice-Chair of the PLR Commission shall be elected for a two-year term.

(b) The six (6) Voting Members referred to in subsection 4.2(c) of the Constitution shall be elected by the Members at the annual general meeting of Members for a term of two (2) years provided that:

(i) two (2) of them shall be authors, one of whom shall be an Anglophone, and the other Francophone;

(ii) two (2) of them shall be librarians, one of whom shall be an Anglophone, and the other Francophone; and

(iii) two (2) of them shall be publishers, one of whom shall be an Anglophone, and the other Francophone.

7.3 Advisors to the Executive Committee. The Executive Committee may invite an outgoing Chair of the PLR Commission to serve as an advisor to the Executive Committee for a period of no more than one (1) year following the date on which they cease to be Chair of the PLR Commission. For greater certainty, an outgoing Chair invited to serve as an advisor shall not be a member of the Executive Committee and shall not have the right to vote at any meeting of the Executive Committee.

- 7.4 Vacancy. Members of the Executive Committee shall remain in office until the earlier of:
- (a) the member's resignation, which resignation shall be effective at the time the written resignation is received by the Program Manager;
 - (b) the removal of the Executive Committee Member by a resolution of the Members passed by a majority of not less than two-thirds of the votes cast on that resolution;
 - (c) the Executive Committee member ceases to be a Member of the PLR Commission.

7.5 Executive Committee Meetings and Rules.

- (a) Meetings of the Executive Committee shall be held at any place within Canada determined by the Executive Committee on such day or days and at such time or times as the Executive Committee shall determine, provided that the Executive Committee shall meet at least twice per year.
- (b) Unless otherwise determined by the Members, the Executive Committee shall have the authority to regulate its meetings and procedures according to its mandate.

- 7.6 Other Committees. The PLR Commission may from time to time appoint any other committee or advisory body, as it deems necessary or appropriate for such purposes and with such powers as the Members shall see fit. Any such committee shall be subject to such rules and shall perform such other functions as are assigned to it by resolution of the Members or by Policy.

**ARTICLE 8
CHAIR, VICE-CHAIR AND PROGRAM MANAGER**

- 8.1 Chair. There shall be a Chair of the PLR Commission whose duties shall include:

- (a) setting, in consultation with the Program Manager and the Members, the date, time and agenda of meetings;
- (b) presiding at meetings of the Members and the Executive Committee;
- (c) representing the PLR Commission Members in their relations with the government and with the Council;
- (d) meeting with the Council's Director and Chief Executive Officer on a regular basis to discuss PLR Program matters that are within the Council's authority;
- (e) reporting to the Council's Board on the activities relating to the PLR Program, including appearing before the Council's Board to present the annual report;
- (f) performing such other duties and exercising such other authority as from time may be assigned to such office by the Members, by resolution of the Council's Board or by Policy.

- 8.2 Vice Chair. There shall be a Vice-Chair of the PLR Commission whose duties shall include:
- (a) assisting the Chair of the PLR Commission in the exercise of their duties and, in the absence or disability of the Chair or if the Chair refuses to act, perform the duties and exercise the powers of the Chair; and
 - (b) performing such other duties and exercising such other authority as from time may be assigned to such office by the Members, by resolution of the Council's Board or by Policy.
- 8.3 Program Manager. There shall be a Program Manager of the PLR Program who shall be responsible for providing advisory, liaison, administrative and operational support to the PLR Commission. The Program Manager shall be retained as an employee of the Council on such terms as the Council deems appropriate.

ARTICLE 9
BY-LAWS, CONSTITUTION, PREVIOUS ACTS, ETC.

- 9.1 Amending or Repealing By-laws and Constitution. The Council's Board may replace, amend or repeal any provision of the By-laws or the Constitution of the PLR Commission, provided that the Executive Committee's endorsement of such replacement, amendment or repeal has been sought and that the Members are consulted with respect to such replacement, amendment or repeal. No By-law of the PLR Commission may limit, extend or otherwise be contrary to the Constitution.
- 9.2 Proposals to Amend.
- (a) Any group of persons described in section 9.2(b) of this By-law may submit to the Program Manager notice of any By-law or Constitution amendment that such group proposes to present at a meeting of Members for the endorsement of the Members (hereinafter a "**Proposal**"), provided such Proposal:
 - (i) is submitted to the Program Manager at least thirty (30) days prior to the date of the annual general meeting of Members; and
 - (ii) clearly sets out the proposed amendment to the Constitution or the By-laws.
 - (b) A Proposal may be made by:
 - (i) the Council's Board;
 - (ii) the Executive Committee; or
 - (iii) six (6) Voting-Members, at least four (4) of which must be authors.
 - (c) The Proposal shall be included in the notice of meeting required for the annual general meeting of Members.

- (d) The Voting Members of the PLR Commission are entitled to vote on a Proposal and the Proposal is endorsed by the Members when the Members entitled to vote on the Proposal have voted in favour of it by a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.
- (e) A Constitution or By-law amendment that is the subject of a Proposal that has been endorsed by the Members of the PLR Commission in accordance with subsection 9.2(d) of this By-law shall be submitted to the next meeting of the Council's Board, and the members of the Board may confirm, reject or amend the Constitution or By-law amendment so proposed. The Council shall, within thirty (30) days of that meeting, send the Program Manager a notice of the Council's decision to confirm, reject or amend the Constitution or the By-law amendment that was the subject of the endorsed Proposal.

9.3 Previous Acts, etc.

- (a) Upon the enactment of this By-law, all previous Constitutions and By-laws of the PLR Commission shall be repealed. Such repeal shall not affect the previous operation of any Constitution or 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 any such Constitution or By-law prior to its repeal.
- (b) All members of the Executive Committee, and persons acting under any Constitution or By-Law so repealed shall continue to act as if appointed under the provisions of this By-law and, all resolutions of the Executive Committee 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 as By-laws of the PLR Commission on the 6th day of October 2015, amended on the 24th day of January 2018; amended on the 4th day of January 2024.