



Canadian Association
Law and Society Canadienne
Association Droit et Société

May 25, 2015

Dear CLSA members,

The CLSA must transition its incorporation to a new statute governing not-for-profit corporations to avoid mandatory dissolution. The attached materials are required to authorize that process, which must be approved by the membership at the Annual General Meeting in Ottawa on June 4, 2015. I apologize for the short notice on a weighty matter, but we learned of this not long ago, and have been drafting by-laws ever since.

In the weeks following the AGM, we must file an application to move our incorporation from Part II of the *Canada Corporations Act*, R.S.C. 1970, c. C-32 to the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c. 23. All not-for-profit corporations were supposed to have made this transition by October 2014 or risk dissolution. We missed that deadline due to inadvertence, but we are still listed as an active corporation in the Canada corporations database and so we may make the transition now despite having missed the deadline. There is no fee to make the transition, which will result in the issuance of Articles of Continuance (draft attached) to replace our existing Letters Patent.

The main reason for this transition is to avoid dissolution. This would be extremely messy, since by our existing Letters Patent, upon dissolution all assets of the corporation would be distributed to “qualified donees” (as defined by the *Income Tax Act*). Aside from this existential reason, transition to the new Act will also greatly simplify certain aspects of our corporate life. The most important such change is the power to amend our by-laws internally, whereas the old Act required authorization of the Minister of Industry for any amendments. On the other hand, one mandatory provision of the new Act should be mentioned, as it could potentially cause problems for the Association. The annual general meeting of the membership may not be held outside Canada without the unanimous approval of the membership. This could interfere with our occasional commitments for joint meetings with other associations, most significantly our planned joint meeting with the LSA to be held in Mexico City in 2017.

The attached draft by-laws closely follow our existing by-laws, modified as required for compliance with the new Act. An ad hoc governance committee, comprised of Lyndsay Campbell, Ibironke Odumosu-Ayanu and myself, has also proposed certain changes to our existing governance structure, primarily in the interests of greater flexibility:

- A clearer **distinction between directors and officers** has been introduced. The president and the graduate student representatives must be directors; other officers may be directors but need not be. Officers will have voting rights on the board of directors only if they are also directors. There is no change to the maximum or minimum number of board members. (This is to add flexibility in selecting these officers, but also to comply with the Act, which requires voting directors to be elected by the membership.)
- Two **journal editors** may attend board meetings but have no vote unless they are also directors. (This reflects current practice.)
- **Quorum** at the AGM and board meetings has been clarified. (This is to reduce numbers needed for quorum, within the limits stipulated by the Act, as well as to specify that loss of quorum does not nullify the meeting.)

- **Proxy voting** at the AGM has been eliminated. (This conforms with recent practice.)
- **All-electronic AGMs** are permitted. (While it is unlikely this will be used often if at all, it provides a potential workaround for the difficulties in holding an AGM outside of Canada.)
- **Transitional provisions** cover the terms of current officers and directors, the change of name of Newsletter Editor to Communications Officer, and replacement of previous by-laws. (This means, for example, that no director's term will be shortened as a result of the transition.)

The transition process requires several steps, which we hope to accomplish at the Annual General Meeting in Ottawa on June 4. To be able to apply for articles of continuance, the members of the CLSA must:

- 1) **Pass a Special Resolution, by a two-thirds majority of votes cast at the meeting** (required by the new Act), empowering the board of directors to apply for a Certificate of Continuance of the Corporation. The text of the Special Resolution is attached.
- 2) **Approve the Articles of Continuance (transition)** to replace the existing Letters Patent. The text of the Articles of Continuance is attached.
- 3) **Approve By-Law No. 1** of the corporation, which will replace the existing by-laws. The proposed By-Law No. 1 is attached.

The Board recommends that the membership VOTE IN FAVOUR of the Special Resolution approving the transition process, the proposed Articles of Continuance, and the proposed By-Law No. 1.

If you have any questions, comments or suggestions, please send them to me as soon as possible, as time for discussion at the AGM will be extremely limited. I look forward to hearing from you, and seeing you in Ottawa in June.

Sincerely,

Eric Reiter

CLSA President

eric.reiter@concordia.ca

Attachments:

Special Resolution of Members

Form 4031, Articles of Continuance (transition)

Proposed By-Laws

Special Resolution of Members

Canadian Law and Society Association Inc. / Association canadienne droit et société Inc.

June 4, 2015

Re: Continuing the Corporation under the provisions of the *Canada Not-for-profit Corporations Act* and authorizing the directors to apply for a Certificate of Continuance.

WHEREAS the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the twenty-ninth day of October, 2007; and

WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the *Canada Not-for-profit Corporations Act* (NFP Act) pursuant to section 297 of the NFP Act;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- 1 The directors of the Corporation are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;
- 2 The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;
- 3 The general operating by-law of the Corporation (as amended) is repealed effective on the date that the corporation continues under the NFP Act and the new general operating by-law No. 1, which has been submitted to this meeting and is annexed to these minutes as Schedule B, is approved and will be effective on the same date.
- 4 Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

The undersigned, being the duly appointed President of the Corporation, certifies that the above is a true and correct copy of a special resolution of the fourth (4th) day of June, 2015, by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.

Dated _____ at Ottawa, Ontario

Eric H. Reiter, President

Schedule A

Articles of Continuance (transition)

Form 4031

(NB: This is the content to be inserted into the Industry
Canada form, which cannot be copied.)

1. Current name of the corporation

Canadian Law and Society Association Inc.
Association canadienne droit et société Inc.

2. If a change of name is requested, indicate proposed corporate name

n/a

3. Corporation number

445139-2

4. The province or territory where the registered office is situated

Ontario

5. Minimum and maximum number of directors

Minimum 11, Maximum 22

6. Statement of the purpose of the corporation

The purposes of the corporation are: To encourage and develop the interdisciplinary and multi-disciplinary study of the relations between law and society; to promote the development of new socio-legal scholars through the corporation's activities; to hold conferences, lectures and meetings for the promotion and discussion of research in law and society; to award grants, scholarships, fellowships and/or awards to deserving individuals, groups of individuals or organizations in pursuance of the objects of the corporation; to publish journals (in particular, the Canadian Journal of Law and Society), newspapers, newsletters, books and/or monographs relating to the study of law and society issues.

7. Restrictions on the activities that the corporation may carry on, if any

none

8. The classes, or regional or other groups, of members that the corporation is authorized to establish

The corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

9. Statement regarding the distribution of property remaining on liquidation

It is specially provided that in the event of liquidation, dissolution or winding-up of the corporation, all its remaining assets after discharge of its liabilities shall be distributed to one or more qualified donees within the meaning of the Income Tax Act.

10. Additional provisions, if any

a. The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general 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 general meeting of members.

b. The corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the corporation are to be used in promoting its objects.

***** PROPOSAL *****

Schedule B

By-Laws

By-law relating generally to the conduct
of the affairs of

The Canadian Law and Society Association / Association canadienne droit et société
(the "Corporation")

By-Law No. 1

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

Definitions

1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members;

"special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"officer" means an individual appointed as an officer as specified in these by-laws, the president, a vice-president, the secretary, the treasurer, or any other individual who performs functions for the Corporation similar to those normally performed by an individual occupying any of those offices;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and

“special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Objects of the Corporation

2 Objects of the Corporation

The objects of the Corporation shall be:

- a. To encourage and develop the interdisciplinary and multi-disciplinary study of the relations between law and society.
- b. To promote the development of new socio-legal scholars through the Corporation’s activities.
- c. To hold conferences, lectures and meetings for the promotion and discussion of research in law and society.
- d. To award grants, scholarships, fellowships and/or awards to deserving individuals, groups of individuals or organizations in pursuance of the objects of the Corporation.
- e. To publish journals (in particular, the *Canadian Journal of Law & Society*), newspapers, newsletters, books and/or monographs relating to the study of law and society issues.

Administration of the Corporation

3 Execution of Documents

Subject to the provisions of these by-laws pertaining to banking arrangements, deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by two (2) of its officers or directors, at least one of whom must be a board member who is also an officer. In addition, the board of directors may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

4 Financial Year

Unless otherwise determined by the board of directors, the financial year end of the Corporation shall be December 31.

5 Banking Arrangements

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 of directors 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 of directors may by resolution from time to time designate, direct or authorize.

6 Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c. give a guarantee on behalf and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

7 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 via electronic mail or other means.

Membership and Members' Meetings

8 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes who have paid the annual membership fee or for whom the directors have waived such a fee. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

9 Membership Transferability

A membership may only be transferred to the Corporation.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

10 Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by electronic or other means of communication, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

11 Members Calling a Members' Meeting

The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation.

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than five (5) per cent of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

12 Membership Dues

Annual membership fees shall be set by the board of directors from time to time. Membership fees may include reduced rates for emeritus, student, under-waged or unwaged members, but all members shall be eligible to vote, to hold office in the Corporation, and to receive all regular publications of the Corporation.

Membership dues are non-refundable.

13 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member fails to pay membership dues, unless otherwise stipulated by the board of directors;
- b. the member dies or resigns;
- c. the member's term of membership expires and has not been renewed for the subsequent year; or
- d. the Corporation is liquidated and dissolved under the Act.

14 Effect of Termination of Membership

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.

15 Nominating Committee and Proposals Nominating Directors at Annual Members' Meetings

The president of the Corporation, in consultation with the board of directors, shall appoint a nominating committee to solicit nominations to fill vacancies in the office of president and among directors. The nominating committee shall be named following an annual meeting of the membership, and shall serve one (1) year, until the close of the following annual meeting. The committee shall normally be composed of two directors plus either the president or one vice-president.

Subject to the Regulations under the Act, any member may nominate one or more candidates for the board of directors by notifying in writing the nominating committee or other committee or director authorized by the board of directors to receive nominations.

16 Proceedings at Annual Members' Meetings

At every annual meeting, in addition to any other business that may be transacted, reports of the officers of the Corporation and the financial statements shall be presented. The members may consider and transact any business either special or general at any meeting of the members.

17 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board of directors or, if all of the members entitled to vote at such meeting so agree, outside Canada.

18 Those Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, officers and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted on the invitation of the chair of the meeting or by resolution of the members.

19 Chair of Members' Meetings

Meetings of members shall be chaired by the president of the Corporation or, in the absence of the president, by the past president or a vice-president of the Corporation. In the event that neither the president, the past president nor a vice-president is present, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

20 Quorum at Meetings of the Membership

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be ten (10) percent of the members entitled to vote at the meeting. 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.

21 Voting at Members' Meetings

Each voting member present at a meeting shall have the right to exercise one (1) vote. Proxy votes are not permitted.

22 Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot

or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

23 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

24 Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Board of Directors

25 Number of Directors

The board of directors shall consist of a minimum of eleven (11) directors and a maximum of twenty-two (22) directors. At least two (2) of the positions must at all times be held by directors who are not officers or employees of the Corporation.

26 Election and Term of Office of Directors

All directors other than the president and the graduate student representatives shall be elected for a term of three (3) years by the members at an annual meeting of members.

Two (2) directors of the Corporation shall be graduate student representatives, who will serve staggered terms of two (2) years; each year one (1) graduate student representative shall normally be elected. Prior to the annual meeting of members, the graduate students of the Corporation shall select one or more candidates to put forward for election to the board of directors at the annual meeting of members.

A director whose term is ending shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted or a successor is elected.

27 Portfolios of Directors

In order to achieve representativeness, once elected, directors who do not hold offices within the Corporation may adopt portfolios associated with British

Columbia, the prairie provinces (Alberta, Saskatchewan and Manitoba), Ontario, Quebec, the North, the Atlantic provinces, and Indigenous communities. The nominating committee shall be directed to encourage nominations of candidates whose efforts on the board of directors would focus on the organization's activities in these communities.

28 Vacancy of Office of Director

The office of a director shall be automatically vacated:

- a. if the director is elected president of the Corporation;
- b. if at a special general meeting of members, a resolution is passed by two-thirds (2/3) of the members present at the meeting that the director be removed from office;
- c. if a director has resigned his or her office by delivering a written resignation to the secretary of the Corporation;
- d. if a director fails, without reasonable explanation, to attend two (2) or more consecutive meetings of the board of directors. When personal attendance is not possible, directors shall make best efforts to attend by telephone or other electronic means;
- e. if he or she is found by a court to be of unsound mind;
- f. if he or she becomes bankrupt or suspends payment or compounds with his or her creditors; or
- g. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors may appoint a director from among the membership to fill the vacated position for a term expiring not later than the close of the next annual general meeting of members. In such case, the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual general meeting of members.

A graduate student representative who ceases to be a graduate student may be, but need not be, replaced at the next annual meeting of members.

29 Calling of Meetings of Board of Directors

Meetings of the board of directors may be held at any time and place to be determined by the directors. There shall be at least one (1) meeting each year, which shall normally take place in conjunction with the annual meeting of members of the Corporation.

No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat.

30 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board of directors shall be given by electronic or other means to every director and officer of the Corporation not less than thirty (30) days before the time when the meeting is to be held. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of the board of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

31 Chair of Meetings of the Board of Directors

Meetings of the board of directors shall be chaired by the president of the Corporation or, in the absence of the president, by a vice-president of the Corporation. In the event that neither the president nor a vice-president is present, the directors who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

32 Votes to Govern at Meetings of the Board of Directors

At all meetings of the board of directors, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Only directors are entitled to vote at meetings of the board of directors. Each director shall be entitled to one (1) vote.

33 Quorum at Meetings of the Board of Directors

A quorum at any meeting of the board of directors shall be one-third (1/3) of the directors entitled to vote at the meeting. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation. If a quorum is present at the opening of a meeting of the board of directors, the directors and officers present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Subject to these by-laws, a member of the board of directors participating by telephone or other electronic means shall be considered to be present for the purposes of quorum.

34 Indemnities to Directors and Others

Every director and officer of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. all costs, charges and expenses which such director or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and

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

35 Committees of the Board of Directors

The board of directors, in consultation with the president, 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 of directors shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board of directors may from time to time make. Any committee member may be removed by resolution of the board of directors.

Officers

36 Election and Term of President

The president shall be elected at an annual meeting of members of the Corporation. The president shall serve as a voting member of the board of directors but may not hold any other office concurrently with the office of president. The president shall serve for a term of two (2) years and shall be eligible for re-election for a second term at the end of the first. No president shall serve more than two (2) consecutive terms.

37 Appointment of Other Officers

Subject to the Act and these by-laws, the board of directors may designate the offices of the Corporation, appoint officers, specify their duties and delegate to such officers the power to manage the affairs of the Corporation. Officers shall normally be appointed from among the directors of the Corporation. Up to two (2) offices may be held by the same individual.

38 Description of Offices

Unless otherwise specified by the board of directors (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. President – The president shall be the chief executive officer of the Corporation, and shall have the general and active management of the affairs of the Corporation. The president shall see that all orders and resolutions of the board of directors are carried into effect.
- b. Past President – Following the expiry of the president's term, he or she shall serve one (1) year as past president. The past president is not a director and does not have voting rights at any meeting of the board of directors, but shall be entitled to attend meetings of the board of directors.
- c. Vice-President – The Corporation shall have two (2) vice-presidents. Each vice-president shall normally be appointed from among the directors by

resolution of the board of directors. A vice-president whose term as director expires may continue to serve as vice-president until the expiry of his or her term as vice-president but shall not vote at meetings of the board of directors unless appointed director subject to the Articles and these by-laws. Vice-presidents shall have powers and duties as determined from time to time by the president in consultation with the board of directors.

- d. Treasurer – The treasurer shall be appointed by resolution of the board of directors and have such powers and duties as the board of directors may specify. The treasurer need not be a director but shall have voting rights on the board of directors only if he or she is a director.
- e. Secretary – The secretary shall be appointed by resolution of the board of directors and shall normally attend all meetings of the board of directors and of the members of the Corporation. The secretary shall keep minutes of all proceedings at such meetings, and present such minutes to the board of directors at such time and in such form as the board of directors shall from time to time determine. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The secretary need not be a director but shall have voting rights on the board of directors only if he or she is a director.
- f. Communications Officer – The communications officer shall be responsible for the Corporation’s communications, including maintaining the Corporation’s website, editing the newsletter or bulletin, and coordinating communications with the membership. The communications officer need not be a director but shall have voting rights on the board of directors only if he or she is a director.
- g. A Program Coordinator and a Local Arrangement Coordinator shall be appointed to terms of no more than one (1) year by the president in consultation with the board of directors. They shall be responsible for planning the annual conference. They shall be entitled to attend meetings of the board of directors but shall have voting rights on the board of directors only if they are also directors.

Subject to these by-laws, other officers of the Corporation may be appointed from time to time and for such purposes and terms as the board of directors shall determine by resolution.

Subject to the Act and these by-laws, all officers may attend meetings of the board of directors, but may not vote unless they concurrently serve as directors.

All officers of the Corporation must be members of the Corporation.

39 Term of Office and Vacancy in Office

Subject to these by-laws, officers of the Corporation shall normally hold office for two (2) years from the date of their appointment or until their successors assume office in their stead. However, the term of office of any officer other than the

president and past-president may be extended by resolution of the board of directors at any time.

If any office of the Corporation shall be or become vacant, the directors may, by resolution, appoint a director or member to fill such vacancy, either as a new appointment or, in the case of a vacancy in the office of program coordinator or local arrangements coordinator, for the remainder of the term.

40 Journal Representatives

Notwithstanding sections 37, 38 and 39, two (2) editors of the *Canadian Journal of Law & Society / Revue canadienne droit et société* ("the Journal") shall be entitled to attend meetings of the board of directors but shall not have voting rights in that capacity. These two editors shall be selected by a process determined by the Journal.

41 Agents and Employees of the Corporation

The board of directors 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 the board of directors at the time of such appointment.

Changes to By-laws

42 Enacting, Amending or Repealing By-laws and Effective Date

Subject to the Articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors 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. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Miscellaneous Provisions

43 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.

44 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee 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-laws 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.

45 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Transitional Provisions

46 Terms of Directors and Officers

All directors and officers elected or appointed under previous by-laws to terms continuing after the adoption of the present by-laws shall continue in office until the expiry of their terms. No terms shall be shortened or extended by the coming into force of the present by-laws.

47 Communications Officer

The office of newsletter editor under the previous by-laws shall be renamed communications officer, with duties as defined by the present by-laws.

48 Entry into Force

Subject to the Act, these by-laws shall enter into force upon issuance of the Articles of Continuance (transition).

49 Replacement of Previous By-laws

Upon adoption and entry into force, the present by-laws will apply to all future business of the Corporation, and all previous by-laws will cease to have force or effect.