

Canadian Prison Law Association

Constitution and Bylaws

Constitution

1. **Name**

The name of the organization shall be the Canadian Prison Law Association (“Association”).

2. **Head Office**

The head office of the Association shall be in the City of Kingston, in the Province of Ontario. The Executive Committee may, from time to time, determine the location of the head office.

3. **Mission Statement**

The Canadian Prison Law Association is an organization of lawyers, academics, and other professionals who work on behalf of prisoners, and who seek to protect and promote the constitutional rights, interests and privileges of prisoners by advocating on their behalf within the community and in their dealings with prison and release authorities, by generating and sharing legal information, and by promoting adherence to the rule of law within the prison law environment in accordance with the highest standards of justice and fairness as required by and consistent with the Canadian Constitution and in particular the *Canadian Charter of Rights and Freedoms*.

4. **Objectives of the Canadian Prison Law Association**

The objectives of the Canadian Prison Law Association are:

- (a) To formalize and organize the association of lawyers, academics, and other professionals who work on behalf of prisoners;
- (b) To facilitate communication among lawyers, academics, and other professionals interested in correctional law, and the sharing of information amongst them

throughout Canada;

- (c) To act as a vehicle through which the members of the Association can, on matters of common concern, communicate with government bodies and others;
- (d) To protect the Constitutional rights of prisoners as determined under the *Canadian Charter of Rights and Freedoms*, to ensure that the Rule of Law is applied behind prison walls and to ensure compliance with it, ameliorate the plight of prisoners, and to facilitate improvements to the provision of legal services to them; and
- (e) To facilitate the enlightened discussion of prison law issues within the Association, between the members of the Association and other groups, and between the members of the Association and the correctional and release authorities and others interested or affected thereby.

Bylaws

5. Members

- (a) Membership in the Association is open to any lawyer who is legally entitled to practice law in at least one Canadian province or territory, who is engaged in the practice of law in Canada, and whose practice includes the representation of prisoners or advocacy on their behalf in accordance with the Association's Mission Statement.
- (b) Membership in the Association is also open to any professor of law in a Law School in a Canadian province or territory, who is engaged in the teaching and/or study of correctional law in accordance with the Association's Mission Statement.
- (c) The Executive Committee (Executive) may admit to associate membership persons other than those set out in (a) and (b) who work in the areas described in the Association's Mission Statement and in accordance with the Mission Statement. Persons admitted to associate membership shall be entitled to all the rights and privileges of membership in the Association, except the right to vote at meetings of the members and to be eligible for a position on the Executive.
- (d) The Executive may appoint to full membership current or former full members as Life Members to honour their commitment to the Association. Those Life Members will not pay membership fees.

6. **Membership Fees**

Annual membership fees will be established by the Executive and may be changed from time to time. The fees may be different, depending on whether the member is a full member or an associate member or joins part way through a year. The Executive has the discretion to reduce or waive membership fees due to personal circumstances. Membership fees are due by January 31st of each year for that year of membership.

7. **Rights of Members**

Every member in good standing and who has paid the applicable membership fee for the time period in question is entitled:

- (a) to attend any meeting or event of the Association;
- (b) to participate on the Association's listserv and enjoy the benefits of the collaboration between members; and
- (c) excepting associate members, to vote at any meeting of the Association and to be eligible for a position on the Executive.

8. **Voting Rights**

- (a) Each full member is entitled to one vote. The Chair of any meeting is entitled to cast a vote in the event of a tie on any matter that has been voted upon by the members.
- (b) A full member may vote at a meeting by proxy provided by the member and delivered to the Secretary prior to the vote.

9. **Termination of Membership**

Membership or Associate Membership shall cease:

- (a) upon the death of a member;
- (b) if the member has not renewed his or her membership and paid the applicable fee by January 1st of each year, unless time for payment has been extended by the Executive; if the member no longer qualifies for membership in accordance with section 5 of the Bylaws; or
- (c) if the Executive at a meeting, upon giving notice to the member and the opportunity to be heard, decides to terminate membership for just cause.

10. Fiscal Year

The fiscal year of the Association shall begin on January 1st and end on December 31st of each year.

11. Meetings of the Association

- a) The annual general meeting of the Association (AGM) shall be held no later than, in the case of the first annual general meeting, May 31, 2011; and thereafter no later than 16 months after the last annual general meeting.
- b) The Executive may, from time to time, call a general meeting of the Association.
- c) The Executive shall call a general meeting if at least ten per cent of the members of the Association request that a general meeting be called.
- d) Notice of the annual general meeting or of a general meeting shall be given to the members by the Secretary at least 30 days before the date of the meeting.
- e) Quorum for the annual general meeting or for a general meeting of the Association shall consist of seven full members of the Association present in person, or by teleconference, or video link, or by proxy, provided that at least two full members, other than the Executive, are present at the meeting.
- f) Attendance at other meetings may be in person, by telephone, or by such other means as allow for contemporaneous communication and for recorded votes as shall be approved by the Executive or the Association from time to time.
- g) Voting shall be by show of hands, but if the meeting is by video/audio link or audio link, it shall be by any other method deemed appropriate by the Chair and approved of by a majority of attendees. Electronic ballots or a poll shall be used, if requested by any full member at least 24 hours before the meeting. A secret ballot may be requested 24 hours in advance but must be approved by the members at the meeting. Secret ballots shall be destroyed following the end of the meeting.
- h) Any meeting of the Association may be adjourned at any time and from time to time. No notice shall be required for an adjournment. An adjournment may be made with or without a quorum being present.
- i) Minutes of all meetings of the Association shall be kept by the Secretary and are available to the Members, on request, except for any that are *in camera* or privileged.

12. **Notice**

- (1) Any notice required to be given pursuant to the Constitution or Bylaws or otherwise by a member, officer, the Association or the Executive shall be deemed to have been given if:
 - (a) delivered personally to the person to whom it is to be given;
 - (b) sent to the person's email address as recorded in the records of the Association; or
 - (c) mailed by prepaid ordinary mail or sent to the person's postal address as recorded in the records of the Association by any means of prepaid transmittal. A notice shall be deemed to be given when it is delivered personally or to the person's address or five days after it was mailed or transmitted.
- (2) Any notice to be given to the Association or the Executive shall be served in accordance with subparagraph (1) on the Secretary and President.

13. **The Executive Committee**

- a. The Association will have up to 7 members of the Executive Committee (Executive), as follows:
 - (i) President
 - (ii) Vice President
 - (iii) Secretary
 - (iv) Treasurer
 - (v) Communications Director
 - (vi) Advocacy Director
 - (vii) Legislative Review Director.

Where no candidate for an executive position is nominated for election or none is elected, another Executive member may be nominated and elected to that position, but that person shall have only one vote on the Executive.

- b. The Executive may exercise all powers of the Association except where restricted by law or by the membership from exercising those powers. These powers include, but are not limited to the powers:
- (i) to enter into contracts or agreements;
 - (ii) to make banking and financial arrangements and to appoint an auditor or reviewer on an annual basis;
 - (iii) to execute documents;
 - (iv) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Association;
 - (v) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or any interest for such consideration and upon such terms and conditions as the Executive may consider advisable;
 - (vi) to borrow on the credit of the Association for the purposes of operating expenses, or on security of the Association's real or personal property; to purchase insurance to protect the property, rights and interests of the Association and to indemnify the Association, its members, and officers from any claims, damages, losses, or costs arising from or related to the affairs of the Association;
 - (vii) Establish committees, including standing committees and make appointments to those committees; and
 - (viii) to commence legal action or intervene in legal actions, including appeals.
- c. Each member of the Executive shall be an individual full member of the Association at the time of election or appointment or within seven days of election or appointment and shall remain a member throughout the term of office.
- d. Each member of the Executive shall be elected by the members to hold office until the second annual general meeting after their election. The office of each Executive member whose term is expiring shall expire at the end of the AGM, but they are eligible for re-election if they are otherwise qualified.

- e. The Executive may appoint a member to fill a vacancy on the Executive, provided that a quorum of the Executive remains in office. If there is no quorum, the remaining Executive members shall call a general meeting of the Association to fill the vacancy.
- f. The members of the Association may remove, for cause, on notice, an Executive member by a resolution passed by at least two thirds of the votes cast at a general meeting and may thereby elect any person in his or her stead for the duration of the term.

14. Meetings of the Executive

- (a) A quorum of the Executive shall be 51% or more of those positions filled by election.
- (b) The Executive may hold its meetings at any place in Canada as it may determine; or may hold meetings by telephone conference, video conference or other appropriate means.
- (c) No formal notice of any meeting of the Executive shall be necessary if all Executive members are present and have waived notice or if those absent have waived notice and indicated their consent to the meeting being held in their absence.
- (d) Executive meetings may be called by any Executive member. Notice, including a description of the business to be transacted, may be given by mail, telephone, fax or email not less than 2 weeks before the meeting is to take place. The Executive may appoint a day or days in any month or months for regular meetings at a time to be named. If regular meetings are scheduled, no additional notice is required. A meeting of the Executive may also take place without notice immediately before or after an annual general meeting or general meeting to transact any business.
- (e) No error or omission with respect to a notice of a meeting of the Executive shall invalidate the meeting or invalidate or make void any proceedings taken or had at any such meeting if the Executive subsequently ratifies and approves proceedings taken at the meeting.
- (f) The Executive members shall vote on any resolution arising at any meeting of the Executive, unless disqualified by conflict of interest. A majority of votes shall decide the resolution.
- (g) Minutes of all meetings shall be kept by the Secretary and are available to the Members, on request, except for any that are *in camera* or privileged.
- (h) A declaration by the Secretary that a resolution has been carried and any entries to that effect in the minutes shall be admissible in evidence as prima facie proof of the

fact without proof of the number or proportion of the votes recorded in favour or against any resolution.

15. **Duties and Powers of the Executive Members**

The Executive of the Association shall have the following duties and powers:

- (a) **President:** chair all meetings of the Association, and of the Executive, have general supervision of the affairs of the Association; be the official spokesperson of the Association; communicate with the media on behalf of the Association; report in writing prior to each general meeting of the Association on the work of the Association since the last meeting; and perform any other duties which the Association or the Executive may, from time to time, assign.
- (b) **Vice President:** exercise any or all the duties of the President in the absence of the President or if the President is unable for any reason to perform those duties. and perform any other duties which the President, the Executive or the Association may, from time to time, assign.
- (c) **Secretary:** keep and maintain the records and books of the registry of members; the minutes of the annual general meeting, general meetings and meetings of the Executive; and resolutions; give any notices required for the annual general meeting, general meetings and meetings of the Executive; perform any other duties which the membership of the Association or the Executive may, from time to time, assign.
- (d) **Treasurer:** keep and maintain the financial records and books of the Association; assist the auditor/reviewer in the preparation of the financial statements of the Association; and perform any other duties which the Association or the Executive may, from time to time, assign.
- (e) **Communications Director** will make recommendations to the Executive respecting the website and social media policies of the Association, will be responsible for the day-to-day implementation of the website and social media policies of the Association, and shall manage the Association's website and social media profiles in accordance with those policies. Chairs the Communications Committee.
- (f) **Advocacy Director** chairs the Advocacy Committee which aims to promote the rights of prisoners and access to justice through interventions, proceedings initiated by the CPLA, and other matters. Will make recommendations to the Executive about court proceedings or other matters that the CPLA should commence, intervene in, or otherwise participate in.
- (g) **Legislative Review Director** chairs the Legislative Review Committee, which is mandated to keep track of, analyse, and comment on legislative initiatives related to corrections and conditional release, both at the provincial, territorial and federal level.

May provide opinions and comments on legislative reforms pertaining to criminal law if it is expected that they will impact the rights of incarcerated people or the obligations of correctional authorities.

- (h) The Executive may establish more detailed position descriptions and terms of reference for each position on the Executive.
- (i) The President and Treasurer shall have signing authority for the Association.

16. **Indemnification**

The Association shall indemnify and save harmless the Executive and its members, their heirs, executors and administrators, and estates, respectively, from and against:

- (a) all costs, charges and expenses whatsoever, he or she sustains or incurs in or about any actions, suit or proceedings that is brought; any act, deed, or matter or thing whatsoever, made, done or permitted by him or her in the execution of the duties of his or her office; and
- (b) all costs, charges, expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs of the Association or the Executive except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

17. **By-laws**

Bylaws may be enacted by two-thirds vote of the members at a general meeting of the Association. Those bylaws shall be in force as soon as they are passed, unless otherwise provided in the motion passed.

18. **Amendments to the Constitution and Bylaws**

The Constitution and Bylaws may be amended by a two-thirds vote of the members present at a duly constituted general meeting of the members, provided that a notice setting out the proposed amendment has been sent in writing together with the notice of the meeting at least 30 days in advance of the meeting. Those amendments shall be in force as soon as they are passed, unless otherwise provided in the motion passed.