



THE CANADIAN  
BAR ASSOCIATION  
Northwest Territories Branch

# BYLAWS & POLICIES



## **PART 1 DEFINITIONS**

1.1 In these By-Laws the following terms have the corresponding meanings unless the context requires otherwise:

"Association" means the Canadian Bar Association;

"Branch" means the Northwest Territories Branch of the Association;

"Chair" means the chairperson of a Committee or Section, as the case may be;

"Committee" means a standing committee or special committee of the Branch;

"Council" means the Branch Council;

"Executive Committee" means the executive committee of the Branch;

"Executive Director" means the executive director of the Branch;

"General Meeting" includes the Mid-Winter General Meeting, Summer General Meeting and any Special Meeting of the Branch;

"Member" means a member of the Association who pays the Branch levy;

"Mid-Winter General Meeting" means the mid-winter general meeting of the Branch required by section 8.1 of these By-laws;

"Nominating Committee" means the nominating committee responsible for presenting nominations for members of Council to the Branch in accordance with section 10.1(a) of these By-laws;

"Past-President" means a person who was at one time the president of the Branch;

"Section" means a section of the Branch;

"Special Meeting" means a meeting of the Members of the Branch, other than a Mid-Winter General Meeting or Summer General Meeting, as set out in section 8.2 of these By-Laws;

"Summer General Meeting" means the summer general meeting of the Branch required by section 8.1 of these By-Laws

## **PART 2 MEMBERSHIP**

2.1 The membership of the Branch consists of:

(a) all Members in good standing of the Association who reside in the Northwest Territories;



- (b) all Members in good standing of the Association who reside in Nunavut who have not elected to belong to a Branch of the Canadian Bar Association other than the Northwest Territories Branch; and
  - (c) such Members in good standing of the Association who, not being resident in the Northwest Territories but being members of the Law Society of the Northwest Territories, have elected to belong to the Branch.
- 2.2 A Member shall cease to be a Member of the Association and the Branch in the following circumstances:
- (a) any Member who ceases to be a member in good standing of the Law Society of the Northwest Territories, by reason of disciplinary action shall ipso facto cease to be a Member of the Association and the Branch;
  - (b) any Member shall be suspended for non-payment of fees, and their membership shall lapse for non-renewal ninety days from the date their membership comes up for renewal; and
  - (c) any Member may, after due inquiry, be suspended or expelled from membership for misconduct in the Member's relations to the Association, or in the profession upon resolution of the Executive Committee.

### **PART 3 OBJECTS AND POWERS**

- 3.1 The objects of the Branch are:
- (a) to promote law reform;
  - (b) to improve the administration of justice at the local, territorial and national level;
  - (c) to promote public discussion of issues pertaining to justice and law reform;
  - (d) to promote equal, safe and speedy access to justice;
  - (e) to improve and promote the knowledge, skill, ethical standards and well-being of all members of the legal profession;
  - (f) to represent the legal profession at the local, territorial and national level;
  - (g) to promote and protect the interests of members of the Branch;
  - (h) to participate in and promote public legal education;
  - (i) to recognize and take into account the unique cultural and linguistic composition of the Northwest Territories in the development and implementation of Association and Branch programs and policies;



- (j) to work with and, when advisable, enter into agreements with the Law Society of the Northwest Territories for the attainment of these objects; and
- (k) to work with and promote the objects, resolutions, programs and policies of the Association.

#### **PART 4 OFFICERS**

- 4.1 The Branch has the following officers:
  - (a) the President;
  - (b) the Vice-President;
  - (c) the Secretary-Treasurer; and
  - (d) the immediate Past-President.
- 4.2 The Secretary-Treasurer must be elected in accordance with section 9.1 of these By-Laws.
- 4.3 Each officer serves a one-year term in his or her position, coincident with the financial year of the Branch, so that at the commencement of each financial year the previous Secretary-Treasurer becomes the Vice-President, the previous Vice-President becomes the President, and the previous President becomes the immediate Past-President.

#### **PART 5 DUTIES AND REMUNERATION OF OFFICERS**

- 5.1 The President presides at General Meetings of the Branch and at meetings of the Executive Committee. The President is the chief executive officer and spokesperson of the Branch, subject to these By-laws and the resolutions and policies of the Branch and the Association.
- 5.2 The Vice-President assists the President in carrying on the administration of the Branch and, in the absence of the President, presides at meetings and fulfills the President's functions and duties. The Vice-President organizes the General Meetings of the Branch, with the assistance of the Executive Director.
- 5.3 The Secretary-Treasurer carries out the secretarial duties of the Branch in the absence of the Executive Director, including the taking of minutes of General Meetings of the Branch and meetings of the Executive Committee, and performs such other duties as maybe assigned by the President. The Secretary-Treasurer superintends the finances of the Branch and presents statements with respect to the financial affairs of the Branch at each general meeting of the Branch.



- 5.4 The immediate Past-President advises the other officers.
- 5.5 The officers shall serve as such without remuneration, and no officer shall directly or indirectly receive any profit from his or her position as such; provided that officers may be paid reasonable expenses incurred by them in the performance of their duties.
- 5.6 Officers may be removed from office for reasons as set out in sections 2.2 above.

## **PART 6 EXECUTIVE COMMITTEE**

- 6.1 The Executive Committee consists of the Officers of the Branch and the 2nd designated voting member of Council.
- 6.2 The Executive Committee advises and assists the President in the duties of that office.
- 6.3 The Executive Committee may make decisions respecting the day-to-day operations of the Branch including, without limiting the generality of the foregoing:
  - (a) approving the Branch budget and expenditures, including those of its Committees and Sections; and
  - (b) approving the adoption or implementation of programs, policies and activities related to the objects of the Branch and the Association.
- 6.4 The Executive Committee may conduct its meetings and its business as it considers fit. Three of its members constitute the quorum necessary for the transaction of business. Each member has one vote.
- 6.5 Where a vote is required for approval of a resolution by the Executive Committee, the majority of those participating prevail. If a majority is not achieved for any reason, the motion may be adjourned to the next meeting of the Executive Committee at which another vote may be made, or to the next general meeting.
- 6.6 The Executive Committee may fill any vacancy that may occur within it during its term, by advancing the progression among the officers of the Branch, or by the appointment of a member of Council, former officer, or a Member subject to ratification by Council at its next meeting.

## **PART 7 COUNCIL**

- 7.1 The Council shall consist of the following persons resident in the Northwest Territories:



- (a) the number of elected members which the Branch is from time to time entitled to elect as voting members of the National Council in accordance with subsection 73(1) of By-Law No. 1 of the Association together with the number of elected members which the Branch is from time to time entitled to elect as non-voting members of the National Council in accordance with subsection 73(2) of By-Law No. 1 of the Association.
- 7.2 The members of Council shall be nominated and elected as provided by Part 10 of these By-Laws.
  - 7.3 Terms for an elected member of Council shall not exceed three years, renewable for up to two consecutive terms.
  - 7.4 The Council shall carry on the work of the Association and the Branch. Council shall advance its objects in the Northwest Territories according to these By-Laws and the bylaws of the Association.
  - 7.5 The Council may conduct its meetings and its business as it considers fit. A majority of its voting members constitute the quorum necessary for the transaction of business.

## **PART 8 GENERAL MEETINGS**

- 8.1 The Branch must hold a Mid-Winter General Meeting and Summer General Meeting each year. Notice of the time and place of such meetings shall be given to all Branch Members at least 14 days in advance of the meeting.
- 8.2 The Executive Committee may, by resolution, call a Special Meeting of the Branch. Notice of the time and place of a Special Meeting shall be given to all Members at least 14 days in advance of the meeting.
- 8.3 A quorum for any General Meeting of the Branch shall be 5 Members.
- 8.4 All Members in good standing shall be entitled to vote at General Meetings.

## **PART 9 ELECTIONS OF SECRETARY-TREASURER**

- 9.1 The election of the Secretary-Treasurer shall occur as follows:
  - (a) The Executive Director shall issue a call for nominations to the position of Secretary-Treasurer before June 15 in each year.
  - (b) Any Member of the Branch described in paragraph 2.1 is eligible to stand for election, and may nominate himself or herself.
  - (c) Nominations close on June 30 in each year.



- (d) The Executive Director shall, if necessary, mail or deliver ballots to Members before July 7 in each year.
- (e) Ballots must be returned to the Executive Director by 12:00 noon on the first Friday of August in each year.
- (f) The Executive Director shall count the ballots in the afternoon of the first Friday in August.
- (g) The candidate with the greatest number of votes is elected.
- (h) In the event of a tie vote, the tied candidates shall determine the election by lot.

## **PART 10 ELECTIONS OF COUNCIL MEMBERS**

10.1 The election of Council members shall occur as follows:

- (a) The Nominating Committee shall consist of the President, the Past President and such other Past-President as selected by the Executive Committee.
- (b) The Nominating Committee shall report at the Summer General Meeting of the Branch setting out the names of those nominated by the Nominating Committee for election to the Council. Those nominations shall be confined to those members who are in good standing within the Law Society of the Northwest Territories and resident in the Northwest Territories.
- (c) Upon receiving the report of the Nominating Committee, the President shall call for further nominations and in the event of no further nomination shall declare the slate of nominations elected by acclamation.
- (d) Where further nominations are made at the Summer General Meeting of the Branch, an election will be held by written ballot.
- (e) The term of office for members of the Council begins on the 1st day of September following elections at the Summer General Meeting.
- (f) Any vacancy occurring among the ranks of the elected members of Council may be filled by resolution of Council.

## **PART 11 COMMITTEES**

11.1 Subject to these By-Laws, the Executive Committee may establish Committees, appoint the Chair and members of said Committees, and fill any vacancies which may arise.



- 11.2 Committees are to operate according to the terms of reference approved by the Executive Committee.
- 11.3 The Executive Committee may give direction to any Committee appointed by it and may, by resolution, dissolve such a Committee.
- 11.4 Committee budgets and expenditures are to be pre-approved by the Executive Committee.
- 11.5 The following provisions apply to Committees:
- (a) the President and Vice-President are ex-officio members of each Committee;
  - (b) each Committee shall report, in writing, to the Mid-Winter General Meeting and Summer General Meeting of the Branch; and
  - (c) each Committee may conduct its meetings and its business as it considers fit, subject to its terms of reference.

## PART 12 SECTIONS

- 12.1 Sections may be organized for the study of particular areas of law and of questions relating to the objects of the Association. Sections may be established by resolution of the Executive Committee upon the application of interested members.
- 12.2 A resolution to approve the establishment of a Section must include approval of a budget for the balance of the fiscal year in which the Section is created.

### **Section Membership**

- 12.3 A Member of the Branch may register as a member of any Section. Members of the Branch are entitled to participate in the business and activities of the Sections of which they are members, and to nominate and be nominated for office in that Section.

### **Section Meetings**

- 12.4 Each Section must hold a meeting at least twice each year.
- 12.5 Each Section may meet at such other times and places as its members may agree.

### **Administration, Chair and Reports**

- 12.6 The administrative responsibilities of each Section are vested in its Chair.
- 12.7 Each Section may elect its Chair, or two co-chairs if it so determines, during a meeting of the Section following the Summer General Meeting of the Branch.
- 12.8 A Chair or two co-chairs of a Section, as the case may be, shall serve for a term of one year commencing the 1st day of September following the election.



- 12.9 If a Section does not elect a Chair for any particular term the Executive Committee may appoint a Member to serve as Chair for that term.
- 12.10 If a Chair is unable to or fails to carry out the duties of office, the members of the Section may, by majority vote, replace the Chair with another member of the Section designated to hold office for the unexpired portion of the Chair's term.
- 12.11 The President and the Vice-President of the Branch are ex-officio members of all Sections.
- 12.12 The Chair of each Section shall submit a report to the Mid-Winter General Meeting and Summer General Meeting of the Branch outlining the activities of the Section and covering the work done from the date of the preceding General Meeting of the Branch up to the date of the report, and shall report to the Executive Committee upon the request of that body.
- 12.13 Each Section shall be represented at the Mid-Winter General Meeting and Summer General Meeting of the Branch and shall endeavour to have representation at each national section meeting at the Annual Meeting of the Association.
- 12.14 The Executive Committee may from time to time refer matters to a Section for inquiry and report.

## **PART 13 INVESTMENTS AND FINANCE**

### **Finances and Banking**

- 13.1 The financial year of the Branch commences on September 1 in one year and ends on August 31 in the next year.
- 13.2 The officers of the Branch are authorized and empowered to make payments and to incur liabilities in accordance with the Budget approved by the Summer General Meeting
- 13.3 The Secretary-Treasurer or his or her designate shall carry on the general banking business of the Branch.
- 13.4 Accounts in the name of the Branch must be kept in a chartered bank, in which all monies received must be deposited and from which accounts all disbursements must be made.
- 13.5 All cheques, drafts and other negotiable instruments must be signed on behalf of the Branch by any two of the President, the Vice-President, Secretary-Treasurer, a voting member of Council or the Executive Director. No cheques for or payment of any expenditure which would cause that expense item to exceed 10% over budget may be issued without approval of the Secretary-Treasurer.



**Audits**

- 13.6 The books and accounts of the Branch must be reviewed each year by an accounting firm designated by the Summer General Meeting.

**Seal**

- 13.7 The seal of the Branch shall be in the form set out below;
- 13.8 The seal of the Branch shall be kept in the custody of the Secretary-Treasurer and shall not be affixed to any instrument or document except by authority of a resolution of the Executive Committee;

**Minutes/Books**

- 13.9 The Secretary-Treasurer shall prepare and have custody of the minutes of the Branch and of the books and records of the Branch. The books and records of the Branch may be inspected upon request at the Branch office, 5004 – 50th Avenue, Box 1985, Yellowknife, NT X1A 2P5.

**PART 14 BY-LAWS**

- 14.1 Notice of any proposed amendments to these By-Laws must be given in writing to the Executive Director not less than 30 days before the general meeting of the Branch that will consider them. The Executive Director shall, not less than 21 days before such meeting, give notice in writing of the proposed amendments to the Members of the Branch.
- 14.2 All amendments to these By-Laws adopted by the Branch are deemed to take effect at the time the motion proposing their adoption is approved by a general meeting, unless the amendments specifically provide otherwise.

Adopted as amended the 1st day of March, 2010 at the Mid-Winter General Meeting of the Canadian Bar Association, Northwest Territories Branch.





## TRAVEL POLICY

A person (“authorized traveller”), authorized by the Canadian Bar Association - Northwest Territories Branch (the “Branch”) to travel on Branch business, will be reimbursed for expenses as follows:

### A. TRANSPORTATION

**Air Travel:** Whenever possible the authorized traveller shall travel excursion fare or on a “seat sale”. Where purchase of a full fare ticket cannot be avoided the authorized traveller will be reimbursed for the cost of a full fare economy class ticket.

**Private Transportation:** Where the use of an authorized traveller’s vehicle is authorized by the Branch Executive, expenses may be claimed at prevailing Federal Government rates.

**Taxi:** Receipts must be retained and submitted with the travel claim. Authorized travellers must indicate the starting point and destination of each taxi trip.

**Rental Vehicle:** Authorized travellers may not recover the costs of a rental vehicle from the Branch unless the Branch Executive approves the rental before the authorized traveller departs from the Northwest Territories. Authorized travellers renting vehicles must ensure that the rental agreement provides for insurance coverage for damage to the vehicle and all other liability.

### B. ACCOMMODATION

**Hotels:** Whenever possible authorized travellers shall use hotels which provide Corporate, Government, CBA, or other special rates. Authorized travellers must use hotels that afford reasonable accommodation at a reasonable price.

Authorized travellers must submit receipts for accommodation charges with the travel claim. Movies, laundry, liquor and other extraordinary services must not be charged to the Branch. Room service charges for food may be claimed up to the maximum of the expenses referred to in Part C.

**Private Accommodation:** Authorized travellers staying in private accommodations may claim an allowance at prevailing Federal Government rates.

### C. MEALS AND INCIDENTAL EXPENSES

**Northern / Southern Travel:** Expenses may be claimed at prevailing Federal Government rates for the cost of meals consumed and for incidental expenses such as gratuities for miscellaneous service personnel.

If meals are provided at no charge in the course of transportation, or in relation to the function or conference attended by the authorized traveller, they cannot be claimed for by the authorized traveller.

**Private Accommodations:** If meals are provided while staying in private accommodations, they cannot be claimed for by the authorized traveller. If meals are not provided at the private accommodation, reimbursement for food/meals may be claimed up to the maximum of expenses referred to above. Receipts must be submitted with travel claim.



D. TELEPHONE CHARGES:

All telephone charges must relate to Branch business.

E. ADVANCE PAYMENT OF ELIGIBLE EXPENSES:

Requests for advance payment of eligible expenses will be considered on a case by case basis.

F. AUTHORIZATION:

A person seeking to travel on Branch business must obtain prior authorization from the Branch Executive.

The following individuals are eligible for reimbursement or assistance with travel and related expenses as they pertain to CBA business:

Branch President:	Mid-Winter Meeting Annual Meeting Board of Director's Meetings Law School Visits - Alberta
Vice-President:	Mid-Winter Meeting Annual Meeting Board of Director's Meetings - if President not available
Secretary/Treasurer:	In the event travel is required as a replacement for either the President or Vice-President.
Executive Director:	Mid-Winter Meeting Annual Meeting 2 In-Person Executive Director Meetings Annually (June and November)
Membership Chair:	One Membership Meeting per year
Section/Conference Chairs:	For those Sections/Conferences in good standing - one meeting per year within their budget. Reports from meetings attended are a requisite. If a Section is fortunate enough to have their hotel accommodation provided by National and wish to expend that portion of their budget to cover hotel expenses for a second member, that is acceptable, although that member will be responsible for their own expenses and travel as well as any conference fees.

The following are not entitled to receive funding assistance from the Branch:

- Voting and Non-Voting Members of Council:
- National Standing Committee Members or Members of National Section Executives:

[Executive Meeting - January 22, 1998]  
[Amended May 15, 2003]  
[Amended June 12, 2003]



The following is an excerpt from the Minutes of June 12, 2003:

**Budget 2003/04**

The proposed Budget for the year 2003/04 which is to be approved at the Annual Meeting, was presented for discussion. It was noted that the budget contained a recommendation to discontinue paying registration and expenses for CLE's held in conjunction with National Section Meetings. With the increased number of sections and a static revenue source, it was also being recommended that each section/conference budget be reduced to \$750. **Receipts and a Report for the Membership on the Meeting were to be provided before reimbursement was made.**

Treasurer Kathryn Vennard recommended that the budget [Appendix "B"] as presented go before the AGM for approval. It was then:

MOVED BY: Vennard  
SECONDED BY: Toner

THAT the proposed budget for the 2003/04 fiscal year be presented to the AGM for approval.

**Carried**

And

MOVED BY: Vennard  
SECONDED BY: Toner

THAT the Travel Policy (Appendix "A") be amended to exclude registration fees and expenses for CLE's held in conjunction with National Section Meetings.

**Carried**



## **SECTION COMPLIANCE AND NATIONAL FUNDING POLICY**

### **BACKGROUND:**

The By-Laws of the Canadian Bar Association - Northwest Territories Branch as adopted and/or amended by the membership at an Annual General Meeting, contain detailed information with respect to the organization, structure and conduct under which Sections established in the Northwest Territories are to function.

### **THEREFORE:**

Sections in compliance with the By-Laws will receive funding which will permit them to participate in Section activities at the national level. Sections which not in compliance with the By-Laws, i.e. have not held regular meetings, submitted budgets, elected a Chair and Vice-Chair, will not be eligible to receive funding permitting them to participate in National activities.

[Executive Meeting - December 12, 2001]



## COMMUNICATIONS POLICY

- (a) Wherever practical, all contact with media shall be channeled through the CBA Branch Office.
- (b) The President is the prime spokesperson for the CBA - Northwest Territories Branch.
- (c) In the absence of the President, responses shall be made by the officers in the following order:
  - i. Vice-President
  - ii. Past-President
  - iii. Secretary / Treasurer
- (d) As a general policy, when an inquiry relates to issues that are not CBA policy, it should be directed by an officer to a CBA member whose expertise and position within the Association would best qualify him or her to respond to the inquiry.
- (e) Media calls may be referred to chairs of sections, conferences, task forces or committees, particularly if the inquiry or interview relates to background information.
- (f) All Branch Committee or Branch Section submissions to the Association, any government or public body and the print and electronic media, on behalf of the Branch or of any Branch Committee or any Branch Section, must be authorized in advance by the Branch Executive and Council except only that, in cases of urgency where it is not practicable to convene a meeting of the Branch Council, they may be approved by a majority of the members of the Branch Executive Committee.
- (g) Prior to release to the media and the public, each section or committee statement, resolution and/or other official pronouncement must first be approved by the Executive Committee. This policy is in effect to ensure that those in authority are fully informed and the statement does not contradict policy established by the Council of the Canadian Bar Association.
- (h) When speaking for the CBA, spokespersons shall enunciate CBA policy as approved by the Branch and the National Association. Spokespersons shall avoid expressing personal views. In the event personal views are expressed, a clear disclaimer must be issued.
- (i) CBA Members who are not designated speakers should refrain from speaking on behalf of the CBA - NWT Branch.

[As adopted by the Executive January 19, 2005]