

The Elias Resolution
(adopted at the CAUS Conference in Halifax, June 2022)

WHEREAS

A. The Canadian Association of University Solicitors (“**CAUS**”) has long since been described as follows:

CAUS is a nebulous and mysterious group of friends and colleagues who, since 1978, have worked to support universities across Canada through the provision of quality legal services. It includes both lawyers working in-house at universities, as well as those who support university clients from private-practice law firms.

B. In the original Elias Motion, adopted by the CAUS membership at its Annual Meeting in 2016, CAUS was defined as :

a forum through which its members confidentially share legal knowledge, experience, and wisdom in university activities and examine common issues and concerns in order to enhance the quality of legal advice and counsel that is provided to Qualifying Universities.

C. The membership composition of CAUS is critical to the proper functioning of CAUS.

D. The CAUS membership, at their 2021 Annual Meeting, approved the creation of the Elias Motion Review Committee to review the Elias Motion.

E. The Elias Motion Review Committee met the appropriate number of times to review and consider the Elias Motion.

NOW THEREFORE the Elias Motion Review Committee recommends to the CAUS membership that the following resolution be adopted for implementation by the CAUS Executive to replace the 2016 Elias Motion, to be known henceforth as the Elias Resolution:

1. Definitions–

In the Elias Resolution:

- (a) “**Emeritus Members**” mean individuals granted emeritus status in accordance with Section 4(b) below;
- (b) “**Extended Members**” mean individuals granted continued membership by the CAUS Executive on an exceptional basis, in accordance with Section 4(c) below;
- (c) “**External Counsel Members**” mean individuals who are admitted into membership in accordance with Section 4(a);

- (d) **“In-House Counsel Members”** mean individuals who are admitted into membership in accordance with Section 4(a);
- (e) **“Member(s)”** means collectively, the In-House Counsel Members, External Counsel Members, Emeritus Members, and Extended Members, or any one of them, as the context requires; and
- (f) **“Qualifying University”** means a member of Universities Canada, or, if approved by the CAUS Executive, a publicly funded university that is not a member of Universities Canada.

2. **Membership Categories** –

CAUS shall be comprised of the following categories of Members:

- (a) In-House Counsel Members;
- (b) External Counsel Members;
- (c) Emeritus Members; and
- (d) Extended Members.

3. **Membership Criteria** –

The following is the criteria for each category of Member:

- (a) **General Membership Criteria:** All Members must participate in CAUS activities in a manner that supports the purpose of CAUS and does not inhibit free exchange of knowledge, experience, or wisdom in university activities.
- (b) **In-House Counsel Members and External Counsel Member Criteria:** All In-House Members and External Counsel Members must also satisfy all of the following criteria:
 - (i) be practicing lawyers;
 - (ii) attend at least one CAUS membership conference every three years, unless otherwise approved by the CAUS Executive; and
 - (iii) consent to their contact information being shared with all other Members on the membership website maintained by the CAUS Executive.

- (c) **Additional Criteria for In-House Counsel Members:** All In-House Counsel Members must also:
 - (i) be employed by a Qualifying University; and
 - (ii) maintain employment responsibilities that include the provision of legal advice to their employer.
- (d) **Additional Criteria for External Counsel Members:** All External Counsel Members must also:
 - (i) continue to provide regular ongoing advice to one or more Qualifying Universities; and
 - (ii) maintain the support of at least one Qualifying University for their membership in CAUS.
- (e) **Changes to Membership Criteria:** The CAUS Executive retains the authority to modify or adopt additional membership criteria at any time between the CAUS Annual Meetings, provided that such additional criteria are:
 - (i) published on the CAUS membership forum and reflected in a supplement to this Resolution posted on the CAUS website; and
 - (ii) brought forward for ratification at the next CAUS Annual Meeting.

Any modified or additional criteria not ratified shall be deemed immediately null and void.

4. Membership Application and Renewal –

- (a) **Granting In-House Counsel Member and External Counsel Member Status:** New memberships and renewals shall be granted for the In-House Counsel Member and External Counsel Member categories upon an applicant submitting:
 - (i) payment of the prescribed membership fee for the applicable membership category; and
 - (ii) confirmation that the applicant meets the membership criteria applicable to their membership category set forth in Section 3, in the form determined by the CAUS Executive.

(b) **Granting Emeritus Member Status:** The CAUS Executive may, on application or upon its own initiative, grant Emeritus Member status to any individual who has:

- (i) ceased, or will soon cease, to be a Member;
- (ii) contributed their knowledge, experience, and wisdom consistently for the benefit of CAUS and its Members; and
- (iii) expressed a willingness to continue participation in CAUS.

Unless otherwise determined by the CAUS Executive, Emeritus Members are exempted from paying membership fees and the conference attendance requirement.

(c) **Granting Extended Member Status:**

- (i) Upon an application from an individual who has ceased, or will soon cease, to meet all of the applicable eligibility criteria set forth in Section 3 (Membership Criteria), the CAUS Executive may grant membership or a membership renewal in the Extended Member category in circumstances where that individual's continued membership would be of benefit to CAUS.
- (ii) Individuals who are Members immediately prior to the adoption of amendments to Section 3 (Membership Criteria) and who no longer meet the amended membership criteria, shall continue to be Members under the Extended Member category for the balance of their current membership term. Such Member may seek renewal under subsection (i) above or seek Emeritus Member status.
- (iii) Unless otherwise determined by the CAUS Executive, Extended Members are not exempted from paying membership fees and the conference attendance requirement.

5. **Membership Term** – All CAUS memberships, including Emeritus Members and Extended Members, shall have a membership term that commences upon the date that the membership application is accepted by the CAUS Membership Chair, and expires on the date determined by the CAUS Executive for the expiry of all CAUS memberships.

6. Membership Termination –

- (a) If a Member no longer meets all of the membership criteria then that Member's membership is deemed to be automatically terminated.
- (b) Without limiting the generality of Section 3(a) (General Membership Criteria), the participation by an External Counsel Member in litigation, alternative dispute resolution processes or similar processes in other forums, against a Qualifying University other than on behalf of another Qualifying University shall result in the automatic termination of the Member's membership in CAUS unless an exemption is granted by the CAUS Executive.

7. Membership Changes – Each Member is expected to keep the Membership Chair informed of any change to their circumstances that may impact their membership eligibility.

8. Membership Concerns –

- (a) If a Member has a concern regarding the continued membership eligibility of another Member, they are encouraged to raise the concern with (in order):
 - (i) the other Member (if appropriate);
 - (ii) where the concern is with an In-House Counsel Member, with the senior legal officer of the Qualifying University employing the In-House Counsel Member;
 - (iii) where the concern is with an External Counsel Member, with the senior legal officer(s) of the Qualifying University(ies) identified as having most recently supported the External Counsel Member's membership;
 - (iv) the Membership Chair.
- (b) If the concern is unresolved, or otherwise requires resolution, the affected Members may refer the concern to the CAUS Executive, who shall determine the matter.

9. CAUS Executive Authority and Discretion –

- (a) In addition to the authority specifically granted to the CAUS Executive in this Resolution, the CAUS Executive retains the residual authority to decide any other matter involving the interpretation or application of, or otherwise arising from, this Elias Resolution.
- (b) In exercising this authority, the CAUS Executive's discretion is sole, absolute and unfettered, and its decisions are final, with no possibility of appeal or judicial review.

- (c) Without in any way limiting the CAUS Executive's authority or discretion, it is suggested that the following may be useful considerations in any given instance:
 - (i) the descriptions of CAUS as set out in Recitals A and B, and the General Membership Criteria set out in Section 3(a);
 - (ii) the views of any directly affected Member(s) and Qualifying University(ies); and
 - (iii) the relevant surrounding circumstances, including but not limited to: any consents or waivers granted by the relevant Qualifying University(ies), ethical walls, the size of local market for legal services, and multi-jurisdictional office arrangements.
- 10. **Membership List and Contact Information** – For the purpose of ensuring openness and transparency of the CAUS membership amongst the Membership, the CAUS Executive shall maintain an online or otherwise easily accessible CAUS membership list that is available to all Members.
- 11. **Membership Chair** – It is recommended that the CAUS Executive designate one of its members as the Membership Chair, to consider, administer, and monitor membership matters.
- 12. **Financial Support for Administrative Resource** – The CAUS Executive is authorized to expend reasonable sums on the creation and maintenance of the CAUS membership website, and will entertain applications for financial support for the administrative resources required by the CAUS Executive to administer the CAUS membership website and membership matters.