

Bylaws

of the

**Canadian Association for Leisure Studies
Association canadienne d'études en loisir**

[CALs]

Ratified by the CALS Board of Directors and Membership
July 2020

BY - LAW # 1 OF THE CANADIAN ASSOCIATION FOR LEISURE STUDIES (CALs)

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the CANADIAN ASSOCIATION FOR LEISURE STUDIES.

HEAD OFFICE

2. Until changed in accordance with the Act, the Head Office of CALs shall be in the city of the sitting president of CALs.

CONDITIONS OF MEMBERSHIP

3. Membership in CALs shall be limited to persons interested in furthering the objectives of CALs and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of CALs
4. Membership fees shall be as directed by the board of directors.
5. Any member may withdraw from CALs by delivering to CALs a written resignation and lodging a copy of the same with the secretary of CALs.
6. Any member may be required to resign by a vote of three quarters (3/4) of the members at the triennial meeting.

MEMBERS MEETINGS

7. The triennial or any other general meeting of the members shall be held at the head office of CALs or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada. The triennial or any other general meeting of the members may be held electronically.
8. In conjunction with the triennial meeting, usually held during the triennial Canadian Congress on Leisure Research, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing three (3) year period. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of CALs. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights. Ten (10) members present at a meeting shall constitute a quorum.
9. Fourteen (14) days prior written notice shall be given to each member of any triennial or special general meeting of members. Each member present at a meeting shall have the right to exercise one vote.
10. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.
11. No error or omission in giving notice of any triennial or general meeting or any adjourned meeting, whether triennial or general, of the members of CALs shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all

proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his/her/their last address recorded on the books of CALS.

BOARD OF DIRECTORS

12. The property and business of CALS shall be managed by a board of fourteen (14) directors, including two graduate students (representing two separate post-secondary institutions), of whom eight (8) shall constitute a quorum. On CALS documents, the board of directors may be designated as a board of governors. The editor of the journal *Leisure/Loisir* is an ex-officio (non-voting) member of the board.
13. The applicants for incorporation shall become the first directors of CALS whose term of office on the board of directors shall continue until their successors are elected. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters patent of CALS for in paragraph 8 hereof.
14. Directors shall be elected for a term of three (3) years by the members in conjunction with the triennial meeting which is usually held during the Canadian Congress on Leisure Research.
15. The office of director shall be automatically vacated:
 - a) if a director has resigned his/her/their office by delivering a written resignation to the secretary of the corporation;
 - b) /if at a special or general meeting of members a resolution is passed by two-thirds (2/3) of the members present at the meeting that the director be removed from office;
 - c) on death;provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of CALS.
16. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her/their position as such; provided that a director may be paid reasonable expense incurred by the director in the performance of his/her/their duties. Nothing herein contained shall be construed to preclude any director from serving CALS as an officer or in any other capacity and receiving compensation, therefore.
17. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her/their retirement is accepted and his/her/their successor elected.

POWERS OF DIRECTORS

18. The directors of CALS may administer affairs of CALS in all things, including the management of the journal *Leisure/Loisir*, in partnership with the journal editor, and make or cause to be made for the corporation, in its name, any kind of contract which CALS may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as CALS is by its charter or otherwise authorized to exercise and do.
19. The directors shall have power to authorize expenditures on behalf of CALS from time to time and may delegate by resolution to an officer or officers of CALS the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objectives of CALS. The directors shall have the power

to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Canadian Association for Leisure Studies in accordance with such terms as the board of directors may prescribe. All investment strategies must be evaluated and approved by the board of directors at least every three years.

20. The board of directors shall take such steps as they may deem requisite to enable CALS to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of CALS.
21. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
22. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees shall cease to be payable from the date of such meeting of members.

DIRECTORS MEETINGS

23. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that seven (7) clear days' notice of such meeting shall be sent to each director, provided there shall be at least one (1) meeting per triennial period of the board of directors. No error or omission in giving notice of any meeting of the board of directors of CALS shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.
24. A majority of directors in office, from time to time, but no less than eight (8) directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of CALS.

INDEMNITIES TO DIRECTORS AND OTHERS

25. Every director or officer of CALS or other person who has undertaken or is about to undertake any liability on behalf of CALS or any company controlled by it and his/her/their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of CALS, from and against:
 - a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her/them, or in respect of any act, deed, matter or thing whatsoever, made done on permitted by him/her/them, in or about the execution of the duties of his/her/their office or in respect of any such liability;

- b) all other costs, charges, charges and expenses which such director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her/their own willful neglect or default.

OFFICERS

- 26. Officers of CALS shall be a past president, president, vice-president, secretary and treasurer and any such other offices as the board of directors may by by-law determine. Any two offices may be held by the same person.
- 27. The officers shall be elected by the members in conjunction with the triennial meeting usually held during the Canadian Congress on Leisure Research.
- 28. The officers of CALS shall hold office for three year(s) from the date of appointment or election or until his/her/their successors are elected or appointed in his/her/their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

TERMS AND DUTIES OF OFFICERS

- 29. Board members in executive positions (president, vice-president, treasurer, secretary) are limited to a total of two consecutive terms. Board members in non-executive positions may serve a third or fourth consecutive term provided they serve these additional terms in an executive role.
- 30. The past president shall have served as president during the previous term of the Board and continues to serve on the board until his/her/their successor completes their term as CALS President.
- 31. The president shall be the chief executive officer of CALS. The president shall preside at all meetings of CALS and of the board of directors. The president shall have the general and active management of the affairs of CALS. The president shall see that all orders and resolutions of the board of directors are carried into effect.
- 32. The vice-president shall, in the absence of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon the vice-president by the board of directors.
- 33. The treasurer shall have the custody of the funds and securities of CALS and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of CALS in the books belonging to CALS and shall deposit all monies, securities and other valuable effects in the name and to the credit of CALS in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. The treasurer shall disperse the funds of CALS as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of CALS. The treasurer shall also perform such other duties as may from time to time be directed by the board of directors.
- 34. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of CALS generally under the supervision of the officers thereof and 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 shall give or cause to be given notice of all meetings of the members and of the board of

directors and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision the secretary shall be.

35. The duties of all other officers of CALS shall be such as the terms of their engagement call for or the board of directors required of them.

COMMITTEES

36. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors.

EXECUTIVE COMMITTEE

37. The board of directors may provide for the creation of an executive committee comprising three officers of the board of directors, who shall be appointed by the board of directors and which committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors.
38. Meetings of the executive committee may be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours' notice of such meeting shall be sent in writing to each member of such committee. Two (2) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of CALS shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

EXECUTION OF DOCUMENTS

39. Contracts, documents or any instruments in writing requiring the signature of CALS, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon CALS without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of CALS to sign specific contracts, documents and instruments in writing. The directors may give CALS power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of CALS. The seal of CALS when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEES

40. The minutes of the board of directors or the minutes of the executive committee shall be available to the general membership of CALS, excluding conversations held in camera.

FINANCIAL YEAR

41. Unless otherwise ordered by the board of directors the fiscal year-end of CALS shall be April 30.

AMENDMENT OF BY-LAWS

42. The by-laws of CALS not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

43. The members shall at each triennial meeting appoint an auditor to audit the accounts and annual financial statements of CALS for report to the members at the next triennial meeting. The auditor shall hold office until the next triennial meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

44. The directors shall see that all necessary books and records of CALS required by the by-laws of CALS or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

45. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of CALS as they deem expedient, provided that such rules and regulations shall have force and effect only until the next triennial meeting of the members of CALS when they shall be confirmed, and failing such confirmation at such triennial meeting of members shall at and from that time cease to have any force and effect.

INTERPRETATION

46. In these by-laws and in all other by-laws of CALS hereafter passed unless the context otherwise requires, references to persons shall include forms and corporations.

IN WITNESS WHEREOF we have hereunto set our hands at

_____ , _____

on the _____ day of _____ , _____

Bylaws were passed via an electronic vote of CALS members July 2020.



Signed by Heather Mair (CALS President)