

Bylaw 1

INTERPRETATION

- 1.01** In these Bylaws,
- (a) “Board” means the ~~nineteen~~ directors of the Society;
 - (b) “director” means a member of the Society who is a member of the Board;
 - (c) “faculty” means the Faculty of Law of the University of British Columbia;
 - (d) “member of the faculty” means a Professor, Associate Professor, or Assistant Professor in the Faculty of Law of the University of British Columbia;
 - (e) “~~members~~member” means, except in Bylaw 2.03, ~~all~~any ordinary ~~members~~member of the Society, including directors;
 - (f) “Society” means the U.B.C. Law Review Society;
 - (g) “*Society Act*” means the *Society Act*, R.S.B.C. 1996, c. 433; and
 - (h) “student” means, except in Bylaw 4.01, a student enrolled in the Faculty of Law of the University of British Columbia.
- 1.02** In these Bylaws, words and phrases shall have the meaning they have in the *Society Act*, unless otherwise specified herein.

Bylaw 2

MEMBERSHIP

- 2.01** Members shall be ordinary members or honorary members.
- 2.02**
- (a) Any student or member of the faculty may be considered for ordinary membership in the Society.
 - (b) Ordinary membership is granted when a student or member of the faculty submits an application to any member of the Board and the application is accepted.
 - (c) Ordinary membership shall not be unreasonably refused.
- 2.03** The Board may appoint by ~~a majority~~ordinary resolution persons who are not students ~~or~~for members of the faculty as honorary members of the Society, on such terms and for such periods as the Board may decide, save and except that the number of honorary members shall not exceed the number of ordinary members and that honorary members shall not be entitled to vote at any meeting of the Society or for any other purpose.
- 2.04** There shall be no dues or fees payable by members as a condition of membership in the Society.

- 2.05** (a) The admission and expulsion of members shall be decided by the Board in accordance with these Bylaws. The Board may meet at any time to consider the admission or expulsion of members.
- (b) Members shall be admitted by ~~a majority~~ordinary resolution of the Board.
- (c) The Secretary-Treasurer shall record in the Register of Members the names of all members.
- 2.06** A member shall remain in good standing only so long as that member contributes a minimum of two hours each month to the operations of the Society during the academic year of the faculty.
- 2.07** (a) Membership shall cease on the first day of each academic year, unless a member has been appointed to be
- (i) a director, in accordance with Bylaw 4.01; or
 - (ii) an ~~Assistant~~assistant, in accordance with Bylaw 4.14.
- Students or members of the faculty who were ordinary members in a previous academic year must reapply for membership in accordance with Bylaw 2.02.
- (b) Membership shall cease
- (i) if a member ceases to be a student for any reason, including graduation, withdrawal, or expulsion from the faculty;
 - (ii) upon tendering resignation of membership in writing to the Secretary-Treasurer;
 - (iii) upon ~~a~~ resolution of the Board to expel a member in accordance with Bylaw 2.08; or
 - (iv) upon resolution of the Board of Governors of the University of British Columbia that a member is ineligible to continue as such.
- (d) The Secretary-Treasurer shall strike from the Register of Members the names of all persons ceasing to be members.
- 2.08** Any member other than a member of the Board may only be expelled by ~~a~~special resolution ~~of three quarters~~ of the Board, and any member so expelled or suspended may be reinstated by ordinary resolution ~~of a majority~~ of the Board.

Bylaw 3

PROCEEDINGS AT GENERAL MEETINGS

- 3.01** The Annual General Meeting of the Society shall be in February or March of each year at a place within the Province of British Columbia and on a day fixed by the Board.
- 3.02** Every general meeting, other than an Annual General Meeting, shall be an Extraordinary General Meeting.
- 3.03** Every Extraordinary General Meeting shall be held at such time and place as the directors may determine and the directors may, whenever they think fit, convene an Extraordinary General Meeting.
- 3.04** Notice of a ~~General Meeting~~general meeting shall be given fourteen days prior to such meeting. Notice shall be given by way of regular mail, e-mail, facsimile, or by hand.
- 3.05** (a) Seven members in good standing and present in person shall constitute a quorum at any general meeting of the members or at an adjournment thereof.
- (b) In the event that seven members are not present at the time stated in the notice of the Annual General Meeting, the meeting shall stand adjourned to the same day in the next week at the same time of day and place.
- 3.06** Any business conducted at an Annual General Meeting or an Extraordinary General Meeting shall be proposed by ~~an~~ ordinary resolution or resolutions presented in writing to the Secretary-Treasurer not less than two full days prior to the general meeting.
- 3.07** (a) Every ordinary member whose name appears on the Register of Members who is present at an Annual or Extraordinary General Meeting shall be entitled to one vote.
- (b) Subject to Bylaw 8.02, voting at a general meeting is by show of hands and by ~~a simple~~an ordinary majority of the members present and entitled to vote, unless a poll is demanded by a member present and entitled to vote.
- (c) Voting by proxy shall not be permitted at general meetings.

- 3.08 (a) The ~~Senior editor~~Editor-in-Chief shall chair general meetings, but if at any general meeting the ~~Senior~~Editor-in-Chief is not present within fifteen minutes after the time appointed for beginning the meeting, the directors present may choose one of their number to act as chair.
- (b) If no director is present or if all the directors present decline to act as chair or shall fail to so choose, the members present shall choose one of their number to act as chair.
- 3.09 (a) Any member entitled to vote at a general meeting including the chair, may propose and present an ordinary resolution in accordance with Bylaw 3.06. No ordinary resolution need be seconded to be proposed.
- (b) The chair of a general meeting shall not vote upon any resolution, except that in the case of an equality of votes upon any resolution the chair of the meeting may cast a vote.

Bylaw 4

DIRECTORS AND THEIR DUTIES

- 4.01 No more than 7 days before every Annual General Meeting the directors shall elect ~~members to~~members who are students in the undergraduate-level program in the faculty to the following positions upon the terms and conditions stated herein, and the persons so elected shall constitute the Board for a term commencing the first day of the month of May following the Annual General Meeting and ending the last day of the month of April of the following year:
- (a) ~~a Senior~~an Editor-in-Chief who shall
- (i) have been a member for at least seven months;
 - (ii) have contributed to the publication of the *U.B.C. Law Review* for at least seven months; and
 - (iii) have sufficient experience in the administrative and editorial operations of the Society prior to his or her election to the position.
- (b) a Table of Statutory Limitations (TSL) Editor who shall
- (i) have been a member for at least seven months;
 - (ii) have contributed to the production of the *Table of Statutory Limitations* for at least seven months; and
 - (iii) have sufficient experience in the production of the *Table of Statutory Limitations* prior to his or her election to the position.

- (c) four Editors who shall
- (i) have been ~~a member~~members for at least seven months;
 - (ii) have contributed to the publication of the *U.B.C. Law Review* for at least seven months; and
 - (iii) have sufficient experience in the editorial operations of the Society prior to their election to the positions.

- (d) a ~~Referee Coordinator~~Production Editor who shall
- (i) have been a member for at least seven months;
 - (ii) have sufficient experience in the editorial operations of the Society prior to ~~their~~his or her election to the position; and
 - (iii) have sufficient experience in the type-setting operations of the Society prior to his or her election to the position.

- (e) a Referee Coordinator who shall
- (i) have been a member for at least seven months;
 - (ii) have sufficient experience in the editorial operations of the Society prior to his or her election to the positions; and
 - (iii) have sufficient experience in the referee process of articles submitted to the *U.B.C. Law Review*.

- (e) a Business Manager who shall
- (i) have been a member for at least seven months; and
 - (ii) have sufficient experience in the business operations of the Society prior to his or her election to the position.

- (f) a Secretary-Treasurer who shall
- (i) have been a member for at least seven months; and
 - (ii) have sufficient experience in the business operations of the Society prior to his or her election to the position.

4.02 The ~~Senior~~-Editor-in-Chief, the ~~Associate~~ Editors, the Production Editor, the Referee Coordinator, and the Assistant Editors shall constitute the Editorial Committee, which shall be responsible for the content of the Society's publications. The division of the responsibilities between the Editors and Referee Coordinator shall be determined by the Editor-in-Chief, in consultation with other members of the Editorial Committee.

4.03 The ~~Senior~~-Editor-in-Chief, the Secretary-Treasurer, the Business Manager, and the Assistant Business Managers shall constitute the Business ~~committee~~Committee, which shall be responsible for the management of the Society's finances, and for the promotion and sale of the Society's publications.

- 4.04 The duties of the ~~Senior~~Editor-in-Chief shall include making final editorial decisions; supervising the ~~Associate~~ Editors and Assistant Editors; chairing general and directors' meetings; making the production schedule for the publications of the Society; ~~making printing arrangements in consultation with the Business Committee~~; and participating in the operations of the Business Committee.
- 4.05 The TSL Editor shall, in consultation with the Business ~~committee~~Committee, be responsible for the production of the *Table of Statutory Limitations*, and for supervising and coordinating the activities of the Assistant TSL Editors and other members contributing to the production of the *Table of Statutory Limitations*.
- 4.06 The duties of the ~~Associate~~ Editors shall include soliciting and accepting manuscripts; maintaining contact with authors; editing ~~of~~ manuscripts; informing the ~~Senior~~Editor-in-Chief of the status of all submissions for publication; and supervising the Assistant Editors.
- 4.07 The duties of the ~~Referee Coordinator shall include~~Production Editor shall include performing a final copy edit of all manuscripts, type-setting all articles, updating the cover masthead and Law Review information contained in each issue, making printing arrangements in consultation with the Editor-in-Chief and other members of the Business Committee, and supervising the Assistant Editors.
- 4.08 The duties of the Referee Coordinator shall include accepting manuscripts; coordinating preliminary approvals or rejections from the Editorial Committee; finding three or more referees for the manuscripts; maintaining contact with referees; informing the Editor-in-Chief of the status of all submissions for publication; accepting or rejecting manuscripts to be published in the UBC Law Review; and supervising the Assistant Editors.
- ~~4.08~~4.09 The duties of the Business Manager shall include managing the business affairs of the Society; maintaining the books, accounts and records of the Society in good order; supervising the Assistant Business Managers; informing the Board of the ~~Status~~status of the Society's finances; and proposing and preparing the annual budget and financial statements of the Society.
- ~~4.09~~4.10 The duties of the Secretary-Treasurer shall include assisting the Business Manager in managing the business affairs of the Society; keeping minutes of meetings; maintaining the books, accounts and records of the Society in good order; assisting in the preparation of the financial statements of the Society; and supervising the Assistant Business Managers.
- ~~4.10~~4.11 (a) The Board shall, subject to those duties of the Editorial Committee and Business Committee described in Bylaws 4.02 and 4.03, manage and supervise the affairs of the Society.

- (b) The Board may exercise all the powers that the Society is authorized to exercise by the *Society Act*, by the Society's Constitution, or by the Society's Bylaws, or that the Society is otherwise authorized to exercise and that are not ~~by the Bylaws, by statute or otherwise~~ lawfully directed or required to be exercised by the Society by resolution by the Bylaws, by statute or otherwise.

~~4.11~~4.12 The members of the Society may by special resolution at an Extraordinary General Meeting remove any director before the expiration of his or her term and may by ordinary resolution elect any ~~qualified~~ member in his or her place for the remainder of the term of the director so removed. as in accordance with Bylaw 4.01.

~~4.12~~4.13 If any ~~member of the Board~~director dies, resigns his or her position, or becomes ineligible for membership in the Society, the remaining directors shall declare his or her position vacated and may appoint a member in his or her place for the remainder of that Board member's term as in accordance with Bylaw 4.01.

~~4.13~~4.14 Subject to the *Society Act*, every director of the Society shall be deemed to have assumed office on the express condition that every director of the Society and his or her heirs, executors, administrators, successors, and assigns shall at all times be indemnified and saved harmless out of the Society from and against all costs, charges, and expenses whatsoever that such director sustains in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against him or her for and in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him or her or any other director or directors in or about the execution of the duties of their office, and also from and against all other costs, charges, and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges, or expenses as are occasioned by his or her own wilful neglect or default.

~~4.14~~4.15 (a) For the purposes of this section, "Assistant" includes the positions of

Assistant Editor, Assistant TSL Editor, and Assistant Business Manager.

- (b) There may be up to ~~16~~32 Assistants at any one time. There shall be a maximum of ~~12~~ 24 Assistant Editors, 24 Assistant TSL Editors, and 24 Assistant Business Managers, unless the Board votes unanimously to alter the number or allocation of Assistants in the current year.

- (c) The Board may by ordinary resolution appoint any member to be an Assistant.

- (d) Subject to subsection (e), the term of each Assistant shall begin on the day of that Assistant's appointment, and shall end 7 days after the first Annual ~~general~~General Meeting following the appointment.
- (e) The Board may by ordinary resolution remove or replace any Assistant. Such removal or replacement will not affect the removed person's status as a member unless the Board so resolves.

~~4.15~~4.16 (a) The duties of the Assistant Editors shall relate to assisting the ~~Senior Editor, Associate editors~~Editor-in-Chief, Editors, Production Editor, and Referee Coordinator in the performance of their duties as described in ~~Bylaw 4.06.~~Bylaws 4.06, 4.07, and 4.08.

- (b) The specific nature of and allocation of duties shall be determined by the ~~Associate~~Editors, and Referee Coordinator in consultation with the ~~Senior~~Editor-in-Chief.

~~4.16~~4.17 (a) The duties of the Assistant TSL Editors shall relate to assisting the TSL Editor in the performance of his or her duties as described in Bylaw 4.05.

- (b) The specific nature of and allocation of duties shall be determined by the TSL ~~editor~~Editor in consultation with the ~~Senior~~Editor-in-Chief.

~~4.17~~4.18 The duties of the Assistant Business Managers shall include:

- (a) performing external business functions including marketing, processing subscription and advertising accounts, planning and preparing social functions, and performing related computer work;
- (b) performing internal business functions including banking, processing purchase orders, posting cheques, and performing related computer work; and
- (c) performing administrative functions including filing, office supply ordering, purchasing for special events, and creating and posting notices for display.

~~4.18~~4.19 There shall be a number of members comprising the Editorial and Business Staff who, pursuant to Bylaw 2.06, shall be available to assist the Board, the Business Committee, and the Editorial Committee in achieving the Society's objectives.

~~4.19~~4.20 (a) The Board may from time to time appoint members to positions not

named in these Bylaws and the position-titles and duties of members so appointed shall be determined by the Board.

- (b) The names and position-titles of such members shall be listed in the masthead of the issue or the edition of the publication to which their activities contribute so as to accurately reflect the nature of their contributions to that issue or edition of the publication.

(c) Of the positions described in Bylaw 4.20, there may be up to 3 members appointed as non-voting directors if passed as a resolution at a general meeting.

~~4.20~~4.21 (a) Production, publication, and production-distribution dates shall be set

by the ~~Senior~~Editor-in-Chief, in consultation with the Board, in order to ensure that publications are produced and distributed in a timely fashion.

- (b) Effort shall be made for the first issue of a *U.B.C. Law Review* volume to be distributed to subscribers by May of each year and the second issue to be distributed by ~~November~~September.

- (c) The *Table of Statutory Limitations* shall be distributed to subscribers no later than June of each year.

Bylaw 5

PROCEEDINGS AT DIRECTORS' MEETINGS

5.01 The members of the Board are the ~~officers~~directors of the Society.

5.02 (a) Directors' meetings may be held at such times and at such places as the directors may from time to time determine.

- (b) A meeting of the directors may be convened by the chair or any two directors at any time.

5.03 (a) Notice of a directors' meeting shall be communicated to each director not less than 2 entire days before the meeting is to take place.

- (b) Meetings of the directors may be held at any time without formal notice if all the ~~Directors~~directors are present or if those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.

- (c) Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by a director.
- 5.04** (a) Four directors shall constitute a quorum.
- (b) The ~~Senior~~-Editor-in-Chief shall chair directors' meetings. If the ~~Senior~~-Editor-in-Chief is absent the directors present shall appoint one of their own to chair the meeting.
- 5.05** (a) Questions and resolutions arising at any directors' meeting shall be decided by a majority of votes.
- (b) In case of an equality of votes the chair of the meeting may cast an additional vote.
- 5.06** (a) The editorial content of the *U.B.C. Law Review*, the *Table of Statutory Limitations*, and any other publications of the Society is within the discretion of the Editorial Committee, but its decision on any such matter may be overruled by a vote of two thirds of the Board.
- (b) The Board of Governors of the University of British Columbia may by resolution require the modification or exclusion of any manuscript or publication of the Society.
- 5.07** Voting at any directors' meetings may be done by an absent director through post, facsimile, e-mail, or telephone, provided the vote is received by the Secretary-Treasurer within the time votes are to be received.

Bylaw 6

REMUNERATION

- 6.01** Remuneration, if any, to be paid to employees of the Society shall be determined by the Board.
- 6.02** Directors shall ~~received~~receive no remuneration from the Society for acting as such.

Bylaw 7

BORROWING POWERS

- 7.01** (a) All cheques, bills of exchange, or other orders for the payment of

money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by any two of the ~~Senior Editor~~Editor-in-Chief, the Secretary-Treasurer, and the Business Manager.

- (b) Any one of the ~~Senior editor~~Editor-in-Chief, the Secretary-Treasurer ~~of, or~~ the Business Manager may arrange, settle, balance, and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and sign all the bank's forms or settlement of balances and releases or verification slips.
- 7.02** Any ~~member of the Board~~director may endorse notes and drafts for collection on account of the Society through its bankers, and endorse notes and cheques for deposit with the Society's bankers for the credit of the Society, or the same may be endorsed for deposit with the bankers of the Society.
- 7.03** The Board may from time to time borrow money in any manner and without limit to amount on the credit of the Society and in such amounts as they think proper and may cause to be executed mortgages and pledges of real and personal property and rights of the Society and may cause to be signed bills, notes, contracts and other evidence of securities for monies borrowed or to be borrowed, such monies to be borrowed from any person, on such terms as the lender may be willing to advance the same, provided that the debentures shall not be issued without the sanction of a special resolution of the Society.

Bylaw 8

AMENDMENTS

- 8.01** The Bylaws of the Society shall not be altered or added to except by ~~a~~ special resolution of the Society.
- 8.02** A poll shall be taken of votes cast at a general meeting on ~~any~~a special resolution to alter or add to the Bylaws of the Society.
- 8.03** All special resolutions to alter the Bylaws of the Society must be filed with the Registrar of Companies.

Bylaw 9

SEAL AND RECORDS

- 9.01** The common seal of the Society shall be under control of the directors, and the responsibility for its custody and use from time to time shall be determined by the directors.
- 9.02** The directors shall ensure that all necessary books, records, and minutes of the Society required by the Bylaws of the Society or any applicable statute or law are regularly and properly kept.
- 9.03** Unless otherwise ordered by the Board, the fiscal year end of the Society shall terminate on the last day of January in each year.
- 9.04** The books of the Society shall only be open for inspection by any party as required by the *Society Act*, or as the directors shall from time to time determine.

Bylaw 10

MASTHEADS

- 10.01** (a) The ~~Senior~~ Editor in-Chief shall be responsible for compiling the masthead of each issue of the *U.B.C. Law Review*.
- (b) Subject to Bylaw ~~4.19~~,4.20, the masthead format as set out in volume 28, issue number 2 of the *U.B.C. Law Review* shall be adopted for all subsequent issues of the *Law Review*.
- (c) Position-titles for positions listed in Bylaws 4.01 and ~~4.14~~,4.15, and their ordering may be altered in subsequent issues only to reflect changes in these Bylaws or where a majority of the Board approves of the change.
- 10.02** (a) The TSL Editor shall be responsible for compiling the masthead of each issue of the *Table of Statutory Limitations*.
- (b) Subject to Bylaw ~~4.19~~,4.20, the masthead format as set out in the 20th edition of the *Table of Statutory Limitations* shall be adopted for all subsequent editions of the *Table of Statutory Limitations*.
- (c) Position-titles for positions listed in Bylaws 4.01 and ~~4.14~~,4.15, and their ordering, may be altered in subsequent editions only to reflect changes in these Bylaws or where a majority of the Board approves of the change.

Bylaw 11

INVESTMENT COMMITTEE

- 11.01** (a) The Investment Committee shall consist of the members of the Business Committee who are directors.
- (b) The Investment Committee shall manage funds of the Society in a manner that will maximize the funds available for the promotion of the Society's objectives.
- (c) The Investment Committee is authorized to invest funds of the Society in mutual funds.
- 11.02** (a) Recommendations or decisions of the Investment Committee shall be approved by a majority of the Investment Committee.
- (b) In the event of an equality of votes, the matter shall be resolved in a directors' meeting by a majority of votes.
- 11.03** (a) Subject to Bylaw 11.02, investment decisions shall be solely within the discretion of the Investment Committee.
- (b) The Investment Committee shall inform the Board of all investment decisions.
- 11.04** The Investment Committee may obtain legal or financial advice from advisors who are not members of the Society.