



DATE: June 15, 2023

TIME: 1:30 – 2:45 PM

LOCATION: Milan Room | Delta Regina | 1919 Saskatchewan Drive, Regina

		Time	Item	Presenter
1	1:30	17 mins	Call to Order, Welcome, Land Acknowledgment and Introductions	Jana Linner, K.C.
2	1:47	3 mins	Consent Agenda <ul style="list-style-type: none">• Agenda June 15, 2023• Council Minutes December 1, 2022• President's Report• Executive Director's Report• Monthly Financial Report April 2023	Jana Linner, K.C.
3	1:50	5 mins	Lawyers Financial Presentation	Kaylea Dunn, K.C.
4	1:55	10 mins	Bylaw Amendments (as presented and passed Dec 1, 2022)	Reché McKeague, K.C.
5	2:05	15 min	Laneway Discussion	Jana Linner, K.C.
6	2:20	15 min	Roundtable – what's happening in your legal community	Jana Linner, K.C.
7	2:35	5 min	Questions arising for Board and/or Executive Director	All
8	2:40	5 min	Final Comments	Jana Linner, K.C.
9	2:45		Adjournment	
	3:00		Annual Meeting Umbria Room <ul style="list-style-type: none">• Reports• Bylaw Amendments• Budget• Community Service Award Presentation• Reception	



The Canadian Bar Association, Saskatchewan Branch
Council Meeting
December 1, 2022 | Zoom | 3:30PM

Present: See Attachment

Quorum present: Yes

Others: Monteen Dent, Executive Director

Maureen Armitage, Executive Director CBA Alberta

1. Call to Order and Territorial Acknowledgment by Jana Linner

2. Introduction of those in Attendance

Each attendee was asked to introduce themselves so the CBASK could recognize of the value of Council members and their role in supporting the CBA throughout the Province of Saskatchewan. As a way to engage and re-invigorate in the engagement of Council, CBASK President has been providing more regular updates to Council on behalf of the Board of Directors. The emphasis was on the value of Council and how we are improving the roles and responsibilities of Council members as well as calling each of them to action on behalf of the CBASK.

3. Consent Agenda

- Agenda 1Dec22
- Minutes 17Feb22
- President's Report
- Executive Director's Report
- CBASK Monthly Financial Report

MOVED and SECONDED that the Consent Agenda Items be approved. CARRIED

4. CBA Director Update

Steven Seiferling, CBA Board member, updated Council on national endeavours including the new CEO who is bringing stability to the national office. Steeves Bujold, CBA President, is focusing on Access to Justice and Trans Awareness Project. Overall membership has declined and some of that is a result of large partner firms removing universal membership. Steven advised that his term is up August 2023 and if anyone is interested in the position to contact him if any questions.

Jana Linner, CBASK President, advised Council that we are pleased to welcome the CBA President to our in-person Mid-Winter Meeting January 26-27, 2023 at the Delta Bessborough in Saskatoon.

5. Council Presentation by Maureen Armitage: Building CBASK as an engaging and engaged organization & opportunities arising from the National Study on Lawyer Well-Being

Please note the slide deck is attached to these minutes. General discussion followed.

- Focus on how as a branch we can help our members achieve what they want in terms of well-being. “Your success is my success”.
- Advocacy – individually we have a hard time advocating for issues, but Council is in an excellent position to bring matters forward and we can advocate on behalf of the profession.
- Question was asked of Council – what can we do as individual members and as the CBA to assist our legal profession with well-being. How can we be an advocate for mental health.
- The study indicates that marginalized lawyers are most at risk, firm factors such as high billable targets is a risk factor, general unwillingness of people to come forward the risk of stigma.
- Challenge all of us to reach out as individuals intentionally to those of high risk.
- Focus on education regarding mental health and providing a space for sharing.
- Smaller firms who run a business, might feel isolated, this is where the CBA can help.
- Previous study on what makes lawyers happy – some include autonomy, mastering skills, work environment, knowing your values and then that they align with your job.
- In a small firm you may practice in many areas, how do you attain mastery, is there someone you can reach out to?
- Building resiliency and how I will keep myself strong, Saskatoon speaker recommendation Jeanne Corrigan.
- A2J can we support lawyers in providing a guidance role instead of the public going to non-lawyers for advice.
- Focusing on wellness is important, but the same problem can be felt by each lawyer differently and this presents a challenge. There is a stigma to self-identify but also maybe not recognizing what the problem is. Practice based guidance such as how to deal with difficult clients.
- Suggestion that lawyers have perhaps lost pride in our profession. The CBA can help on advocating and communicating all the good things lawyers do and help the profession regain some pride.
- CBA as the voice of the legal profession, can help with demonstrating it is an ally of lawyers.
- Council members were encouraged to contact the branch and CBASK President if you have additional ideas.
- Organization of connections and can we explore new ways of connecting to others.
- Mental health and well-being affects everyone differently. Example of an organization promoting the atmosphere of safety, safety to make mistakes, learn, and safety truth to power. Leadership in the organization to take on the role to provide that safe space and that has supported general mental health.
- Recognition of the unique experiences Indigenous lawyers have when practicing the law. Need to recognize that as lawyers we can have a different relationship with the law and with the Canadian legal system. As an Indigenous person, it may be difficult to take pride in being a lawyer within the colonial system and the racist underpinnings to our laws. This results in many Indigenous lawyers leaving practice early. We must be

aware that mental health or wellbeing challenges present differently to each individual and for different reasons to individuals.

6. Bylaw Amendments

CBASK President advised that the Board was proposing bylaw amendments that did not include the contentious amendments identified at the June AGM but kept those that focused on the roles and responsibilities of Council and increasing Council engagement. CBASK President advised of one concern raised by a Council member who was unable to attend this meeting.

CBASK Past President and current Resolutions, Constitution & Bylaws Chair reviewed the amendments for Council. Many amendments were housekeeping amendments related to consistent language and formatting; the RCB Chair specifically highlighted the substantive amendments that were being proposed.

Council discussed the proposed amendments. The use of the term “advisory body” to refer to the role of Council in the cover memo caused some confusion; the RCB Chair clarified that no powers or authority was being taken from Council in the proposed amendments. Council discussed whether the amendments should only be presented to the Annual Meeting and not first adopted by Council. The bylaws specifically authorize Council to amend bylaws between AGMs and amending the bylaws now would allow CBASK to move forward with the initiatives included in the amendments, such as having two Council meetings per year.

MOVED and SECONDED that we adopt the bylaw amendments as presented. CARRIED

- 7. Other Business** – there being none, everyone was thanked for attending and providing input.
- 8. Adjournment 5:04PM.**



It has been my great honour and privilege to serve as President of CBA Saskatchewan this past year. Working with the Board of Directors, Council, and our Branch staff to be the voice of the legal profession in Saskatchewan has been an enriching experience. We all worked hard to ensure that you experienced the value of your membership.

In accordance with our Guiding Principles, CBA Saskatchewan has focused on delivering quality member services, advocating for the profession, engagement with our members and other stakeholders, and improving contributor experience. A main area of focus this year was beginning to address the significant mental health crisis facing the legal professional in Saskatchewan. As most of you may be aware, the Canadian Bar Association, in conjunction with a number of partners, recently issued a national study of the legal professional which focused on the health and well-being of individuals in the legal profession. The study paints an alarming picture of the wellness of Canadian legal professionals including high levels of psychological distress, anxiety and burnout. Those impacts were found to be even higher in disadvantaged groups such as women, minority groups, those who identify as living with a disability and members of the 2SLGBTQ+ community, among others.

While this data allows us to understand the issues that we are facing, the CBA Saskatchewan has been working hard with other stakeholders and its members to identify real concrete solutions and ways to address the mental health crisis in our legal profession. Please visit our Wellness Hub and join us on October 4 for a Wellness presentation in collaboration with the Law Society of Saskatchewan.

Starting September 2023 our sections will represent the whole province and no longer distinguish between north and south. Online section meetings will continue as well as sections scheduling in-person events. We recognize the importance of continuing online meetings to ensure access to our members located throughout Saskatchewan but want to also continue to provide opportunities for members to network with colleagues and legal professionals and establish ongoing relationships that can last your entire career.

We would like to encourage your attendance at our 2024 Mid-Winter Meeting, in-person in Regina January 26 & 27, 2024 and our Section Kickoff receptions in both Regina and Saskatoon in early September. The branch is committed to providing value to our members through timely and in-depth CPD and we would ask you to continue to promote the CBA to your colleagues.

I am very proud of the ongoing work that the CBA is undertaking. We continue to promote access to justice, inclusivity, reconciliation, advance the rule of law and advocate on issues that enhance the legal profession. This is only possible with the assistance of our dedicated volunteers from the bar and the bench that share a passion to contribute for the benefit of our profession and the public. Thank you for all of your valuable contributions!

I would like to especially thank Council members, our Section volunteers, the staff at the CBA Saskatchewan office and the Members of the Board for their support and hard work. I am extremely pleased to pass the 2023-2024 Presidency to your incoming President Steven Dribnenki.



BE PART OF SOMETHING BIGGER: THE POWER OF OUR COLLECTIVE VOICE

As I reflect upon this last year, I am proud of the role we have taken as an association in the legal community and the continued development of our programs. We are also focused on the future of our profession. We are watching the Limited Licensing Pilot launched by the Law Society of Saskatchewan (LSS) and considering the discussions taking place in BC regarding a single regulator and statute for lawyers, notaries, paralegals, and other legal professionals. The need for modernization and issues arising from Access to Justice and self-represented litigants, once again shows the increased need for and importance of The Canadian Bar Association with these significant changes to our profession.

Your membership in CBASK, now over 1300 strong, enables SK lawyers to be heard as a collective. The power of that collective allows lawyers to make informed and timely representations to the regulator and to the government. We have unique insight into the impact that laws, policies, and systems have on people as our members provide services in every area of law.

With our extensive Section and Committee network, CBASK is the place where the government, the courts, the regulator, and other agencies can consult with groups of lawyers on anything. It is this collective voice that can propose amendments to existing legislation. This provides members with the opportunity to share their knowledge through consultations and submissions.

We continue with free and unlimited enrollment in all SK and National Sections (there are 39 to choose from). Our sections are now integrated to represent all members across the province and online section meetings are free to access for CBA members. Sections will also be offering in-person opportunities and watch for upcoming special wellness initiatives.

Join us January 26 & 27, 2024 in Regina for our Mid-Winter Meeting heavily discounted for members. Our professional development welcomes leaders across the legal profession including Judges, Ministers, and experts in their field to provide the best and most current information. Our events foster collegiality and provide supportive resources to you for your practice.

CBASK, as the professional association, provides support to lawyers as well as the **representation of lawyers**. Now, more than ever, membership in CBASK matters. Thank you for your commitment to being part of something bigger and ensuring the legal voice in Saskatchewan is heard.

I know most of our elected council members are finishing their term and I would like to express my appreciation to all of you for actively participating in our programs and for always being willing to assist me when needed. It has been a pleasure to work with such a great group of volunteers and I look forward to working with you on future endeavors.

Of course, please feel free to contact me at any time.

Thank you,

Monteen Dent

MONTEEN DENT (she/her)

Executive Director

Canadian Bar Association, SK Branch

Direct: 306-244-3781 | monteen@cbasask.org

Treaty 6 Territory & Homeland of the Métis

Main: 306-244-3898 | 800-424-8288 (SK Only)

PO Box 31052 | Saskatoon SK | S7H 5S8



THE CANADIAN
BAR ASSOCIATION
Saskatchewan Branch

Monthly Financial Report

The Canadian Bar Association, Saskatchewan Branch
April 2023

Basis of Preparation

This report is prepared solely for the confidential use of The Canadian Bar Association, Saskatchewan Branch. In the preparation of this report Virtus Advisory Services has relied upon the unaudited financial and non-financial information provided to them. The analysis and report must not be recited or referred to in whole or in part in any other document. The analysis and report must not be made available, copied or recited to any other party without our express written permission. Virtus Advisory Services neither owes nor accepts any duty to any other party and shall not be liable for any loss, damage or expense of whatsoever nature which is caused by their reliance on the report or the analysis contained herein.

Executive Summary



CASH FLOW

Cash on Hand \$184,595

KPI Results - Current Month

	RESULT	TARGET	TREND		
A PROFITABILITY	APR 2023			vs APR 2022	
Total Revenue	\$3,840	\$1,000	✓	▲	564%
Net Income	-\$15,775	\$0	✗	▲	41.3%
B CASH FLOW					
Cash on Hand	\$184,595	\$150,000	✓	▲	6.9%
CIBC Wood Gundy Investment	\$550,566	\$225,000	✓	▲	17.3%
CWT Company GIC	\$88,118	\$86,169	✓	▲	1.6%
Valiant Trust GIC	\$88,380	\$86,169	✓	▲	1.6%

KPI Results - Year to Date

	RESULT	TARGET	TREND	
A PROFITABILITY	2022/2023 (YTD)			vs 2021/2022 (YTD)
Total Revenue	\$402,271	\$385,445	✓	▲ 61.9%
Net Income	\$95,193	\$0	✓	▲ 1,963.3%
B CASH FLOW				
Cash on Hand	\$184,595	\$150,000	✓	▲ 6.9%
CIBC Wood Gundy Investment	\$550,566	\$225,000	✓	▲ 17.3%
CWT Company GIC	\$88,118	\$86,169	✓	▲ 1.6%
Valiant Trust GIC	\$88,380	\$86,169	✓	▲ 1.6%

Equity Breakdown	Apr 2023
Restricted Operating Reserve	\$300,000
Strategic Reserve (potential)	\$50,000
General Reserve	\$553,337
Total Equity	\$903,337

Revenue Analysis

CURRENT MONTH REVENUE

\$3,840

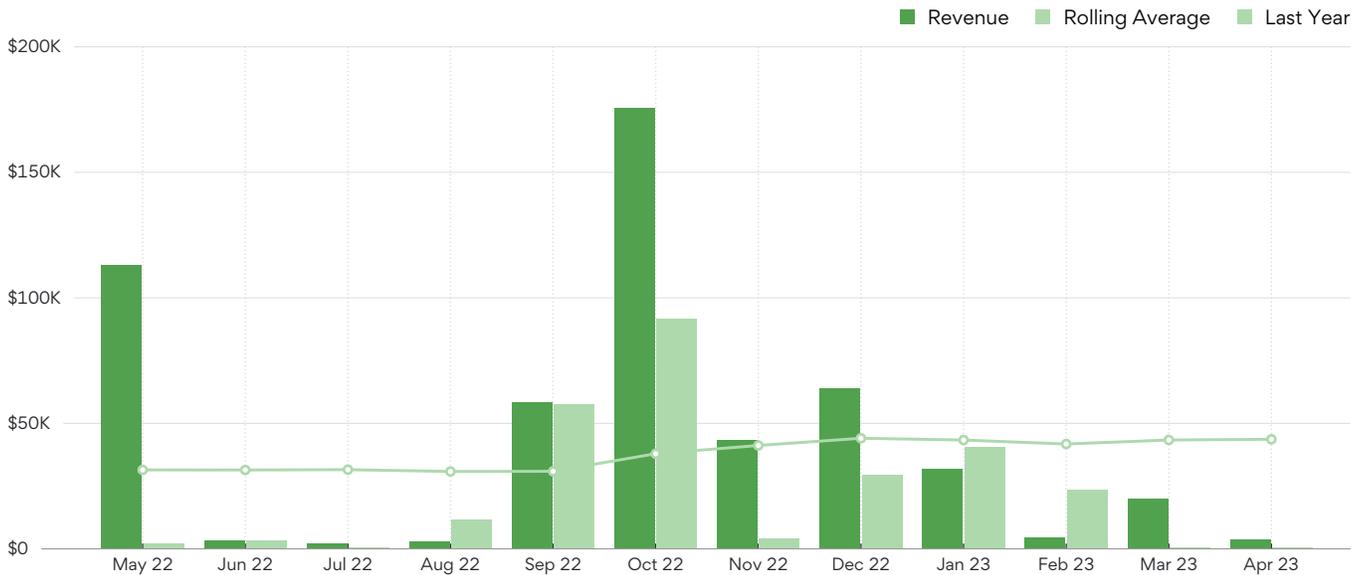
LAST YEAR (Apr 22)

\$578

LAST MONTH (Mar 23)

\$19,873

Last 6 months vs Budget



YTD ACTUAL (2022/2023 YTD)

\$402,271

YTD BUDGET (2022/2023 YTD)

\$385,445 Budget

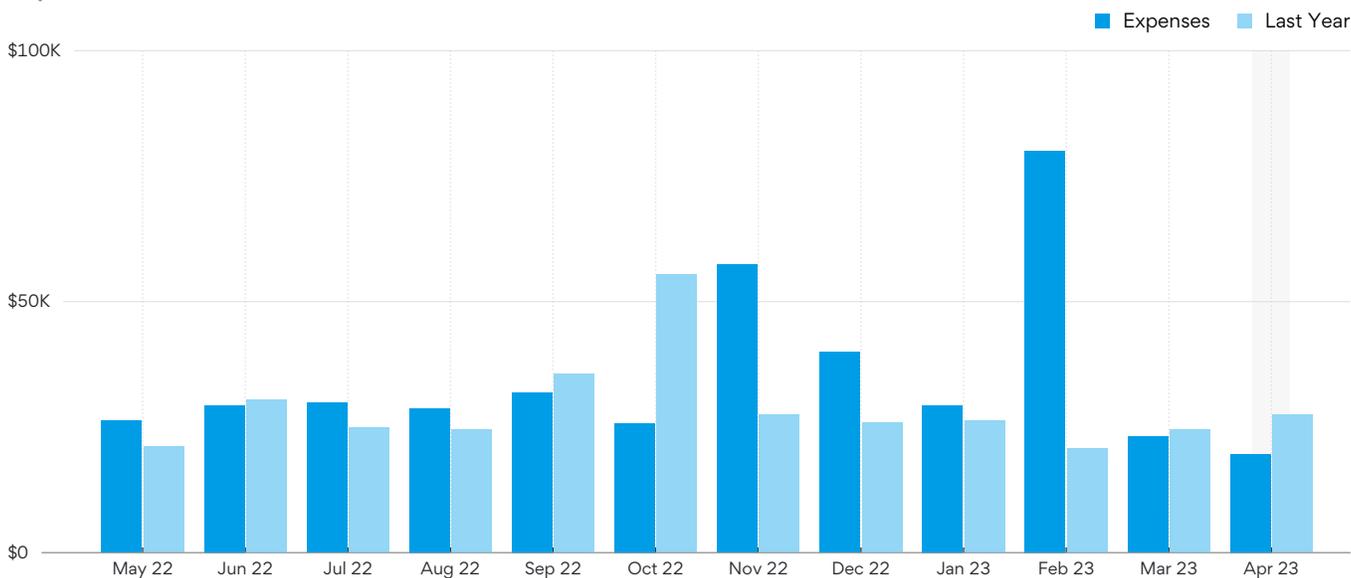
YTD LAST YEAR (2021/2022 YTD)

\$248,474

REVENUE	Apr 2023	Apr 2022	2022/2023 (YTD)	Budget (YTD)	YTD last year
BarNotes (Advertising) Income	\$0	\$0	\$0	\$0	\$1,450
Legal Directory Income	\$0	\$0	\$65,213	\$62,000	\$65,698
Membership Income	\$2,355	\$0	\$221,986	\$210,350	\$102,561
National Sponsorship Income	\$0	\$0	\$2,056	\$1,000	\$1,327
Prof. Development Income	\$750	\$0	\$90,948	\$100,895	\$71,656
Sections Income	\$0	\$0	\$1,350	\$0	\$0
CBIA/Lawyers Financial Income	\$0	\$0	\$10,581	\$10,000	\$10,545
Other Income	\$735	\$578	\$10,093	\$1,200	-\$4,765
Refunds	\$0	\$0	\$44	\$0	\$0
Total Revenue	\$3,840	\$578	\$402,271	\$385,445	\$248,474

Expenses

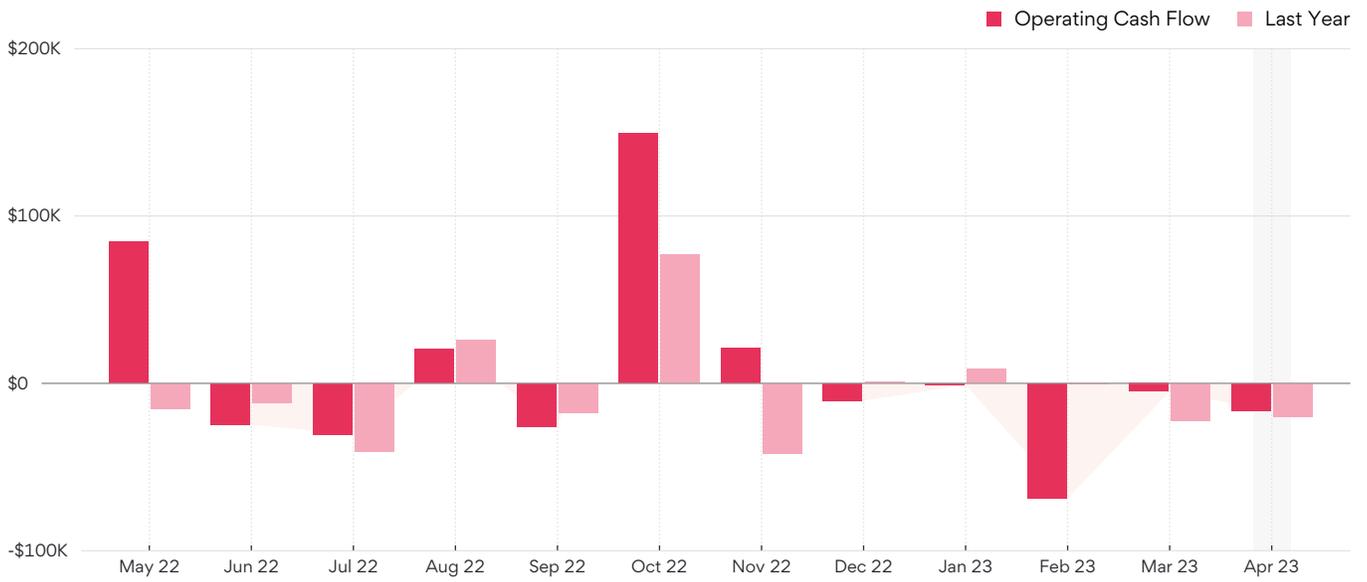
Expenses



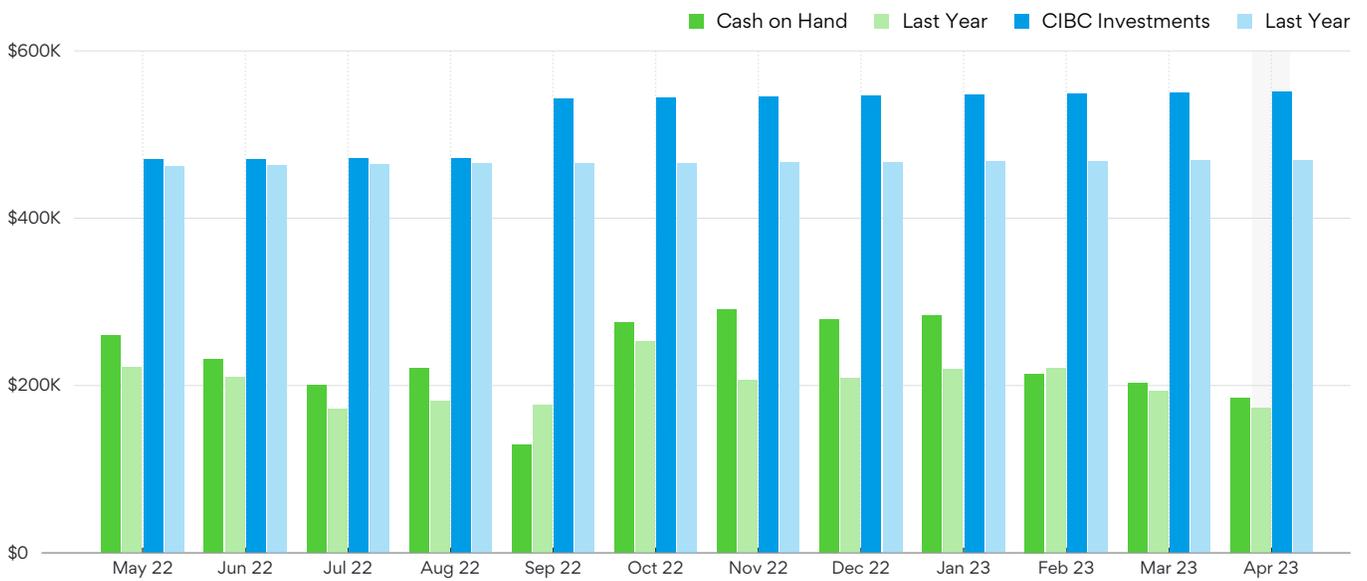
EXPENSES	Apr 2023	Apr 2022	2022/2023 (YTD)	Budget (YTD)	YTD last year
BarNotes Expenses	\$0	\$0	\$0	\$250	\$7,251
Governance	\$842	\$0	\$10,395	\$12,347	\$384
Legal Directory Expenses	\$0	\$0	\$32,628	\$31,977	\$29,413
Professional Development Expenses	\$0	\$333	\$74,343	\$84,710	\$24,245
Payroll Expenses	\$16,168	\$14,316	\$125,171	\$130,496	\$118,155
Operational Infrastructure & Administration	\$1,436	\$5,138	\$15,893	\$23,162	\$30,462
Professional Community Expense	\$0	\$0	\$12,369	\$17,940	\$7,224
Professional Fees Expense	\$1,121	\$896	\$14,797	\$14,468	\$14,187
Sections Expenses	\$0	\$0	\$2,375	\$19,161	\$0
Special Project Expense	\$0	\$6,752	\$18,724	\$23,724	\$11,752
Other Expenses	\$48	\$0	\$383	\$0	\$786
Total Expenses	\$19,615	\$27,435	\$307,078	\$358,235	\$243,860

Cash Flow Charts

Operating Cash Flow



Cash on hand



Financials

PROFIT & LOSS	Apr 2023	Apr 2022	2022/2023 (YTD)	Budget (YTD)	YTD last year
Revenue	\$3,840	\$578	\$402,271	\$385,445	\$248,474
Expenses	\$19,615	\$27,435	\$307,078	\$358,235	\$243,860
Operating Profit	-\$15,775	-\$26,856	\$95,193	\$27,210	\$4,614
Net Income	-\$15,775	-\$26,856	\$95,193	\$27,210	\$4,614

PROFIT & LOSS	2022/2023 (YTD)	Budget (2022/2023)	Projection (YTD actual + budget)	Budget (full FY)	2021/2022	2020/2021
Revenue	\$402,271	\$400,016	\$416,842	\$400,016	\$369,915	\$372,753
Expenses	\$307,078	\$465,252	\$414,095	\$465,252	\$358,129	\$326,756
Operating Profit	\$95,193	-\$65,236	\$2,747	-\$65,236	\$11,786	\$45,997
Net Income	\$95,193	-\$65,236	\$2,747	-\$65,236	\$11,786	\$45,997

BALANCE SHEET	2022/2023 (YTD)	2021/2022	2020/2021	2019/2020
ASSETS				
Cash & Equivalents	\$184,595	\$220,383	\$181,580	\$162,460
Accounts Receivable	\$0	\$1,155	\$500	\$182
Other Current Assets	\$4,900	\$6,408	\$8,849	\$0
Total Current Assets	\$189,495	\$227,947	\$190,929	\$162,642
Fixed Assets	\$1,532	\$1,914	\$5,000	\$5,879
Investments or Other Non-Current Assets	\$727,063	\$647,586	\$648,039	\$630,536
Total Non-Current Assets	\$728,595	\$649,501	\$653,039	\$636,414
Total Assets	\$918,090	\$877,447	\$843,968	\$799,056
LIABILITIES				
Short Term Debt	\$1,642	\$1,376	\$299	\$7,301
Accounts Payable	\$1,356	\$12,690	\$2,647	\$5,975
Other Current Liabilities	\$11,754	\$55,237	\$44,663	\$35,419
Total Current Liabilities	\$14,753	\$69,303	\$47,609	\$48,695
Total Non-Current Liabilities	\$0	\$0	\$0	\$0
Total Liabilities	\$14,753	\$69,303	\$47,609	\$48,695
EQUITY				
Retained Earnings	\$458,144	\$446,359	\$437,512	\$358,362
Current Earnings	\$95,193	\$11,786	\$45,997	\$79,150
Other Equity	\$350,000	\$350,000	\$312,850	\$312,850
Total Equity	\$903,337	\$808,144	\$796,359	\$750,362
Total Liabilities & Equity	\$918,090	\$877,447	\$843,968	\$799,056

Other Current Liabilities include accruals for 2022 and Source Deductions Payable to the CRA

KPIs Explained

✓ Cash on Hand \$184,595

A measure of the cash and cash equivalents in actual possession by the company at a particular time. At the end of this period the company held \$184,595 of cash and cash equivalents. Cash on Hand is above the required target of \$150,000.

Cash on Hand = Cash & Equivalents

✓ CIBC Wood Gundy Investment \$550,566

"A measure of the 'CIBC Wood Gundy Investment' account from your general ledger. This is an account watch KPI. For this period, the account CIBC Wood Gundy Investment is above the required target of \$225,000

✓ CWT Company GIC \$88,118

A measure of the 'CWT Company GIC' account from your general ledger. This is an account watch KPI. For this period, the account CWT Company GIC is above the required target of \$86,169

✗ Net Income -\$15,775

Net Income = Net Income

✓ Total Revenue \$3,840

A measure of the total amount of money received by the company for goods sold or services provided. The business has earned total revenues of \$3,840. Strategies to improve revenue may include increasing prices, increasing the volume of sales through marketing initiatives or finding alternative sources of income. For this period, the revenue earned is above the required target of \$1,000.

Total Revenue = Revenue

✓ Valiant Trust GIC \$88,380

"A measure of the 'Valiant Trust GIC' account from your general ledger. This is an account watch KPI. For this period, the account Valiant Trust GIC is above the required target of \$86,169



THE CANADIAN
BAR ASSOCIATION
Saskatchewan Branch

Canadian Bar Association, Saskatchewan
BRANCH BYLAWS

AMENDED ~~June 17, 2021~~ December 1, 2022

Canadian Bar Association, Saskatchewan Branch

~~PO Box 31052 | Saskatoon SK | S7H 5S8305~~

~~135 21st Street East, Saskatoon, SK S7K 0B4~~

Phone: 306-244-3898 Toll Free: 1-800-424-8288 ~~Fax: 306-652-3977~~

info@cbasask.org

www.cbasask.org

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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) "Executive Director" means the Chief Administrative Officer of the Branch;
- ~~(6)~~(7) "President" means the President of the Branch unless otherwise indicated; and
- ~~(7)~~(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 KC Committee and serve as the Branch Representative on the Provincial KC Committee.

BOARD OF DIRECTORS

6. ___

(+) 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

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the 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.
- (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 t~~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:
- (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

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- (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 15th 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 15th 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 15th, 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 1st;
 - (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~~ choices on 7, 2021

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 15th in each year" in [Bylaw-subsection 14\(1\)](#) and "December 15th 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 considers necessary to give effect to this [Bylaw 16.1section](#).
- (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 15th 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 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:

- (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 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~~ [June 17, 2021](#)
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 the Branch 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.



**THE CANADIAN
BAR ASSOCIATION**
Saskatchewan Branch

Canadian Bar Association, Saskatchewan
BRANCH BYLAWS

AMENDED December 1, 2022

Canadian Bar Association, Saskatchewan Branch

PO Box 31052 | Saskatoon SK | S7H 5S8

Phone: 306-244-3898 Toll Free: 1-800-424-8288

info@cbasask.org

www.cbasask.org

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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) “Executive Director” means the Chief Administrative Officer of the Branch;
 - (7) “President” means the President of the Branch unless otherwise indicated; and
 - (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 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 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 Executive Director;

- (c) in conjunction with the 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 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 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 KC Committee and serve as the Branch Representative on the Provincial KC Committee.

BOARD OF DIRECTORS

6. The Board of Directors shall consist of:

- (a) the Officers of the Branch;
- (b) the Branch Education Director, Legislation and Law Reform Director, and Outreach Director;
- (c) the Executive Director, who shall be a non-voting member; and
- (d) any others that may be considered necessary by the 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.
 - (2) The Board of Directors may appoint candidates as:
 - (a) an Executive Director;
 - (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) 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.
 - (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:
 - (1) members of the Board of Directors;
 - (2) Elected Members of Council as provided by section 16.1;
 - (3) Members at Large of Council as provided by section 16.2;
 - (4) Branch Section and committee Chairs;
 - (5) all Past Presidents of the Branch;
 - (6) all Past Presidents of the Association;
 - (7) the Dean of the College of Law of the University of Saskatchewan;
 - (8) a representative appointed by the Law Students' Association of the University of Saskatchewan;
 - (9) a representative appointed by the Indigenous Law Students' Association of the University of Saskatchewan
 - (10) the representative appointed by the Branch to the Public Legal Education Association of Saskatchewan; and
 - (11) any other members of the Association that the Council may, by resolution, appoint.
9. 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.

MEETINGS OF COUNCIL

11.

- (1) The Council shall meet at least 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
 - (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 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 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 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 15th 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 15th 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 15th, 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 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 1st;
 - (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 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 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 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 15th in each year" in subsection 14(1) and "December 15th in subsection 14(3) shall read "the date fixed by the Returning Officer"; and
 - (b) 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 sections 14 and 15, with such modifications as Council considers necessary to give effect to this 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 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 15th 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 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.

COMMITTEES

18. The Council:

- (1) may appoint any committees that are necessary or desirable and may disband any committee it has appointed;

- (2) shall appoint a Chair for each committee established;
- (3) may fill any vacancies on any committee as they occur; and
- (4) by resolution, may delegate any authority granted pursuant to subsections (1), (2), and (3) to the Board of Directors or the Chair of the 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 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 conjunction with the Executive Director, shall prepare a budget annually for submission to the Branch Annual Meeting for approval.
- (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 shall meet at least once annually at any time and place that the Board of Directors may select ("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 Association Section Chair or Association Committee Chair;
 - (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 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.