

CANADIAN INSTITUTE FOR THE ADMINISTRATION OF JUSTICE

CIAJ APPROVED BYLAWS

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BYLAWS

CANADIAN INSTITUTE FOR THE ADMINISTRATION OF JUSTICE

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INSTITUT CANADIEN D'ADMINISTRATION DE LA JUSTICE

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the Board of Directors of the Corporation and **"Director"** means a member of the Board;

"By-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"Meeting of members" includes an annual meeting of members or a special meeting of members; **"special meeting of members"** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"Special resolution" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice—versa, words in one gender include all genders, and **"person"** includes an individual, body corporate, partnership, trust and unincorporated organization.

Subject to the Definitions set out above, words and expressions defined in the Act have the same meanings when used in these by-laws.

The Corporation is a bilingual organization and English and French are its official languages.

The Corporation is an umbrella organization that links individuals and institutions involved in the development and improvement of the administration of justice. It fosters reasoned debate on issues of interest to people and organizations concerned with the administration of justice. Its work is multidisciplinary and wide-ranging. Collaborating with governments, professional associations, law schools, legal professionals and members of the public, it sponsors and conducts research, conferences and specialized training, and prepares comprehensive background papers for dissemination and publication.

3. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of the President, the Vice-Presidents and the Executive Director. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom a particular document or type of document shall be executed. Any signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

4. Financial Year

The financial year end of the Corporation shall be determined by the Board.

5. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by ordinary resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may designate by ordinary resolution from time to time, direct or authorize.

6. Borrowing Powers

The Directors of the Corporation may, without authorization of the members:

- i. borrow money on the credit of the Corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- iii. give a guarantee on behalf of the Corporation, and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

7. Annual Financial Statements

Comparative financial statements conforming to the requirements of the Act are available at the Corporation office and any member may, on request, obtain a copy, free of charge.

8. The classes or other groups of members that the Corporation is authorized to establish

The Corporation shall have two classes of members comprising persons and institutions interested in the development and improvement of the administration of justice in Canada.

The first class shall consist of individuals (“Individual Members”).

The second class shall consist of institutions (“Institutional Members”) including corporations, companies and other bodies corporate, law firms, partners, administrative and regulatory agencies, university and college faculties and other organizations. An Institutional Member shall have the right to designate a specified number of individuals from within the institution to participate in activities of the Corporation other than voting, on such terms as may be established or provided for from time to time by the by-laws or by ordinary resolution of the Directors.

Each Individual Member or Institutional Member shall be entitled to receive notice of, attend and have one (1) vote at meetings of members, except for meetings at which only members of another class are entitled to vote separately as a class.

9. Membership Conditions

The term of membership for all members shall be annual, subject to renewal in accordance with the policies of the Corporation. The Directors may from time to time fix the membership fees and entitlements for each category of member within each class.

Pursuant to subsection 197 (1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197 (1) (e) (h) (l) or (m).

10. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting, to the Directors and to the public accountant of the Corporation by the following means:

- by mail, courier or personal delivery during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- by telephonic, electronic or other communication facility during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

The notice shall contain such information as is required by the Act.

Pursuant to subsection 197 (1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

11. Members Calling a Members’ Meeting

On written requisition of members carrying not less than 5% of the voting rights, the Board shall call a special meeting of members in accordance with section 167 of the Act. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

12. Termination of Membership

A membership in the Corporation is terminated when:

- the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- the member resigns by delivering a written resignation to the President in which case the resignation shall be effective on the date specified in the resignation;
- the member is expelled or is otherwise terminated in accordance with the articles or by-laws;
- the member's term of membership expires; or
- the Corporation is liquidated or dissolved under the Act.

13. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

14. Discipline of Members

The Board may suspend or expel any member who interferes with the operations and governance of the Corporation. However, the Board shall inform the member, by registered mail, of the date and time of their hearing and provide them with a description of the charges. The member shall be given a chance to be heard before the Board adjudicates on their suspension or expulsion.

15. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations, any proposal may include nominations for the election of Directors if the proposal is signed by not less than 2% of members entitled to vote at the meeting at which the proposal is to be presented.

16. Place of Members' Meeting

Pursuant to section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at the meeting so agree, outside Canada.

17. Persons Entitled to be Present at Members' Meetings

Members, non-members, Directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to vote at the meeting.

18. Chair of Members' Meetings

The President, or in their absence, a Vice-President, or in their absence, another person appointed for the purpose by the Board, shall preside at meetings of members of the Corporation.

19. Quorum of Members' Meetings

The lesser of one third of the members entitled to vote or twenty (20) members present in person or represented by proxy constitute a quorum for the transaction of business at meetings of members.

20. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles, the by-laws, or the Act, be determined by a majority of the votes cast on the questions. In the case of an equality of votes, either on a show of hands, or on a ballot, or on the results of electronic voting, the Chair of the meeting, in addition to their original vote, shall have a second or casting vote. A member may, by written proxy, appoint a proxy holder to attend and vote at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Corporation or a member of an Institutional Member (as defined in section 8). Only members in good standing present at a meeting in person or by proxy are entitled to vote at meetings of members, and each shall have one vote only. Any question proposed for the consideration of the members at a meeting of the Corporation shall, except as otherwise required by law or by these by-laws, be determined by a majority of votes cast by members entitled to vote.

Pursuant to subsection 197 (1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

21. Participations by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend may participate by means of that telephonic, electronic or other communication facility.

22. Members' Meeting Held Entirely by Electronic Means

If the Directors or members of the Corporation call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

23. Number of Directors and Remuneration of Directors

The Board shall have a minimum of 10 and a maximum of 30 Directors. The members may, from time to time, by ordinary resolution fix the number of Directors, or delegate that power to the Directors.

The Directors shall not be paid for their services as Directors but may be reimbursed for reasonable travelling and incidental expenses incurred by them in connection with the affairs of the Corporation. However, nothing precludes a Director from acting as an Officer or in any other capacity on behalf of the Corporation and being paid for those services.

24. Term of Office of Directors

At each annual meeting of members, Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office until the second annual meeting after his or her election. Directors shall be elected by the members on a show of hands unless a poll is demanded, in which case they will be elected by ballot. No Director may hold office for more than three consecutive full terms. However, a Director

- (i) who is proposed (by the Directors) as President shall be entitled to be elected as a Director for an additional full term of two years, or
- (ii) who is the outgoing President, shall be entitled to be elected as a Director for one additional full term of two years upon retiring as President or at the expiration of their third, or in the case of a person described in (i) above, fourth, consecutive full term of office, whichever occurs last.

25. Calling of Meetings of the Board

Meetings of the Board shall be held at the time, and place fixed by the Board. A quorum for transacting business at meetings of the Board shall be one third of the number of Directors holding office at the time the meeting is held, or five Directors, whichever is greater.

26. Notice of Meeting of the Board

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 39 of this by-law to every Director of the Corporation not less than fourteen (14) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of the meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting are announced at the original meeting. The notice does not need to specify the purpose or the business to be transacted at the meeting except that a notice of a meeting of Directors shall specify any matter referred to in subsection 138 (2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

27. Participation by Electronic Means at Directors' Meetings

A Director may, in accordance with the Regulations, if any, and if all the Directors consent, participate in a meeting of the Directors or of a committee of Directors by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present.

28. Votes to Govern at Meetings of the Board

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting, in addition to an original vote, shall have a second or casting vote.

29. Committees of the Board

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.

- a. The Board shall appoint an Executive Committee composed of members of the Board. The Board shall also appoint committees of the Board on Education and Research, Audit and Finance, Governance, and for any other matter related to the purposes of the Corporation. The majority of members of Board committees shall be Directors. The President shall be an *ex-officio* member of each Committee and the Executive Director shall be entitled to attend and participate in, but not vote, at Committee meetings.
- b. The Governance Committee shall act as nominating committee for the purpose of proposing members of the Board.
- c. The Executive Committee may exercise any of the powers of the Directors excepting those that must by law be performed by the Directors themselves, such as those mentioned in subsection 138 (1) of the Act.
- d. The Board may appoint operational committees, including committees on Membership and Communications, International Outreach, a Circle of Indigenous Peoples, and a Student Committee and for any other operational matter related to the purposes of the Corporation.
- e. The Board or Executive Committee may appoint program committees, including committees on Administrative Tribunals, Legislative Drafting, an Annual Conference Planning Committee and for any other new program or initiative approved by the Executive Committee.
- f. The Directors may, by ordinary resolution, delegate to a committee any powers exercisable by the Board in relation to the Committee's purposes, except those that must by law be performed by the Directors themselves, such as those mentioned in subsection 138 (2) of the Act.
 - g. The following provisions apply to committees:
 - i. The Directors may remove or replace a Committee member at any times;
 - ii. The Directors may, by ordinary resolution, modify, dissolve or reconstitute any Committee or create new Committees. They may adopt regulations regarding committees and impose restrictions on the exercise of any powers that they delegate; and
 - iii. Board Committees shall report directly to the Board: Program and Operational Committees shall advise the Executive Committee or as otherwise directed by the Board.
 - iv. Each Committee shall choose a Chair and Secretary from its own members. The chair shall be a Director.
 - v. The members of the Committee shall determine the time, place and frequency of its meetings as well as the procedure to be followed at its meetings.
- h. The Directors will not be paid for their services on a Committee but Directors and other Committee members may be reimbursed for reasonable travelling and incidental expenses incurred by them in connection with the affairs of a Committee. Persons, other than Directors who serve on a Committee may receive remuneration as determined by the Executive Director in conformity with the budgets approved by the Board.

30. Other Participants at Board and Executive Committee Meetings

The Board or Executive Committee may, from time to time, request one or more persons to join their deliberations, even if those persons are not Board or Committee members, for any operational matter related to the purposes of the Corporation, but without entitlement to vote at the meeting.

31. Appointment of Officers

- a. The Officers of the Corporation are the President, two Vice-Presidents, a Secretary, a Treasurer, the Executive Director, and such other Officers deemed necessary and appointed by the Board. The Officers of the Corporation shall be elected or appointed at the first meeting of the Board following each annual meeting of members. The President and the Vice—Presidents must be Directors.
- b. The President and the other Officers of the Corporation shall exercise the powers and authority and perform the duties prescribed by the Board, in addition to those specified in this by-law. The President shall, when present, preside at all meetings of the members and of the Board and shall be charged with the general supervision of the affairs of the Corporation.
- c. In the absence or in case of disability of the President, a Vice-President shall perform the duties and exercise the powers of the President and shall perform the other duties imposed on them by the Board.

32. The Directors may also appoint other agents, Officers and servants of the Corporation, and determine their titles, duties, powers and authority (including the power of sub-delegation).

33. In the absence of any Officer of the Corporation or for any other reason that the Directors may deem sufficient, the Directors may delegate the power and authority of that Officer to any other Officer or to any Director.

34. The Secretary shall, upon request, attend and act as secretary of all meetings of the Board and members, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings.

They shall give or cause to be given, upon instructions, all required notices to Directors, members, Officers and auditors. They shall be the custodian of all books, papers, records, documents and instruments belonging to the Corporation, unless another Officer or agent has been appointed for that purpose. They shall have the other powers and duties specified by the Board or the President.

35. The Treasurer shall keep, or cause to be kept, proper accounting records in compliance with the law and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. Whenever required, they shall render to the Board an account of the financial situation of the Corporation, and they shall have any other powers and duties specified by the Board or the President.

36. Whenever the Secretary is also the Treasurer, they may be designated “Secretary—Treasurer”; whenever the Assistant Secretary is also the Assistant Treasurer, they may be designated “Assistant Secretary-Treasurer.”

37. Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed;
- b. the Officer's resignation;
- c. the Officer ceasing to be a Director (if a necessary qualification of appointment); or
- d. the Officer's death.

If the office of any Officer of the Corporation becomes vacant, the Directors may, by ordinary resolution, appoint a person to fill the vacancy.

38. Patrons

- a. The Board may appoint an individual as a Patron in recognition of outstanding service to the Corporation.

The Position of Patron: Patrons will lend their name to the Corporation as an expression of support for its mission and programs. They will contribute to the Corporation's mission by the sharing of insights, experiences, and other enriching leadership perspectives. They will encourage other educators and leaders to contribute their time and knowledge to the intellectual enrichment of the Corporation's programs.

Constraints to the Position of Patron: Patrons will not be directors of the Corporation, will have no Board voting privileges and will not bear any liabilities on behalf of the Corporation. Duration of Appointment: The Term of a Patron will end when the Patron resigns, or the Board terminates the Patron's appointment by written notice to the Patron. Appointment: The Board may appoint Patrons on the recommendation of the Governance Committee.

38. Executive Director

An Executive Director shall be appointed by the Board. In the case of the Executive Director's disability, the Executive Committee may appoint an interim Executive Director.

- a. The Executive Director shall manage the day-to-day business and all of the organization's human, financial and material resources.
- b. The Executive Director shall develop operational plans to achieve the Corporation's mission and implement the strategic plan adopted by the Board.
- c. The Executive Director shall manage the financial resources of the Corporation by ensuring that the annual budget adopted by the Board is respected.
- d. The Executive Director is responsible for the implementation of procedures related to the recruitment, selection, evaluation, compensation and training of the Corporation's human resources.
- e. The Executive Director has the authority to hire, compensate and, where appropriate, dismiss the Corporation's employees.
- f. The Executive Director reports to the Board and, between Board meetings to the Executive Committee.
- g. The remuneration of the Executive Director shall be fixed by an ordinary resolution of the Directors. The remuneration of the other agents, Officers and servants of the Corporation shall be fixed by the Executive Director in conformity with budgets approved by the Board.

39. Method of Giving Any Notice

Any notice (including any communication or document) to be given (whether sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, Director, Officer or member of a Committee of the Board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to that person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or section 134 (Notice of change of Directors) of the Act;
- b. if mailed to the person, at the person's recorded address by prepaid ordinary or airmail;
- c. if sent to the person by telephonic, electronic or other communication facility at the person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, Officer, public accountant or member of a Committee in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

40. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

41. Omissions and Errors

The accidental omission to give any notice to any member, Director, Officer, member of a Committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

42. Protection of Directors and Officers

Except in respect of an action by or on behalf of the Corporation or body corporate to procure a judgment in its favour, the Corporation shall:

- a. indemnify a present or former Director or Officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director, an Officer or in a similar capacity of another entity, and such Director's or Officer's heirs or other individual's heirs and legal representatives, against all costs, charges and expenses,

including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such Director, Officer or other individual in respect of any civil, criminal or administrative action or proceeding to which such Director, Officer, or other individual is made a party by reason of being or having been a Director, Officer or other similar position of the Corporation or body corporate (or by reason of having undertaken such liability); and

- b. the Directors shall with the approval of a court indemnify a person in respect of an action by or on behalf of the Corporation or a body corporate to procure a judgment in its favour, to which the person is made a party by reason of being or having been a Director, Officer or other similar position of the Corporation or body corporate, against all costs, charges and expenses reasonably incurred by such Director or Officer in connection with such actions; if in each case the Director, Officer or other individual:
 - a. acted honestly and in good faith with a view to the best interests of the Corporation; and
 - b. in the case of a criminal or administrative action or proceeding that is enforced by monetary penalties, had reasonable grounds for believing that their conduct was lawful.

Notwithstanding the foregoing, the Corporation shall, without requiring the approval of a court, indemnify any person referred to above in respect of an action by or on behalf of the Corporation or body corporate to procure a judgment in its favour who has been substantially successful on the merits in the defense of any civil, criminal or administrative action or proceeding to which the person is made a party by reason of being or having been a Director, Officer or other similar position of the Corporation or other entity, against all costs, charges and expenses reasonably incurred by the person in respect of that action or proceeding, provided that the person has satisfied the conditions referred to in a. and b. above.

43. Insurance

Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in section 42 of this by-law as the Board may from time to time determine.

44. By-laws and Effective Date

Subject to the articles, the Board may, by ordinary resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197 (1) (Fundamental Change) of the Act because such by-law amendments or repeals are effective only when confirmed by members.