

FRENCH SPEAKING COMMON LAW MEMBERS

1. Name

The name of this Conference is the "Conference of French Speaking Common Law Members" (the Conference). (05-07-M)

2. Purpose

The purpose of the Conference is:

- (a) to make the Association, its Branches and its members aware of the practice of common law in French, identifying and making members aware of relevant tools and resources;
- (b) to work with National and Branch Sections, Conferences and Standing Committees to promote the organization of meetings, professional development and other programs in French;
- (c) to organize common law programs and programming in French at meetings of the Association;
- (d) to work with other organizations interested in common law in French;
- (e) to examine the evolution of linguistic rights in Canada;
- (f) to promote linguistic equality within the legal profession and the Association; and
- (g) to publish a regular bulletin to inform those using the French language in the Canadian legal milieu.

3. Language of Operation

Except where necessary, French will be the language of operation for the Conference.

4. Membership and Fees

- (a) Any French speaking member in good standing of the Association who practises common law is eligible to become a member of the Conference. Any other member in good standing of the Association may be an associate member of the Conference. (05-07-M)
- (b) Application for membership in the Conference shall be in such form and manner as prescribed by the Association and shall be accompanied by the full amount of the dues prescribed.
- (c) Dues for membership in the Conference shall be in the amounts set by the Conference, in consultation with the corresponding Branch Conferences and Sections, and approved by the Council of the Association, payable upon enrolment and thereafter annually in advance each year, at the beginning of the Association's fiscal year next following such enrolment.

(d) Any member of the Conference whose annual dues are more than five months past due shall cease to be a member of the Conference. Any person who ceases to be a member of the Association shall also cease to be a member of the Conference.

(e) Rights of Associate Membership

Associate members have the right to attend meetings of the Conference, to participate in Conference activities, and to have a deliberative voice therein, but do not have the right to vote, to hold office, or to propose and second resolutions.

5. Executive Committee

(a) The Conference shall be administered by an Executive Committee composed of:

- (i) the Officers of the Conference;
- (ii) the Chairs of any corresponding Branch Conferences, Sections or Standing Committees who agree to participate in Conference activities and the work of the Executive Committee; and
- (iii) any non-voting Special Advisors appointed by the Officers and Branch Chairs to assist with the administration of the Conference.

(b) Officers

The Officers of the Section are the Chair, Vice-Chair, Secretary-Treasurer, and Immediate Past Chair. Each Officer shall have one vote.

(c) Branch Chairs

Where there is more than one corresponding Chair in a Branch, only one shall be a voting member of the Executive Committee. The voting member shall be determined by the Branch. The other chairs in that Branch shall be non-voting members.

6. Duties of Officers

(a) The Officers have general supervision of the affairs of the Conference, subject to the decisions of the Conference or the Executive Committee. The Officers may create and terminate committees and may authorize the expenditure of all monies of the Conference approved for its use, but shall not authorize commitments or contracts involving the payment of any money during any fiscal year in an amount exceeding the monies of the Conference approved for its use.

(b) The duties of the Officers are:

(i) The Chair, subject to the managerial discretion of the Executive Committee, is responsible for the conduct of activities and the management of the Conference. The chair is an ex officio member of all committees. The Chair presides over all the meetings of the Conference and the Executive Committee.

(ii) The Vice-Chair assists the chair in the performance of the responsibilities of that office. The Vice-Chair presides at meetings of the Conference and the Executive Committee in the absence of the Chair.

- (iii) The Secretary-Treasurer consults with and assists the officers in the work of the Conference, keeps, maintains and circulates proceedings of the Conference and the Executive Committee, and deals with its financial affairs.
- (iv) The Immediate Past Chair assists the Officers in the performance of their duties.

7. Duties of Executive Committee

- (a) The Executive Committee plans the activities of the Conference, represents it, manages its affairs between meetings and performs other duties as may from time to time be prescribed. The Executive Committee exercises the powers and fulfills the duties necessary for the supervision and control of the affairs of the Conference.
- (b) Between meetings of the members, the Executive Committee has authority to perform the functions that the members of the Conference might perform. The Executive Committee shall report to the members of the Conference at each meeting upon any actions taken since the last meeting of the members of the Conference.
- (c) The Executive Committee may direct a referendum by mail ballot of the members of the Conference. A majority of the votes cast in the referendum shall determine the policy of the Conference with respect to the question submitted. The referendum shall be conducted according to rules established by the Executive Committee.

8. Term of Office

- (a) Where possible, entry to an office of the Conference is by election to the position of Secretary-Treasurer. Thereafter, the Officer properly discharging the duties of the office sequentially occupies each of the offices through to Immediate Past Chair. The term of office begins at the end of the Annual Meeting of the Conference and continues for two years, terminating at the Annual Meeting.
- (b) The term of office for special advisors is one year. Special advisors who are members of the Conference in good standing are eligible for reappointment.

9. Nominations and Elections

- (a) Nominating Committee

The Executive Committee shall appoint a Nominating Committee of three regular members of the Conference. One shall be a member of the Executive Committee, who shall chair the Nominating Committee. A majority of members of the Committee constitutes a quorum.

- (b) Elections

The Chair of the Conference shall send to members a notice of the election, with a list of all open offices, 90 days before the date of the Annual Meeting of the Conference.

Any member interested in filling one of the open offices must submit a nomination to the Nominating Committee within 45 days following the publication of the election notice.

Fifteen days before the election, the Nominating Committee shall give the Executive Committee a list of candidates who have submitted their nomination. In the absence of a sufficient number of candidates, the Committee will nominate candidates of its choice.

The elections shall be held at the Annual Meeting of the Conference. Regular members of the Conference in good standing present at the meeting are entitled to vote. Proxy votes are not permitted. The election is by ballot unless a resolution duly approved at the meeting decides on another mode of election.

Each contested office is voted upon separately. The candidate with more than one-half of the votes is elected. If no candidate obtains a majority, a second ballot takes place between the two candidates with the most votes.

To the extent possible, the Offices shall be held by members from the various geographic regions of Canada.

The Nominating Committee shall endeavour to ensure that the Officers represent the diversity of the Association's membership, in accordance with the policies of the Association. (05-07-M)

10. Office Vacancy

Where an office becomes vacant by death, resignation, disqualification or any other cause, the remaining members of the Executive Committee may determine by majority vote to fill that office or leave it vacant. If the Executive Committee decides to fill the vacancy, a candidate shall be elected by a majority vote of the remaining Executive Committee members. The successor shall serve until the end of the term of the position for which the vacancy exists.

11. Removal from Office

- (a) If an Officer or Special Advisor fails to attend three successive meetings of the Executive Committee, that person's position on the Executive Committee shall be automatically vacated unless the person is excused for good cause by the Executive Committee.
- (b) Any Officer or Special Advisor may be removed from office for failure to properly discharge the duties of that office by majority vote of the Executive Committee. The Staff Liaison to the Conference shall send notice of the intention to propose removal of the Officer or Special Advisor to the Executive Committee at least 30 days before the meeting. The Officer or Special Advisor proposed to be removed shall be given an opportunity to make representations personally or by advocate, as the Officer or Special Advisor may choose, at the meeting after the motion to remove has been made but prior to the vote. The vote shall be taken by ballot.

If the motion to remove is made at a telephone conference meeting of the Executive Committee, then the vote shall be conducted by ballot after the meeting. The ballot shall be sent by and returned to the Staff Liaison by fax or e-mail and shall specify a return date at least 15 days after the date the ballot is sent.

12. Resignation

An Officer or Special Advisor may resign by giving written notice to the Chair, the Secretary-Treasurer or the Executive Committee. The resignation takes effect at the time indicated in the notice or, if the time is not indicated, at the time it is accepted by the Chair or the Executive Committee.

13. Membership Meetings**(a) Annual Meeting**

The Conference shall hold an Annual Meeting of the Conference in conjunction with the Annual meeting of the Association. The Chair shall advise the members of the time, place and proposed agenda of the Annual meeting at least 30 days prior to the meeting.

(b) Special Meetings

The Conference may hold a special meeting for the transaction of business upon 30 days notice by the Chair. The Conference shall also hold a special meeting upon request in writing to the Chair of ten per cent of the members of the Conference. A meeting so requested must be held within 60 days of receipt of the request. Notice of the time, place, and general purpose of the special meeting must be given at least 30 days prior to the meeting.

(c) Quorum

Ten members of the Conference present and in good standing at the beginning of a duly constituted meeting constitute a quorum.

(d) Membership Decisions

Decisions binding the Conference shall be by majority vote of the regular members in good standing present and voting. Proxy votes are not permitted.

14. Executive Committee Meetings

(a) The Executive Committee shall meet at the call of the Chair or at least two officers. Notice of the time, place and general purpose of an in person meeting shall be sent to each member of the Executive Committee at least 30 days prior to the meeting. The meeting may be held in conjunction with the Annual Meeting of the Conference.

(b) Telephone Conference

The Executive Committee may meet by telephone conference call at the call of the Chair or at least two officers. Notice of the time and general purpose of the meeting shall be sent to each member of the Executive Committee at least three days prior to the meeting.

(c) Quorum

A majority of officers and corresponding Branch Chairs constitute a quorum for a meeting of the Executive Committee.

(d) Decisions

Decisions of the Executive Committee shall be by majority vote of the members present and voting. A vote may be done by e-mail.

15. Officers' Meetings

(a) The Officers may meet by telephone conference call to conduct the business they deem necessary.

(b) Quorum

At least three Officers, including the Chair or Vice-Chair, constitute a quorum for the transaction of business. Decisions shall be by a majority vote of Officers present, which may be taken by e-mail. In the case of a tie, the presiding Officer shall cast the deciding vote.

16. Notice

Any notice to the members required in this Bylaw may be given by regular mail, facsimile or e-mail or by publication in an official publication of the Conference or the Association.

17. Representation of Association Position

Any action by the Conference must be approved by the Board of Directors of the Association before the action can be effective as the action of the Association. Any resolution or recommendation adopted or action taken by the Conference, on request of the Executive Committee or the Conference, shall be reported by the Chair to the Board of Directors of the Association for action by the Association.

18. Amendments

This Bylaw may be amended at any meeting of the Executive Committee by a majority vote of the Executive Committee members present and voting, or at an Annual Meeting of the Conference by a majority vote of the members of the Conference present and voting. Such amendments become effective upon adoption by way of resolution of the Council of the Association. (03-07-M)