

# Bylaws of the Thompson Rivers University Society of Law Students (the “Society”)

## PART 1 – DEFINITIONS AND INTERPRETATION

### 1.1 Definitions

#### 1.1.1 In these Bylaws:

“**Academic Year**” means from the first day of class of the Fall semester to the last day of exams of the Winter semester, as set by Thompson Rivers University from time to time;

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**CAN Bank**” means the collection of condensed annotated notes managed by the Society and made available to current and former law students;

“**Faculty**” means the Thompson Rivers University Faculty of Law;

“**Faculty Council**” means meetings of the Faculty including the Dean, Associate Dean and Assistant Dean along with specified Society Board members.

“**Law Student**” means a person enrolled as a student in the Faculty;

“**TRUSU**” means the Thompson Rivers University Students’ Union

### 1.2 Definitions in Act apply

1.2.1 The definitions in the Act apply to these Bylaws and to all SLS policies

### 1.3 Conflict with TRUSU policies

1.3.1 If there is a conflict between the SLS Bylaws or policies and TRUSU policies, the TRUSU policies prevail.

## PART 2 – MEMBERS

### 2.1 Membership criteria

2.1.1 Members must be enrolled as students at Thompson Rivers University.

2.1.2 Members must be in good standing with TRUSU.

### 2.2 Law Student Members

2.2.1 Law Students are members of the Society for the duration of their enrolment in the Faculty, unless their membership is terminated in accordance with these bylaws.

**2.2.2** Law Student members are permitted to:

- (a) vote on matters brought forth to the General Assembly during the Annual General Meeting and Semi-Annual General Meeting;
- (b) vote in referenda;
- (c) vote in elections;
- (d) attend meetings of the Board.

## **2.3 Honorary Members**

**2.3.1** An Honorary Member is any person who:

- (a) is a member of TRUSU in good standing;
- (b) has submitted a request to join, which includes their full name, email address, and student number to the Board for membership;
- (c) has had their request approved by the Board.

**2.3.2** Honorary memberships are valid from the date they are approved by the Board until the end of the Academic Year.

**2.3.3** Honorary members are permitted to:

- (a) attend meetings of the Board.

## **2.4 The Board May Refuse to Grant Membership**

**2.4.1** The Board may refuse to grant membership pursuant to *Operational Policy 07(OP07): Club Policy* section II(b) as adopted and amended by TRUSU.

## **2.5 Duties of members**

**2.5.1** Every member must uphold the constitution of the Society and must comply with these Bylaws.

## **2.6 Fees**

**2.6.1** Membership year is September 1 to August 31.

**2.6.2** The Board decides if there are fees, and for what amount.

## **2.7 Member liability**

**2.7.1** The Society is not liable for the actions of its members when its members act outside of the scope of their membership rights, duties, and privileges.

**2.7.2** Members are covered pursuant to TRUSU liability policies and are required to act within the scope of such TRUSU policies.

## **2.8 Member not in good standing**

**2.8.1** A member is not in good standing if deemed by special resolution by the Board.

**2.8.2** A member is not in good standing if they do not uphold the duties of their membership pursuant to these bylaws.

**2.8.3** A member not in good standing may not:

(a) vote at a general meeting;

(b) vote on referenda;

(c) vote on elections;

(d) attend events sponsored or hosted by the Society.

## **2.9 Termination of membership if member not in good standing**

**2.9.1** A person's membership in the Society may be terminated by the Board if the person is not in good standing.

## **2.10 Termination of membership by member**

**2.10.1** A member may surrender their membership status by providing written notice to a Director.

**2.10.2** Termination is effective from the date the written notice is delivered to a Director.

# **PART 3 – GENERAL MEETINGS OF MEMBERS**

## **3.1 General meetings**

**3.1.1** The Society holds at least two (2) general meetings per Academic Year:

(a) The Annual General Meeting;

(b) The Semi-Annual General Meeting.

**3.1.2** The Annual General Meeting must take place no sooner than March 1 and no later than March 31.

**3.1.3** The Semi-Annual General Meeting must take place no sooner than October 1 and no later than October 31.

## **3.2 Time and place of general meeting**

**3.2.1** A general meeting must be held at the time and place the Board determines.

## **3.3 Ordinary business at general meeting**

**3.3.1** At a general meeting, the following business is ordinary business:

(a) adoption of rules of order;

(b) consideration of any financial statements of the Society presented to the meeting;

- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **3.4 Notice of special business**

**3.4.1** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **3.5 Chair of general meeting**

**3.5.1** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **3.6 Alternate chair of general meeting**

**3.6.1** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **3.7 Quorum required**

**3.7.1** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **3.8 Quorum for general meetings**

**3.8.1** The quorum for the transaction of business at a general meeting is 20 voting members or 5% of the voting members, whichever is greater.

### **3.9 Lack of quorum at commencement of meeting**

**3.9.1** If, within 10 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 10 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **3.10 If quorum ceases to be present**

**3.10.1** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **3.11 Adjournments by chair**

**3.11.1** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **3.12 Notice of continuation of adjourned general meeting**

**3.12.1** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **3.13 Order of business at general meeting**

**3.13.1** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;

(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

### **3.14 Methods of voting**

**3.14.1** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **3.15 Announcement of result**

**3.15.1** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **3.16 Proxy voting not permitted**

**3.16.1** Voting by proxy is not permitted.

### **3.17 Matters decided at general meeting by ordinary resolution**

**3.17.1** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 – GOVERNANCE OF THE ASSOCIATION**

### **4.1 Number of directors on Board**

**4.1.1** The Board governs and manages the affairs of the Society.

### **4.2 The powers and duties of the Board of the Society**

**4.2.1** The powers and duties of the Board include:

(a) promoting the objects of the Society;

(b) promoting membership in the Society;

(c) maintaining and protecting the Society's assets and property;

(d) approving the budget of the Society;

(e) paying all expenses for operating and managing the Society;

(f) investing any extra monies;

(g) paying person for services and protecting persons from debts of the Society;

(h) financing the operations of the Society, and borrowing or raising monies;

- (i) making and abiding by policies for managing and operating the Society;
- (j) approving all contracts for the Society;
- (k) maintaining all accounts and financial records for the Society;
- (l) making policies, rules, and regulations for operating the Society and using its facilities and assets;
- (m) selling, disposing of, or mortgaging any or all of the property of the Society;
- (n) without limiting the general responsibility of the Board, delegating its responsibilities and duties to its committees;
- (o) conduct meetings in accordance with Robert's Rules of Order.

### **4.3 Number of directors on Board**

**4.3.1** The Society must have no fewer than 3 and no more than 12 directors.

### **4.4 Election or appointment of Directors**

**4.4.1** Directors are elected through a nomination process and candidates must be nominated by a member in good standing.

**4.4.2** Nominations must be submitted to the Elections Committee before the deadline as set by the Elections Committee.

**4.4.3** Nominations will not be accepted from the floor at the Annual General Meeting or Semi-Annual General Meeting.

**4.4.4** The following director(s) are/is elected at the Semi-Annual General Meeting:

- (a) Chair of First Year Law Students

**4.4.5** The following director(s) are/is elected at the Annual General Meeting:

- (a) President;
- (b) Vice-President Fundraising;
- (c) Vice-President Academic;
- (d) Treasurer;
- (e) Secretary;
- (f) Chair of Events Committee;
- (g) Chair of Second Year Law Students;
- (h) Chair of Third Year Law Students.

**4.4.6** The Indigenous Law Student Association Representative ("ILSA") position is filled according to the policies of ILSA.

**4.4.7** The Chair of the Society of Law Students Conference Committee position is filled by the previous year's Junior Chair in accordance with that committee's policies.

**4.4.6** Nominees for the following positions must have previous experience serving on the Board or on one of the Board's committees:

(a) President;

(b) Vice-President Fundraising;

(c) Treasurer.

**4.4.7** The term length for all positions is from the date of the meeting at which they were elected, to the next meeting of the same type and purpose.

#### **4.5 Directors may fill casual vacancy on Board**

**4.5.1** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

#### **4.6 Term of appointment of director filling casual vacancy**

**4.6.1** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

#### **4.7 Duties of directors**

**4.7.1** All directors are expected to support all functions of the Society, including but not limited to:

(a) Attending monthly meetings of the Board;

(b) Assisting other directors where feasible and appropriate;

(c) Carrying out their assigned tasks and responsibilities to the best of their ability.

#### **4.8 Officers**

**4.8.1** Officers of the Society are the President, Vice-President Fundraising, Vice-President Academic, Treasurer, and Secretary.

#### **4.9 Duties of the Officers**

**4.9.1** The President

(a) Supervises the affairs of the Board;

(b) Chairs all the meetings of the Society and the Board;

(c) Acts as the spokesperson for the Society;

(d) Carries duties assigned by the Board;



(e) Is responsible for ensuring that the conduct of the Board meetings occurs in a democratic manner and in concert with the goal of the Society.

#### **4.9.2 The Vice-Presidents**

- (a) Supervise the affairs of the Board;
- (b) Act as spokespeople for the Society;
- (c) Carries duties assigned by the Board;
- (d) Are responsible for ensuring that the conduct of the Board meetings occurs in a democratic manner and in concert with the goal of the Society.

#### **4.9.3 The Treasurer**

- (a) Ensures all monies are paid to the Association are deposited in a chartered bank, treasury or trust company chosen by the Board;
- (b) Ensures detailed account of revenue and expenditures is presented to the Board as requested;
- (c) Ensures a statement of the financial position of the Society is prepared and presented at the Annual General Meeting;
- (d) Chairs the Finance Committee.

#### **4.9.4 The Secretary**

- (a) Attends all meetings of the Society and the Board;
- (b) Keeps accurate minutes of these meetings;
- (c) Ensures that minutes of previous meetings are circulated to Board members and to the members of the Society;
- (d) Has charge of Board correspondence;
- (e) Carries other duties assigned by the Board.

### **4.10 Committees**

**4.10.1** The Board appoints committees to advise the Board. Standing committees are permanent and ad-hoc committees are temporary and appointed as required.

**4.10.2** The following are the Standing Committees of the Board

- (a) Executive Committee
  - (i) Responsible for carrying out emergency and unusual business between Board meetings and reports to the Board on actions taken;
  - (ii) Chaired by the President.

(b) Finance Committee

(i) Chaired by the Treasurer.

(c) Nominations Committee

(i) Comprised of Board members who will be graduating at the end of their term.

(d) Events Committee

**4.10.2** Standing Committees ensure the Board adopts policies and procedures and implements them as necessary.

**4.10.3** The Nominations Committee

(a) Ensures good governance of the Society and recruitment of Board members/directors.

(b) Is responsible for:

(i) Establishing and updating a nomination and election policy;

(ii) Accepting nominations for vacant Board positions;

(iii) Preparing a slate of nominees for each vacant Board position;

(iv) Organizing and facilitating elections at the general meetings.

## **PART 5 – DIRECTORS’ MEETINGS**

### **5.1 Calling directors’ meeting**

**5.1.2** A directors’ meeting may be called by the president or by any 2 other directors.

### **5.2 Notice of directors’ meeting**

**5.2.1** At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

### **5.3 Proceedings valid despite omission to give notice**

**5.3.1** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **5.4 Conduct of directors’ meetings**

**5.4.1** The directors may regulate their meetings and proceedings as they think fit.

### **5.5 Quorum of directors**

**5.5.1** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

## **PART 6 – FINANCIAL AND OTHER MANAGEMENT MATTERS**

### **6.1 Remuneration of directors**

**6.1.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **6.2 Signing authority**

**6.2.1** A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one of: the vice-president or treasurer,
- (b) if the president is unable to provide a signature, by the vice-president together with the treasurer,
- (c) if the president and vice-president are both unable to provide signatures, by the treasurer and any other director, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

### **6.3 Registered office**

**6.3.1** The Registered Office of the Society is located at Old Main, Room 4659, 805 TRU Way, Kamloops, BC, Canada V2C 0C8.

## **PART 7 – DISSOLVING ASSETS AND DISSOLVING THE SOCIETY**

### **7.1 Dissolving Assets and the Society**

**7.1.1** The Society does not pay any dividends or distribute its property among its members.

**7.1.2** If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution.

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