



THE CANADIAN
BAR ASSOCIATION
Northwest Territories Branch

BYLAWS & POLICIES

As amended March 5, 2020



1. DEFINITIONS

- 1.1. In these Bylaws the following terms have the corresponding meanings unless the context requires otherwise:
- 1.1.1. "**Annual General Meeting**" means the annual general meeting of the Branch required by section 17 of the *Societies Act* and section 8.1 of these Bylaws;
 - 1.1.2. "**Association**" means the Canadian Bar Association;
 - 1.1.3. "**Branch**" means the Canadian Bar Association – Northwest Territories Branch;
 - 1.1.4. "**Chair**" means the chairperson of a Committee or Section, as the case may be;
 - 1.1.5. "**Committee**" means a standing committee or special committee of the Branch;
 - 1.1.6. "**Executive Committee**" means the executive committee of the Branch;
 - 1.1.7. "**Executive Director**" means the person who performs the functions of an Executive Director as set out in the CBA National Bylaws, and who performs any functions assigned to the position by the Executive Committee;
 - 1.1.8. "**General Meeting**" includes the Annual General Meeting and the Summer General Meeting of the Branch;
 - 1.1.9. "**Member**" means a member of the Association who pays the Branch levy and individuals who have been designated as honorary members of the Branch;
 - 1.1.10. "**Nominating Committee**" means the nominating committee responsible for presenting nominations for Member-at-Large to the Branch in accordance with section 10.1(a) of these Bylaws;
 - 1.1.11. "**Past President**" means a person who was at one time the president of the Branch;
 - 1.1.12. "**Section**" means a section of the Branch;
 - 1.1.13. "**Special Meeting**" means a meeting of the Members of the Branch as set out in section 8.4 of these Bylaws; and
 - 1.1.14. "**Summer General Meeting**" means the summer general meeting of the Branch required by section 8.1 of these Bylaws.

2. MEMBERSHIP

- 2.1. The membership of the Branch consists of:
- 2.1.1. all Members in good standing of the Association who reside in the Northwest Territories;
 - 2.1.2. all Members in good standing of the Association who reside in Nunavut who have not elected to belong to a Branch of the Canadian Bar Association other than the Northwest Territories Branch; and
 - 2.1.3. such Members in good standing of the Association who, not being resident in the Northwest Territories but being members of the Law Society of the Northwest



Territories, have elected to belong to the Branch.

- 2.2. A Member who is a Justice of the Supreme Court of the Northwest Territories or a Judge of the Territorial Court of the Northwest Territories shall be exempted from paying the Branch levy.
- 2.3. A Member is automatically suspended or disqualified if they:
 - 2.3.1. cease to be a member in good standing of the Law Society of the Northwest Territories, or the law society of another province or territory, because of disciplinary action;
 - 2.3.2. cease to be a member in good standing of the Association;
 - 2.3.3. fail to pay fees, including any special Branch levy, within thirty days from the renewal date of their membership; or
 - 2.3.4. fail to renew their membership within ninety days from the renewal date of their membership.
- 2.4. A Member may resign by sending a written resignation to the Executive Committee. The resignation is effective when the Executive Committee receives it. The resigning Member remains liable for any assessment or other sum levied or which became payable by the Member before their resignation

3. OBJECTS AND POWERS

- 3.1. The objects of the Branch are:
 - 3.1.1. to promote law reform;
 - 3.1.2. to improve the administration of justice at the local, territorial and national level;
 - 3.1.3. to promote public discussion of issues pertaining to justice and law reform;
 - 3.1.4. to promote equal, safe and speedy access to justice;
 - 3.1.5. to improve and promote the knowledge, skill, ethical standards and well- being of all members of the legal profession;
 - 3.1.6. to represent the legal profession at the local, territorial and national level;
 - 3.1.7. to promote and protect the interests of members of the Branch;
 - 3.1.8. to participate in and promote public legal education;
 - 3.1.9. to recognize and take into account the unique cultural and linguistic composition of the Northwest Territories in the development and implementation of Association and Branch programs and policies;
 - 3.1.10. to work with and, when advisable, enter into agreements with the Law Society of the Northwest Territories for the attainment of these objects; and
 - 3.1.11. to work with and promote the objects, resolutions, programs and policies of the Association.



4. OFFICERS

4.1. The Branch has the following officers:

- 4.1.1. the President;
- 4.1.2. the Vice President;
- 4.1.3. the Secretary Treasurer; and
- 4.1.4. the immediate Past President.

4.2. The Secretary Treasurer must be elected in accordance with section 9.1 of these Bylaws.

4.3. Each officer serves a one-year term in his or her position, coincident with the financial year of the Branch, so that at the commencement of each financial year the previous Secretary Treasurer becomes the Vice President, the previous Vice President becomes the President, and the previous President becomes the immediate Past President.

5. DUTIES AND REMUNERATION OF OFFICERS

5.1. The President presides at General and Special Meetings of the Branch and at meetings of the Executive Committee. The President is the chief executive officer and spokesperson of the Branch, subject to these Bylaws and the resolutions and policies of the Branch and the Association.

5.2. The Vice President assists the President in carrying on the administration of the Branch and, in the absence of the President, presides at meetings and fulfills the President's functions and duties. The Vice President organizes the General and Special Meetings of the Branch, with the assistance of the Executive Director.

5.3. The Secretary Treasurer carries out the secretarial duties of the Branch in the absence of the Executive Director, including the taking of minutes of General and Special Meetings of the Branch and meetings of the Executive Committee, and performs such other duties as maybe assigned by the President. The Secretary Treasurer superintends the finances of the Branch and presents statements with respect to the financial affairs of the Branch at each general meeting of the Branch.

5.4. The immediate Past President advises the other officers.

5.5. The officers shall serve as such without remuneration, and no officer shall directly or indirectly receive any profit from his or her position as such; provided that officers may be paid reasonable expenses incurred by them in the performance of their duties.

6. EXECUTIVE COMMITTEE

6.1. The Executive Committee consists of the Officers of the Branch and two Members-at-Large.

6.2. The Executive Committee advises and assists the President in the duties of that office.



- 6.3. The Executive Committee may make decisions respecting the day-to-day operations of the Branch including, without limiting the generality of the foregoing:
 - 6.3.1. approving the Branch budget and expenditures, including those of its Committees and Sections; and
 - 6.3.2. approving the adoption or implementation of programs, policies and activities related to the objects of the Branch and the Association.
- 6.4. The Executive Committee may conduct its meetings and its business as it considers fit. The quorum necessary for the transaction of its business is three members – two of whom must be Officers of the Branch. Each member has one vote.
- 6.5. Where a vote is required for approval of a resolution by the Executive Committee, the majority of those participating prevail. If a majority is not achieved for any reason, the motion may be adjourned to the next meeting of the Executive Committee at which another vote may be made, or to the next General or Special Meeting.
- 6.6. The Executive Committee may fill any vacancy that may occur within it during its term, by advancing the progression among the Officers of the Branch, or by the election of a Member-at-Large in accordance with Part 10.
- 6.7. Any member of the Executive Committee may be removed from office for breach of duty by vote of the Executive Committee, provided that notice of the intention to propose removal of the Executive Committee member is given to members of the Executive Committee at least 21 days before the meeting and provided that the motion to remove the Executive Committee member is carried by a majority of the votes cast and provided further that the Executive Committee member proposed to be removed shall be given an opportunity to be heard in person or by advocate, after the motion to remove has been put but prior to the vote. A vote on a motion for removal shall be taken by ballot.

7. MEETINGS

- 7.1. The Branch must hold an Annual General Meeting and a Summer General Meeting each year.
- 7.2. The Annual General Meeting must be held no less than thirty days after the fiscal year end and within six months after the fiscal year end. The Summer General Meeting must be held no less than one month before the start of the new fiscal year
- 7.3. Notice of the time and place of General Meetings shall be given by email to all Branch Members at least 14 days in advance of the meeting.
- 7.4. The Executive Committee may, by resolution, call a Special Meeting of the Branch. Notice of the time and place of a Special Meeting shall be given by email to all Members at least 14 days in advance of the meeting.
- 7.5. A quorum for any General Meeting or Special Meeting of the Branch shall be 5 Members.
- 7.6. All Members in good standing shall be entitled to vote at General Meetings and Special



Meetings.

8. ELECTIONS OF SECRETARY TREASURER

8.1. The election of the Secretary Treasurer shall occur as follows:

- 8.1.1. The Executive Director shall issue a call for nominations to the position of Secretary Treasurer before June 15 in each year.
- 8.1.2. Any Member of the Branch described in paragraph 2.1 is eligible to stand for election, and may nominate himself or herself.
- 8.1.3. Nominations close on June 30 in each year.
- 8.1.4. The Executive Director shall, if necessary, mail or deliver ballots to Members before July 7 in each year.
- 8.1.5. Ballots must be returned to the Executive Director by 12:00 noon on the first Friday of August in each year.
- 8.1.6. The Executive Director shall count the ballots in the afternoon of the first Friday in August.
- 8.1.7. The candidate with the greatest number of votes is elected.
- 8.1.8. In the event of a tie vote, the tied candidates shall determine the election by lot.

9. ELECTIONS OF MEMBERS-AT-LARGE

9.1. The election of Members-at-Large shall occur as follows:

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



10. COMMITTEES

- 10.1. Subject to these Bylaws, the Executive Committee may establish Committees, appoint the Chair and members of said Committees, and fill any vacancies which may arise.
- 10.2. Committees are to operate according to the terms of reference approved by the Executive Committee.
- 10.3. The Executive Committee may give direction to any Committee appointed by it and may, by resolution, dissolve such a Committee.
- 10.4. Committee budgets and expenditures are to be pre-approved by the Executive Committee.
- 10.5. The following provisions apply to Committees:
 - 10.5.1. the President and Vice President are ex-officio members of each Committee;
 - 10.5.2. each Committee shall report, in writing, to the Annual General Meeting and Summer General Meeting of the Branch; and
 - 10.5.3. each Committee may conduct its meetings and its business as it considers fit, subject to its terms of reference.

11. SECTIONS

- 11.1. Sections may be organized for the study of particular areas of law and of questions relating to the objects of the Association, or for the benefit of communities in the legal profession. Sections may be approved by the Executive Committee on the receipt of a resolution by interested members.
- 11.2. A resolution to approve the establishment of a Section must include approval of a budget for the balance of the fiscal year in which the Section is created.
- 11.3. *Section Membership*
 - 11.3.1. A Member of the Branch may register as a member of any Section. Members of the Branch are entitled to participate in the business and activities of the Sections of which they are members, and to nominate and be nominated for office in that Section.
- 11.4. *Section Meetings*
 - 11.4.1. Each Section must hold a meeting at least twice each year.
 - 11.4.2. Each Section may meet at such other times and places as its members may agree.
- 11.5. *Administration, Chair and Reports*



- 11.5.1. The administrative responsibilities of each Section are vested in its Chair.
- 11.5.2. Each Section may elect its Chair and a Vice Chair during a meeting of the Section following the Summer General Meeting of the Branch.
- 11.5.3. The Chair and Vice Chair shall serve for a term of one year commencing the 1st day of September following the election.
- 11.5.4. If a Section does not elect a Chair for any particular term the Executive Committee may appoint a Member to serve as Chair for that term.
- 11.5.5. If a Chair is unable to or fails to carry out the duties of office, the members of the Section may, by majority vote, replace the Chair with another member of the Section designated to hold office for the unexpired portion of the Chair's term.
- 11.5.6. The Chair of each Section shall submit a report to the Annual General Meeting and Summer General Meeting of the Branch outlining the activities of the Section and covering the work done from the date of the preceding General Meeting of the Branch up to the date of the report, and shall report to the Executive Committee upon the request of that body.
- 11.5.7. Each Section shall be represented at the Annual General Meeting and Summer General Meeting of the Branch and shall endeavor to have representation at each National Section Meeting.
- 11.6. The Executive Committee may from time to time refer matters to a Section for inquiry and report.

12. INVESTMENTS AND FINANCE

12.1. *Finances and Banking*

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



12.2. *Audits*

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

12.3. *Seal*

12.3.1. The seal of the Branch shall be in the form set out below;

12.3.2. The seal of the Branch shall be kept in the custody of the Secretary Treasurer and shall not be affixed to any instrument or document except by authority of a resolution of the Executive Committee;

12.4. *Minutes/Books*

12.4.1. The Secretary Treasurer shall prepare and have custody of the minutes of the Branch and of the books and records of the Branch. The books and records of the Branch may be inspected upon request to the Secretary Treasurer.

12.4.2. The Executive Committee may authorize the borrowing of money for the purposes of the Branch.

13. BYLAWS

13.1. Notice of any proposed amendments to these Bylaws must be given in writing to the Executive Director not less than 30 days before the General Meeting of the Branch that will consider them. The Executive Director shall, not less than 21 days before such meeting, give notice in writing of the proposed amendments to the Members of the Branch.

13.2. All amendments to these Bylaws adopted by the Branch are deemed to take effect when registered by the Registrar of Societies.

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

And as amended the 5th day of March, 2018, at the Mid-Winter General Meeting of the Canadian Bar Association, Northwest Territories Branch;

And as amended the 27th day of February, 2019, at the Mid-Winter General Meeting of the Canadian Bar Association, Northwest Territories Branch;

And as amended the 5th day of March, 2020, at the Annual General Meeting of the Canadian Bar Association, Northwest Territories Branch.



TRAVEL POLICY

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

A. TRANSPORTATION

Air Travel: The authorized traveller shall travel in economy class and at the lowest possible fare and will be reimbursed for the cost of the ticket. Receipts must be retained and submitted with the travel claim.

Baggage Allowance: If the applicable fare does not include a checked baggage allowance, the authorized traveller will be reimbursed for the cost of one checked bag. Receipts must be retained and submitted with the travel claim.

Private Transportation: Where the use of an authorized traveller’s vehicle is authorized by the Branch Executive, the rates payable in cents per kilometer are set out in the [National Joint Council Travel Directive, Appendix B](#).

Taxi: An authorized traveller may be reimbursed for the costs of taxis to and from airports and to and from Branch business meetings if applicable. Receipts must be retained and submitted with the travel claim. Authorized travellers must indicate the starting point and destination of each taxi trip.

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

B. ACCOMMODATION

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

Authorized travellers must submit receipts for accommodation charges with the travel claim. Movies, laundry, liquor and other extraordinary services must not be charged to the Branch. Room service charges made to the room are to be deducted from the travel claim as per diem amounts will be provided to an authorized traveller in accordance with Part C.

Private Accommodation: Authorized travellers staying in private accommodations may claim an allowance as set out in the [National Joint Council Travel Directive, Appendix C](#).

C. MEALS AND INCIDENTAL EXPENSES

Travel: Expenses may be claimed at the rates as set out in the [National Joint Council Travel Directive, Appendix C](#), for the cost of meals consumed and for incidental expenses.

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

Private Accommodations: If meals are provided while staying in private accommodations, they cannot be claimed for by the authorized traveller. If meals are not provided at the private accommodation, the traveller may receive per diems in accordance with Part C.

D. TELEPHONE CHARGES



Telephone charges relating to Branch business may be submitted for reimbursement.

E. ADVANCE PAYMENT OF ELIGIBLE EXPENSES

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

F. MISSING RECEIPTS

An authorized traveller may submit a statutory declaration in the place of any missing receipt required under this Policy and the Executive Committee may accept the statutory declaration as sufficient proof of an expense.

G. AUTHORIZATION

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

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

Branch President:	Branch Annual General Meeting Branch Summer General Meeting National Board of Directors Meeting National Leadership Forum CBA Alberta Branch AGM
Vice President:	Branch Annual General Meeting Branch Summer General Meeting In the event travel is required as a replacement for the Branch President
Secretary Treasurer:	Branch Annual General Meeting Branch Summer General Meeting
In the event travel is required as a replacement for the Branch President or Vice President	
Past President:	Branch Annual General Meeting Branch Summer General Meeting In the event travel is required as a replacement for the Branch President, Vice President or Secretary Treasurer
Executive Director:	Branch Annual General Meeting Branch Summer General Meeting In-person meetings of the CBA National Management Team, as required and with the approval of the Branch Executive
Section Jurisdictional Representative:	National Section Meetings to the extent set out in the Section Manual approved by the Branch Executive. Section Jurisdictional Representatives are not entitled to reimbursement for registration fees and expenses for conferences or CPD events held in conjunction with National Section Meetings.

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

- (a) Members-at-Large;
- (b) National Standing Committee Members;
- (c) National Section Executive members (except for the Section Jurisdictional Representative).



SECTION COMPLIANCE AND NATIONAL FUNDING POLICY

BACKGROUND:

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

THEREFORE:

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



COMMUNICATIONS POLICY

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