



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) “BCCAT” 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 BCCAT who has the right to vote under Part 2;
  - (i) the singular includes the plural and vice versa; and
  - (j) persons include individuals, corporations, associations, 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 a copy of BCCAT's constitution and by-laws, without charge.
- 1.4 BCCAT's constitution and by-laws can only be amended by special resolution.

## Part 2 – Membership

- 2.1 The members of BCCAT are the applicants for incorporation of the society, and those persons who have since become members and 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"); or
      - (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 BCCAT and on acceptance by the directors shall be a member.
  - 2.4 Every member and director must comply with:
    - (a) the Act, the Constitution and by-laws;
    - (b) all policies and regulations created by the Board; and

(c) 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 BCCAT

(a) by delivering a resignation in writing to the secretary of BCCAT or by mailing or delivering it to the address of BCCAT;

(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 BCCAT and they are not in good standing so long as the debt remains unpaid.

2.8 A member of BCCAT is not, in that capacity, liable for a debt or other liability of BCCAT.

### Part 3 – Meetings of Members

3.1 General meetings of BCCAT must be held, either virtually or in person, 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 meeting 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 BCCAT.
- (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 method, place, date and hour of meeting include any special resolution to be proposed at the meeting, and, in case of special business, state the general nature of that business; and
  - (b) include a list of nominees for election as directors.
- 4.2 Notice of a general meeting shall be given to:
- (a) every voting member shown on the register of members; and
  - (b) the auditor, if Part 11 applies.
- 4.3 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member entitled to receive notice does not invalidate proceedings at that meeting.
- (1) Notice may be given to a member by delivering the notice by electronic means, mail to the member's address on record, or by facsimile transmitted to the member's registered facsimile number.
- 4.4 (1) Notice of a general meeting shall be sent to members not less than 14 days prior to the date scheduled for the meeting.

#### 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;
- (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(s) of BCCAT, the vice-president or in the absence of both, one of the other directors present, shall preside at a general meeting.
- 5.5 The members present at a general meeting shall choose 1 of their number to preside, if:
- (a) there is no president(s), vice-president or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or
  - (b) the president(s) and all the other directors present are unwilling to act as presiding member.
- 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 BCCAT.

(5) The proxy shall be delivered to the secretary of BCCAT 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 BCCAT 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 The affairs of BCCAT will be governed by a board of Directors consisting of no fewer than 9 and no more than 15 members, who will be elected to the Board by the members of BCCAT from among themselves. The Board will be constituted to reflect the diversity of mandates within the administrative justice sector and be broadly representative of the sector.
- 6.2 (1) The directors may exercise all the powers and do all the acts and things that BCCAT 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 BCCAT in general meeting, but subject, nevertheless, to:
- (a) all laws affecting BCCAT;
  - (b) these by-laws; and
  - (c) rules, not being inconsistent with these by-laws, which are made from time to time by BCCAT in general meeting.
- (2) No rule, made by BCCAT in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 6.3 (1) The president(s), vice-president, secretary and treasurer shall be the officers of BCCAT.
- (2) A majority of the directors shall be current members of administrative tribunals.
- (3) The members comprising the Board of Directors shall strive to reflect the diversity of mandates within the administrative justice sector and be broadly representative of the sector.
- (4) The position of president may be filled by either one or two people, provided that in the case of two people, both agree to serve as president together.
- (5) The immediate past president(s) shall be an ex-officio director(s) of BCCAT.
- 6.4 (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.
- (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 office.

- 6.5 (1) Directors may resign their offices upon giving notice to the president(s) of BCCAT. This resignation will take effect upon receipt
- 6.6 A vacancy on the Board is automatically created when a director:
- (a) resigns by delivering a written resignation to the secretary of the BCCAT; or
  - (b) ceases to be a member of the BCCAT.
  - (c) notwithstanding (b) above, when a director ceases to be a member of BCCAT by reason of ceasing to be a member of a board or tribunal, they may continue as a director until the end of their term.
- (2) An elected officer ceases to be an elected officer:
- (a) if the director becomes of unsound mind;
  - (b) the director ceases to be a voting member of BCCAT;
  - (c) by resolution of the Board;
  - (d) on resigning in writing; or
  - (e) on ceasing to be a director.
- 6.7 (1) Where a vacancy occurs among the directors, the directors shall appoint a voting member as a director to fill the vacancy.
- (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of BCCAT 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.
- 6.8 (1) Notwithstanding by-law 6.4, 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.



6.9 (1) Remuneration

- (a) No remuneration will be paid to directors for their services to BCCAT.
- (b) Directors may be entitled to be reimbursed for travel and other out-of-pocket expenses reasonably incurred by them in connection with the business and affairs of BCCAT.
- (c) Nothing in this bylaw will be construed to preclude any director from serving BCCAT in any additional capacity and receiving compensation for that service.

6.10 (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 virtually or in person to dispatch business, provided that they meet at least once every three months.
- (2) Directors attending meetings virtually or by telephone must be provided a method to register their votes on business before the Board. Such votes shall be communicated to all directors.
- (3) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be no fewer than five (5) directors then in place on the Board.
- (4) The president(s) shall preside at all meetings of the directors, but if a president is not present, the vice-president shall act as presiding member; but if neither is present the directors present shall choose one of their number to preside at that meeting.
- (5) A meeting of the Board may be called by:
- (a) the President(s);
  - (b) any three directors; or
  - (c) resolution of the Board.
- (6) Notice of a meeting of the Board must be given not less than 48 hours before the meeting and must be provided in a format designed to reach each director.
- 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 see fit.

- (2) A committee so formed in the exercise of the powers so delegated shall conform to Terms of Reference imposed on it by the directors, and each committee shall have a director of BCCAT who will be liaison to the Executive, but is not necessarily the chair of the committee.
  - (3) There shall be the following standing committees:
    - (a) Education
    - (b) Governance
    - (c) Communication, Outreach and Membership
    - (d) Policy and Research
    - (e) Conference
    - (f) Intervention
  - (4) 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, the directors present who are members of the committee shall choose one of their number to preside at the meeting.
- 7.3 The members of a committee may meet and adjourn as they think proper. For a first meeting of the directors held immediately following the appointment or election of director(s) 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.
- 7.4 (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.
- 7.5 No resolution proposed at a meeting of directors or committee of directors need be seconded, and the presiding member of a meeting may move or propose a resolution.
- 7.6 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(s) shall preside at all meetings of BCCAT and of the directors.

(2) The president(s) are the chief executive officer(s) of BCCAT and, subject to the supervision of the directors, shall collaborate with the other officers in the execution of their duties. The president(s) with the secretary, or other officer appointed by the directors for the purpose, shall sign all by-laws. The president(s) shall be, ex officio, members of all committees. The president(s) shall perform such other duties as are from time to time determined by the directors.

8.2 The vice-president shall co-chair one or more committees. They shall carry out the duties of the president(s) during the latter's absence or inability. The other duties of the vice-president shall be such as the directors or the president(s) may assign or delegate.

8.3 (1) The secretary shall:

(a) co-chair one or more committees;

(b) conduct the correspondence of BCCAT;

(c) ensure that notices of meetings of BCCAT and directors are properly issued and distributed;

(d) ensure that minutes are kept of all meetings of BCCAT and directors;

(e) have custody of all records and documents of BCCAT except those required to be by the treasurer;

(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;

(b) render financial statements to the directors, members and others when required;

(c) ensure that minutes are kept of all meetings of BCCAT and directors;

(d) have custody of all records and documents of BCCAT except those required to be kept by the treasurer;

(e) maintain the register of members; and

(f) 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 BCCAT'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 – Auditor

- 9.1 Part 9 of these by-laws only applies when BCCAT is required or has resolved to have an auditor.
- 9.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.
- 9.3 Where required or determined, BCCAT shall appoint an auditor at the AGM to hold office until re-election or until a successor is elected at the next AGM.
- 9.4 An auditor may be removed by ordinary resolution.
- 9.5 An auditor shall be promptly informed in writing of appointment or removal.
- 9.6 No director and no employee of BCCAT shall be an auditor.
- 9.7 The auditor may attend general meetings.
- 9.8 On or before September 30<sup>th</sup> of each year, BCCAT must, as its own expense, cause the auditor to deliver to BCCAT the Financial Statements for the fiscal year ending on the preceding June 30<sup>th</sup>.

#### Part 10 – Purpose and Dissolution

- 10.1 The activities and purposes of BCCAT shall be carried on without purpose of gain for its members and any income, profits, or other accretions to BCCAT shall be used in promoting the purposes of BCCAT, and all of the above purposes shall be carried out on an exclusively charitable basis.
- 10.2 In the event of the winding up or dissolution of BCCAT, all the funds and assets of BCCAT 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 BCCAT 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.