

BY-LAWS / RÉGLEMENTS

BY-LAWS OF THE CANADIAN CANON LAW SOCIETY

*As Voted by the members of the CCLS attending the General Assembly
on 30 October 2013*

and

*The Members of the Executive Board of the CCLS on
February 11, 2014 and February 27, 2014.*

BY-LAW NO. 1

1. SOCIETY

The Canadian Canon Law Society/La Société canadienne de droit canonique was incorporated under the part II of the Canada Corporations Act and continued under the Canada Not-for-profit Corporations Act (the 'Act') and hereinafter will be referred to as 'Society'.

2. HEAD OFFICE

The head office of the Society shall be in the City of Ottawa, Ontario. The Executive Board may, however, choose at any time another place considered appropriate for the head office.

3. MEMBERS

The Society shall have two categories of membership: regular and honorary.

4. REGULAR MEMBERS

Regular members shall be canonists or persons interested in canon law whose application for admission as a member has received the approval of the Executive Board. They enjoy an active and passive voice.

5. HONORARY MEMBERS

Honorary members shall be those who are recommended by the Executive Board and subsequently approved by the members at a General Assembly. This status can be given to a person who has given exceptional service to the Society or to canon law. This person need not necessarily be a regular member of the Society nor a canonist. Honorary members enjoy an active and passive voice.

6. MEMBERSHIP FEE

The annual fee for a member of the Society shall be determined periodically by the members

upon recommendation of the Executive Board. The annual fee must be submitted in full by September 15th each year. A member who fails to pay the fee before this date loses the right to vote during the General Assembly.

A member who fails to pay the annual fee for two consecutive years, shall cease thereby to be a member. If a lapsed member wishes to pay the arrears, he shall be deemed a member for the years in which payment was received without having to be accepted again by the Executive Board.

Honorary members are not required to pay the annual membership fee.

7. RESIGNATION OF A MEMBER

Any member may resign from the Society by delivering to the Executive Board a written resignation.

8. DISMISSAL OF A MEMBER

Upon presentation by the Executive Board and for serious motives, a member may be expelled from the Society following a vote of three-quarters of the members present at a General Assembly or special meeting. The Executive Board must explain the reason for its decision and demonstrate the efforts made to prevent such a dismissal. The expelled member retains the right to explain himself at the General or special Assembly during which the vote for expulsion is taken. The dismissed member retains the option of explaining himself during the General Assembly or special meeting during which the vote to dismiss is taken.

9. GENERAL ASSEMBLY

The members of the Society will hold a General Assembly at least once a year as determined by the Executive Board, but not exceeding fifteen (15) months after the preceding General Assembly.

The General Assembly of members of the Society shall normally take place during the convention of the Society. The annual report of the President, the report on financial affairs of the Society and the Auditor's report are to be presented at this General Assembly. The members of the Society present at the General Assembly will proceed to vote on proposed modifications to the annual fee presented by the Executive Board and they can consider any special or general question during the course of the General Assembly.

The elections of the members of the Executive Board are to be held in conformity with articles 20-21 of these present By-laws.

10. SPECIAL ASSEMBLY

For important reasons, the Executive Board shall have power to call, at any time, a special meeting of the members. This special assembly shall normally be held at the head office of the Society. The Executive Board may call the meeting on its own or at the request of five (5)

percent of the voting members of the Society.

11. NOTICE OF MEETING

A written notice of meeting, sent by post or electronic mail, must be sent to all the members of the Society according to one of the following means:

- a.* by mail, courier or hand delivery – the notice having been sent to each member entitled to vote at the meeting, no sooner than sixty days and no later than twenty-one days before the date on which the meeting is to be held; or
- b.* by every other means of communication – telephone, electronic or other – the notice having been sent to all members entitled to vote at the meeting, no sooner than thirty-five days and no later than twenty-one days before the date on which the meeting is to be held.

The notice shall contain the location, the date, the purpose of the meeting, the agenda and, if an election is to take place, the list of names of the candidates eligible as members of the Executive Board.

12. QUORUM

The quorum for any meeting - general or special - is fixed at 10% of members in good standing with the Society.

13. VOTING RIGHTS

Each member present at a general or special meeting has the right to vote. every question shall be determined by a relative majority of votes unless otherwise specified in the Act or the By-laws.

14. VOTING BY PROXY

A member may, by means of a written mandate, appoint a proxy to attend and represent him or her at a specific meeting of the members, in the manner and to the extent authorized by the mandate. A proxy holder must be a member of the Society and cannot represent more than five members.

15. CONVENTION OF THE SOCIETY

The Executive Board is to organize a convention each year, or at a different interval of not more than three years, during which the members of the Society will have the opportunity to meet and discuss matters of canonical interest or on any other issue of current events having an impact on canon law.

16. LOCATION OF CONVENTION

The convention may be held at the head office of the Society or at different locations in Canada,

always taking into consideration the regions of the country. Exceptionally, the convention of the Society can be held outside Canada after approval of the members at a General Assembly.

17. DATE OF CONVENTION

The convention shall normally be held in the Fall; the dates and place will be communicated to members of the Society at least two (2) years ahead.

18. EXECUTIVE BOARD

The property and business of the Society shall be managed by a board of directors which shall be called the 'Executive Board'. The members of the Executive Board shall serve as volunteers. Only costs for travel, lodging, food and representation may be claimed.

19. COMPOSITION OF THE EXECUTIVE BOARD

The Executive Board shall be composed of five members elected among the members of the Society who have active voice. They must have been a member of the Society for a period of three consecutive years.

The Executive Board is composed of a Francophone or Anglophone President elected alternately; a Francophone or Anglophone Vice-President, elected alternately; two Consultors, one Francophone and one Anglophone; and a Secretary-Treasurer who must have a working knowledge of both official languages.

20. ELECTIONS

The members of the Executive Board are elected for a term of three years and in rotation: the Francophone President and the Anglophone Vice-President are elected the first year. The Consultors are elected in the second year and the Secretary-Treasurer in the third year. The Anglophone President and Francophone Vice-President will be elected in the fourth year.

Members of the Executive Board cannot serve more than two consecutive terms in the same position.

21. ELECTION PROCEDURES

The elections of the members of the Executive Board shall take place at the General Assembly. The names of candidates for a place on the Executive Board shall be made known to the members thirty (30) days before the meeting of the General Assembly (cf. By-law 3, art. 11).

Further nominations may be submitted to the Nominations Committee no later than 6:00 pm on the day before the meeting of the General Assembly.

The election of the members of the Executive Board is to take place during the General Assembly by secret ballot. That candidate shall be elected who has received an absolute majority of the valid votes cast. If no candidate receives an absolute majority on the first ballot, the names

of those two candidates who have received the highest number of votes shall then be again presented for election. A tie for second place on the first ballot is broken by seniority of age. A tie on the second ballot is also broken by seniority of age.

22. POWERS OF THE EXECUTIVE BOARD

The Executive Board of the Society has full power to administer the affairs of the Society, to enter, in its name, into any kind of contract which the Act permits it to enter and, save as hereinafter provided, to exercise in general all such other powers that the Society is authorized to exercise and to take all measures that it is authorized to do.

The Executive Board may from time to time authorize expenditures on behalf of the Society and may delegate by resolution one or more directors to hire employees and to pay them a salary.

The Executive Board can take all measures deemed necessary to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, foundations, and donations of any kind whatsoever for the purpose of furthering the goals of the Corporation.

Furthermore, it sees to setting the annual fee for the members of the Society. Before making any change in the annual fee, the Executive Board must present to the members of the Society the reasons for the change in the fee and receive the assent of a majority of the members present at the meeting of the General Assembly.

23. VACANCY ON THE EXECUTIVE BOARD

There is an automatic vacancy on the Executive Board if:

- a.* the member has completed his or her mandate, without prejudice to the provision of article 20, par. 2;
- b.* the members has resigned by delivering a written notice to the Executive Board;
- c.* the member is found by a court to be of unsound mind;
- d.* during a General Assembly or special meeting of the members, a resolution is adopted by the members present to remove a member from office;
- e.* the member dies.

In the event of one of the cases *b*, *c*, *d* or *e* mentioned above, the Executive Board can name by majority vote a regular member of the Society to the vacancy to complete the term of the member who had to be replaced.

24. MEETINGS OF THE EXECUTIVE BOARD

The meetings of the Executive Board shall be held at the head office of the Society or at any place other place considered opportune by the Executive Board. The members of the Executive Board shall receive a written convocation indicating the date, place and agenda at least four (4) days before the meeting. Three members constitute a quorum. A meeting of the Executive Board must be held at least once a year.

25. DECIDING VOTE

In the case of an equality of votes on any question at a meeting of the Executive Board, the President has the deciding vote.

26. ATTENDANCE AT THE EXECUTIVE BOARD MEETINGS

Members of the Executive Board will do their best to attend all meetings of the Board in person. However, if all the members of the Executive Board are in agreement, either in general or for a particular meeting, a member may participate in a meeting of the Executive Board or one of its committees by such means as telephone or other communication tools which allow all the participants to communicate orally with one another. A member of the Executive Board participating in a meeting in this way is deemed to have been present at the meeting.

27. PRESIDENT

The President shall be the chief executive officer of the Society. The President shall convoke and preside at all meetings of the Society and of the Executive Board. He is responsible for the general and active management of the business of the Society and must ensure that all orders and resolutions of the Executive Board are carried out. When authorized by the Executive Board, the President shall act officially in the name of the Society and be its representative.

28. VICE-PRESIDENT

In the President's absence or inability to function, the Vice-President is to replace him with all the powers of the President and to perform other functions which the President or the Executive Board shall assign to him.

29. CONSULTORS

The Consultors work in collaboration with the other members of the Executive Board. They shall perform such duties as shall from time to time be assigned by the President or the Vice-President.

30. SECRETARY-TREASURER

The Secretary-Treasurer is to have the general charge of the funds of the Society and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in the account books belonging to the Society and shall deposit all monies, securities, gifts and other negotiable instruments to the credit of the Society in a chartered bank or trust company, as may be designated by the Executive Board.

The Secretary-Treasurer shall collect the annual dues of members and disburse the funds of the Society as requested by competent authority, by issuing the appropriate supporting documents, and shall render to the President and directors at the regular meeting of the Executive Board, or whenever they may require it, an accounting of all the transactions and a

statement of the financial position of the Society.

Moreover, the Secretary-Treasurer 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.

The Secretary-Treasurer shall give or cause to be given notice of meetings to the members of the Society and to the members of the Executive Board notice of its meetings. The Secretary-Treasurer shall perform such other duties as may be assigned by the Executive Board or by the President, to whom he reports.

The Secretary-Treasurer is the custodian of the seal of the Society.

31. MINUTES

The minutes are written by the Secretary-Treasurer and countersigned by him and the President. The minutes shall be given to the members of the Board for acceptance at the following meeting. By explicit request, members of the Society may consult minutes that have been approved.

32. EXECUTION OF DOCUMENTS

Contracts, documents or written legal documents requiring the signature of the Society shall be signed by any two of the Executive, and once signed, are binding on the Society without any further formality or authorization. The Executive Board is authorized to appoint from time to time, by resolution, one or more members of the Board to sign specific contracts, documents and particular written legal instruments in the name of the Society. The Executive Board may give the power of attorney to a registered dealer in securities thus authorizing him to act as its proxy for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Society. The seal of the Society when required may be affixed to contracts, documents and instruments in writing signed by one or more members of the Board appointed by resolution of the Board.

33. FINANCIAL YEAR

Unless otherwise ordered by the Executive Board, the end of the fiscal year of the Society shall be December 31st.

34. AUDITOR

The members of the Society shall at each General Assembly appoint an auditor to audit the accounts of the Society. The auditor or the treasurer of the Executive Board is to give a report to the members at the time of the General Assembly. If the position of auditor should become vacant between General Assemblies, the Executive Board of the Society names another auditor. The remuneration of the auditor is established by the Executive Board.

35. REMUNERATION OF REPRESENTATIVES

The Executive Board establishes by resolution a reasonable remuneration for all representatives and employees and committee members of the Society.

36. COMMITTEES

The Executive Board is authorized to establish whatever committees it deems useful in pursuit of the ends of the Society.

37. RULES AND REGULATIONS

The Executive Board may establish rules and procedural regulations that are not inconsistent with these By-laws concerning the management and operation of the Society as it deems expedient, provided that such rules and procedural regulations shall have force only until the next General Assembly of the members of the Society and, if not ratified at that assembly, shall cease from that moment to be in force.

38. OFFICIAL LANGUAGES

The official languages of the Society are English and French. The French text of these By-laws is the official text.

39. INTERPRETATION

In these By-laws and in all other By-laws the Society shall hereafter adopt, unless the context otherwise requires, masculine or singular terms shall include the feminine or plural, according to the case, and vice versa, and references to persons shall include firms and corporations.

40. AMENDMENT OF BY-LAWS

The By-laws of the Society may be amended by a By-law enacted by a majority of the Executive Board at a meeting of the Executive Board and approved by at least two-thirds of the members of the Society present at a meeting duly called for the purpose of considering the said proposal.

BY-LAW NO. 2

A By-law respecting the borrowing of money, the issuing of securities and the securing of liabilities by The Canadian Canon Law Society/La Société canadienne de droit canonique.

Be it enacted as a By-law of the Corporation as follows:

1. Without limiting the borrowing powers of the Society as set forth in the Act, but subject to the articles and any unanimous member agreement, the Board may from time to time on behalf of the Society, without authorization of the members:
 - a. borrow money upon the credit of the Society;
 - b. issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;

- c. to the extent permitted by the Act, give directly or indirectly financial assistance to any persons by means of a loan, guaranteed on behalf of the Society to secure performance of any present or future indebtedness, liability or obligation of any person, or otherwise; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Society including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Society.

Nothing in this article limits or restricts the power of the Corporation to borrow by means of bills of exchange or promissory notes made, drawn, accepted or endorsed by or in the name of the Corporation.

2. The Board may from time to time delegate to a committee of the Board, a director or a member of the Society or any other person as may be designated by the Board all or any of the powers conferred on the Board by Article 1 above or by the Act to such extent and in such manner as the Board may determine at the time of such delegation.

DISSOLUTION OF THE SOCIETY

3. In the event of dissolution or liquidation of the Corporation by a two-thirds majority vote of the members of the Society who enjoy an active and passive voice, all its remaining assets, after payment of its debts, shall be distributed to the Faculty of Canon Law of Saint Paul University, Ottawa.

BY-LAW NO. 3

A By-law respecting the committees of The Canadian Canon Law Society/La Société canadienne de droit canonique.

Be it enacted as a By-law of the Corporation as follows, in accordance with article 36 of By-law number 1:

MEMBERS AND THEIR TERMS OF REFERENCE

1. At an appropriate time before the General Assembly, the Nominations Committee will invite members from different regions to present names of persons to serve on the committees.
2. Each committee consists of at least three members, including a member of the Executive Board who is an *ex officio* member.
3. The members are appointed by the Executive Board for a three-year term. The selection is done at the beginning of the President's second year of office.
4. Each committee selects its own chairperson.
5. Members are eligible for one, second consecutive term of office. Members may be

reappointed to a committee after a one-year absence from the committee.

6. In case of death, incapacity, or resignation of a member of a committee, the Executive Board appoints a replacement to complete the term of office of the member who has left.

7. As the need arises, each committee may invite other persons as experts or advisors.

BUDGET

8. If it expects to incur expenses, each committee shall prepare an annual budget according to guidelines provided by the Executive; the budget is submitted to the Executive Board for approval before the first day of December each year.

REPORTS

9. No later than one month before the General Assembly, each committee presents a report of its activities to the Executive Board. The Executive Board may request that the report be presented, in whole or in part, to the General Assembly.

TERMS OF REFERENCE OF THE COMMITTEES

• The Nominations Committee

10. The Nominations Committee proposes to the members the names of at least two candidates for election to each of the various positions to be filled.

11. In order to carry out this duty, the Committee

- a. asks the members to nominate fellow members to fill places that will become vacant on the Executive Board; the Committee can also itself nominate members;
- b. makes certain that the persons whose names have been proposed meet the conditions for eligibility outlined in Articles 19 and 20 of By-law number 1;
- c. asks those persons who have been proposed and who are eligible whether they accept to stand for election and if they would be available to assume their responsibilities and to participate regularly in the meetings of the Executive Board;
- d. obtains the curriculum vitæ of each of the candidates who has accepted to be nominated;
- e. forwards all the information to the secretariat of the Society, making certain that the members are notified of the proposed candidacies at least thirty (30) days before the General Assembly during which the election is to be held;
- f. prepares the ballots and presides the election during the General Assembly.

12. Every three years, the Committee proposes to the Executive Board names of persons willing to serve on the committees of the Society.

• The Selection Committee for the Jean Thorn Canon Law Award of Merit

13. In order to recognize the outstanding contribution to canon law of one of its members, the Canadian Canon Law Society established the Jean Thorn Canon Law Award of Merit. Eligible

for this award are members of the Society who distinguished themselves in the promotion of canon law or whose contribution in the service of canon law has been exceptional.

14. Nominations for the Award of Merit must be

- a. submitted by a member and seconded by another member;
- b. accompanied by a presentation illustrating the candidate's contribution to canon law;
- c. sent to the Selection Committee prior to August 15th of each year.

15. The Committee will consider the nominations; it may also consider other qualified persons on its own initiative. The Committee will submit its recommendation to the Executive Board thirty (30) days prior to the General Assembly. The Committee is not, however, required to recommend a recipient to the Executive Board each year.

16. The Executive Board bestows the Award of Merit, and it is free to accept or reject the recommendation of the Committee.

17. The name of the recipient will be announced during the convention of the Society.

• *The Scholarship Committee of the CCLS for Studies in Canon Law*

18. The Dean of the Faculty of Canon Law of Saint Paul University is a member *ex officio* of this committee.

19. The committee is responsible for overseeing the administration of the scholarship programme which awards scholarships annually to successful candidates.

• *The Research Committee*

20. The Research Committee

- a. studies canonical questions of general interest, or those submitted to it by the Executive Board. It follows developments in universal and particular legislation and considers its implications for the members;
- b. prepares texts which may be published in the Newsletter of the Canadian Canon Law Society or in other specialized publications;
- c. prepares and coordinates texts which are published under the auspices of the Society.

• *The Programme Committee*

21. The Programme Committee suggests to the Executive Board topics for discussion at conventions of the Society, the names of speakers well as the format of the presentations (conference, round table, workshop, &c.).

• *The Convention Committee*

22. Once the place of the convention has been chosen, a local Convention Committee will be created. Since more than one convention may be in preparation at the same time, there can be more than one local Convention Committee. This Committee, with the help of the Secretary-treasurer who is an *ex officio* member,

- a. seeks the most fitting site for the convention and undertakes negotiations in view of proposing a contract for the approval of the Executive Board;
- b. sees to the material organization of the convention and, especially, the preparation of convention kits for the participants, coffee-breaks, meals, and so forth;
- c. makes the necessary arrangements for simultaneous translation in accordance with instructions received from the Executive Board;
- d. prepares requests for subsidies from appropriate granting agencies, if need be;
- e. during the convention, tries to respond to needs that may be expressed by participants and to solve problems that may arise inasmuch as they are related to the organization of the convention;
- f. examines invoices sent to the Society in relation to the convention and forwards them to the secretariat for payment.

- *The Newsletter Committee*

23. The Society may publish for its members a periodical newsletter containing selected texts of canonical interest. The director of the newsletter is appointed by and accountable to the Executive Board.

- *The Website Committee of the Society*

24. This Committee is responsible for the management of the website of the Society as well as the domain name – www.ccls-scdc.ca. The Secretary-Treasurer is a member *ex officio* of this committee.

- *Select Committees*

25. The Executive Board may establish select committees when it considers it appropriate. The norms of this By-law apply to these committees, unless in a particular case different norms are established by the Executive Board.

Note

According to the Canada Not-for Profit Corporations Act, all corporations incorporated or continued under this Act are required to *file* a copy of their By-laws with Corporations Canada for their records. They are not required to receive the consent of Corporations Canada before their By-laws come into effect. The revised By-Laws of the Canadian Canon Law Society came into effect when approved by the Executive Board on 27 February 2014. They were subsequently filed with Corporations Canada.