

**IN ACCORDANCE WITH BYLAW 25 OF THE CANADIAN BAR ASSOCIATION, SASKATCHEWAN BRANCH (CBASK) BYLAWS, TAKE NOTICE THAT THE FOLLOWING RESOLUTION TO AMEND THE CBASK BYLAWS WILL BE PUT FORWARD AT THE ANNUAL MEETING:**

**WHEREAS** the Board of Directors at its May 19, 2022 meeting passed a resolution to amend the CBASK Bylaws;

**AND WHEREAS** the Executive Director and the Chair of the Resolutions, Constitution and Bylaws Committee have reviewed the amendments to the CBASK Bylaws;

**BE IT RESOLVED THAT** the CBASK Bylaws be amended as set out in the black-lined draft of the Bylaws as circulated.

***PLEASE REFER TO THE ATTACHED DOCUMENT OUTLINING THE TRACKED CHANGES.***



THE CANADIAN  
BAR ASSOCIATION  
Saskatchewan Branch

Canadian Bar Association, Saskatchewan  
BRANCH BYLAWS

AMENDED June ~~17, 2021~~ 16, 2022

Canadian Bar Association, Saskatchewan Branch

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## DEFINITIONS

1. In these Bylaws:

- (1) "Association" means the Canadian Bar Association;
- (2) "Association Board of Directors" means the board of directors of the Association;
- (3) "Board of Directors" means the board of directors of the Branch;
- (4) "Branch" means the Saskatchewan Branch of the Association;
- (5) "Council" means the Branch Council;
- ~~(6)~~ (6) "Executive Director" means the Chief Administrative Officer of the Branch;
- ~~(6)(7)~~ (7) "President" means the President of the Branch unless otherwise indicated; and
- ~~(7)(8)~~ (8) "National President" means the President of the Association.

## MEMBERSHIP

2. The membership of the Branch consists of:

- (1) all members of the Association who are in good standing with the Association and who are resident in Saskatchewan; and
- (2) any person who, by a resolution of the Council, is admitted to honorary membership in the Branch.

## OBJECTIVES AND POWERS

3. The objects of the Branch are and it has the power to:

- (1) participate in and promote law reform;
- (2) develop, promote and participate in programs and activities engendering knowledge and appreciation of the law and the legal profession by members of the general public;

- (3) generally advance the objects of the Association within Saskatchewan, namely to:
  - (a) advance the science of jurisprudence;
  - (b) promote 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;
  - (c) uphold the honour of the profession of the law, foster harmonious relations and co-operation among the incorporated law societies, barristers' societies and general corporations of the Bars of the several provinces and cordial intercourse among the members of the Association;
  - (d) encourage a high standard of legal education, training and ethics and generally to do all further or other lawful acts and things touching these premises; and
- (4) enter into arrangements with the Law Society of Saskatchewan for the assumption by the Branch of any of the Law Society's non-statutory functions that may be appropriate.

#### OFFICERS

4.

- (1) The Officers of the Branch are as follows:
  - (a) the President;
  - (b) the Vice-President;
  - (c) the Treasurer;
  - (d) the Immediate Past President.
- (2) The President, Vice-President and Treasurer are to be elected by the procedure established under Bylaw-section 14.

## DUTIES OF THE OFFICERS

5.

(1) The President shall:

- (a) preside at general meetings of the Branch, at meetings of Council and at meetings of the Board of Directors and shall submit a written report in respect of the work of the Branch at the Annual Meeting of the Branch and as otherwise required;
- (b) assist the National President in carrying on the administration of the Association within Saskatchewan and shall devote particular attention to the advancement of the Association in Saskatchewan;
- (c) be responsible for liaison between the Branch and the Association and coordination of ~~National Association~~ and Branch activities;
- (d) for strictly provincial matters in the Branch, have the same rights and perform the same duties as the National President as set out in Bylaw Number 1 of the Association; and
- (e) participate in the Leadership Forums convened by the National President.

(2) The Vice-President shall:

- (a) assist the President in carrying on the administration of the Branch;
- (b) in the absence of the President, preside at meetings and exercise the President's rights and perform the President's duties; and
- (c) perform such other duties as may from time to time be prescribed by the President.

(3) The Treasurer shall:

- (a) oversee the finances of the Branch;
- (b) ensure that the Branch records are maintained by the ~~Branch~~-Executive Director;

- (c) in conjunction with the ~~Branch~~ Executive Director, prepare an annual budget for submission to the Board of Directors ~~and the membership at the Branch Annual Meeting~~ for approval;
  - (d) in conjunction with the ~~Branch~~ Executive Director, recommend to the Board of Directors short and long-term investment and borrowing programs;
  - (e) report on the finances of the Branch to the Board of Directors and Council and to the membership at the Branch Annual Meeting;
  - (f) ensure that monthly financial statements are circulated to ~~members of~~ the Board of Directors;
  - (g) ensure that financial statements are circulated to Council prior to each meeting of Council; and
  - (h) perform such other duties as may from time to time be prescribed by the President.
- (4) The Immediate Past President shall:
- (a) chair the Nominating Committee;
  - (b) sit as a member of the Awards Committee; and
  - (c) chair the QC Committee and serve as the Branch Representative on the Provincial QC Committee.

#### BOARD OF DIRECTORS

6.     

~~(4)~~ The Board of Directors shall consist of:

- (a) the Officers of the Branch;
- (b) the Branch Education Director, Legislation and Law Reform Director, and ~~Public~~ Outreach Director;
- (c) the Executive Director, who shall be a non-voting member; and
- (d) any others that may be considered necessary by the

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Council.



## DUTIES OF THE BOARD OF DIRECTORS

7.

- (1) The Board of Directors shall advise and assist the President in performing the duties of that office and, ~~between meetings of the Council, shall have all the powers of the Council, except the power to pass bylaws~~ shall have the same powers as the Association Board of Directors with respect to purely provincial affairs of the Association within Saskatchewan, unless otherwise directed by the Association Board of Directors.
- (2) The Board of Directors may appoint candidates as:
  - (a) an Executive Director, ~~who is the Chief Administrative Officer of the Branch~~;
  - (b) Branch representatives for the Canadian Bar Insurance Association;
  - (c) Branch Section Chairs;
  - (d) Branch Mid-Winter Meeting Chair; and
  - (e) members of any other committee of the Branch or of the Association not otherwise provided for in these Bylaws or the Bylaws of the Association.
- (3) ~~Members of the~~ The Board of Directors shall report to each meeting of the Council.
- (4) In the absence of the Executive Director, the Board of Directors may designate an Officer of the Branch to perform the Executive Director's duties.
- (5) The Board of Directors shall prescribe the duties and responsibilities of the Executive Director.
- (6) The Board of Directors shall fill a vacancy occurring during a term of office in the position of the President, Vice-President, or Immediate Past President.
- (7) The quorum necessary for the transaction of the business of the Board of Directors is a majority.

~~(7)~~(8) In the event of a vacancy occurring in the Treasurer position during a term of office, the Board of Directors, with the assistance of the Nominating Committee, shall fill such vacancy until such time as an election is held by the procedure established under sections 14 and 15.

## COUNCIL

8. The Council consists of any of the following persons who are resident in Saskatchewan:

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- (1) members of the Board of Directors;
- (2) Elected Members of Council as provided by ~~Bylaw section~~ 16.1;
- (3) Members at Large of Council as provided by ~~Bylaw section~~ 16.2;
- (4) Branch Section, ~~Standing~~ and ~~Special~~ committee Chairs;
- ~~(5) — the Editor of the Canadian Bar Review;~~
- ~~(6)~~(5) all Past Presidents of the Branch;
- ~~(7)~~(6) all Past Presidents of the Association;
- ~~(8)~~(7) the Dean of the College of Law of the University of Saskatchewan;
- ~~(9)~~(8) a representative ~~as appointed by and on behalf of each of the Law Students' Association and the Indigenous Law Students Association of the University of Saskatchewan;~~ ~~the Public Legal Education Association of Saskatchewan, the Law Foundation of Saskatchewan and the Law Reform Commission of Saskatchewan~~
- ~~(10)~~(9) a representative appointed by the Indigenous Law Students' Association of the University of Saskatchewan
- ~~(11)~~(10) the representative appointed by the Branch to the Public Legal Education Association of Saskatchewan; and
- ~~(12)~~(11) any other members of the Association that the Council may, by resolution, appoint.

9. ~~All~~ Only members of Council, who are members of the Association, shall

have the right to vote.

#### **DUTIES OF COUNCIL**

10.
  - (1) The Council shall carry on the work of the Association and the Branch. Council shall advance its objects in Saskatchewan according to these Bylaws and the Act of Incorporation of the Association and its Bylaws and Regulations.

- (2) Each voting member of Council shall:
- (a) be familiar with the Bylaws, Branch policies, and the organizational structure of the Branch and Association;
  - (b) be familiar with the mission and strategic goals and direction of the Branch and Association;
  - (c) make all reasonable efforts to attend each meeting of Council;
  - (d) participate in the debate on issues at meetings of Council;
  - (e) put before Council the interests and concerns of members of the Branch and, when necessary, assist the Board of Directors in obtaining input from members of the Branch;
  - (f) report to members of the Branch on a periodic basis about the issues debated by Council and the decisions made there;
  - (g) liaise with the local bar associations and report to them on a periodic basis about the issues debated by Council and the decisions made there, and promote the activities and profile of the Branch;
  - (h) promote membership in the Association to lawyers in Saskatchewan; and
  - (i) support Branch and Association Sections, professional development, and general meetings and promote them to the members of the Branch.
- ~~(3) — The Council shall have the same powers as the Association Board of Directors with respect to purely provincial affairs of the Association within Saskatchewan, unless otherwise directed by the Association Board of Directors.~~
- ~~(4) — In the event of a vacancy occurring in the Treasurer position during a term of office, the Board of Directors, with the assistance of the Nominating Committee, shall fill such vacancy until such time as an election is held by the procedure established under Bylaws 14 and 15.~~

## MEETINGS OF COUNCIL

11.

- (1) The Council shall meet at least ~~once-twice~~ per annual period;
  - (a) once at a date, time and place selected by the Board of Directors; ~~and~~
  - (b) once on the same date as the Annual Meeting of the Branch.
- (2) Quorum for the Council shall be ten (10) voting members of Council of whom not less than three (3) shall be members of the Board of Directors.
- (3) The Executive Director shall give, or cause to be given, to each member of the Council not less than one (1) week notice of a meeting of the Council.
- (4) Notice of a meeting of Council may be given to members of Council by one or more of the following methods:
  - (a) by mail, courier, or personal delivery to each member;
  - (b) by telephonic, electronic, or other communications facility;
  - (c) in a publication of the Branch that is sent to all members.
- (5) The following shall be given to members of Council as described in subsection (4) at least one week before the meeting of Council:
  - (a) a written report from the President in respect of the work of the Board of Directors;
  - (b) a written report from the Executive Director in respect of the work of the Branch;
  - (c) an agenda including:
    - (i) topics on which the Board of Directors seeks input from the Council;
    - (ii) time for Council to question the President in respect of the work of the Board of Directors;
    - (iii) time for Council to question the Executive Director in respect of the work of the Branch; and

- (iv) time for Council to identify issues brought to it by members of the Branch; and
- (d) only before the meeting held on the same date as the Annual Meeting of the Branch, a written report from the Chair of each Committee.
- (6) A meeting of Council may be held in person, virtually, or a combination of both (hybrid). Virtual and hybrid meetings are only permitted:
  - (a) where facilities allow all participants to communicate adequately with each other; and
  - ~~(d)~~(b) where facilities allow all participants to be seen by each other while speaking, unless otherwise determined by the President.

#### **NOMINATING COMMITTEE**

12.

- (1) The Nominating Committee shall consist of:
  - (a) the President;
  - (b) the Immediate Past President;
  - (c) the Past Past President; and
  - (d) two (2) members of Council as selected by the Board of Directors.
- (2) The Immediate Past President shall be Chair of the Nominating Committee.
- (3) If the Past Past President is unable to participate on the Nominating Committee, the Board of Directors may appoint another member of the Board to fill the vacancy.

#### **DUTIES OF THE NOMINATING COMMITTEE**

13.

- (1) The Nominating Committee shall present names of candidates for:

- (a) vacancies occurring during the term of appointed or elected positions of the Branch other than the Officers of the Branch;
  - (b) members of ~~standing and special~~ committees of the Branch; and
  - (c) members of the Courts to serve as the Judicial Representatives on Council, that being one judge from each of the Court of Appeal, the Court of Queen's Bench and the Provincial Court of Saskatchewan.
- (2) The Nominating Committee shall submit to the Executive Director not less than forty-five (45) days before the day fixed for the Annual Meeting of the Branch, a report setting out the names of those nominated by the Committee for election to the positions outlined in ~~Bylaw 13~~ clauses 13(1)(b) and (c), which shall be submitted to the Annual Meeting for approval, and if members at the Annual Meeting so desire, they may nominate other candidates, and if other candidates are nominated, an election shall be held according to the procedure established at the Annual Meeting.
- (3) The Nominating Committee shall submit to the Board of Directors for approval, a report setting out the names of those nominated by the Committee to fill the vacancies described in ~~Bylaw clause~~ 13(1)(a), and if the Board of Directors so desires, members of the Board of Directors may nominate other candidates, in which case an election shall be held according to the procedure established by the Board of Directors.

#### NOMINATION AND ELECTION PROCEDURE AND VACANCIES

14.

- (1) Any member of the Association in good standing who:
  - (a) resides in Saskatchewan;
  - (b) has been a member of a law society or its equivalent in any province or territory of Canada for a period of ten (10) years or more; and
  - (c) is a member of Council or has been a member of Council at

any time during the preceding four (4) years;

may file with the Branch Office a Memorandum of Nomination for the office of Treasurer on or before December 15<sup>th</sup> in each year, provided the Memorandum is accompanied by the consent of such member in writing and the written endorsement of three (3) members of Council. Where December 15<sup>th</sup> falls on a Saturday or Sunday, the deadline for filing the Memorandum shall be the immediately following Monday.

(2)

- (a) If there is only one (1) such nomination filed for the office of Treasurer, the person nominated shall be declared elected Treasurer by the Returning Officer.
- (b) If no nomination for Treasurer is filed by December 15<sup>th</sup>, the Nominating Committee shall nominate at least one (1) nominee for Treasurer before the next meeting of Council, and shall announce the name of the nominee to Council, and if there be but one (1), that nominee shall be declared elected by the Returning Officer. If the Nominating Committee puts forth the name of more than one (1) nominee for Treasurer, all other provisions for the election of the Treasurer shall apply mutatis mutandis. In selecting such nominee or nominees, pursuant to this paragraph, the Nominating Committee shall determine its own procedure in all respects.
- (c) If there is more than one (1) nomination for the office of Treasurer, there shall be an election for the office of Treasurer conducted as hereinafter provided.

15.

- (1) The ~~Branch~~-Executive Director shall be the Returning Officer. The Returning Officer shall rule with respect to all questions relating to the procedures described herein. The Returning Officer may seek the advice of the Board of Directors ~~and Council~~, but the Returning Officer's ruling shall be final.
- (2) Should an election be required, the Returning Officer shall conduct the election as follows:
  - (a) The Returning Officer shall forward a publication of Notice



of all nominations for Treasurer to all members of the Branch;

- (b) The President shall, if possible, make arrangements for each nominee to address the Council;
- (c) The Returning Officer shall cause a ballot for the office of Treasurer to be prepared and sent to all members of the Branch on or before March 1<sup>st</sup>;
- (d) A Notice accompanying the ballot shall specify the last date for return of the ballots to the Branch Office, which date shall be twenty (20) days following the date of sending of the Notice of Nominations;
- (e) The ballot to be prepared and sent in accordance with ~~Bylaw-~~  
clause 15(2)(c) shall direct the elector to indicate his/her choices among the candidates where there are more than two (2), preferentially by marking the numeral (1) for the first choice, the numeral (2) for the second choice and so forth. Failure to indicate a preference for each candidate upon a ballot shall not by itself invalidate the ballot; and
- (f) The procedure to be followed in all respects in counting the ballots shall be as follows:
  - (i) Where there are only two (2) candidates, the candidate with the greater number of votes is elected;
  - (ii) Where there are more than two (2) candidates, the ballots shall be sorted having regard to the first choices of the electors. If a candidate has more than one-half of the first choices, the candidate is elected;
  - (iii) Where there are more than two (2) candidates, and no candidate has more than one-half of the first choices, the candidate with the least number of first choices shall be eliminated, and the second choices on those ballots in the candidate's favour shall be regarded, and such ballots shall be redistributed accordingly. If as a result one (1) candidate now has more than one-half of ballots so recounted, the candidate is elected;

- (iv) Where there are more than two (2) candidates, and no candidate has more than one-half of the ballots recounted after the elimination of a candidate, the candidate with the least number of votes on the recount shall be eliminated, and the second choices on those ballots in the candidate's favour shall be regarded, and such ballots shall be redistributed accordingly. If as a result one (1) candidate now has more than one-half of ballots so recounted, the candidate is elected;
  - (v) The procedure shall be continued until a candidate has, upon a recount, more than one-half of the ballots counted on the recount;
  - (vi) Upon a second or subsequent elimination, regard shall be had to that choice on each ballot, having the highest priority and which is cast in favour of a candidate who has not been eliminated; and
  - (vii) In the event of any tie vote, the President shall cast the deciding vote.
- (3) Each year the President shall advance to the position of Immediate Past President, the Vice-President shall advance to the position of President and the Treasurer shall advance to the position of Vice- President.
- (4) Should a member of the Board of Directors be unable or unwilling to continue in an office, such office shall be filled as follows:
- (a) a vacancy in the office of President shall be filled by the Vice-President;
  - (b) a vacancy in the office of Vice-President shall be filled by the Treasurer;
  - (c) a vacancy in the office of Treasurer shall be filled in accordance with ~~Bylaw-subsection~~ 15(5);
  - (d) a vacancy in the office of Immediate Past President shall be filled by appointment by the Board of Directors;

- (e) a vacancy in the office of Executive Director shall be filled by the Board of Directors; and
  - (f) a vacancy in any other position on the Board of Directors shall be filled by appointment by the Nominating Committee.
- (5) The election procedure set out in ~~Bylaw-section~~ 14 and ~~subsections~~ 15(1), ~~and~~ (2) shall apply *mutatis mutandis* in the event of a vacancy occurring in the position of Treasurer during a Treasurer's term of office with the following exceptions:
- (a) The words "December 15<sup>th</sup> in each year" in ~~Bylaw-subsection~~ 14(1) and "December 15<sup>th</sup> in ~~Bylaw-subsection~~ 14(3) shall read "the date fixed by the Returning Officer"; and
  - (b) ~~Bylaw-Clause~~ 15(2)(b) shall not apply.

#### MEMBERS OF COUNCIL

##### 16.1

- (1) The province shall be divided into six (6) electoral districts, referred to as Northeast, Northwest, Southeast, Southwest, Regina and Saskatoon which districts are geographically defined on the electoral map contained in Appendix A. Elected Members of Council shall be elected from each electoral district as follows:
  - (a) One (1) member representing the Northeast Electoral District;
  - (b) One (1) member representing the Northwest Electoral District;
  - (c) One (1) member representing the Southeast Electoral District;
  - (d) One (1) member representing the Southwest Electoral District;
  - (e) Six (6) members representing the Regina Electoral District;

- (f) Six (6) members representing the Saskatoon Electoral District.
- (2) To stand for nomination as an Elected Member of Council from an electoral district, the nominee must be a member of the Association resident in the electoral district for which nomination is being sought.
- (3) Elected Members of Council shall be elected by the procedure established under ~~Bylaws sections~~ 14 and 15, with such modifications, as ~~Council~~ the Board of Directors considers necessary to give effect to this ~~Bylaw 16.1 section~~.
- (4) The elected term of office for each Elected Member of Council shall be two (2) annual periods.
- (5) Vacancies occurring during the term of office of an Elected Member of Council, or, before the term of office has commenced, shall be filled by appointment by the Board of Directors.

#### 16.2

- (1) The Board of Directors may appoint to Council two (2) Members at Large from outside the Regina Electoral District and the Saskatoon Electoral District.
- (2) The term of office for such Members at Large shall be two (2) annual periods.
- (3) The provisions of ~~Bylaws subsections~~ 16.1(5), 16.1(6) and 16.1(7) shall apply *mutatis mutandis* to such Members at Large.

### SECTIONS

#### 17.

- (1) Branch sections may be organized by the Branch for the study of particular areas of law or to serve a common interest group within the Branch.
- (2) Every Branch section shall operate in compliance with the Association's Sections Regulation Part A, the section terms of reference, and with all bylaws, regulations, policies and procedures adopted by the Branch including the Section Leaders' Handbook.

- (3) The Board of Directors shall confirm the appointment of each Branch Section Chair (the "Chair") prior to April 15<sup>th</sup> preceding the commencement of the term for which the appointment is made.
- (4) If the position of the Chair becomes vacant for any reason, it will be filled by the Branch Section Vice Chair (the "Vice Chair"). If the Vice Chair is unable to become the Chair, the Board of Directors shall appoint another section officer or a section member to the position within one (1) month.
- (5) While the nature and requirements of each section may require special consideration, it is desirable that section membership be encouraged amongst all members of the Branch, and to this end section membership should not be drawn exclusively from Regina and Saskatoon, but should be distributed as widely as possible throughout Saskatchewan.
- (6) Each Chair shall appoint a Vice-Chair and a Legislation and Law Reform representative and may appoint a Secretary. These individuals shall comprise the Executive Committee of the section (the "Executive Committee").
- (7) If an Executive Committee position, other than the Chair, becomes vacant for any reason, the Chair shall appoint another section member to the position within one (1) month.
- (8) An Executive Committee member whose membership in the Association or the section lapses will cease to be an Executive Committee member, cannot attend any section or Executive Committee meeting or section activity or event, and is not eligible to be reappointed to the Executive Committee until their membership is reinstated.
- (9) The Board of Directors may remove any Executive Committee member who violates the Association's Sections Regulation Part A, the section terms of reference, or any bylaw, regulation, policy or procedure adopted by the Branch including the Section Leaders' Handbook.
- (10) Each section shall meet at the call of the Chair of the section.
- (11) ~~Council or the~~ The Board of Directors may refer to any section matters in respect of which it is desired that the section shall make inquiry and report.
- (12) Each Chair shall submit a written annual report to the Branch

Office no later than May 15, outlining the activities of the section and covering the work done from the date of the preceding Annual Meeting of the Association up to the date of the report.

- (13) Each Chair shall report, as required, to the Board of Directors-  
~~and Council.~~
- (14) Each section shall be represented at each meeting of the Branch and shall endeavour to have representation at the Annual Meeting of the Association.
- (15) The President and the Education Director are ex-officio members of all Branch sections.

#### **SPECIAL COMMITTEES**

18. The ~~Council~~Board of Directors:

- (1) may appoint any ~~special~~ committees that are necessary or desirable and may disband any ~~special~~ committee it has appointed;
- (2) shall appoint a Chair for each ~~special~~ committee established;
- (3) may fill any vacancies on any ~~special~~ committee as they occur; and
- (4) by resolution, may delegate any authority granted pursuant to ~~clauses-subsections~~ (1), (2), and (3) to the Board of Directors or the Chair of the ~~special~~ committee.

#### **TERMS OF OFFICE**

- 19.
- (1) In these Bylaws, "annual period" means from September 1 of a year to August 31 of the following year.
  - (2) Unless otherwise provided, every appointment or election to an office or body is for the term of the annual period.
  - (3) Chairs of ~~special or standing~~ committees shall hold office for the period specified in their appointment.
  - (4) Elected Members of Council who are members of the Association in good standing and resident in Saskatchewan are eligible for re-

election.

- (5) Unless otherwise approved by the Board of Directors:
- (a) The initial term of office of a section Executive Committee member shall be two (2) annual periods; and
  - (b) A section Executive Committee member shall be eligible for reappointment to the same office for a second term of two (2) annual periods; and
  - (c) A section Executive Committee member shall not hold the same office for more than four consecutive annual periods, but there is no maximum term for which a member may serve on a section Executive Committee.
- (6) The term of office of:
- (a) the President, Vice-President, Treasurer and Immediate Past President of the Branch shall be one (1) annual period respectively; and
  - (b) all other members of the Board of Directors, except the Executive Director, shall be two (2) annual periods and the said members of the Board of Directors shall be eligible for reappointment for a second term of two (2) annual periods.

## FINANCE

20.

- (1) The Treasurer, in ~~consultation conjunction~~ with the ~~Board of Directors~~ Executive Director, shall prepare a budget annually for submission to the ~~Branch Annual Meeting~~ Board of Directors for approval ~~and, once approved, a copy of the budget is to be filed in accordance with the regulations of the Association.~~
- (2) All requests for funding that require an amendment to the Budget as approved, shall be forwarded in writing to the Treasurer not later than two (2) weeks prior to the date upon which ~~Council or~~ the Board of Directors will consider the request. Such notice shall be deemed to have been waived if the amended budget is approved.

- (3) The Treasurer shall, prior to any decision by ~~Council or~~ the Board of Directors on an amendment to the Budget, report to ~~Council or~~ the Board of Directors with respect to the effect of the request upon the financial position of the Branch.
- (4) The Treasurer shall arrange that all moneys received by the Branch are deposited in an account in the name of the Branch in a Canadian chartered bank, a credit union or a trust company, and that all disbursements are made from that account.
- (5) Any two of the Immediate Past President, President, Vice-President, Treasurer, Executive Director, and designated member of the Board of Directors shall sign and endorse all cheques, drafts and other negotiable instruments on behalf of the Branch or for deposit in the bank account of the Branch. The said designated member of the Board of Directors may be any member of the Board of Directors not named above who is appointed a signing authority by resolution of the Board of Directors.
- (6) The fiscal year of the Branch is the same as the fiscal year of the Association.
- (7) An operating reserve, held separate from general reserves, shall be established and maintained at a level not less than six (6) month's budgeted expenditures, as calculated in accordance with the budget of the current year.
- (8) There shall be no encroachment upon the capital of the operating reserve unless approved by special resolutions (two-thirds majority) of ~~each of~~ the Board of Directors ~~and Council~~.

#### MEETINGS OF THE BRANCH

21.

- (1) The Branch ~~may meet annually at the time and place of the Annual Meeting of the Association and~~ shall meet at least once annually at any time and place that the Board of Directors may select, ~~which latter meeting is referred to as the~~ ("Annual Meeting of the Branch").
- (2) Special meetings of the Branch may be called at any time and place that the Board of Directors may decide.
- (3) The Executive Director shall give, or cause to be given, to each member of the Branch no less than fourteen (14) days' notice of



a meeting of the Branch, excepting the Annual Meeting of the Branch for which at least twenty-five (25) days' notice shall be given.

- (4) Notice of a meeting of the Branch may be given to the members of the Branch by one or more of the following methods:
  - (a) by mail, courier, or personal delivery to each member;
  - (b) by telephonic, electronic, or other communications facility;
  - (c) in a publication of the Branch that is sent to all members.
- (5) Upon written requisition of at least five percent (5%) of the membership of the Branch specifying the intended purpose of the meeting, the Board of Directors shall call a special meeting of the Branch at the earliest practical time.
- (6) The quorum of any session of an Annual Meeting or special meeting of the Branch is the lesser of twenty-five (25) members or five percent (5%) of the membership.
- (7) The Board of Directors shall make arrangements for the Annual Meeting of the Branch and shall prepare the program and may appoint a committee to assist in the arrangements and program.
- (8) The usual rules of order at public meetings govern at all meetings of the Branch.

#### STATEMENTS AND SUBMISSIONS

22.

- (1) All statements and submissions made by any member of any section or group of members of the Branch to any person or persons which purport to be made on behalf of the Branch or any of its sections or committees, must have the prior consent of the Board of Directors, except for statements or submissions made in the following circumstances:
  - (a) statements and submissions made by any Branch section or committee of the Branch to its ~~National Association~~ Section Chair or ~~National Association~~ Committee Chair ~~of the Association~~;

- (b) statements and submissions made by any Branch section or committee only to the Board of Directors;
  - (c) all statements and submissions made by any Branch section or committee to the general membership at any meeting of the Branch; or
  - (d) statements and submissions made and approved in accordance with Bylaw Number 1 of the Association.
- (2) If the matter is of so urgent or routine a nature that, in the opinion of the President, the preceding subsection cannot or need not be followed, then the consent of the Branch may be given by the President or Vice-President, provided that where such statements and submissions, other than those provided for in subsection (1), purport to be made by a section on a matter under study by sections in more than one (1) province, or on a matter of concern to more than one (1) province, the Board of Directors shall, prior to consenting to the making of the statement, consult with the ~~National Association~~ Chair of the section or sections concerned.
- (3) Where statements or submissions are made on behalf of a section or a committee of the Branch, the statement or submission must, to the satisfaction of the President or Vice-President, represent the views of a majority of members of the section or committee of the Branch, and the statement or submission shall clearly state that it represents the views of the particular group on whose behalf the statement or submission is made.

#### AMENDMENT TO BYLAWS

23.

- (1) The Bylaws of the Branch may be adopted, amended or rescinded at a meeting of the Branch, if notice of any such proposed adoption, amendment or rescission is given in writing signed by ten (10) members and submitted to the Executive Director not less than forty (40) days before the meeting.
- (2) Upon receipt of a notice described in subsection (1), the Executive Director shall, not less than twenty-five (25) days before the meeting, give notice in writing to the members of the proposed adoption, amendment or rescission in the notice calling the meeting.
- (3) The Bylaws of the Branch may be adopted, amended or rescinded

at a special meeting of the Branch requisitioned in writing by at least five percent (5%) of the membership of the Branch pursuant to subsection 21(5) if the proposed adoption, amendment or rescission, signed by the same five percent (5%) of the membership of the Branch, accompanies the requisition.

- (4) No notice of any proposed adoption, amendment or rescission recommended by Council or the Board of Directors is required unless the proposed adoption, amendment or rescission is to be dealt with at a special meeting of the Branch called pursuant to subsection 21(5), in which case the Executive Director shall give notice of the proposed adoption, amendment or rescission in the notice calling the meeting.

24.

- (1) Council may adopt, amend or rescind any bylaws that it may see fit for the proper administration of the affairs of the Branch, and any such adoptions, amendments or rescissions shall continue in force until approved at the next Annual Meeting of the Branch.
- (2) Notice of any adoption, amendment or rescission of bylaws passed by the Council is to be given with the notice calling the next Annual Meeting of the Branch.

25.

- (1) The Board of Directors may propose the adoption, amendment or rescission of the Branch Bylaws at an Annual Meeting of the Branch. Any such adoption, amendment or rescission shall not come into force until approved at the Annual Meeting of the Branch.
- (2) Notice of any proposal by the Board of Directors for the adoption, amendment or rescission of the Branch Bylaws is to be given with the notice calling the next Annual Meeting of the Branch.

26. A copy of the Branch Bylaws and all amendments passed by the Branch shall be sent, not later than fourteen (14) days thereafter, to the Executive Director of the Association.

#### **CONFLICT OF BYLAWS**

27. The Bylaws of the Association are the Bylaws of the Branch, except insofar as the Bylaws of the Association are inconsistent with these Bylaws.