

BRITISH COLUMBIA COUNCIL OF ADMINISTRATIVE TRIBUNALS

Society Number S-0035713

BY-LAWS

Part 1 – Interpretation

- 1.1 In the Constitution and these by-laws, unless the context otherwise requires,
- (a) “Act” means the Societies Act, S.B.C. 2015, c.18, as amended;
  - (b) “AGM means an annual general meeting,
  - (c) “director” means an individual who has been designated, elected or appointed, as the case may be, as a member of the board of directors of the society, regardless of the title by which the individual is called;
  - (d) “registered address” means a member’s address as recorded in the register of members;
  - (e) “registered e-mail address” of a member means that member’s e-mail address as recorded in the Register of Members;
  - (f) “society” means British Columbia Council of Administrative Tribunals;
  - (g) “special resolution” means any of the following;
    - (i) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by proxy;
    - (ii) a resolution consented to in writing by all of the voting members;
    - (iii) a resolution passed by at least 2/3 of the votes cast by the voting members, by indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means;
  - (h) “voting member” means a member of the society who has the right to vote under Part 2;
  - (i) the singular includes the plural and vice versa, and
  - (j) persons include individuals, corporations, association, and other organizations, whether incorporated or not.

- 1.2 The definitions in the Act on the date these by-laws become effective apply to these by-laws.
- 1.3 Each member is entitled to and the Society must on request give the member a copy of the constitution and by-laws, without charge.
- 1.4 Where permitted, the constitution and by-laws can only be amended by special resolution.

## Part 2 – Membership

- 2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these by-laws and who, in either case, have not ceased to be members.
- 2.2 (1) There shall be two categories of members as follows:
  - (a) Voting Members: Persons are qualified for voting membership if they are:
    - (i) full- or part-time adjudicators or members of any regulatory and adjudicative agencies, boards, commissions and tribunals performing quasi-judicial functions (“administrative tribunals”);
    - (ii) persons engaged full-time by administrative tribunals as solicitors or counsel or employed in executive or management positions such as registrar, manager, or director, (“executive staff”); or
    - (iii) government employees who perform, on a full-time basis, functions comparable to administrative tribunal adjudicators (“government employees”).
  - (b) Non-Voting Members: Academics, practitioners before administrative tribunals, members of advocacy groups, and other interested persons are qualified to become non-voting members. Non-voting members may be elected as directors or officers and may vote at annual or other members’ meetings. Non-voting members who are not elected as directors or officers may not vote at annual or other members’ meetings.
- (2) Membership is not transferable.
- (3) Membership must be renewed annually, by a date set by the Board that is not less than 48 hours before the start of the AGM.

- (4) A renewal received fewer than 48 hours before the start of a general meeting must be postponed until after the meeting, and membership cannot be renewed at a general meeting.
- (5) Fees shall be payable by members in such amounts and in such manner and at such times as may be determined from time to time by the directors.
- 2.3 A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.
- 2.4 Every member and director must comply with:
- (a) the Act,
  - (b) the Constitution and by-laws,
  - (c) all policies and regulations created by the Board, and
  - (d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.5 A person shall cease to be a member of the Society
- (a) by delivering a resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
  - (b) on death or in the case of a corporation on dissolution;
  - (c) on being expelled; or
  - (d) on having been a member not in good standing for twelve (12) consecutive months.
- 2.6 (1) A member may be expelled by a special resolution of the voting members passed at a general meeting.
- (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.7 All members are in good standing except members who have failed to pay their current annual membership or any other subscription or debt due and owing by them to the Society and they are not in good stand so long as the debt remains unpaid.
- 2.8 A member of the Society is not, in that capacity, liable for a debt or other liability of the Society.

### Part 3 – Meetings of Members

- 3.1 General meetings of the Society must be held at the time and place, (in accordance with the Act and these by-laws), that the Board decides, but in any event, must be held at least once every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 (1) The directors may, when they think fit, convene an extraordinary general meeting.
- (2) The directors, on the requisition of 10% or more of the voting members, must convene an extraordinary general without delay.
- (3) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must
- (a) state the purpose of the special general meeting,
  - (b) be signed by the requisitionists, and
  - (c) be delivered or sent by registered mail to the address of the Society.
- (4) If, within 21 days after the date of the delivery of the requisition, the Board does not convene an extraordinary general meeting, the requisitionists, or a majority of them, may themselves convene an extraordinary general meeting to be held within four months after the date of delivery of the requisition.
- (5) An extraordinary general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board.

### Part 4 – Notice to Members

- 4.1 (1) Notice of a general meeting must:
- (a) specify the place, date and hour of meeting,
  - (b) include any special resolution to be proposed at the meeting, and, in case of special business, state the general nature of that business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business,
  - (c) include a membership application or membership renewal form, and

(d) include a list of nominees for election as directors.

4.2 Notice of a general meeting shall be given to:

(a) every member shown on the register of members on the day notice is given; and

(b) the auditor, if Part 11 applies.

(c) non-voting members are not entitled to receive notice of or to vote at a meeting of the members of the Society

4.3 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

4.4 (1) A notice may be given to a member, either personally, by mail sent to the member's registered address, by facsimile transmitted to the member's registered facsimile number or by e-mail sent to the member's email address.

(2) A Notice sent by mail shall be deemed to have been given on that second business day following the day that notice has been given. It is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email is deemed to have been given on the day it is sent.

4.5 (1) Notice of a general meeting shall be mailed not less than 21 days prior to the date scheduled for the meeting, or if transmitted by facsimile, e-mail or hand delivered by the Secretary, not less than 14 days prior to the date scheduled for the meeting to every member shown on the Register of Members on the day notice is given.

(2) At any time should the Society have more than 250 members, notice under 4.5(1) is deemed to have been sent under by-law 4.5(1) if notice of the date, time and location of the general meeting:

(a) has been sent to every member of the Society who has provided a registered e-mail address to the Society, by email to that e-mail address, and

(b) the notice is posted, throughout the period commencing at least 21 days before the meeting to the day of the meeting, on a website that is maintained by or on behalf of the Society.

## Part 5 – Proceedings at General Meetings

### 5.1 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business at an annual general meeting, except,
  - (i) the adoption of rules of order;
  - (ii) approval of the minutes of the preceding AGM, and any intervening general meetings,
  - (iii) the report of the Board,
  - (iv) consideration of the financial statements, and the report of the auditor, if any;
  - (v) the appointment of the auditor, if required;
  - (vi) approval of the budget;
  - (vii) the election of directors;
  - (viii) resolutions, if any, and
  - (ix) the other business that, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

5.2 (1) No business, other than the election of a presiding member and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) Twenty (20) voting members present shall form a quorum for the conduct of business.

5.3 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting if convened on the requisition of members, shall be terminated, but in any other case, it shall stand adjourned to a time and place to be determined by the Board within 90 days of the original meeting. Notice as required in Article 4 of these by-laws shall be given for the adjourned meeting, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

5.4 Subject to by-law 5.5, the president of the Society, the vice-president or in the absence of both, one of the other directors present, shall preside at a general meeting.

- 5.5 If at a general meeting
- (a) there is no president, vice-president or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or
  - (b) the president and all the other directors present are unwilling to act as presiding member, the members present shall choose one of their number to preside.
- 5.6 (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.7 No resolution proposed at a meeting need be seconded and the presiding member of a meeting may move or propose a resolution.
- 5.8 (1) Any resolution may be passed by simple majority of the voting members present or by proxy, except that if the resolution is required to be a special resolution, it must be passed by the majority as provided for in the Act, whether cast in person or by proxy.
- (2) In case of an equality of votes the presiding member shall not have a casting or second vote in addition to the vote to which the presiding member may be entitled as a voting member and the proposed resolution shall not pass.
- 5.9 (1) A voting member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting may be by show of hands or by written ballot, as determined by the directors.
- (3) In the absence of any voting member at a general meeting, such member may, by proxy in writing, appoint another member who is present at such meeting to vote in their place.
- (4) No person shall be entitled to exercise more than 10 proxy votes at a general meeting of the Society.
- (5) The proxy shall be delivered to the secretary of the Society before or at the time for holding the meeting at which the person named in the proxy proposes to vote and if it is not so delivered the instrument of proxy shall not be treated as valid.

(6) An instrument appointing a proxy may be in the following form, or in any other form that the directors may approve.

I, (name), of (address), in the province of (name of province), hereby appoint (name of proxy), of (address), as my proxy to vote for me and on my behalf at the (annual or special as the case may be) general meeting of the Society to be held on the (date) day of (month), 20(year), and at any adjournment thereof.

Signed at (place) this (date) day of (month), 20(year).

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## PART 6 – Directors and Officers

6.1 (1) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to

- (a) all laws affecting the Society;
- (b) these by-laws; and
- (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.

(2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

6.2 (1) The president, vice-president, secretary, treasurer shall be the officers of the Society. They and five (5) or more other voting members shall be the directors of the Society and shall be elected by the voting members at the first annual general meeting. At each annual general meeting thereafter, elections shall take place for the positions of all directors, including officers, whose terms have expired.

(2) The number of directors of the Society shall be not less than nine (9) and not more than fifteen (15).

(3) At least five (5) and no more than seven (7) of the directors shall be designated representatives of administrative tribunals as set out in by-law 5, and at least one (1) of the directors shall be an executive staff member or a government employee, as defined in by-law 4.



(4) The members comprising the Board of Directors shall reflect the diversity of mandates within the administrative justice sector and be broadly representative of the sector.

(5) The immediate past president shall be an ex-officio director of the Society.

6.3 (1) All directors, including officers, shall be elected for a term of two (2) years. They shall all retire from office at the annual general meeting closest to the expiry of their term of office, at which time their successors shall be elected.

(2) Separate elections shall be held for each office to be filled.

(3) An election may be by acclamation, otherwise it shall be by ballot.

(4) If no successor is elected the person previously elected or appointed continues to hold office.

6.4 (1) Directors may resign their offices upon giving notice to the president of the Society. This resignation will take effect as soon as it is received by the president.

(2) An elected officer ceases to be an elected officer:

(a) if the director becomes of unsound mind, or

(b) the director ceases to be a voting member of the Society, or

(c) by resolution of the Board, or

(d) on resigning in writing, or

(e) on ceasing to be a director.

6.5 (1) Where a vacancy occurs among the directors, it shall be filled by the member who ran for the office of director at the most recent annual general meeting and who received the next highest number of votes to the director appointed with the least number of votes. If no such candidate is available or willing to serve, then the directors shall appoint a voting member as a director to fill a vacancy among the directors.

(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

(3) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

- 6.6 (1) Notwithstanding by-law 5.5(2), the voting members may by special resolution remove a director before the expiration of that director's term of office, and may elect a successor to complete the term of office.
- (2) The notice of special resolution for removal shall be accompanied by a brief statement of the reason or reasons for the proposed removal.
- (3) The director who is the subject of the proposed resolution for removal shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 6.7 (1) In observance of clause 5 of the Society's Constitution, no director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
- (2) The directors shall not be liable for any action taken or omitted by them in good faith or for the acts of any agent, employee or trustee selected by them with reasonable care or any act or omission of any other director or directors.

#### Part 7 – Proceedings of Directors

- 7.1 (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that they meet at least once every three months.
- (2) Directors may participate in a meeting of the Board by telephone or other communications medium if all of the directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with one another.
- (3) If one or more members of the Society vote during a director's meeting in a manner contemplated by this by-law 7.1(2), the vote must be conducted in a manner that adequately discloses the intentions of the members.
- (4) Voting by e-mail , fax or other electronic means, on proposed business that develops as a result of a director's meeting is authorized as long as the electronic vote is communicated to all directors.
- (5) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be five (5) directors then in place on the Board.

(6) The president shall preside at all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-president shall act as presiding member; but if neither is present the directors present may choose one of their number to preside at that meeting.

(7) A meeting of the Board may be called by:

- (a) the President, or
- (b) any three directors, or
- (c) resolution of the Board.

(8) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by hand, ordinary mail, e-mail or facsimile transmission. Except where notice is waived by all directors, notice of a meeting of the Board must be given not less than 48 hours before the meeting.

7.2 (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors and members as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and each committee shall have a director of the Society who will be liaison to the directors, but is not necessarily the chair of the committee.

(3) In any event, in addition to such committees as the directors deem appropriate from time to time, there shall be standing education, membership and nominating committees.

7.3 A committee shall elect a presiding member of its meetings; but if no presiding member is elected, or if at a meeting the presiding member is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to preside at the meeting.

7.4 The members of a committee may meet and adjourn as they think proper.

7.5 For a first meeting of directors held immediately following the appointment of election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of directors is present.

7.6 (1) Except as otherwise required, questions arising at a meeting of the directors, and committee of directors shall be decided by a simple majority of votes.

(2) In case of an equality of votes the presiding member does not have a second or casting vote.

7.7 No resolution proposed at a meeting of directors or committee of directors need not be seconded and the presiding member of a meeting may move or propose a resolution.

7.8 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

## Part 8 – Duties of Officers

8.1 (1) The president shall preside at all meetings of the Society and of the directors.

(2) The president is the chief executive officer of the Society and, subject to the supervision of the directors, shall supervise the other officer in the execution of their duties. The president with the secretary, or other officer appointed by the directors for the purpose, shall sign all by-laws. The president shall be, ex officio, a member of all committees. The president shall perform such other duties as may from time to time be determined by the directors.

8.2 The vice-president shall carry out the duties of the president during the latter's absence or inability. The other duties of the vice-president shall be such as the directors or the president may assign or delegate.

8.3 The secretary shall

- a) conduct the correspondence of the Society;
- b) issue notices of meetings of the Society and directors;
- c) keep minutes of all meetings of the Society and directors;
- d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
- e) have custody of the common seal of the Society; and
- f) maintain the register of members; and
- g) perform such other duties as may from time to time be determined by the directors.

8.4 The treasurer shall

- a) keep the financial records, including books of account, necessary to comply with the Act, and
- b) render financial statements to the directors, members and others when required;

- c) ensure that full and accurate accounts of all receipts and disbursements of the Society are kept in proper books of account and that all moneys or other valuable effects are deposited in the name and to the credit of the Society in such financial institution(s) as may from time to time be designated by the directors, and
- d) perform such other duties as may from time to time be determined by the directors.

- 8.5 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
- 8.6 Any of the duties of the secretary or treasurer may, with the consent of the secretary or treasurer, be assigned by the directors to any of the Society's other directors.
- 8.7 The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

#### Part 9 – Seal

- 9.1 The directors may provide a common seal for the Society, and may destroy a seal and substitute a new seal in its place.
- 9.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and the vice-president or the president and the treasurer.

#### Part 10 – Borrowing

- 10.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 10.2 No debenture shall be issued without the sanction of special resolution.
- 10.3 The voting members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## Part 11 – Auditor

- 11.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 11.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.
- 11.3 At each AGM the Society shall appoint an auditor to hold office until re-election or until a successor is elected at the next AGM.
- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An auditor shall be promptly informed in writing of appointment or removal.
- 11.6 No director and no employee of the Society shall be an auditor.
- 11.7 The auditor may attend general meetings.
- 11.8 On or before September 31<sup>st</sup> of each year, the Society must, as its own expense, cause the auditor to deliver to the Society the Financial Statements for the year ending on the immediately preceding June 30<sup>th</sup>.

## Part 12 – By-laws

- 12.1 On being admitted to membership, each member is entitled to and the Society shall on request, without charge, provide a copy of the constitution and by-laws of the Society.
- 12.2 These by-laws shall not be altered or added to except by special resolution.

## Part 13 – Previously Unalterable Clauses

- 13.1 Paragraphs 13.2, 13.3 and 13.4 are previously unalterable clauses in accordance with section 22 of the *Society Act*.
- 13.2 The activities and purposes of the society shall be carried on without purpose of gain for its members and any income, profits, or other accretions to the society shall be used in promoting the purposes of the society, and all of the above purposes shall be carried out on an exclusively charitable basis.
- 13.3 In the event of the winding up or dissolution of the society, all the funds and assets of the society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with social problems or

promoting the same purposes of this society as may be determined by the members of the society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other charitable organization or charity recognized by the Department of National Revenue as being qualified as such under the provisions of the Income Tax Act of Canada from time in effect.

- 13.4 No director or officer shall be remunerated for being or acting as a director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.