

CALT | ACPD

CANADIAN ASSOCIATION OF LAW TEACHERS
ASSOCIATION CANADIENNE DES PROFESSEURS DE DROIT

CONSTITUTION

1. INTERPRETATION

1.01 DEFINITIONS AND INTERPRETATION

In the absence of an express provision to the contrary or unless the context otherwise requires, in this constitution:

“association” means the Canadian Association of Law Teachers/ L’Association canadienne des professeurs de droit;

“constitution” means this document as amended from time to time;

“executive” means the board of directors;

“officer” means the president, vice-president, secretary, or treasurer of the association;

“simple majority” means fifty percent plus one of the votes cast in a meeting.

2. OBJECTS OF THE ASSOCIATION

The objects of the association are:

- (a) generally to promote the interests of Canadian law teachers;
- (b) to contribute to the development and promotion of law teaching, to the improvement of legal education, and to the dissemination of knowledge and best practices in legal education;
- (c) to contribute to the development and dissemination of research in law and legal education;
- (d) to coordinate meetings and exchanges among law teachers from different faculties, regions or areas of research and teaching;
- (e) to promote law reform and the improvement of the Canadian legal system; and
- (f) such other objects as, in the opinion of the executive or members, may be in the best interests of the association.

3. HEAD OFFICE

The head office of the association shall be located at such place as shall to be determined by the executive from time to time.

4. DIRECTORS (THE EXECUTIVE)

4.01 COMPOSITION

The association is managed by a board of directors, to be known as the Executive. The Executive consists of no fewer than six and no more than eight directors elected by the members. The board of directors includes at least one graduate student member. In addition to the six to eight directors, the immediate past president of the association is a member of the executive ex officio.

The directors include the following positions:

President

Vice-president

Secretary

Treasurer

Membership director

Communications director

Graduate student member

The same person can occupy more than one of these positions.

4.02 ELIGIBILITY

Only regular members of the association who are in good standing can be or remain directors.

4.03 ELECTION

Directors are elected by a simple majority vote of members at the annual general meeting for a term of two years, renewable. Exceptionally, a director may be elected for a term of one year.

4.04 RESIGNATION

A director may resign his or her position by sending a letter or resignation to the president or to the secretary.

4.05 REMOVAL

Any director may be removed from office before the end of his or her term by resolution adopted by simple majority at a special general meeting of members called for that purpose.

4.06 REPLACEMENT

Any director whose position becomes vacant between annual general meetings may be replaced by simple majority vote of the board of directors. The director appointed as a replacement shall serve for the unexpired term of his or her predecessor.

4.07 REMUNERATION

Directors shall receive no remuneration in connection with their services as directors. They may be reimbursed for expenses incurred in carrying out their duties.

5. POWERS OF THE EXECUTIVE

5.01 MANAGEMENT

The Executive shall administer all the affairs of the association except for those matters expressly reserved to the members by the constitution.

5.02 POWERS OF DELEGATION

The Executive may delegate to a committee comprising one or more of its members, for such and on such conditions as it may prescribe, any of its powers except those relating to:

- (a) calling meetings of members or of the executive;
- (b) filling vacancies on the executive, or among the officers;
- (c) determining the powers and duties of officers; and
- (d) determining the location of the head office. The executive may revoke such delegation at any time.

6. MEETINGS OF THE EXECUTIVE

6.01 NOTICE

Meetings of the Executive may be called by the president and are held at such place and time as he or she determines. He or she can call a meeting if requested to do so by any two directors. If he or she fails to act on such a request within fourteen days, two directors may call the meeting themselves. Notice of the meeting must be sent by email to each director at least five clear days before the date set for the meeting.

6.02 ANNUAL MEETING

Unless the incoming president shall determine otherwise, there shall be a meeting of the newly elected executive following the annual general meeting, at a time and place to be determined by the president.

6.03 VENUE

Meetings of the Executive are held by means of a telephone conference or other technological medium. In addition, the executive may meet in person as required at a place to be determined by the president.

6.04 QUORUM

The quorum at meetings of the Executive shall be a majority of directors. The quorum must be present for the whole of the meeting.

6.05 VOTING

Every director, including the chairperson of the meeting, has a vote. Decisions of the Executive shall be made by simple majority vote. In case of a tied vote, the chairperson has no casting vote, but may vote if he or she has previously abstained.

6.06 PARTICIPATION BY TELEPHONE

With the consent of a majority of the Executive, a meeting may be held by means of a telephone conference.

6.07 ELECTRONIC MOTIONS

A motion may be approved by all directors eligible to vote thereon at a meeting of the Executive by means of an electronic consultation (email). Such motion has the same force and effect as if it had been passed at a meeting duly convened for that purpose.

7. OFFICERS

7.01 OFFICERS

The officers of the association are the president, vice-president, treasurer and secretary. The offices of secretary and treasurer may be held by the same person simultaneously.

7.02 SUCCESSION TO OFFICES

The office of president is filled by the vice-president, if he or she is willing and eligible to serve, by any member of the Executive willing and eligible to serve, or otherwise by any member of CALT nominated and elected at the annual general meeting.

7.03 ELECTION OF OFFICERS

Immediately after the election of directors, the members at the annual general meeting by simple majority elect the officers from among the directors.

7.04 TERM OF OFFICE AND VACANCIES

The officers of the association shall remain in office until their successors are elected or appointed. The Executive may fill, from among their number, any vacancy in an office that occurs between annual general meetings.

7.05 POWERS AND DUTIES

Subject to the provisions of the constitution, the powers and duties of the officers of the association shall be determined from time to time by the Executive.

7.06 PRESIDENT

The president shall be the chief executive officer of the association. Unless unable to do so, he or she shall preside at all meetings of the executive and of members of the association.

7.07 VICE-PRESIDENT

If, on any occasion, the president is unable to act, the vice-president shall exercise the powers and carry out the duties of the president.

7.08 TREASURER

The treasurer shall have general administrative responsibility for the finances of the association.

7.09 SECRETARY

The secretary shall maintain the documents and records of the association.

8. NOMINATIONS

8.01 LIST OF CANDIDATES

The Executive prepares a list of candidates for the election of directors and officers at the annual general meeting.

Candidates for election as directors or officers may be nominated by any member of the association in writing to the Executive at least five clear days before the annual general meeting, or on the floor of the meeting.

9. ADVISORY BOARD

9.01 COMPOSITION OF THE ADVISORY BOARD

The association also has an advisory board, composed of one representative from each of the law faculty, school or department of law in Canada that wish to be represented.

9.02 ELIGIBILITY

Regular members of the association who are in good standing can be members of the advisory board.

9.03 APPOINTMENT

Members of the advisory board are selected by their peers at their respective law faculties for a term of two years, renewable. In case of the failure of a law faculty to select a representative, the executive may appoint a member to represent a law faculty, school or department of law in Canada.

9.04 MEETINGS OF THE ADVISORY BOARD

Meetings of the advisory board are held once or twice a year by means of a telephone conference or other technological medium at such time as determined by the president. In addition, the president or directors may consult the advisory board on matters that arise in between meetings.

9.05 NOTICE

Notice of meetings must be sent by email to each member of the advisory board at least five clear days before the date set for the meeting.

9.06 POWERS AND DUTIES

The advisory board is the consultative body of the association. Its members serve as representatives of their institution or constituency to the association. It assists the president and the executive, in particular in setting the priorities for the association, in taking positions on policy issues and in communicating information related to the activities of the association to their institution or constituency. Additionally, the advisory board members can work on committees or *ad hoc* projects of the association.

10. MEMBERS

10.01 CATEGORIES

The association is composed of the following categories of members:

Regular members

Graduate student members

Associate members

Honorary members

Only regular members have voting rights.

10.02 REGULAR MEMBERS

Anyone who is a full or part-time member (including post-doctoral candidates) of a faculty, school or department of law at an institution of higher learning in Canada, and who pays the regular membership fee for the current year, is a regular member. A person who has been a regular member may retain or reinstate his or her membership, after leaving the academic position described, by paying the regular membership fee for the current year.

10.03 GRADUATE STUDENT MEMBERS

Anyone who is a full-time or part-time student studying towards an advanced degree in law in a faculty, school or department of law at an institution of higher learning in or outside Canada is a graduate student member.

10.04 ASSOCIATE MEMBERS

Anyone who occupies, in an institution of higher learning situated outside Canada, one of the positions required for regular membership, and who pays the associate membership fee for the

current year, is an associate member. Subject to the approval of the executive, any other person interested in promoting the objects of the association may become an associate member.

10.05 HONORARY MEMBERS

The executive, or the members at a meeting of the members, may confer honorary membership on any person who, in their opinion, deserves such an honour.

10.06 MEMBERSHIP FEES

The annual fees for regular, graduate student and associate memberships in the association are set by the members at an annual general meeting. The membership fee is payable annually before the annual general meeting of the association.

10.07 TERMINATION OF MEMBERSHIP

A general meeting of members may, by a resolution adopted by at least two-thirds of the members present, terminate the membership of a member for a cause that, in the opinion of the meeting, justifies such action.

11. GENERAL MEETINGS OF MEMBERS

11.01 ANNUAL GENERAL MEETING

The annual general meeting of the association is held at a place, date and time determined by the Executive, and in any event before the expiration of eighteen months from the previous annual general meeting.

11.02 BUSINESS OF THE MEETING

The business of the annual general meeting is to:

- (a) receive and adopt the financial statements;
- (b) elect the directors and officers from among the candidates nominated by the Executive and by other members;
- (c) deal with such other business as may be properly before the annual general meeting.

11.03 PLEBISCITES

If it considers that a decision of the membership is required between annual general meetings, the executive may conduct a plebiscite by email among the regular members of the association.

11.04 PLEBISCITE REQUISITIONED BY MEMBERS

Twenty-five or more members may requisition the president to conduct an electronic plebiscite among the regular members on such question or questions as are stated in the requisition. The president, in consultation with the Executive, conducts the plebiscite within 30 days of receipt of the requisition.

11.05 NOTICE OF MEETING

Notice of a meeting of members is given to members having the right to attend, either by sending an email to members, or by inserting a notice in the official bulletin of the association sent to members through the normal channels for distribution of the bulletin.-Notice is sent at least ten

clear days prior to the date fixed for the meeting. The notice includes the procedures for giving notice of motions to be put to the meeting.

11.06 IRREGULARITIES IN NOTICE

A meeting of members is deemed to be validly held notwithstanding any irregularity in the notice of meeting, any accidental failure to provide notice to member, or failure of the notice to reach a member.

11.07 CHAIRPERSON OF THE MEETING

The president, or in his or her absence the vice-president, can preside at meetings of members. The members in attendance may also choose a chairperson for the meeting from among those members present at the meeting. The chairperson at a meeting of members may vote as a member, but in the event of a tied vote shall not have a casting vote.

11.08 QUORUM

A quorum at a meeting of members shall consist of ten members present at the commencement of such meeting.

11.09 CONTINUATION OF MEETING

If a quorum is not present within thirty minutes of the time set for the meeting, then the meeting may proceed with such members as are present at that time.

11.10 NOTICE OF MOTION

Except as otherwise provided in the constitution, a motion may be put to a meeting of members only if the executive has been notified in writing of the motion at least five clear days before the meeting. The executive makes every reasonable effort to communicate, as far in advance of the meeting as possible, notice of the motion to all members who may attend the meeting.

11.11 WAIVER OF NOTICE

A motion of which notice has not been given pursuant to the constitution may be put and voted on at the meeting if a majority of the members present so agree.

11.12 VOTING

Any question submitted for a vote at a meeting of members is determined by a show of hands, unless a vote by ballot is requested or the chairperson of the meeting deems a vote by ballot desirable. A declaration by the chairperson that a resolution has been passed or rejected is conclusive proof to that effect without its being necessary to state the number or percentage of votes recorded for or against the resolution.

11.13 VOTE BY BALLOT

A vote is taken by ballot at the discretion of the chairperson, or if so requested by a majority of the members present. Each ballot includes the name of the member and the direction in which he or she wishes to cast his or her ballot.

12. CANADIAN LEGAL EDUCATION ANNUAL REVIEW/REVUE DE L'ENSEIGNEMENT DU DROIT AU CANADA

12.01 CLEAR/REDAC

The Association, in support of the objects of the association, publishes an annual scholarly journal on legal education in Canada to be called the Canadian Legal Education Annual Review (CLEAR)/Revue de l'Enseignement du Droit au Canada (REDAC).

12.02 EDITOR-IN-CHIEF AND RÉDACTEUR/RÉDACTRICE EN CHEF

The Journal is directed by an English-speaking member (the Editor-in-Chief) and a French-speaking member (the rédacteur or rédactrice en chef), or by a bilingual member. The Editor-in-Chief and the rédacteur or rédactrice en chef of the journal are elected by a simple majority of the members of the Association present at the Annual General Meeting for a term of two years, renewable, and attends meetings of the board of directors as necessary, but does not have a vote at those meetings.

12.03 BOARD OF EDITORS

The members of the Board of Editors are elected by a simple majority of the board of directors for a term of three years. Individual members of the editorial board can elect to stand again for a further term. The Editorial Policy as recommended by the Board of Editors is approved by a majority of the board of directors. The Board of Editors is responsible for the functioning of CLEAR/REDAC and submits an annual report and financial statements to the board of directors in time for the first annual directors' meeting.

13. FINANCIAL YEAR

13.01 THE FINANCIAL YEAR

The financial year of the association terminates on August 31st of each calendar year.

14. CONTRACTS AND BANKING

14.01 CONTRACTS

Unless otherwise decided by the executive, any contract or other document requiring the association's signature may be signed by an officer, if the writing of such document falls within the regular scope of his or her duties. The executive may, in general or specific terms, authorize any other person to sign any document in the name of the association.

14.02 BILLS OF EXCHANGE

Cheques or other negotiable instruments drawn, accepted or endorsed in the name of the association, or any authorization to a financial institution for the transfer of funds to a third party, are signed by the president, the vice-president, the treasurer or any other person authorized by the executive.

15. AMENDMENT

15.01 REPEAL OR AMENDMENT

The constitution may be repealed or amended by a two thirds majority vote of the members voting in respect of such repeal or amendment at an annual general meeting, provided that notice of such repeal or amendment has been given in the notice convening the meeting. Any ten or more members may require the executive to include in a notice of an annual general meeting a proposal for the repeal or amendment of the constitution.