

A by-law relating generally to the conduct  
of the affairs of

**Canadian Association of Learned Journals / L'Association  
canadienne de revues savantes**

(the "Corporation")

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

**1. Definition**

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;

**"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 (Shareholder 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.

## **2. 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.

## **3. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board 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**

The financial year end of the Corporation shall be determined by the board of directors.

## **5. Borrowing Powers**

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

- 5.1.** borrow money on the credit of the corporation;

- 5.2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- 5.3. give a guarantee on behalf and
- 5.4. 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.

## **6. Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **7. Membership Conditions**

Subject to the articles, there shall be two (2) categories of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

### **Class A Members**

- i. Class A membership shall be available to Canadian-owned learned journals affiliated with a university, scholarly society or other organization in Canada and to Canadian-owned multi-journal publishers.

- ii. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. Each member may name up to three individuals from their journal or organization (including emeritus individuals), who, as set out in the articles, shall be entitled to receive notice of, attend and vote at all meetings of members. Notwithstanding the number of representatives named by a Class A member, each Class A member shall be entitled to one (1) vote at such meetings.

### **Class B Members**

- i. Class B non-voting membership shall be available only to individuals who are interested in furthering the objects of the Corporation and who: are employed or otherwise involved in the publishing industry in Canada or are enrolled as full-time students at a Canadian college, school or university
- ii. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation, however the board may extend an invitation to Individual members to attend a members' meeting for information purposes.

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).

### **8. 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.

## **9. 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 telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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.

## **10. Members Calling a Members' Meeting**

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 15% of the voting rights.

If the Directors do not call a meeting within thirty (30) days of receiving the requisition, any member who signed the requisition may call the meeting. The request will state the business to be transacted at the meeting and shall be sent to each Board of Directors Member and to the CALJ/ACRS office. The business to be transacted at the special general meeting shall be stated in the notice thereof, and no other business may be considered at those meetings.

## **11. Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the

members in default shall automatically cease to be members of the Corporation.

## **12. Termination of Membership**

A membership in the Corporation is terminated when:

1. the member dies or resigns.
2. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
3. the member's term of membership expires; or
4. the Corporation is liquidated and dissolved under the Act.

## **13. 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.

## **14. Proposals Nominating Directors at Annual Members' Meetings**

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

## **15. Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

## **16. 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 or, if all of the members entitled to vote at such meeting so agree, outside Canada.

#### **17. Persons 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 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 only on the invitation of the chair of the meeting or by resolution of the members.

#### **18. Chair of Members' Meetings**

The CALJ/ACRS President will chair the meeting of members. In the event of the President's absence, disability, or refusal to act, the President-Elect, the Treasurer or the Past-President will assume the duties of the Chair. In the President Elect's, the Treasurer's or Past-President's absence, disability, or refusal to act, the Board of Directors entitled to vote shall choose one of their numbers to chair the meeting.

#### **19. Quorum at Members' Meetings**

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

#### **20. 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.

## **21. Participation by Electronic Means at Members' Meetings**

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

## **22. Members' Meeting Held Entirely by Electronic Means**

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

## **23. Board of Directors**

The property and business of the Corporation shall be managed by the Board of Directors. Directors shall be Class A Members. The role of a Director is to promote the activities of the Corporation and its objectives; their membership on the Board should not be construed as representing the interests of their own organization. Appendix A outlines the election process and terms of office for the Board of Directors.

### **23.1. Number of Directors**

The Board of Directors shall consist of the number of Directors specified in the articles. If the articles provide for a minimum and maximum number of Directors, the Board of Directors shall be comprised of the fixed number of Directors as determined from time to time by an ordinary resolution of the Board of Directors and members' approval.

### **23.2. Calling of Meetings of Board of Directors**



Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

### **23.3. 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 to every Director of the Corporation by telephonic, electronic or other communication facility at such person's recorded address for that purpose. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

### **23.4. Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, 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.

## **24. Committees of the Board of Directors**

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

## **25. Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify

their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

## **26. Description of Offices**

The Board of Directors shall consist of the following:

- a) The President of CALJ / ACRS (Chair)
- b) The immediate Past-President of CALJ / ACRS or the President-Elect of the CALJ / ACRS (Vice Chair)
- c) The Secretary-Treasurer
- d) A number of Board of Directors members arrived at by an ordinary resolution of the Board of Directors and ratified by ordinary resolution of a meeting of members.

## **27. Vacancy in Office**

Any vacancy on the Board of Directors may be filled by the President by appointment and the person so appointed will hold office until the election at the next annual general meeting. No retiring Director who has served a full term as a member of the Board of Directors shall be eligible to re-election to the same position in the year in which his/her term expires. Save as aforesaid, a Director is eligible for re-election. In the absence of a written agreement to the contrary, the Board of Directors may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

1. the officer's successor being appointed,
2. the officer's resignation,
3. such officer's death.

## **28. Method of Giving Any Notice**

Notice of the time and place for the holding of a meeting of the Board of Directors shall be given to every Director of the

Corporation by telephonic, electronic or other communication facility at such person's recorded address for that purpose. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

### **29. 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.

### **30. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board 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.

### **31. 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.

Approved May 24, 2014

Amendment approved May 28, 2016

Appendix A  
**Election and Terms of Office**  
**Board of Directors Policy**

This policy of the Board of Directors is to further expand on the Bylaws of the corporation as to the election and terms of office for the Officers and member of the Board of Directors of CALJ.

1. Nominations for position of **President-Elect, President, and Secretary-Treasurer** shall be made by the Nominating Committee. The committee shall be comprised of the Board of Directors and other members as they shall determine. It will be the responsibility of this committee to ensure the linguistic, geographic, gender, and disciplinary balance of the slate of nominees to the Board of Directors.
2. Members can nominate someone to the Board of Directors. The Nomination Committee shall be responsible to conduct the election shall there be more nominees than places available on the Board of Directors.
3. The **President** shall be elected at the AGM for a non-renewable two-year term. The **President-Elect** shall be elected at the AGM for a non-renewable one year term. The office of the **Past-President** will be filled by the President in the year following his or her presidency.
4. The **Secretary-Treasurer** shall be elected for a renewable two-year consecutive term (renewable only once for a total of four consecutive years), subject to the approval of the General Assembly at the AGM.
5. **Members-at-Large** shall be elected for a renewable two-year consecutive term (renewable only once for a total of four consecutive years).
6. The office of a member of the **Board of Directors** shall be vacated,
  - i) If a member of the Board of Directors resigns by delivering a written resignation;
  - ii) If a member of the Board of Directors, through illness or other reasons, has failed to fulfill the functions of office for a period of six months; or
  - iii) If at an Annual Meeting a resolution is passed by two-thirds of the votes cast that a member of the Board of Directors be removed from office.
7. Vacancies on the Board of Directors occurring between AGMs may be filled for the period remaining until the next AGM by the Board of Directors