

Corporate Law Association (“CLA”)

Constitution

[As of 15-02-2025, Subject to Change]

Preamble

Name

The name of the club shall be the Corporate Law Association, also referred to as, “CLA”.

Acknowledgement

The Corporate Law Association acknowledges and will abide by the Students’ Union bylaws and policies, unless otherwise approved by the Programs and Services Committee.

The Corporate Law Association will not remain a Students’ Union registered club if any Union Bylaw or other Students’ Union or University of Calgary policy is contravened without Programs and Services Committee ratification.

This document shall serve as the constitution of the Corporate Law Association, which regulates the activities and affairs of the club. All actions and, if any, additional policies of the club shall adhere to this constitution.

Objectives

The objectives of the club shall be:

- I. The Corporate Law Association (CLA) aims to bridge the gap between business and law by providing students with a platform to engage in debates on ethical and legal issues in the corporate world. Many business students graduate with limited exposure to legal principles, as only one business law course is required for the Bachelor of Commerce, as such students who seek to go into corporate law in the future may find themselves underprepared with regards to legal principles, ethical frameworks, and real-world case applications. CLA will help develop analytical thinking, debate skills, and a deeper understanding of business law through structured case discussions.
- II. CLA will primarily serve undergraduate students in the Haskayne School of Business, however students from other faculties with an interest in business ethics, corporate law, and case-based debate will be welcome.
- III. The CLA will address the needs mentioned in Objective I through the following:
 - a. Court-Style Debates & Case Competitions: Hosting mock trials, ethical case debates, and business law discussions, where students argue for and against corporate dilemmas.

- b. Networking & Professional Development: Connecting like minded students with each other, as well as with business law professors, corporate lawyers, and ethics experts to explore careers in business law and corporate governance.
- c. Educational Resources & Research: Providing access to business law case studies that involve ethical issues will deepen students' understanding of what their future careers may be.
- d. Collaboration with Other Clubs: Partnering with debate, commerce, and law clubs to foster interdisciplinary learning and participation in larger case competitions.

Memberships & Fees

Eligibility

- 1 Any student at the University of Calgary is eligible to become a member of the club.
- 2 Any eligible person wishing to become a member of the club may do so by contacting the Co-Presidents.

Fees

- 3
 - (1) Membership shall not require payment of membership fees.
 - (2) Upon termination of membership in the club by resignation or removal, applicable membership fee(s) paid shall not be reimbursed.

Membership Terms

- 4
 - (1) The general membership year shall begin on September 1 and conclude on August 31 of the following calendar year.
 - (2) Prospective members may join at any time during the general membership year.
- 5
 - (1) The Club shall maintain a minimum of 20 members at all times to retain its standing as a Students' Union registered club.
 - (2) At least two-thirds (2/3) of the minimum 20 members must be registered, current undergraduate students at the University of Calgary.
- 6 All members in good standing are entitled to:
 - (a) Receive notice of club meetings and events;
 - (b) Attend club meetings;
 - (c) Speak and participate at any club meeting and/or event;
 - (d) Vote at any general meeting, as long as they are a current Undergraduate student at the University of Calgary;

- (e) Be eligible to become a club Executive, as long as they are also a current Undergraduate student at the University of Calgary.

- 7 A member wishing to resign from their membership may do so by contacting either of the Co-Presidents to provide notice of their resignation.

Termination of Memberships and Executives' Terms

- 8
 - (1) A member may be removed from the club by a unanimous vote of the Executive Council at an Executive Meeting if the member has failed to abide by this constitution.
 - (2) The removal of a member for conduct-related complaints can be recommended by the University of Calgary Student Conduct Office, pursuant to section 8(3), and approved by a vote of the Executive Council at an Executive Meeting. Conduct-related complaints may include, but are not necessarily limited to:
 - (a) Violating any applicable Students' Union or University policies; or,
 - (b) Harming the reputation, function, or unity of the club and/or its members through deliberate action or inaction.
 - (3) The Executive Council must inform the Coordinators, Student Organizations of:
 - (a) The intention to remove a member from the club, prior to taking any action(s) against the member under sections 8(1) and/or 8(2).
 - (b) The outcome of any action(s) taken under sections 8(1) and/or 8(2).
 - (4) The Executive Council or any member may request information and resources pertaining to the removal of a member from the club by contacting the Coordinators, Student Organizations.
- 9
 - (1) An Executive may be removed from their position by a unanimous vote of the Executive Council at an Executive Meeting, from which the Executive in question must abstain, for:
 - (a) Demonstrably neglecting to perform their executive duties as outlined in this constitution or otherwise failing to abide by any non-conduct related aspects of this constitution in a way that negatively impacts the function of the club;
 - (b) Demonstrating an ongoing conflict of interest that cannot be resolved; or,
 - (c) Being absent three or more Executive Meetings without a valid excuse.
 - (2) The removal of an Executive from their position for conduct-related complaints can be recommended by the University of Calgary Student Conduct Office, pursuant to section 9(3), and approved by a vote of the Executive Council at an Executive Meeting,

from which the Executive in question must abstain. Conduct-related complaints may include, but are not necessarily limited to:

- (a) Violating any applicable Students' Union or University policies; or,
 - (b) Harming the reputation, function, or unity of the club and/or its members through deliberate action or inaction.
- (3) The Executive Council must inform the Coordinators, Student Organizations of:
- (a) The intention to remove an Executive from their position, prior to taking any action(s) against the Executive under sections 8(1), 8(2), 9(1) and/or 9(2).
 - (b) The outcome of any action(s) taken under sections 8(1), 8(2), 9(1) and/or 9(2).
- (4) An Executive whose membership is terminated under sections 8(1) and/or 8(2) shall immediately and automatically vacate their Executive position upon the termination of their membership.
- (5) The Executive Council or any member may request information and resources pertaining to the removal of an Executive from their position and/or the club by contacting the Coordinator, Student Organizations.

Structure & Governance

Executive Council

- 10 (1) The club shall be governed by an Executive Council, which shall be responsible for managing the affairs of the club.
- (2) The rights and responsibilities of the Executive Council shall include:
- (a) Promoting the objectives of the club;
 - (b) Promoting membership in the club;
 - (c) Creating and approving an annual budget for the club;
 - (d) Maintaining all accounts and financial records of the club;
 - (e) Paying all expenses for and managing the club;
 - (f) Creating policies, rules and procedures to aid in the management and operation of the club; and,
 - (g) Strategic planning for the longevity of the club.
- 11 (1) The Executive Council shall be composed of 7 officers ("Executives"), who shall be selected at the Annual General Meeting of the club.
- (2) All members of the Executive Council shall be:

- (a) Active Members of the Students' Union (i.e., current undergraduate students of the University of Calgary); and,
- (b) Members in good standing of the club.

(3) Notwithstanding section 11(2)(a), community members, faculty advisors, graduate students, or other individuals (i.e., other non-Active Members of the Students' Union) may participate as non-voting consultants on club Executive matters.

12 Notwithstanding section 11(1), in the event of a vacancy on the Executive Council during the duration of the standard term of office for Executives, the other Executives may appoint a member in good standing to fill the vacancy for the remainder of the term.

13 (1) The term of office for the Executive Council shall be from September 1 to August 31.

(2) No member may retain the same position on the Executive Council for more than two consecutive years.

(3) Pursuant to subsection 11(2)(b), members of the Executive Council must retain membership of good standing in the club through the duration of their term or will automatically vacate their position.

Selection of Executives

14 (1) Pursuant to section 11(1), the Executives of the club's Executive Council shall be selected at the Annual General Meeting by appointment from the incumbent executives.

(2) The incumbent Executive Council shall vote at the Annual General Meeting to appoint the successor(s) for the following year.

(3) Incumbent Executives seeking to retain their position for a further term must abstain from the vote for their position.

Officers and Duties

14 Pursuant to section 11(1), the Executive Council shall be composed of 7 Executives, including:

- (a) The Co-Presidents;
- (b) The Vice President;
- (c) The Director of Finances and Accounting;

- (d) The Director of Marketing;
- (e) The Director of Event Planning; and,
- (f) The Secretary.

15 The Co-Presidents shall be responsible for:

- (a) Supervising the affairs of the Executive Council;
- (b) Presiding over all club meetings;
- (c) Completing annual reporting requirements;
- (d) Acting as spokespeople for the club;
- (e) Ensuring that the club is compliant with its own rules and the rules of relevant third-party organizations, including the Students' Union and the University of Calgary;
- (f) Being co-signing authorities for all club financial matters;
- (g) Transitioning their successors; and,
- (h) Carrying out all other duties as assigned by the Executive Council.

16 The Vice President of Finances and Accounting shall be responsible for:

- (a) Overseeing the club's financial management, including ensuring accuracy in financial records of revenues and expenditures;
- (b) Supervising the deposit of all club funds into the club's bank account and ensuring proper financial documentation;
- (c) Collaborating with the Director of Finances and Accounting to prepare and manage the club's annual budget;
- (d) Being a co-signing authority for all club financial matters;
- (e) Transitioning their successor; and,
- (f) Carrying out other duties as assigned by the Executive Council.

17 The Director of Finances and Accounting shall be responsible for:

- (a) Maintaining club financial records, including a detailed account of revenues and expenditures;
- (b) Ensuring all monies paid to the club are deposited into the club's bank account;
- (c) Fundraising activities for the club;
- (d) Collaborating with the Vice President of Finances and Accounting to prepare and manage the club's annual budget;
- (e) Being a co-signing authority for all club financial matters;
- (f) Transitioning their successor; and,
- (g) Carrying out other duties as assigned by the Executive Council.

- 18 The Director of Marketing shall be responsible for:
- (a) Developing and executing strategies to promote club activities, debates, and events.
 - (b) Managing the club's social media presence and online outreach;
 - (c) Designing marketing materials, including posters, flyers, and digital content;
 - (d) Working with the Director of Event Planning to ensure effective promotion of upcoming events;
 - (e) Maintaining the club's brand identity and ensuring consistent messaging;
 - (f) Acting as a point of contact for external organizations regarding partnerships and publicity;
 - (g) Transitioning their successor; and,
 - (h) Carrying out other duties as assigned by the Executive Council.
- 19 The Director of Event Planning shall be responsible for:
- (a) Organizing and coordinating logistics for club meetings, debates, and networking events;
 - (b) Securing venues, speakers, and necessary resources for club activities;
 - (c) Ensuring events align with the club's mission and objectives;
 - (d) Collaborating with the Director of Marketing to promote events effectively;
 - (e) Managing event registration and attendance tracking;
 - (f) Overseeing event execution, ensuring smooth operations and contingency planning;
 - (g) Transitioning their successor; and,
 - (h) Carrying out other duties as assigned by the Executive Council.
- 20 The Secretary shall be responsible for:
- (a) Taking meeting minutes;
 - (b) Preparing agendas and sending out meeting notices;
 - (c) Communicating with members;
 - (d) Maintaining a membership list;
 - (e) Transitioning their successor; and
 - (f) Carrying out other duties as assigned by the Executive Council.
- 21 (1) Executive transitions shall begin immediately following the Annual General Meeting.
- (2) The transition period will span two business weeks.
- (3) Outgoing Executives are responsible for ensuring incoming Executives have:

- (a) A solid understanding of the requirements and duties of their position, including relevant policies, obligations, partnerships, upcoming events or activities, etc.;
 - (b) ClubHub accounts, with administrative privileges on the club's ClubHub portal;
 - (c) Access to club email and/or social media account(s);
 - (d) Access to and authority over club bank accounts; and,
 - (e) Access to any and all relevant club documents and records.
- (4) Outgoing Executives are responsible for all end-of-year responsibilities to the Students' Union, including but not limited to annual reporting.

Meetings

Executive Meetings

- 22 (1) The Executive Council shall meet for the purpose of managing operations and affairs of the club detailed in this constitution.
- (2) The Executive Council shall meet at least monthly, as called by the Co-Presidents.
- (3) Five business days' notice shall be required for all Executive Meetings unless the Executive Council unanimously agrees to waive this requirement.
- (4) The Secretary shall be responsible for taking minutes at all Executive Meetings.
- 23 (1) Quorum for Executive Meetings shall be a majority (50%) of Executives, including both Co-Presidents unless waived by the Co-Presidency.
- 24 (1) Each Executive member has one vote.
- (2) In the event of a tie, the decision shall be determined by the votes of the Co-Presidents.
- (3) If both Co-Presidents vote in agreement, their decision shall stand; If they vote in opposition to one another, the motion shall be deemed to have failed.
- (4) Executives must be present at the meeting (in person or by teleconferencing) to vote and may not vote by proxy.

- 25 (1) Meetings of the Executive Council shall be open to club members.
- (2) Only Executive Council members may vote at Executive Meetings.
- (3) Members may only participate in discussion when invited to do so by the Executive Council.

Annual General Meeting

- 26 The Executive Council shall call an Annual General Meeting no later than March 30 of each year for the purposes of:
- (a) Selecting new Executive Council members;
 - (b) Providing a report of the club's activities of the past year;
 - (c) Reviewing the club's financial statements for the past year;
 - (d) Approving any proposed amendments to this Constitution; and,
 - (e) Considering other matters specified in the meeting notice.
- 27 Notice for the Annual General Meeting shall be provided to all club members at least 21 days before the Annual General Meeting. This notice shall:
- (a) State the time, date and location of the meeting; and,
 - (b) Provide an agenda of business that will be conducted at the meeting.
- 28 Quorum for the Annual General Meeting shall be one third of club members.
- 29 (1) Every undergraduate student member of the club has one vote. Members who are not undergraduate students may attend and participate in discussion but may not vote.
- (2) In the event of a tie, the decision shall be determined by the votes of the Co-Presidents.
- (3) If both Co-Presidents vote in agreement, their decision shall stand; If they vote in opposition to one another, the motion shall be deemed to have failed.
- (4) Votes by proxy are not permitted.
- (5) The Secretary shall be responsible for taking minutes at the Annual General Meeting.

- 30 A simple majority (50% plus 1) of members present shall decide each issue, with the exception of constitutional amendments, which shall require a supermajority (two-thirds) approval.

Constitutional Amendments

- 31 This Constitution may be amended or repealed at any Annual General Meeting.
- 32 The 21 days' notice for the Annual General Meeting must include details of the proposed resolution to change the Constitution.
- 33 Changes to this constitution shall require approval by two-thirds of members present at an Annual General Meeting.
- 34 The amended Constitution shall take effect:
- (a) After the approval at the Annual General Meeting; and,
 - (b) After submission and approval of the amended Constitution to the Students' Union.
- 35 The amended Constitution must be uploaded to the club's ClubHub Documents portal after approval at the Annual General Meeting.

Dissolution

- 36 The club shall not at any time pay any dividends or distribute its property to or amongst its members.
- 37 (1) If the club is dissolved, any funds or assets remaining after paying debts are to be paid to a not-for-profit organization with objectives similar to those of the club.
- (2) Members shall select the recipient organization by a two-thirds majority vote at an Annual General Meeting.