



(January 16, 2008)

**CANADIAN BAR ASSOCIATION – ALBERTA BRANCH
BY-LAWS**

This is an office consolidation. Amendments have been embodied for convenience of reference only, and that the original registered documents and amendments should be consulted for all purposes of interpretation and application.

**CANADIAN BAR ASSOCIATION – ALBERTA BRANCH
BY-LAWS**

Table of Contents

Definitions	1
Objects and Powers	2
Membership	3
Executive Committee.....	4
The Executive Director.....	7
The Council	8
Provincial Sections and Committees	9
Finance.....	11
Meetings of the Branch.....	13
Election of the Executive Committee	14
The National Council.....	16
Statements and Submissions.....	20
Action to Implement Provincial Reports or Resolutions.....	22
Pronouncements of Non-Provincial Policy Matters	22
By-Laws	22
Contracts, Seal and Other Instruments	23
Books and Records	23
Indemnity	24
Dissolution	24

CANADIAN BAR ASSOCIATION – ALBERTA BRANCH BY-LAWS

*To define the terms
used in these By-
Laws.*

Definitions

- 1(1) In these By-Laws:
- (a) "Annual Meeting" means the annual meeting of the Members of the Branch.;
 - (b) "Annual Period" means the period from the end of one annual meeting until the end of the next annual meeting of the Association;
 - (c) "Association" means The Canadian Bar Association, as incorporated by the Act of Incorporation (11-12 George V. Chap. 79);
 - (d) "Branch" means Canadian Bar Association - Alberta Branch;
 - (e) "By-Law No. 1 of the Association" means the by-laws of the Association, as amended from time to time;
 - (f) "Committee" means a standing or special committee of the Branch;
 - (g) "Council" means the Provincial Council of the Branch;
 - (h) "Executive Committee" means the Executive Committee of the Branch;
 - (i) "Executive Director" means the Executive Director of the Branch;
 - (j) "General Meeting" includes the Annual Meeting and any Special Meeting of the Branch;
 - (k) "Member" means a member of the Association who pays the Branch levy, and includes student members who attend a law school in Alberta, and individuals who have been designated as honorary members of the Branch;
 - (l) "National Council" means the Council of the Association;
 - (m) "North Alberta" means that part of Alberta north of the south boundary of township 35;
 - (n) "South Alberta" means that part of Alberta south of the south boundary of township 35;

- (o) "Special Meeting" means a meeting of the Members of the Branch, other than an Annual Meeting;
- (p) "Special Resolution" means
 - (i) a resolution passed
 - (A) at a General Meeting of the Members of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy,
 - (ii) a resolution proposed and passed as a special resolution at a General Meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the General Meeting so agree, or
 - (iii) a resolution consented to in writing by all the Members who would have been entitled at a General Meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

*To outline the
objects and powers
of the Branch*

Objects and Powers

- 2(1) The objects of the Canadian Bar Association – Alberta Branch are to:
- (a) carry out the objects of the Canadian Bar Association, which are:
 - (i) advancing the science of jurisprudence,
 - (ii) promoting the administration of justice and uniformity of legislation throughout Canada so far as is consistent with the preservation of the basic systems of law in the respective provinces and territories,
 - (iii) upholding the honour of the profession of the law,
 - (iv) promoting the interests of its members and fostering harmonious relations, co-operation and discussion among the incorporated law societies, barristers' societies and general corporations of the Bars of the provinces and territories and the members of the Canadian Bar Association,

- (v) encouraging a high standard of legal education,
 - (vi) promoting the mission of the Canadian Bar Association, and
 - (vii) generally doing all things necessary to benefit the Canadian Bar Association;
- (b) participate in and promote law reform;
 - (c) further the interests of the members of the Canadian Bar Association – Alberta Branch; and
 - (d) participate in and promote public legal education.

To define the eligibility for membership, grounds for suspension and disqualification, and resignation of membership.

Membership

- 3(1) The membership of the Branch consists of all Members.
- 3(1.1) A Member who is a Justice of the Court of Appeal of Alberta, a Justice of the Court of Queen’s Bench of Alberta or a Judge of the Provincial Court of Alberta, shall be exempted from paying the Branch levy.
- 3(2) A Member is automatically suspended or disqualified if they:
 - (a) cease to be a member in good standing of the Law Society of Alberta, or the law society of another province or territory, because of disciplinary action;
 - (b) cease to be a member in good standing of the Association;
 - (c) fail to pay fees, including any special Branch levy, within thirty days from the renewal date of their membership; or
 - (d) fail to renew their membership within ninety days from the renewal date of their membership.
- 3(3) A Member may resign by sending a written resignation to the Executive Committee. The resignation is effective when the Executive Committee receives it. The resigning Member remains liable for any assessment or other sum levied or which became payable by the Member before their resignation.

To outline the members, duties, meetings, quorum, and remuneration of the Executive Committee.

Executive Committee

- 4(1) The Executive Committee shall consist of the following Officers of the Branch:
- (a) President;
 - (b) Vice-President;
 - (c) Treasurer;
 - (d) Secretary; and
 - (e) Immediate Past President.
- 4(2) The Executive Committee shall advise and assist the President in the duties of that office and between meetings of the Council, shall have all the powers of the Council.
- 4(3) The Executive Committee is accountable to Council and responsible for the implementation of the policies and the operations of the Branch. It shall report to each meeting of Council.
- 4(4) The Executive Committee may meet to conduct business, adjourn or otherwise regulate its members as it sees fit.
- 4(5) The quorum necessary for a meeting of the Executive Committee shall be a majority of its members unless it otherwise determines by resolution.
- 4(5.1) In the event of a tie vote on a motion made at a meeting of the Executive Committee, the motion shall be declared to be lost.
- 4(6) Members of the Executive Committee will not receive remuneration for their duties unless the Council directs.
- President's Duties* 4(7) The President is the chief executive Officer of the Branch and shall exercise the following powers:
- (a) preside at the General Meetings of the Branch, at meetings of Council and meetings of the Executive Committee;
 - (b) submit a report in respect of the work of the Branch at the Annual Meeting;
 - (c) assist the President of the Association in carrying out the administration of the Association within Alberta and shall devote particular attention to the advancement of the Association in Alberta;

- (d) on purely provincial matters, have the same rights and perform the same duties within Alberta as the President of the Association does under By-Law No. 1 of the Association;
- (e) be an advocate for the interests of Association members within and outside Canada;
- (f) give leadership to all the affairs and activities of the Branch within Alberta;
- (g) participate in or assist in the presentation of Branch briefs, commentaries and position papers to government, regulatory or other bodies;
- (h) together with the Executive Director, co-ordinate the agenda, material and reporting responsibilities for all meetings of the Executive Committee, Council and Branch;
- (i) ensure, with the assistance of the Executive Director, that the Executive Committee, Council Members, Provincial Section Chairs and Committee Chairs are kept fully informed of all matters of concern to them;
- (j) together with the Executive Director and the Executive Committee, ensure Branch policies are carried out and new goals and objectives are planned, formulated and presented to Council;
- (k) ensure Provincial Section and Committee Chairs are appointed, appropriate terms of reference or objectives are established and pursued, and their performance is monitored with assistance from the Executive Committee and the Executive Director;
- (l) with the Executive Director and the Executive Committee, review the organization and policies of the Branch to ensure they accord with the organization and policies of the Association;
- (m) act as, or where appropriate designate, a spokesperson for the Branch;
- (n) actively promote membership and participation in the Branch and its activities by all eligible members of the legal profession;
- (o) ensure Members are informed of the Branch's activities and policies by newsletter, newspaper, journal or other appropriate methods;
- (p) together with the Treasurer and Executive Director, ensure an annual budget is prepared for the Branch, the finances of the Branch (other

than Provincial Section finances) are submitted to an annual audit and the Provincial Sections' finances are submitted to an annual review by the Branch auditor;

- (q) be responsible for reporting to the Executive Committee and, through it, report to the Council and its members;
- (r) advise and consult with the Executive Committee and the Executive Director on all matters pertaining to Branch policies, programs and finances; and
- (s) delegate to Officers, Members or staff of the Branch such portion of the President's functions, duties, responsibilities and authority as the President may deem appropriate or necessary.

*Vice-
President's Duties*

- 4(8) The Vice-President shall assist the President in carrying out the administration of the Branch and act for the President in the President's place during the absence or inability of the President to act, and perform such duties as may be assigned by the President.

Treasurer's Duties

- 4(9) The Treasurer shall:
- (a) develop and recommend objectives, policies and programs for the financial and accounting activities of the Branch;
 - (b) in conjunction with the Executive Director, develop and supervise budgets, including capital budgets for each area of activity of the Branch, accounting and financial information and control systems;
 - (c) interpret and report on financial conditions and results of the Branch to the Executive Committee;
 - (d) analyze variations from the budgets and make recommendations for any action to be taken;
 - (e) in conjunction with the Executive Director, direct planning and programming of cash and financial requirements, together with development of cash forecasts and financial programs;
 - (f) ensure that adequate banking arrangements are maintained;
 - (g) in conjunction with the Executive Director, recommend to the Executive Committee short and long-term investment and borrowing programs;
 - (h) in conjunction with the Executive Director, supervise and control expenditures;

- (i) carry out the financial responsibilities set out in Article 8; and
- (j) perform such duties as may be assigned by the President.

Secretary's Duties

- 4(10) The Secretary shall:
- (a) carry out the secretarial duties of the Branch;
 - (b) ensure that minutes of all meetings of the Branch, the Council and the Executive Committee are prepared; and
 - (c) perform such duties as may be assigned by the President.

Past-President's Duties

- 4(11) The Immediate Past President shall perform such duties as may be assigned by the President.

Removal of Executive Committee or Council Member

- 4(12) Any member of the Executive Committee, and any member of the Council may be removed from office for breach of duty by vote of the Council, provided that notice of the intention to propose removal of the Executive Committee or Council member, is given to members of Council at least 21 days before the meeting and provided that the motion to remove the Executive Committee or Council member is carried by a majority of the votes cast and provided further that the Executive Committee or Council member proposed to be removed shall be given an opportunity to be heard in person or by advocate, after the motion to remove has been put but prior to the vote. A vote on a motion for removal shall be taken by ballot.

- 4(13) Any Executive Committee or Council member shall cease to hold office in the Branch upon being disbarred or suspended, or removed from office as a judge, or upon ceasing to be a member of the Association.

To outline the appointment and duties of the Executive Director.

The Executive Director

- 5(1) The Executive Committee may appoint or hire an Executive Director of the Branch and the Executive Committee shall be entitled to remove the Executive Director from office.
- 5(2) The Executive Director is the Chief Administrative Officer of the Branch and shall be responsible to the President and the Executive Committee.
- 5(3) The Executive Director shall:
- (a) administer the general affairs of the Branch in accordance with its policies;

- (b) advise and assist the Executive Committee, Council, Provincial Sections and all Committees on their responsibilities;
- (c) exercise authority over the day to day responsibilities of the Branch offices and their staff;
- (d) maintain proper books of account;
- (e) attend to administrative correspondence and give any notice directed by the Executive Committee or required by the By-Laws;
- (f) maintain the Branch records and files; and
- (g) carry out such other duties as Chief Administrative Officer of the Branch as the Executive Committee may from time to time delegate or direct.

To outline the membership, duties, meetings, quorum and notice of meetings of the Council of the Branch

The Council

6(1) The Council shall consist of:

- (a) all designated and appointed members of the National Council resident in Alberta;
- (b) such other ex-officio members of the National Council as the Branch may by resolution appoint;
- (c) members of the National Council elected in Alberta under By-Law No. 1 of the Association;
- (d) Chairs of the Provincial Sections and Committees;
- (e) a representative of each Law Student Association in Alberta, as appointed by resolution of the Council;
- (f) such other members of the Association as the Branch or the Council may by resolution appoint; and
- (g) the following persons:
 - (i) the Branch representatives on the Board of Directors of the Canadian Bar Insurance Association,
 - (ii) Editor of the Branch newsletter,
 - (iii) all past Presidents of the Branch,
 - (iv) Section Co-ordinators; and

- (v) all members of the Executive Committee.

- Duties of Council*
- 6(2) The Council shall carry on the work of the Association and the Branch. It shall advance their respective objects in Alberta according to the By-Laws and the Act of Incorporation of the Association and its By-Laws and regulations.
 - 6(3) The Council shall have the same powers as the National Council with respect to purely provincial affairs of the Association within Alberta, unless otherwise directed by the National Council.
- Meetings of Council*
- 6(4) The Council shall meet at least twice each year at dates, times and places selected by the Executive Committee.
 - 6(5) A quorum for any meeting of the Council is one-fifth (1/5) of the elected members.
 - 6(6) The Secretary shall give each Council member at least one (1) week's written notice of a meeting of the Council. Notice may include an announcement in the programme of proceedings or agenda published and distributed to the Members of the Branch in connection with any meeting of the Association or the Branch.

*To outline the
Provincial Sections
and Committees,
their membership,
duties, and elections*

Provincial Sections and Committees

- 7(1) Provincial Sections shall be known by the Section name.
- 7(2) Provincial Sections shall be organized and continued for each of the Sections identified in By-Law No. 1 of the Association, except the Council may decide not to organize or continue any Provincial Section. Council may create such further Provincial Sections as it deems appropriate.
- 7(3) In the event Council decides not to organize or continue any Provincial Section, the Branch shall advise the Executive Director of the Association and the National Section Chair.
- 7(4) Council may permit more than one Provincial Section of a National Section to operate within Alberta. Such Provincial Section shall be known by the Section name and a description of that portion of the province in which it carries on its activities; for instance, the "Administrative Law Section (South), or the "Administrative Law Section (North). These By-Laws apply equally to each such Provincial Section.

- 7(5) Any Member in good standing may become a member of any Provincial Section by paying the appropriate fees. The President, Vice-President and the Executive Director of the Branch are ex-officio members of all Provincial Sections and Committees of the Branch.
- 7(6) Each Provincial Section may be required to report, in writing or otherwise, to the Annual Meeting, Council and the Executive Committee. Such reports shall outline the activities of the Provincial Section and shall cover the work done from the date of the preceding Annual Meeting to the date of the report. The Provincial Section shall send a copy of each report to the National Section Chair.
- 7(7) Each Provincial Section shall endeavour to send a representative to each General Meeting of the Branch and the annual meeting of the Association.
- 7(8) Each Provincial Section shall elect a Chair before the fifteenth (15th) day of June.
- 7(9) The Chair of a Provincial Section shall not hold office for more than two (2) consecutive Annual Periods unless their term is extended by the Executive Committee or Council.
- 7(10) The President shall, following their election, notify the Chair of the National Section and the Executive Director of the Association of the name and address of the Chair of each Provincial Section.
- 7(11) The Executive Committee:
- (a) shall, failing election by the Provincial Section, fill the office of Chair or any other office of a Provincial Section within two (2) months of a vacancy occurring;
 - (b) may discharge the Chair of any Provincial Section for cause;
 - (c) may discharge any other Officer of any Provincial Section for cause.
- Committees*
- 7(12) The Council:
- (a) may create Standing or Special Committees as are necessary or desirable;
 - (b) shall appoint the Chair of each Committee established;
 - (c) may fill vacancies on Committees as they occur;
 - (d) may disband any Committee;

- (e) may determine the term of office of the Chair of each Committee; and
 - (f) by resolution, may delegate a portion of this authority to the Executive Committee or the President.
- 7(13) Each Provincial Section and Committee may elect a Vice-Chair, a Secretary and other such Officers as may be deemed appropriate by that Provincial Section or Committee.
- 7(14) Unless otherwise provided, the term of every appointment to a Committee is one (1) Annual Period.
- 7(15) Each Provincial Section and Committee shall meet at the call of its Chair.
- 7(16) The Council or the Executive Committee may refer a matter to a Provincial Section or Committee for an inquiry and report.

To outline the financial procedures, responsibilities, and powers of the Branch

Finance

- 8(1) The Treasurer:
- (a) shall arrange to deposit all moneys received by the Branch in an account in the name of the Branch in a Canadian Chartered Bank, a Provincial Treasury Branch or a trust company, and to make all disbursements from such account;
 - (b) upon approval by the Executive Committee, shall invest any funds not required immediately by the Branch in any investments in which a trustee may invest under the Trustee Act;
 - (c) shall carry on the general banking business for the Branch; and
 - (d) shall, in conjunction with the Executive Director, prepare an annual budget for presentation to the Council. Upon approval, the Treasurer shall file a copy of the budget with the Executive Director of the Association.
- 8(2) All cheques, drafts and other negotiable instruments for amounts exceeding \$500.00 shall be signed on behalf of the Branch by any two members of the Executive Committee, or by any member of the Executive Committee and the Executive Director. All cheques, drafts and other negotiable instruments for amounts less than \$500.00 may be signed by any member of the Executive Committee or the Executive Director.

Fiscal Year

- 8(3) The books of the Branch (other than the books of Provincial Sections) shall be audited annually by the auditor of the Branch within 120 days of its fiscal year end. The books of the Provincial Sections shall be reviewed annually by the auditor of the Branch within 120 days of the Branch fiscal year end.
- 8(4) The fiscal year end of the Branch is August 31st or such other date the Association sets.
- 8(5) The auditor of the Branch shall be:
- (a) a member of:
 - (i) the Institute of Chartered Accountants of Alberta or a professional corporation as defined in the Chartered Accountants Act,
 - (ii) the Certified General Accountants' Association of Alberta or a professional corporation as defined in the Certified General Accountants Act, or
 - (iii) the Society of Management Accountants of Alberta or a professional corporation as defined in the Certified Management Accountants Act,
 - (b) who:
 - (i) carries on the practice of public accounting in Alberta,
 - (ii) is registered as a practicing office by the Institute of Chartered Accountants of Alberta, the Certified General Accountants' Association of Alberta or the Society of Management Accountants of Alberta, as the case may be, and
 - (iii) engages in exclusive accounting practice (as defined in the Chartered Accountants Act).
- 8(6) The Council may authorize the borrowing of money for the purposes of the Branch.
- 8(7) It is the responsibility of the Branch, the Executive Committee and the Treasurer to adhere to and follow the policies and procedures outlined in the "Canadian Bar Association-Alberta Branch Financial Policies and Procedures" which is attached as a schedule "D" to these By-laws.

To outline the frequency of meetings, notice and quorums.

Meetings of the Branch

- 9(1) The Branch:
- (a) shall hold an Annual Meeting at least once in each Annual Period; and
 - (b) may hold Special Meetings.
- 9(2) The Executive Committee shall set the time and place of the Annual Meeting and any Special Meetings.
- Notice of Meetings* 9(3) The Secretary shall give each Member not less than fourteen (14) days' written notice of a General Meeting unless a Special Resolution is proposed.
- 9(4) In case of a Special Resolution, the Secretary shall give not less than twenty-one (21) days' prior written notice of the General Meeting.
- 9(5) Notice may include an announcement in the programme of proceedings or agenda published and distributed to the Members in connection with any meeting of the Association or the Branch.
- 9(6) Five (5%) of the Members or fifty (50) Members, whichever is less, may request the Executive Committee to call a Special Meeting. The request must be in writing and specify the intended purpose of the meeting. The Executive Committee shall call a Special Meeting at the earliest practical time, and not later than 30 days after receipt of the written request.
- 9(7) A notice of a General Meeting, where mailed, is deemed to be received 7 days after either mailing by ordinary prepaid postage or delivery to a mail distribution centre.
- Voting* 9(8) Members in good standing are entitled to attend and vote at General Meetings of the Branch.
- Quorum* 9(9) The quorum of any General Meeting is fifteen (15) Members or five (5%) percent of the Members, whichever is less.
- 9(10) The Executive Committee shall make arrangements for the Annual Meeting and shall prepare the program. It may appoint a Committee to assist with the arrangements and program.
- 9(11) Robert's *Rules of Order* (most recent edition) shall govern the proceedings at all meetings of the Branch and the Council.

To outline the eligibility for office and election procedures of the Executive Committee.

Election of the Executive Committee

- 10(1) The position of President shall be filled by the retiring Vice-President. The position of Vice-President shall be filled by the retiring Treasurer. The position of Treasurer shall be filled by the retiring Secretary. The position of immediate Past President shall be filled by the retiring President. The position of Secretary shall be filled by election.
- 10(2) Should any Officer of the Branch be unable or unwilling to continue in the Officer's position or be unable or unwilling to assume the next position on the Executive Committee, such position shall be filled by the Council, and in the interim may be filled temporarily by the Executive Committee.
- 10(3) The term of office for each Officer of the Branch is one Annual Period and shall commence at the end of the Annual Meeting of the Association and shall terminate at the end of the next Annual Meeting unless otherwise provided.
- 10(4) Under no circumstances shall any Officer of the Branch hold the same office for more than two consecutive Annual Periods.
- 10(5) For the Secretary's position, nominees must:
- (a) be a Member of the Association who pays the Branch levy;
 - (b) be a member of Council or have been a member of Council, at any time during the preceding four (4) years; and
 - (c) on an annual basis, alternate between members of Council residing in North Alberta and South Alberta.
- 10(6) A Returning Officer shall be appointed by the President by February 15th. The Returning Officer shall rule with respect to all questions relating to the election procedures. The Returning Officer may seek the advice of the Executive Committee and Council, but the Returning Officer's ruling is final.
- 10(7) Any member of the Council may nominate a Member for the office of Secretary on or before April 1st by filing a Memorandum of Nomination at any office of the Branch. The nomination must include the consent of the Member and the written endorsement of three members of the Council.
- 10(8) If only one nomination is filed for the office of Secretary, the Returning

Election of a Secretary

Officer shall declare that person elected.

- 10(9) If the Branch receives no nominations for Secretary by April 1st, the Executive Committee shall nominate at least one nominee before the next meeting of the Council, and shall announce the name of such nominee(s) to the Council. In selecting such nominee(s) the Executive Committee shall determine its own procedure in all respects.
- 10(10) If the Branch receives more than one nomination, the Returning Officer shall conduct the election as follows:
- (a) the Returning Officer shall send a notice of all nominations for Secretary to each member of the Council;
 - (b) the President of the Branch shall make arrangements for each nominee to address the Council at a Council Meeting before June 1st;
 - (c) the Returning Officer shall send a notice of election and a ballot to each member of the Council immediately after the Branch Spring Council meeting;
 - (d) the notice of election shall state the last date for return of ballots to any office of the Branch, which shall be no later than 3 weeks following the Branch Spring Council meeting; and
 - (e) if there are more than two nominees, the ballot shall direct the Members to indicate their choices among the candidates by marking the numeral "1" for their first choice, the numeral "2" for their second choice and so forth, but failure to indicate a preference for each candidate upon a ballot shall not by itself invalidate the ballot.
- 10(11) The Returning Officer shall count the ballots and:
- (a) where there are only two candidates, declare the candidate with the greater number of votes elected;
 - (b) where there are more than two candidates, sort the ballots according to the first choices of the electors. If a candidate has more than one-half of the first choices, that candidate is elected;
 - (c) where there are more than two candidates, and no candidate has more than one half of the first choices, eliminate the candidate with the least number of first choices. Redistribute the ballots cast for the eliminated candidate according to the electors second choices or next highest priority. If as a result one candidate now has more than one-

half of the ballots so recounted, that candidate is elected;

- (d) where there are more than two candidates and no candidate has more than one half of the ballots recounted after the elimination of a candidate, eliminate the next candidate with the least number of votes. Redistribute the ballots cast for the eliminated candidate according to the electors' second choices or next highest priority. If as a result one candidate now has more than one-half of the ballots so recounted that candidate is elected;
- (e) continue using this procedure until a candidate has more than one-half of the ballots and can be declared elected; and
- (f) in the event of a tie vote, have each of the five members of the Executive Committee cast a secret ballot in favour of one of the tied candidates. The candidate thus receiving the greatest number of votes is elected.

To outline the eligibility for office and election procedures of the National Council.

The National Council

- 11(1) Subject to Article 11(21)(a), the number of voting members to the National Council elected from the Branch shall vary according to By-Law No. 1 of the Association.
- 11(2) In addition to the elected members, the President and Vice-President of the Branch are also members of the National Council.
- 11(3) Any vacancy in the elected members to the National Council shall be filled by the Council at its next meeting and, in the interim, may be filled temporarily by the Executive Committee.
- 11(4) All elected members of the National Council, shall hold office for two (2) consecutive Annual Periods, commencing at the end of the Annual Meeting of the Association and shall terminate two years from that date unless otherwise provided.
- 11(5) All elected members of the National Council, being Members of the Branch, are eligible for re-election.
- 11(6) Subject to Article 11(21)(c)(i) hereof, every Member is entitled to vote in a Branch election for the National Council.
- 11(7) The members of National Council shall be elected every second year beginning in 1974.
- 11(8) Before February twenty-eighth (28th) in an election year, the President shall appoint a Returning Officer for the purpose of conducting the

Voting Eligibility

Election Procedures

election of Members to the National Council.

- 11(9) Election day shall be the first Tuesday in May of an election year.
- 11(10) The Returning Officer may extend or postpone the time provided in this Article for the doing of any act so long as the election results are communicated to the Executive Director of the Association before the annual meeting of the Association.
- 11(11) In each election year, the Returning Officer shall, no later than March tenth (10th), give each Member notice of the election in the form attached as Schedule "A" to these By-Laws.
- 11(12) Every nomination for election as a member to the National Council shall be:
- (a) in writing;
 - (b) signed by three (3) Members;
 - (c) endorsed with or accompanied by the written consent of the Member nominated;
 - (d) endorsed to indicate whether the Member is nominated for a voting or non-voting position on National Council; and
 - (e) mailed, delivered or sent by fax to any office of the Branch so that it will be received before 11:00 o'clock in the morning of the first (1st) Tuesday in April preceding the election.
- Districts*
- 11(13) There shall be four (4) districts used in electing members to the National Council:
- (a) North District - that part of the province lying north of the fifty-third (53rd) parallel of latitude, excluding the City of Edmonton;
 - (b) Central District - that part of the province lying between the fifty-first (51st) and fifty-third (53rd) parallels of latitude, excluding the City of Calgary and the City of Edmonton;
 - (c) South District - that part of the province lying south of the fifty-first (51st) parallel of latitude, excluding the City of Calgary; and
 - (d) Calgary and Edmonton Districts - that part of the province including the City of Calgary and the City of Edmonton.
- 11(14) At least one (1) member of National Council must come from each of the four (4) districts.

- 11(15) Where only one (1) candidate is nominated from a district, the Returning Officer shall declare the candidate elected.
- 11(15.1) In the event that no candidate is nominated from a district, the Executive Committee may appoint to National Council a Member residing in that district.
- 11(16) When an election is necessary, the Returning Officer shall, not later than the third (3rd) Tuesday of April, send to each Member entitled to vote at the Member's address shown in the records of the Association:
- (a) a statement of the members to the National Council, if any, elected under Article 11(15);
 - (b) a copy of Instructions to Voters in the form attached as Schedule "B" to these By-laws;
 - (c) a ballot in the form attached as Schedule "C" to these By-laws, listing in alphabetical order the name and district of each candidate; and
 - (d) an envelope marked "Ballot" and a return envelope addressed to the Returning Officer on which has been placed the Member's name and address.
- 11(17) A Member voting in an election shall;
- (a) mark and enclose the ballot in an envelope marked "Ballot";
 - (b) seal and enclose it in the return envelope; and
 - (c) mail or deliver the return envelope to the Returning Office at any Branch Office before 11:00 o'clock in the morning on election day.
- 11(18) Members are entitled to vote for any candidate except a candidate declared elected under Article 11(15).
- Ballot Count*
- 11(19) The Returning Officer shall:
- (a) keep unopened all returned envelopes received before 11:00 o'clock in the morning on election day;
 - (b) in the presence of the President or President's designate, remove the Ballot envelope from the return envelopes and place them together unopened in such manner that they cannot be identified;
 - (c) not count any ballot received at a Branch office after 11:00 o'clock in the morning on election day;

- (d) in the presence of the President or President's designate, open each envelope marked "Ballot" and, with the President or President's designate's assistance, count the ballots and record the number of votes cast for each candidate;
 - (e) not count any ballot not marked in accordance with the Instructions to Voters in the form attached as Schedule "C" to these By-Laws;
 - (f) not count any ballot containing votes for more candidates than the number of members of the National Council to be elected;
 - (g) after the votes for each candidate have been counted, declare the candidate in each of the districts referred to in Article 11(13) with the greatest number of votes elected in that district;
 - (h) after the candidates referred to in Article 11(19)(g) have been declared elected, fill the remaining elected positions by declaring elected the next candidates who received the highest number of votes;
 - (i) if an equal number of votes are cast for two (2) or more members and the election of one (1) or more members is left undecided:
 - (i) put into a ballot box individual slips of paper containing the names of each of the tied candidates, folded as if ballots,
 - (ii) in the presence of the President or President's designate, mix the papers and draw a paper by chance from the box,
 - (iii) declare the member whose name appears on the drawn paper elected, and
 - (iv) if more members to the National Council are required, draw further papers from the ballot box until the required number of members have been elected; and
 - (j) after the election notify the elected members of the National Council of their election and provide a copy of the election results to each candidate.
- 11(20) Any candidate, or candidate's agent, is entitled to be present at the opening of the envelopes, the scrutinizing of ballots and the counting of votes and any draw made pursuant to Article 11(19)(i).
- 11(21) The following procedure shall be followed to determine which Branch members will be the elected voting members, and which will be elected

non-voting members, of National Council, in accordance with By-Law No. 1 of the Association:

*Voting/Non-Voting
Elected Members of
National Council*

- (a) three of the voting members shall be the Treasurer, Secretary and Immediate Past President;
- (b) the remaining voting members shall be those members who, having been nominated to a voting position pursuant to Article 11(12)(d), receive the highest number of votes cast during the election held pursuant to this Article 11; and
- (c) in the event that the number of Members nominated for election as a member of the National Council is less than the total number of National Council positions allocated to the Branch and no election is necessary:
 - (i) if the number of Members nominated to a voting position exceeds the number of voting positions available, an election shall be held amongst the candidates, the electors of whom shall be all of the members of National Council in Alberta. The Council shall appoint a Returning Officer for the elections, who shall conduct the election in accordance with the principles in this Article 11; and
 - (ii) if the number of members nominated to a voting position is less than the number of voting positions, those Members nominated shall be declared elected and Council shall, by resolution, fill the vacant positions from the Members elected to a non-voting position.
 - (iii) if the number of members nominated to a non-voting position is less than the number of non-voting positions available, those members nominated shall be declared elected and Council may, by resolution, fill the vacant positions

*To outline the
procedure
governing
statements and
submissions.*

Statements and Submissions

- 12(1) Statements and submissions made by any Provincial Section, Committee or Member or group of Members on behalf of the Branch shall be:
- (a) supported by an existing resolution of Council;
 - (b) where there is no relevant resolution of Council, referred to the next meeting of Council whenever practicable;

- (c) when the subject matter is, in the opinion of the President, of sufficient importance and urgency that a statement cannot await the direction of Council, approved by:
 - (i) the Executive Committee where practicable,
 - (ii) failing that any two of the President, Vice-President and Treasurer, or
 - (iii) failing that, by the President alone.
- 12(2) All statements and submissions made on behalf of the Branch or any of its Provincial Sections or Committees must have the prior consent outlined above, except statements and submissions:
- (a) made by any Provincial Section or Committee only to its National Section Chair or Committee Chair of the Association;
 - (b) made by any Provincial Section or any Committee only to the Executive Committee;
 - (c) made by any Provincial Section or Committee only to the general membership at any meeting of the Branch;
 - (d) made and approved in accordance with the provisions of By-Law No. 1 of the Association; and
 - (e) touching on matters outside purely provincial matters which are subject to the approvals set out in Article 14.
- 12(3) Provincial Section Chairs and Committee Chairs may make statements on matters of policy and public interest supported by an existing Resolution of Council. Where there is no such resolution relevant statements shall be:
- (a) supported by a Resolution of the Provincial Section and approved by the Executive Committee; or
 - (b) where it is not practicable to comply with (a), supported by a resolution of the Provincial Section Officers and approved by the President, provided that such statements are clearly attributed only to the Provincial Section and not to the Branch.

To outline the process for obtaining authority to act on strictly provincial resolutions or reports

Action to Implement Provincial Reports or Resolutions

- 13(1) In matters which are purely provincial in scope, the Chair of each Provincial Section, Committee or other designated persons, has the power to take such action as may be approved by the President to implement any report of or resolution passed by the Provincial Section or Committee, provided it is first approved by either the Council, the Executive Committee, or the President with the ratification of the Executive Committee.
- 13(2) If a question arises about whether the matter is purely a provincial matter, as distinct from a matter affecting the Association as a whole, the President shall submit the matter to the President of the Association for a ruling. The ruling of the President of the Association shall stand until the next meeting of the National Council, and if not reversed by the National Council, is binding on the Branch.

To outline the process for obtaining authority to speak and act on matters not strictly provincial.

Pronouncements of Non-Provincial Policy Matters

- 14(1) A Member may request the Branch or the Council to speak or act on a policy or other issue affecting the Association as a whole by submitting a proposed resolution in writing to the Branch Secretary or Council.
- 14(2) If the Branch or Council approves the resolution, the Secretary shall forward the resolution to the Association for approval at its next annual meeting. A resolution from the Branch alone must also indicate whether or not the Council approved the resolution.

To outline the procedures for amending or rescinding By-Laws and for dealing with conflicts with these By-Laws.

By-Laws

- 15(1) These By-Laws may be adopted, amended or rescinded by a Special Resolution. The proposed By-Law shall not be inconsistent with By-Law No. 1 of the Association.
- 15(2) Notice of any proposed amendments to the By-Laws shall be given in writing and sent to the Secretary. The Secretary shall give the appropriate notice of such proposed amendments according to Article 9(4). If the proposed amendments are to be considered by Council, the Secretary shall also give the Council written notice of the intention to amend the By-Laws.

- 15(3) In the event of any conflict between By-Law No. 1 of the Association and these By-Laws, By-Law No. 1 of the Association shall govern, provided it does not contravene the Societies Act, R.S.A. 2000, S-14, as amended.

Contracts, Seal and Other Instruments

- 16(1) The execution of contracts by and on behalf of the Branch shall be governed by the provisions of the “Financial Policies and Procedures”.
- 16(2) The Seal of the Branch shall remain in the custody of the Secretary.
- 16(3) The Secretary, or such other Officer of the Executive Committee as may be named from time to time in a resolution of Executive Committee shall affix the seal of the Branch to such instruments as require the same.

Books and Records

To outline the safekeeping and inspection procedures for the books and records of the Branch.

- 17(1) The minutes of the meetings of the Branch, the Council and the Executive Committee and all other books and records of the Branch shall be kept at the head office for the Branch or at such other office as the Secretary may determine.
- 17(2) Members may examine the books and records of the Branch during normal business hours at the location at which such books and records are kept. The Council or the Executive Committee may determine, in the interests of the Branch, which books and records are not available for inspection

*To outline the
protections offered
to the Officers of the
Branch.*

Indemnity

- 18(1) The Branch shall indemnify each Officer of the Branch, their heirs, executors, and administrators and estates out of the funds of the Branch from and against all costs, charges and expenses whatsoever, including full solicitor and own client costs, which such Officer sustains or incurs as a result of carrying out the duties and responsibilities of the Officer's position, unless the sums are occasioned by the Officer's own willful neglect or default. In addition, the Branch shall provide legal representation to the Officers, their heirs, executors, and administrators and estates, in regard to any action, suit or proceeding which is brought, commenced or prosecuted against that Officer for or in respect of any act, deed, matter or thing whatsoever made, done, permitted or omitted by that Officer or any other Officer or Officers in or about the execution of their respective offices.

*To outline the
procedures in the
event of dissolution
of the Branch.*

Dissolution

- 19(1) In the event of any dissolution of the Branch, whether voluntary or involuntary, the assets remaining after the Branch's debts have been discharged shall be returned to the Association.

SCHEDULE "A"
TO THE BY-LAWS OF THE
CANADIAN BAR ASSOCIATION -
ALBERTA BRANCH

NOTICE

NOTICE is hereby given that an election of Members to the National Council will be held on _____.

Your attention is drawn to Articles 11(11), (12), (13) and (14) of the By-Laws of the Canadian Bar Association - Alberta Branch attached hereto.

DATED this _____ day of _____, 20____.

Returning Officer

SCHEDULE "B"
TO THE BY-LAWS OF THE
CANADIAN BAR ASSOCIATION -
ALBERTA BRANCH

INSTRUCTIONS TO VOTERS

For the purpose of voting, a member shall:

- (a) mark "X" opposite the name of each candidate on the ballot (Schedule C attached) for whom that Member desires to vote. There shall be no signature to or any other identifying mark on the ballot. A Member shall not vote for more candidates than the number of Members to the National Council to be elected. If any Members to the National Council have been declared elected pursuant to Article 11(15) of the By-Laws of the Canadian Bar Association - Alberta Branch this number must be deducted from the total to be elected.
- (b) place the marked ballot in the plain envelope, marked "Ballot", and seal it.
- (c) place the envelope marked "Ballot" in the return envelope addressed to the Returning Officer, seal it, and mail or deliver the return envelope so that it will be in the office of the Returning Officer prior to 11:00 o'clock on _____.

SCHEDULE "C"
TO THE BY-LAWS OF THE
CANADIAN BAR ASSOCIATION -
ALBERTA BRANCH

BALLOT

(Your attention is directed to Article 11(15) and (18) of the By-Laws of the Canadian Bar Association - Alberta Branch attached hereto)

A.B. of _____

**C.D. of
etc. _____**

**E.F. of
etc. _____**

**G.H. of
etc. _____**

**J.K. of
etc. _____**

Pursuant to Article 11(15) of the said By-Laws the following was/were declared elected:

W.X. of _____ District

Y.Z. of _____ District

The total number of Members to the National Council to be elected has been reduced by _____ and you must therefore vote for only _____ Members to the National Council.

ANY BALLOT CONTAINING MORE THAN _____ VOTES WILL BE DECLARED INVALID.

SCHEDULE "D"
TO THE BY-LAWS OF THE
CANADIAN BAR ASSOCIATION –
ALBERTA BRANCH

FINANCIAL POLICY AND PROCEDURES

INTRODUCTION

These are the financial policies and procedures of the Canadian Bar Association - Alberta Branch, made in accordance with By-law 8(7) of the by-laws of the Canadian Bar Association - Alberta Branch.

The following financial policies and procedures are in addition to the duties, powers and obligations prescribed in the by-laws of the Canadian Bar Association - Alberta Branch.

It is the responsibility of any person having or delegating authority which would have an impact on the finances of the Canadian Bar Association - Alberta Branch, to insure adherence to the policies and procedures outlined.

DEFINITIONS

"Branch" refers to the Canadian Bar Association - Alberta Branch.

"By-laws" refers to the by-laws of the Branch.

"Council" refers to the council of the Canadian Bar Association – Alberta Branch.

"Executive Committee" refers to the President, Vice-President, Treasurer, Secretary and Past-President of the Branch.

"Executive Director" refers to the Executive Director of the Branch.

"Sections" refers to the Provincial Sections organized and governed by Article 7 of the By-laws.

I. FINANCIAL RESPONSIBILITY

Treasurer

The Treasurer shall develop and recommend objectives, policies and programmes for the financial and accounting activities of the Branch, develop and supervise budgets, accounting and financial information and control systems, supervise the preparation of an annual financial plan and accomplish any and all other duties as provided for in the By-laws or as required by the Executive Committee.

Executive Committee

The Executive Committee shall have charge of the investment of all of the funds of the Branch and with the Executive Director and Treasurer shall carry on the general banking and business of the Branch in accordance with the By-laws and these policies and procedures.

Funds invested by the Branch may be made in any investment in which a trustee may invest under the Trustees Act of Alberta.

The Executive Committee may engage the services of an investment counsellor who may be authorized to invest funds of the Branch in any investment in which a trustee may invest under the Trustees Act of Alberta and as directed and authorized by the Executive Committee.

The Executive Committee shall have charge of the investment of all of the funds of the Branch which the Branch may receive under the terms of any gift or bequest. Funds received by the Branch by gift or bequest may be invested in accordance with any directions, terms or conditions stipulated in respect of any such gift or bequest, but all other gifts or bequests received may be invested by the Executive Committee in accordance with the By-laws and these policies and procedures.

Financial Reserve Fund

A financial reserve fund shall be maintained at an accumulated amount equal to budgeted expenditures for a six month period and held separate from general revenues and monitored under the normal financial controls by the Treasurer.

There shall be no encroachment upon the capital of the financial reserve fund except with prior approval of the Executive Committee. The Treasurer shall report full particulars of any such approved capital encroachment to the next meeting of Council. In the event that any such approved capital encroachment takes the financial reserve fund below the target level and will not be replaced within six months, the report shall include for Council's consideration a proposed method of restoring the reserve fund to the target level and Council shall determine the terms for restoring the reserve fund's target level.

Any interest earned on the capital of the financial reserve fund may be directed to the general revenues of the Branch.

II. CONTRACTS, SEAL AND OTHER INSTRUMENTS

Execution of Contracts

The seal, an impression of which appears on the margin, shall be the seal of the Branch.

All contracts or other instruments in writing, out of the ordinary course of business of the Branch, or within the ordinary course of business of the Branch but incurring obligations exceeding \$5,000, shall unless otherwise provided by a resolution of the Executive Committee authorizing same, be signed by the President or the Vice-President and the Executive Director or in the absence of the Executive Director by any other member of the Executive Committee. All other contracts or other instruments in writing may be signed by the Executive Director or by any member of the Executive Committee. Any contract or instrument so signed shall be received as the act of the Branch.

All cheques, drafts and other negotiable instruments for amounts not exceeding \$500.00, shall be signed on behalf of the Branch by any two members of the Executive Committee or by any member of the Executive Committee and the Executive Director. All cheques, drafts and other negotiable instruments for amounts less than \$500.00 may be signed by any member of the Executive Committee or by the Executive Director.

No cheque for, or payment of any expenditure which would cause the Branch budget for that expense item to become 10% over budget, shall be issued without the approval of the Executive Director and the Treasurer.

No contract of employment or contract for consulting services, whether written or verbal, shall be entered into on behalf of the Branch with any person, firm or corporation unless the proposed terms and conditions of that contract have first been submitted to and approved by the Executive Committee.

All grant and funding contracts or applications made by the Branch shall be signed by the President or the Executive Director.

III. GENERAL AND ADMINISTRATIVE POLICIES

Fiscal Year

The fiscal year of the Branch and the Sections is from September 1 to August 31. Budget allocations are made on a fiscal year basis with expenditures being charged to the fiscal year in which the liability is incurred.

Financial Statements

Detailed financial statements shall be provided on a monthly basis to the Executive Committee. Audited financial statements (not including Provincial Sections) shall be prepared on an annual basis prior to the Annual Meeting of the Branch. Following approval by the Executive Committee, the audited financial statements shall be presented to Council.

Reimbursement Procedures

The Branch is dependent upon volunteers and the contribution of time and energy by its members. All reasonable and necessary expenses incurred in conducting authorized and proper work of the Branch may be reimbursed in accordance with the Branch's "Reimbursement Policy for Expenses". The "Reimbursement Policy for Expenses" shall be approved by Council and any amendments to the policy shall be approved by Council.

Alberta Law Conference

A budget for the Alberta Law Conference shall be prepared and proposed after consultation with the Executive Director and shall be submitted to the Executive Committee three months prior to the start of the meeting.

Any proposed contracts or commitments in relation to the Alberta Law Conference, either verbal or written, shall first be approved by the Executive Director. Execution of any contracts shall be in accordance with these financial policies and procedures.

All funds, registrations and grants, received in connection with any meeting of the Branch shall be deposited to the accounts maintained by the Branch.

IV. SECTIONS

Section funds and records

All section registration fees, dues, food payments and all other section funds shall be deposited to section accounts maintained and administered by the Branch. Any interest earned on section funds shall be credited to the Branch.

The Branch shall maintain and administer financial books and records for each Section.

Cheques issued on Section accounts shall be signed in accordance with the same policies and procedures in place regarding execution of cheques on behalf of the Branch.

Budgets, financial statements and contracts

A budget for the operation of each Section shall be prepared by the Section executive and shall be submitted to the Executive Director by the end of June of each year.

The fiscal year of each Section is from September 1 to August 31. Budget allocations are made on a fiscal year basis with expenditures being charged to the fiscal year in which the liability is incurred.

A review of the Section financial accounts shall be prepared on an annual basis prior to the Annual Meeting of the Branch. Following approval by the Executive Committee, such statements shall be presented to Council.

No contracts or commitments of any nature, whether written or verbal, shall be entered into on behalf of the Branch or any Section, by Section executives or any member of a Section. Any contracts or commitments sought to be entered into for the benefit of the Section and its members shall be submitted to the Executive Director. The Executive Director or the Executive Committee may approve the entering into of any contract or commitment and any such contract or commitment shall be executed in accordance with these policies and procedures.

Section expenses

The expenses of a Section shall not exceed the funds maintained by the Branch on behalf of a Section. The expenses of a Section may not exceed the amounts budgeted by a Section, unless otherwise approved by the Executive Director.

All receipts and invoices for expenses incurred by each Section shall be forwarded to the Branch office and such expenses will be paid from the Section's funds.

Section meetings should be held, whenever possible, in the Southern or Northern Branch offices. Reasonable food costs will be paid from the Section's funds.

Any expenses, payments or donations to be made by a Section, other than for payment of food and beverage, administrative and distribution expenses or speakers' gifts, shall first be approved by the Section executive.

Reimbursements to individuals of expenses incurred on account of Section activities will be made in accordance with the Branch's "Reimbursement Policy for Expenses". Payment of expenses will be paid from the Section's funds.

Any travel arrangements required to be made in relation to Section activities, must first be approved by the Executive Director. All approved travel arrangements must be made by the Branch. Payment of travel expenses will be paid from the Section's funds.