

**CANADIAN BAR ASSOCIATION – NORTHWEST TERRITORIES BRANCH**

**BY-LAWS**

---

**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 may be 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 2<sup>nd</sup> 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 by-laws 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 1<sup>st</sup> 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 1<sup>st</sup> 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;

(Affix Seal)

***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 \_\_\_ day of \_\_\_\_\_, 2010 at the Mid-Winter Meeting of the Canadian Bar Association, Northwest Territories Branch.