

Canadian Bar Association - Newfoundland and Labrador Branch

By-Laws

Amended August 21, 2019

1. DEFINITIONS

In these by-laws:

- a) "Association" means the Canadian Bar Association, as incorporated by the Act of Incorporation (11-12 George V, c.79);
- b) "Branch" means the Newfoundland and Labrador Branch of the Association;
- c) "Council" means the Branch Council;
- d) "Executive Committee" means the Executive Committee of the Branch;
- e) "Member" means a member of the Association who is in good standing with the Association and the Branch and who is resident in the province;
- f) "President" means the President of the Branch unless the contrary is indicated;
- g) "Past President" means the person who was President of the Branch in the previous year;
- h) "Province" means the Province of Newfoundland and Labrador;
- i) "Sections" means those Sections recognized in the Association By-laws.

2. MEMBERSHIP

- a) The membership of the Branch consists of:
 - i. all members of the Association who are resident in Newfoundland and Labrador or who elect to be a member of the Newfoundland and Labrador Branch pursuant to By-law No. 1 of the Association;
 - ii. all individuals who, by a resolution of the Branch Council, have been admitted to honorary membership in the Branch.

3. OBJECTS AND POWERS

The objectives of this Branch shall be, and it shall have to power to:

- a) carry out the objectives of the Association as set forth in its Mission, Vision Statements and Strategic Plan.

4. TABLE OFFICERS

- a) The Table Officers of the Branch shall consist of:
 - i. President
 - ii. Vice-President

- iii. Treasurer
- iv. Past President

b) The Table Officers shall be elected as provided in section 14.

5. DUTIES OF THE TABLE OFFICERS

- a) The President shall be responsible for and have authority to:
 - i. preside at and attend all meetings of the Executive Committee, Council and the Branch;
 - ii. assist the President of the Association in carrying out the administration of the Association within the province.
 - iii. with respect to matters within the province, to have the same rights and perform the same duties the President of the Association as set out in the Association's By-laws;
 - iv. together with the Executive Committee ensure that the Association policies are carried out and that new goals and objectives are formulated;
 - v. submit a written report in respect of the work of the Branch at the Mid-Winter and Annual Meetings of the Branch;
 - vi. advise and consult with the Executive Committee on all matters pertaining to Branch policies, operations, programs and finances.
- b) The Vice-President shall be responsible for and have authority to:
 - i. supervise Section activities of the Branch and have other such responsibilities as may be delegated by the President;
 - ii. in the absence of the President, preside at meetings and shall exercise the rights and perform the duties of the President in carrying on the administration of the Branch.
- c) The Treasurer shall be responsible for and have authority to:
 - i. have charge of the finances of the Branch and shall report to the Branch at the Mid-Winter Meeting on the preceding year's financial statements and shall present at the Annual Meeting of the Branch a budget to be approved by Council for the following fiscal year.
- d) The Past President shall be responsible and have authority to:
 - i. shall be responsible for the election matters referred to in section 14 and 15;
 - ii. shall perform any other duties that may be assigned by the President and shall act as an advisor to the President.
- e) The same individual may fill the offices of Secretary and Treasurer simultaneously where, in the discretion of the President and the Executive Committee, it is suitable to do so.

6. EXECUTIVE COMMITTEE

- a) The Executive Committee of the Branch shall consist of:
 - i. The Table Officers of the Branch;
 - ii. Secretary;
 - iii. Professional Development Chair;

- iv. Young Lawyers Chair;
- v. Western Regional Representative;
- vi. Central Regional Representative;
- vii. Labrador Regional Representative;
- viii. Executive Director, who shall be a non-voting member.

- b) Any vacancy that may occur on the Executive Committee may be filled by unanimous resolution of Council and may, in the interim, be filled temporarily by the Executive Committee.

7. DUTIES OF THE EXECUTIVE COMMITTEE

- a) The Executive Committee shall:
 - i. advise and assist the President in the duties of that office;
 - ii. between meetings of Council shall have all the powers of Council except the power to pass By-Laws;
 - iii. the Executive Committee, through the President, shall report to each meeting of Council;
 - iv. meet for the dispatch of business as it deems fit. Quorum necessary for the transaction of matters of the Executive Committee shall be five voting members thereof, or 50% plus one voting members of the Executive Committee.
 - v. Members of the Executive Committee may participate in the Executive Committee meetings in person, by telephone, videoconference or other real-time electronic means.
- b) Meetings of the Executive Committee may be called by the President or by any other three voting members thereof, or by 25% of the voting membership of the Executive Committee, upon giving seven days' written notice to the other members of the Executive Committee.
- c) The Executive Committee may propose names or appoint candidates for positions on any Committee of the Branch, the Association, or Committee which the Branch has been asked to provide representation, not otherwise provided for in these By-laws. To include the provincial representative on the Canadian Bar Insurance Association and the Branch representative on the Newfoundland and Labrador Access to Justice Steering Committee.

8. EXECUTIVE DIRECTOR

- a) The Executive Committee may appoint an Executive Director of the Branch who is the Chief Administrative Officer of the Branch and who is responsible to the Executive Committee through a direct reporting relationship with the President.
- b) In the absence of the Executive Director, the Executive Committee may designate another person to perform the duties of the Executive Director.
- c) The Executive Director shall have the following duties:
 - i. administer the general affairs of the Branch in accordance with its policies;
 - ii. advise and assist the Executive Committee and other Committees of the Branch in the discharge of their duties and responsibilities;

- iii. in the absence of the Branch Secretary prepare the minutes of the meetings of the Branch, the Executive Committee, Council and Committees;
 - iv. exercise full authority over and be responsible for the general office of the Branch and any other staff employed by the Branch;
 - v. maintain proper books of account and assist the Treasurer with the budget and financial statements of the Branch;
 - vi. attend to all correspondence and the giving of notices required by the By-laws or as directed by the Executive Committee;
 - vii. carry out the duties that the Executive Committee may reasonably delegate to the Executive Director;
 - viii. act as Branch liaison with the office of the national Association and other provincial and territorial Branches;
 - ix. be responsible for the delivery of the professional development programming by the Branch;
 - x. act as liaison between the Committees and Sections of the Branch and the Executive Committee;
 - xi. be an ex officio, non-voting member of the Executive Committee;
- d) The Executive Director shall not engage in any activity which might conflict with the duties of the office except with the approval of the Executive Committee.

9. COUNCIL

- a) Council shall consist of the following members resident in the province:
- i. members of the Executive Committee;
 - ii. Past-Presidents of the Branch and Association;
 - iii. Executive members of any Association section;
 - iv. Chairperson of each Branch Section;
 - v. Chairperson of any Branch Standing Committees;
 - vi. such other members as the Branch Executive Committee may by resolution appoint.
- b) The Board member from Newfoundland and Labrador on the Association Board of Directors shall be a non-voting member of Council.

10. DUTIES OF COUNCIL:

- a) Council shall carry on the work of the Branch and advance its objects and vision.
- b) Council may appoint special and standing Committees as may from time to time be necessary or desirable according to the provisions in section 12.
- c) Council may by resolution delegate any of its powers to the Executive Committee or the President of the Branch.

11. MEETINGS OF COUNCIL

- a) Council shall meet during the last quarter of the Branch fiscal year which meeting shall be called the Annual Meeting of the Branch.
- b) All members may attend the Annual Meeting of the Branch and speak to issues at those meetings, but only Council members may vote on resolutions tabled at the meeting.
- c) The quorum necessary for the transaction of business of Council shall be seven (7) members. members of Council may participate in the Council meetings in person or by telephone or other real-time electronic means.
- d) The Executive Director shall give, or cause to be given, to each member of Council not less than two (2) weeks' notice of a meeting of the Council. Notice of a meeting may be provided by any announcement distributed to members of the Branch.

12. SPECIAL COMMITTEES

- a) Council may appoint any special committees that are necessary or desirable and may disband any special committee it has appointed.
- b) Council shall appoint the Chair of each special committee established by it.
- c) Council may fill any vacancies on any special committee as they occur.
- d) Council may, by resolution, delegate any authority granted pursuant to the above to the Executive Committee or to the President.

13. SECTIONS

- a) Branch Sections shall be organized and continued for each of the Sections authorized from time to time by the Association unless the Council decides that any Branch Section should not be organized or continued, in which case, the Executive Director of the Branch shall notify the Chief Executive Officer of the Association and the National Section Chair.
- b) Branch Sections are to be styled by the Section name and the name of the province.
- c) The Chair of each Branch Section shall be elected annually at the Annual Meeting of the Branch in accordance with the provisions of these By-laws.
- d) In the event that there are no nominees to fill a position, or a vacancy occurs during a term of office, the Executive Committee may appoint the Chair of such section.
- e) Each Section may elect a co-chair, vice-chairperson, a secretary and any other officers that it may consider appropriate.
- f) Any Branch member may become a member of any Branch Section.
- g) Each Section shall meet at the call of the Chair of the Section.
- h) Council or the Executive Committee may refer to any Section matters in respect of which it is desired that the Section shall make inquiry and report.
- i) Each Section shall submit an annual report to the Annual Meeting of the Branch outlining the activities of the Section and covering the work done from the date of the preceding Annual Meeting of the Association up to the date of the report.
- j) Each Section shall endeavour to be represented at each meeting of Council.

14. NOMINATIONS

- a) The Executive Committee shall receive nominations, may make nominations on its own initiative and be responsible for elections.
- b) All members of the Branch in good standing shall be eligible to serve as Executive Committee members other than as follows:
 - i. the position of Past President shall only be filled by the retiring President, and if the retiring President is unable or unwilling to act as Past President then the retiring Past President shall be asked and entitled to remain in the position of Past President;
 - ii. the position of President shall be filled each year by the retiring Vice President;
 - iii. if the Vice-President is unable or unwilling to assume the office of President, any person wishing to serve as President shall have served as Treasurer within the ten (10) years prior to nomination. If this requirement cannot be met, any member who has served on the Executive Committee in the preceding 10 years may submit a nomination to serve in that position;
 - iv. the position of Vice President shall be filled each year by the retiring Treasurer;
 - v. if the Treasurer is unable or unwilling to assume the office of Vice-President, any person wishing to serve as Vice-President shall have served as Treasurer within the ten (10) years prior to nomination. If this requirement cannot be met, any member who has served on the Executive Committee in the preceding 10 years may submit a nomination to serve in that position;
 - vi. if the foregoing requirements for any position cannot be met and no other person eligible for nomination under section 14(b) submits a nomination, any member in good standing may submit a nomination to serve in that position.
 - vii. any person wishing to serve as Central, Western, or Labrador Representative must ordinarily be resident in the geographical region that position represents;
 - viii. if no person is nominated to serve as Central, Western or Labrador Representative who is ordinarily resident in the respective geographical region, then a member connected to that geographical region by past residence for a continuous period of more than ten (10) years or by having, to the satisfaction of the Executive Committee in a reasonable exercise of discretion, a practice significantly connected to that region, may be nominated.
 - ix. in line with the CBA National Bylaws and Regulations, the position of Young Lawyers Chair must be filled by a member who is not more than 10 years called to the bar or not older than 40 years of age.
- c) Nominations shall be filed not later than thirty (30) days before the first day of the Annual Meeting of the Branch.

15. ELECTIONS

- a) If only one nomination is received for an elected position, the Past President shall declare that member elected for that position.

- b) If more than one member is nominated for any elected office, the Past President not later than twenty-one (21) days before the first day of the Annual Meeting forward to each member, by electronic mail or otherwise, notice containing the names of persons nominated for each contested office, together with suitable election ballots, or link to electronic voting platform.
- c) All members are eligible to vote in elections. Each member may cast one vote in respect of each elected office in which there is a contest.
- d) Members wishing to vote in an election shall do so by mailing, emailing or faxing their ballot to the Branch office not less than seven (7) days before the first day of the Annual Meeting or by delivering it to the Branch Office at any time prior to the first day of the Annual Meeting.
- e) Ballots shall be counted by three scrutineers consisting of members present at the Annual Meeting, all of whom shall be appointed by the Past President.
- f) A plurality of votes cast shall decide the member elected to the respective office. In the event of a tie occurring the members present at the Annual Meeting and qualified to vote shall vote on a paper to be supplied by the Past President and the member receiving the plurality of votes from members present shall be declared elected.
- g) The President shall act as Chief Electoral Officer and shall rule with respect to all questions relating to the procedures. The President may seek the advice of the Past President, but rulings of the President shall be final.
- h) The Past President shall announce the results of the elections during the Annual Meeting and shall submit a report to the Annual Meeting indicating the nominations submitted for the various elected positions.

16. TERM OF OFFICE

- a) In these By-laws "annual period" means the period from September 1 to August 31.
- b) All Officers, elected Members of the Council and all Branch Section Chairs shall hold office for the term of the annual period.
- c) The Branch President and Section Chairs shall not hold such office for more than two consecutive annual periods without prior approval of the Executive Committee.

17. MEETINGS

- a) Upon written requisition of ten (10) members of the Branch specifying the intended purpose of the meeting, the Executive Committee shall call a Special Meeting of the Branch at the earliest practical time at any time and place that the Executive Committee shall decide.
- b) The Executive Director shall give, or cause to be given, to each member not less than one (1) weeks' notice of a meeting of the Branch. Notice of a meeting may be provided by any announcement distributed to members of the Branch.
- c) The quorum of any session Special Meeting of the Branch shall be ten (10) members. Members may participate in meeting of the Branch in person or by telephone or other real-time electronic means.

- d) No member shall speak for more than 10 minutes or more than once on any subject, unless the member is the mover of the motion, in which event, the member shall have the right to reply for five minutes, provided that this limitation may be dispensed with on the consent of three-quarters of all members present.

18. FINANCE

- a) The Executive Director and Treasurer shall carry on the general banking business of the Branch and shall arrange that all moneys received by the Branch shall be deposited in an account in the name of the Branch in a Canadian Chartered Bank, a Credit Union or trust company, and all disbursements shall be made from such account.
- b) All cheques, drafts and other negotiable instruments shall be signed on behalf of the Branch by any two Branch Table Officers.
- c) An operating reserve, held separate from general reserves, shall be established and maintained at a level not less than six month's budgeted expenditures, as calculated in accordance with the budget of the current year. There shall be no encroachment upon the capital of the operating reserve unless approved by special resolution of the Executive Committee.
- d) The Branch shall appoint a Certified Professional Accountant during the Annual Meeting who shall conduct a financial review for the forthcoming fiscal year;
- e) The Treasurer shall with the approval of the Executive Committee prepare a budget annually for submission to the Council and upon approval, a copy of such budget shall be filed with the Executive Director of the Association in accordance with the By-Laws of the Association.
- f) The fiscal year of the Branch shall be the same as the fiscal year of the Association.

19. STATEMENTS AND SUBMISSIONS

- a) All statements and submissions made by any member of any Branch Section or group of members of the Branch to any person or persons which purport to be made on behalf of the Branch or any of its Sections or Committees, must have the prior consent of the Executive Committee or Council, except for statements or submissions made in the following circumstances:
 - i. statements and submissions made by any Section or Committee of the Branch only to its national Section Chairperson or National Committee Chairperson of the Association;
 - ii. statements and submissions made by any Section or any Committee of the Branch only to the Executive Committee or Council;
 - iii. all statements and submissions made by any Section or Committee of the Branch to the general membership at any meeting of the Branch; or
 - iv. statements and submissions made and approved in accordance with the provisions of the By-Laws of the Association dealing with resolutions by Sections.
- b) Where statements and submissions, other than those provided for in section 19a, purport to be made by a Section on a matter under study by Sections in more than one province or on a matter of concern to more than one province, the Council of the Branch or the Executive

Committee, as the case may be, shall, prior to consenting to the making of such statement consult with the National Chair of the Section or Sections concerned.

- c) Where statements are made on behalf of a Section or a committee or the Branch, the statement must, to the satisfaction of the President or Vice-President, represent the views of a majority of members of the Section or committee or the Branch, and the statement shall clearly state that it represents the views of the particular group on whose behalf the statement is made.

20. BY-LAWS

- a) Notice of any proposed amendments to the By-laws of the Branch shall be given in writing and sent to the Branch Executive Director not less than twenty-one (21) days before the meeting of the Branch called to consider the same.
- b) The Executive Director shall, not less than fourteen (14) days before such meeting, give notice in writing to the members of the Branch of such proposed amendments.
- c) All amendments to these By-laws adopted by the Branch as herein prescribed shall be deemed to take effect at the time the motion proposing their adoption is adopted by a meeting of the Branch.

21. MISCELLANEOUS

- a) Robert's Rules of Order for public meetings shall govern the proceedings of all meetings of the Branch unless otherwise provided by these By-laws.