

SOCIETY ACT

BYLAWS OF BRITISH COLUMBIA COUNCIL OF ADMINISTRATIVE TRIBUNALS

Part 1 – Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) “directors” means the directors of the society for the time being;
 - (b) “*Society Act*” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “registered address” of a member means the member’s address as recorded in the register of members;
 - (d) “special resolution” means;
 - (i) a resolution passed in general meeting by a majority of not less than seventy-five percent (75%) of the votes of those members of a society who, being entitled to do so, vote in person or, where proxies are allowed, by proxy
 - (A) of which the notice that the bylaws provide and not being less than fourteen (14) days’ notice specifying the intention to propose the resolution as a special resolution has been given; or
 - (B) if every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than fourteen (14) days’ notice has been given;
 - (ii) a resolution consented to in writing by every member of a society who would have been entitled to vote on it in person or, where proxies are allowed, by proxy at a general meeting of the society; and a resolution so consented to shall be deemed to be a special resolution passed at a general meeting of the society;
 - (iii) where a society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by at least seventy-five (75%) of the votes cast in respect of the resolution.
 - (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 - Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. There shall be two categories of members as follows:
 - (a) Voting Members: Persons are qualified for voting membership if they are:
 - (i) full- or part-time adjudicators or members of any regulatory and adjudicative agencies, boards, commissions and tribunals performing quasi-judicial functions (“administrative tribunals”);
 - (ii) persons engaged full-time by administrative tribunals as solicitors or counsel or employed in executive or management positions such as registrar, manager, or director, (“executive staff”); or
 - (iii) government employees who perform, on a full-time basis, functions comparable to administrative tribunal adjudicators (“government employees”).
 - (b) Non-Voting Members: Academics, practitioners before administrative tribunals, members of advocacy groups, and other interested persons are qualified to become non-voting members. Non-voting members may not be elected as directors or officers, and may not vote at annual or other members’ meetings.
5. The head of each administrative tribunal may designate one individual voting member as its official representative in the society. This is solely for the purpose of ensuring the broad representation of administrative tribunals on the board of directors (as provided for in bylaws 26(3) and (4)) and to ensure all tribunals are advised of the society’s activities, and shall not prevent other members or staff of such administrative tribunal from becoming members in their own right.
6. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
7. Every member shall uphold the constitution and comply with these bylaws.
8. Fees shall be payable by members in such amounts and in such manner and at such times as may be determined from time to time by the directors.
9. A person shall cease to be a member of the society
 - (a) by delivering a resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on death or in the case of a corporation on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for twelve (12) consecutive months.
10.
 - (1) A member may be expelled by a special resolution of the voting members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

- (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
11. All members are in good standing except members who have failed to pay their current annual membership or any other subscription or debt due and owing by them to the society and they are not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of Members

12. General meetings of the society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.
13. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
14. The directors may, when they think fit, convene an extraordinary general meeting, and the directors shall convene a meeting upon a written request for same by not less than fifteen percent (15%) of the voting members being submitted to the directors.
15. (1) Notice of a general meeting shall be given to all members at least fourteen (14) days before the day of such meeting, provided always that members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

(2) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

(3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
16. The first annual general meeting of the society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

17. Special business is
 - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business transacted at an annual general meeting, except,
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
18. (1) No business, other than the election of a presiding member and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) Twenty (20) voting members present in person shall form a quorum for the conduct of business.
19. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
20. Subject to bylaw 21, the president of the society, the vice-president or in the absence of both, one of the other directors present, shall preside at a general meeting.
21. If at a general meeting
- (a) there is no president, vice-president or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or
 - (b) the president and all the other directors present are unwilling to act as presiding member,
- the members present shall choose one of their number to preside.
22. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

No resolution proposed at a meeting need be seconded and the presiding member of a meeting may move or propose a resolution.

23. In case of an equality of votes the presiding member shall not have a casting or second vote in addition to the vote to which the presiding member may be entitled as a voting member and the proposed resolution shall not pass.
24. (1) A voting member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting may be by show of hands or by written ballot, as determined by the directors.
 - (3) In the absence of any voting member at a general meeting, such member may, by proxy in writing, appoint another member who is present at such meeting to vote in their place.
 - (4) No person shall act as proxy for more than five voting members.
 - (5) The proxy shall be delivered to the secretary of the society before or at the time for holding the meeting at which the person named in the proxy proposes to vote, and if it is not so delivered the instrument of proxy shall not be treated as valid.
 - (6) An instrument appointing a proxy may be in the following form, or in any other form that the directors may approve:

I, (name), of (address), in the province of (name of province), hereby appoint (name of proxy), of (address), as my proxy to vote for me and on my behalf at the (annual or special as the case may be) general meeting of the society to be held on the (date) day of (month), 19(year), and at any adjournment thereof.

Signed at (place) this (date) day of (month), 19(year).

PART 5 – Directors and Officers

25. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
- (a) all laws affecting the society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
26. (1) The president, vice-president, secretary, treasurer shall be the officers of the society. They and five (5) or more other voting members shall be the directors of the society, and shall be elected by the voting members at the first annual general meeting. At each annual general meeting thereafter, elections shall take place for the positions of all directors, including officers, whose terms have expired.
- (2) The number of directors shall be not less than nine (9) and not more than fifteen (15).
 - (3) At least five (5) and no more than seven (7) of the directors shall be designated representatives of administrative tribunals as set out in bylaw 5, and at least one (1) of the directors shall be an executive staff member or a government employee, as defined in bylaw 4.
 - (4) The members comprising the Board of Directors shall reflect the diversity of mandates within the administrative justice sector and be broadly representative of the sector.
 - (5) The immediate past president shall be an ex-officio director of the society.
27. (1) The term of office of five (5) of the first elected directors, including the president and secretary, shall be two (2) years, and the term of office of the remaining four (4) first elected directors, including the vice-president and treasurer, shall be one (1) year. Thereafter, all directors, including officers, shall be elected for a term of two (2) years. They shall all retire from office at the annual general meeting closest to the expiry of their term of office, at which time their successors shall be elected.
- (2) Separate elections shall be held for each office to be filled.
 - (3) An election may be by acclamation, otherwise it shall be by ballot.
 - (4) If no successor is elected the person previously elected or appointed continues to hold office.

28. (1) Directors may resign their offices upon giving notice to the president of the society, which resignation shall take effect immediately it is received.
 - (2) The office of a director shall be vacated if:
 - (a) the director becomes of unsound mind; or
 - (b) the director ceases to be a voting member of the society.
29. (1) Where a vacancy occurs among the directors, it shall be filled by the member who ran for the office of director at the most recent annual general meeting, and who received the next highest number of votes to the director appointed with the least number of votes. If no such candidate is available or willing to serve, then the directors shall appoint a voting member as a director to fill a vacancy among the directors.
 - (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
 - (3) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
30. (1) Notwithstanding bylaw 29(2), the voting members may by special resolution remove a director before the expiration of that director's term of office, and may elect a successor to complete the term of office.
 - (2) The notice of special resolution for removal shall be accompanied by a brief statement of the reason or reasons for the proposed removal.
 - (3) The director who is the subject of the proposed resolution for removal shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
31. (1) In observance of clause 5 of the society's Constitution, no director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.
 - (2) The directors shall not be liable for any action taken or omitted by them in good faith or for the acts of any agent, employee or trustee selected by them with reasonable care or any act or omission of any other director or directors.

Part 6 – Proceedings of Directors

32. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit, provided that they meet at least once every three months.
 - (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a simple majority of the directors then in office.
 - (3) The president shall preside at all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-president shall act as presiding member; but if neither is present the directors present may choose one of their number to preside at that meeting.
 - (4) On the request of at least three (3) directors, a meeting of the directors shall be convened.

33. (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors and members as they think fit.
 - (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and each committee shall have a director of the society who will be liaison to the directors, but is not necessarily the chair of the committee.
 - (3) In any event, in addition to such committees as the directors deem appropriate from time to time, there shall be standing education, membership and nominating committees.
34. A committee shall elect a presiding member of its meetings; but if no presiding member is elected, or if at a meeting the presiding member is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to preside at the meeting.
35. The members of a committee may meet and adjourn as they think proper.
36. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of directors is present.
37. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn.
 - (a) no notice of meeting of directors shall be sent to that director; and
 - (b) any and all meeting of directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
38. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a simple majority of votes.
 - (2) In case of an equality of votes the presiding member does not have a second or casting vote.
39. No resolution proposed at a meeting of directors or committee of directors need be seconded and the presiding member of a meeting may move or propose a resolution.
40. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

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

42. The vice-president shall carry out the duties of the president during the latter's absence or inability. The other duties of the vice-president shall be such as the directors or the president may assign or delegate.
43. The secretary shall
- (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the society; and
 - (f) maintain the register of members; and
 - (g) perform such other duties as may from time to time be determined by the directors.
44. The treasurer shall
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (b) render financial statements to the directors, members and others when required;
 - (c) ensure that full and accurate accounts of all receipts and disbursements of the society are kept in proper books of account and that all moneys or other valuable effects are deposited in the name and to the credit of the society in such financial institution(s) as may from time to time be designated by the directors; and
 - (d) perform such other duties as may from time to time be determined by the directors.
45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
46. Any of the duties of the secretary or treasurer may, with the consent of the secretary or treasurer, be assigned by the directors to any of the society's other directors.
47. The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

Part 8 – Seal

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

Part 9 – Borrowing

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

Part 10 – Auditor

53. This Part applies only where the society is required or has resolved to have an auditor.
54. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.
55. At each annual general meeting the society shall appoint an auditor to hold office until re-election or until a successor is elected at the next annual general meeting.
56. An auditor may be removed by ordinary resolution.
57. An auditor shall be promptly informed in writing of appointment or removal.
58. No director and no employee of the society shall be an auditor.
59. The auditor may attend general meetings.

Part 11 – Notices to Members

60. A notice may be given to a member, either personally or by mail at the registered address.
61. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
62. (1) Notice of a general meeting shall be given to
 - (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 10 applies.(2) No other person is entitled to receive a notice of general meeting.

Part 12 – Bylaws

63. On being admitted to membership, each member is entitled to and the society shall on request, without charge, provide a copy of the constitution and bylaws of the society.
64. These bylaws shall not be altered or added to except by special resolution.