

[Proposed 2007; for approval in 2008]
BY-LAWS OF THE CANADIAN LAW AND SOCIETY ASSOCIATION
(the “corporation”)

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation (seal need not be imprinted until after incorporation).

HEAD OFFICE

2. Until changed in accordance with the Act, the Head Office of the corporation shall be in the City of Ottawa in the Province of Ontario.

OBJECTS OF THE CORPORATION

3. 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 persons 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.

CONDITIONS OF MEMBERSHIP

4. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the corporation and who has paid the annual membership fee.
5. Annual membership fees shall be set by the board of directors from time to time and approved by the membership at the next annual meeting. Membership fees may include reduced rates for student and emeritus members, but all members shall be eligible to vote, to hold office in the corporation, and to receive all regular publications of the corporation.
6. Failure of a member to pay dues will automatically terminate the individual's membership in the corporation, unless otherwise stipulated by the board of directors.

7. Upon request and payment of dues, any person whose membership has been automatically terminated for non-payment of shall be reinstated to membership.
8. Any organization shall be eligible to affiliate with the corporation upon payment of the annual dues specified for such institutional affiliates. Institutional affiliates shall receive all official publications of the corporation, but shall not be members of the corporation and, as such, shall neither vote nor hold office.

MEMBERS' MEETINGS

9. The annual or any other general meeting of the members shall be held at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint, but shall normally be scheduled in conjunction with the annual conference of the corporation.
10. At every annual meeting, in addition to any other business that may be transacted, the report of directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. 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 general meeting of members on written requisition of members carrying not less than 10% of the voting rights. Ten percent of members present in person at a meeting will constitute a quorum.
11. Thirty (30) days' written notice (delivered by mail or electronic means) shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy.
12. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by reason of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the corporation.
13. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws.
14. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice by mail to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation. For greater certainty, notice to members shall be valid if delivered by electronic means.

BOARD OF DIRECTORS

15. The property and business of the corporation shall be managed by a board of directors, comprised of a minimum of eleven (11) and a maximum of twenty-two (22) directors, and shall include up to (11) officers (who shall form the executive committee) and up to eleven (11) directors-at-large, including two student directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors must be members of the corporation.
16. The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are elected.
17. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation.
18. Directors, except student directors, shall be elected for a term of three (3) years by the members at an annual meeting of members, renewable for a second term of three (3) years. Where possible, the terms of office of directors shall be staggered such that three (3) directors-at-large are replaced each year.
19. Up to two directors-at-large shall be student directors (graduate students who are members of the corporation), who shall be appointed by resolution of the board of directors upon the recommendation of the caucus of student members of the corporation. Student directors shall serve a term of two (2) years and shall have the same powers and duties as other directors-at-large.
20. The office of director shall be automatically vacated:
 - a. 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 s/he be removed from office;
 - b. if a director has resigned his or her office by delivering a written resignation to the secretary of the corporation;
 - c. if a director fails, without reasonable explanation, to attend two or more consecutive board meetings. When personal attendance is not possible, directors shall make best efforts to attend by telephone or other electronic means;
 - d. if s/he is found by a court to be of unsound mind;
 - e. if s/he becomes bankrupt or suspends payment or compounds with his or her creditors; or
 - f. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may by appointment, fill the vacancy with a member of the corporation.

21. The directors, including those who are officers of the corporation, shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.
22. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and a successor is elected.

POWERS OF DIRECTORS

23. The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into, and save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.
24. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors 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 benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.
25. The board of directors is hereby authorized, from time to time
 - a. to borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
 - b. to limit or increase the amount to be borrowed;
 - c. to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
 - d. to secure any such bond, debenture or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.
26. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

27. 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.
28. Remuneration for all agents and employees shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

DIRECTORS' MEETINGS

29. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that notice is given at least thirty (30) days prior to the meeting, whether by mail or electronic means. There shall be at least one (1) meeting each year, which shall normally take place in conjunction with the annual conference and 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 and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.
30. A majority of directors in office, from time to time, shall constitute a quorum for meetings of the board of directors. 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.
31. Special votes of the board of directors by mail, telephone, or other electronic means, may be conducted at the discretion of the president or by petition of a majority of the board of directors.

INDEMNITIES TO DIRECTORS AND OTHERS

32. Every director 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 sustains or incurs or in 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.

OFFICERS/EXECUTIVE COMMITTEE

33. The officers of the corporation shall form the executive committee of the corporation and shall be a president, a past-president, two (2) vice-presidents, a secretary, a treasurer up to two (2) program coordinators, up to two (2) journal editors, a newsletter editor, and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers must be directors and members of the corporation.
34. The president shall be elected at an annual meeting of members. Officers other than president of the corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.
35. The officers of the corporation shall normally hold office for two (2) years from the date of election or until their successors are elected in their stead, except the program coordinator(s) and the past-president which shall hold office for one (1) year. However, the term of office of any officer may be extended by resolution of the board of directors at any time. The term of office of any officer shall run consecutive to any term served as a director-at-large.

DUTIES OF OFFICERS

36. The president shall be the chief executive officer of the corporation. S/he shall preside at all meetings of the corporation and of the board of directors. S/he shall have the general and active management of the affairs of the corporation. S/he shall see that all orders and resolutions of the board of directors are carried into effect.
37. The past-president and the two vice-presidents shall assist the president when requested to do so.
38. The first 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 her or him by the board of directors. In the absence or disability of the first vice-president, the second vice-president shall exercise the powers of the president.
39. The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. S/he shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. S/he shall also perform such other duties as may from time to time be directed by the board of directors.
40. The secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. S/he shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president. S/he shall be custodian of the

seal of the corporation, which s/he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

41. The program coordinator(s) shall be responsible for planning the annual conference program.
42. The journal editor(s) shall be responsible for editing and publishing the journal.
43. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

COMMITTEES

44. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors and without remuneration, except for reimbursement of reasonable expenses incurred them in the performance of their duties. The directors shall determine the duties of such committees.

EXECUTION OF DOCUMENTS

45. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contract, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

MINUTES OF BOARD OF DIRECTORS (AND EXECUTIVE COMMITTEE)

46. The minutes of the board of directors (or the minutes of the executive committee) shall not be available to the general membership of the corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

47. Unless otherwise ordered by the board of directors, the fiscal year end of the corporation shall be December 31st.

AMENDMENT OF BY-LAWS

48. The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of

directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

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

BOOKS AND RECORDS

50. The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.
51. In all cases of death, resignation, retirement or removal from office of an officer, all books, papers, vouchers, money and other property of whatever kind in her or his possession or under her or his control belong to the corporation and shall be delivered to the board of directors.

RULES AND REGULATIONS

52. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

INTERPRETATION

53. In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.