



Council of Canadian Administrative Tribunals
Conseil des tribunaux administratifs canadiens



By-Laws

BY-LAW NO. 1

A by-law relating generally to the affairs of the COUNCIL OF CANADIAN ADMINISTRATIVE TRIBUNALS/CONSEIL DES TRIBUNAUX ADMINISTRATIFS CANADIENS

Enacted as a by-law of the COUNCIL OF CANADIAN ADMINISTRATIVE TRIBUNALS/CONSEIL DES TRIBUNAUX ADMINISTRATIFS CANADIENS, hereinafter called "the Corporation", as follows:

ARTICLE I - CORPORATE SEAL

1. The Corporation shall have a corporate seal which shall bear the name of the Corporation and be in such form as from time to time may be determined by the Board.
2. The corporate seal shall be in the custody of the Secretary or of such person as the Secretary or the Board from time to time may determine.

ARTICLE II - HEAD OFFICE

1. The head office of the Corporation shall be located in the Regional Municipality of Ottawa-Carleton, Province of Ontario, at such place therein as the Directors of the Corporation may by resolution from time to time decide.
2. The Corporation may by resolution establish such other offices and agencies elsewhere within Canada as the Directors of the Corporation may deem expedient.

ARTICLE III - MEMBERSHIP

1. Membership in the Corporation shall be open to three categories of individuals as follows:

(a) Category A: Membership is limited to individuals who are members of an administrative board, commission or tribunal in Canada;

(b) Category B: Membership is limited to individuals who are staff or legal counsel of an administrative board, commission or tribunal in Canada; and

(c) Category C: Membership is limited to individuals or lawyers who have an interest in the field of administrative law and tribunals.

2. The Directors may by resolution from time to time establish new membership categories, which may include but not be limited to boards, commissions and tribunals as well as individuals, with such conditions and privileges thereof as may be determined by the Directors. However, no resolution of the Board of Directors relating to the creation of new membership categories and the conditions and privileges attaching to such categories shall be effective until confirmed and ratified by the members at a general or special meeting of the members.

3. All applications for membership and renewals of membership shall be in writing and shall be submitted to the Secretary of the Corporation. Upon receipt by the Secretary of a complete application or renewal together with payment of the applicable membership fee, the applicant will be enrolled or continue to be enrolled as a member of the Corporation.

4. The membership fees for all classes of membership shall be as determined by the Board of Directors from time to time.
5. Any member may withdraw from the Corporation by delivering to the Corporation at its head office a written resignation and lodging a copy of same with the Secretary of the Corporation.
6. Any member may have his/her membership revoked at any time by at least three-quarters (3/4) of the votes cast at a meeting of the Board of Directors. Any member whose membership is so revoked by the Board of Directors may, with thirty (30) days' notice in writing to the Secretary, appeal this decision at the next general meeting of the members.
7. There will be no refund of a membership fee upon the resignation or revocation of any membership, and any membership fee then due and owing shall continue to be payable to the Corporation notwithstanding such resignation or revocation.

ARTICLE IV - BOARD OF DIRECTORS

1. The affairs of the Corporation shall be managed by a board of directors consisting of not less than fifteen (15) members and not more than thirty (30), who shall be elected to the Board by the members of the Corporation from among themselves. All members of the Corporation are eligible for election to the Board of Directors but not more than five members from the Category B membership and not more than five members from the Category C membership shall be elected to the Board of Directors. The Board of Directors shall be constituted so as to reflect representation, as far as practical, from all regions of Canada and both official languages.
2. Between Directors' meetings, the affairs of the Corporation shall be governed by an Executive Committee comprised of officers of the Corporation and not more than two (2) members, who shall be elected by the Directors from among themselves, at the Directors' meeting held immediately after the election of Directors. The Executive Committee shall have the power to meet by telephone or teleconference if all the Directors consent.

3. Tenure of Office of Directors

(a) The incorporators shall appoint the initial Directors of the Corporation who shall hold office from the date of the meeting at which they are appointed until the first annual meeting of the members of the Corporation, or until their successors are elected or appointed. Thereafter, the Directors of the Corporation shall be elected and shall retire in rotation. The Directors elected at the first annual meeting of members shall hold office until the second annual meeting of members. At the second annual meeting of the members for the election of Directors, one-half () of the Directors shall be elected to hold office for a term of two (2) years from the date of their election or until the second annual meeting of members after such date, whichever first occurs, and one-half () of the Directors shall be elected for a term of one (1) year from the date of their election or until the next annual meeting of members, whichever first occurs. Thereafter, 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/her election. Directors shall be elected by the members on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot.

(b) The office of a Director shall automatically be vacated:

(i) if he/she shall resign by delivering a written resignation to the Secretary of the Corporation;

(ii) on death, bankruptcy, or if he/she is found mentally incompetent;

(iii) subject to appeal to the full Board, if a resolution that he/she be removed from office is passed by three-quarters (3/4) of the votes cast at a meeting of the Executive Committee called for that purpose; and

(iv) if he/she ceases to be a member of the Corporation, provided that when a director ceases to be a member by reason of ceasing to be a member of a board or tribunal, he/she may continue as a director until the end of his/her term unless otherwise determined by resolution of the Executive Committee.

4. Vacancies

Any vacancies on the Board of Directors or Executive Committee do not impair the right of the remaining members to act so long as at least ten (10) directors remain in office. If any vacancy shall occur for any reason, the directors may, if these numbers remain in office, by resolution fill the vacancy on the Board or Executive Committee with a person in good standing on the books of the Corporation as a member, and he/she shall remain in office for the balance of the term of the person replaced.

5. Quorum

A quorum for the transaction of business at meetings of the Board of Directors shall be one-third (1/3) of the number of Directors holding office at the time the meeting is held, and for the Executive Committee, three (3) members.

6. Meetings of the Board of Directors

a) Meetings of the Board of Directors shall be held on such days and in such places as are fixed by the Directors, and at such other times and places as the Directors deem necessary, A meeting shall also be held at such time and place as required by the Chair or as required in writing by at least five (5) directors.

(b) Twenty (20) days' notice of such meetings shall be sent in writing to each director.

(c) No formal notice shall be necessary if all Directors are present at the meeting or if a quorum is present and those Directors who are absent have either before or after the holding of the meeting signified their consent in writing to the holding of a meeting in their absence. A meeting of the Directors of the Corporation shall be held without notice immediately after the meeting of the members at which Directors are elected.

7. Meetings of the Executive Committee

(a) Meetings of the Executive Committee shall be held on such days and in such places as are fixed by the Chair or any three (3) members of the Executive Committee.

(b) Twenty (20) days' notice of such meetings shall be sent in writing to each member of the Executive Committee.

(c) No formal notice shall be necessary if all members of the Executive Committee are present at the meeting or if a quorum is present and those Committee Members who are absent have either before or after the holding of the meeting signified their consent in writing to the holding of a meeting in their absence.

8. Remuneration

(a) No remuneration shall be paid to the Directors for their services in acting as Directors or as members of the Executive Committee.

(b) The Directors may be entitled to be reimbursed for travelling and other out-of-pocket expenses reasonably and properly incurred by them in connection with the business and affairs of the Corporation.

(c) Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

9. Retiring Directors

A retiring Director remains in office until the dissolution or adjournment of the meeting at which his/her successor is elected.

10. Powers

The Board of Directors may exercise all such powers of the Corporation as are not by the Canada Corporations Act or by the by-laws required to be exercised by the members,

11. Expenditures

The Board of Directors may authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees and to make expenditures for the purpose of furthering the objects of the Corporation.

12. Donations

The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to receive donations and benefits, and to enter into agreements with regard thereto, and for the purpose of furthering the objects of the Corporation.

13. Committees

(a) The Board of Directors may appoint committees and the chairs thereof with regard to nominations, the annual conference, administration and finance and any other committee which, in the opinion of the Directors, may be required and is related to the objects or purposes of the Corporation. The Chair of the Corporation shall be an ex officio member of each committee and the Executive Director shall be an ex officio non-voting member of each committee.

(b) The Board of Directors may by resolution delegate to any committee any powers vested in or exercisable by the Board of Directors in relation to the committee's purposes, save and except only such acts as must by law be performed by the Directors themselves, and may revoke such delegation.

(c) The following provisions and restrictions shall apply to each committee:

(i) any member of a committee may be removed or replaced at any time by the Directors;

(ii) the Directors may from time to time by resolution modify, dissolve or reconstitute any committee or create new committees. They may make such regulations with respect to and impose such restrictions upon the exercise of any powers hereby delegated;

(iii) each committee shall report directly to the Board of Directors.

(d) The time and place of meetings of each committee, the calling thereof and the procedure in all things at such meeting shall be determined by the members of the committee.

(e) No remuneration shall be paid to any Director for his/her service on a committee, but Directors may be entitled to be reimbursed for travelling and other out-of-pocket expenses reasonably and properly incurred by them in connection with the business of any committee. Any person who is not a Director but who is serving on any committee may be paid remuneration which shall be determined by the Executive Director of the Corporation in conformity with budgets approved by the Board of Directors.

14. Protection of Directors and Officers

No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own dishonesty.

15. Indemnity of Directors

Every Director of the Corporation and his/her heirs, executors, administrators, estate and effects respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

(a) All costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever heretofore or hereafter made, done or permitted by him/her in or about the execution of the duties of his/her office; and

(b) All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

ARTICLE V - MEETINGS

I. Annual and Special General Meetings

(a) An annual meeting of the members of the Corporation shall be held at some date not later than twelve (12) months after the incorporation of the Corporation and subsequently once at least in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual meeting. The annual meeting shall be held at the head office of

the Corporation or at such other place in Canada as the Directors may determine, at such time on such date as the Board may from time to time determine.

(b) Special general meetings of the Corporation may be called by the Chair or by the Board of Directors. The notice calling a meeting under this paragraph shall specify the purposes for which it is called and no business other than that mentioned in the notice calling the meeting shall be transacted thereat unless all members present at the meeting consent to the transaction of such other business and those members not present consent thereto in writing within ninety (90) days of the date of the meeting

2. Agenda of Meetings

The business transacted at an annual meeting of the Corporation shall include:

- (a) The adoption of the minutes of the last annual general meeting or of a subsequent special general meeting;
- (b) The annual report of the Chair and of the Board of Directors;
- (c) A financial report;
- (d) The ratification of by-laws and amendments, if any, enacted since the last annual meeting and not confirmed at a special general meeting;
- (e) The appointment of accountants or auditors;
- (f) The election of Directors;
- (g) The review of the annual report of the Board of Directors.

3. Notice of Meetings

(a) Not less than twenty (20) days' notice shall be given of any annual or special general meeting of the Corporation. Such notice shall be in writing and sent by prepaid post, courier or telecommunication to the auditors/accountants of the Corporation and to each member at his/her latest address shown in the records of the Corporation, but the accidental omission to give notice of any meeting or the non-receipt of any such notice by the auditors/accountants or a member shall not invalidate any of the proceedings of such meeting.

b) A meeting of members may be held for any purpose at any time and at any place in Canada without notice if the auditors/accountants of the Corporation are present thereat or either before or within ninety (90) days of the date of such meeting have waived notice thereof or consented to the holding thereof and if a quorum of members is present in person and if, either before or within ninety (90) days of the date of such meeting all the members entitled to vote thereat sign a written waiver of notice of the meeting. All such waivers and consents shall be filed with the corporate records. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by all the members entitled to vote at such meeting within ninety (90) days of the date thereof.

4. Quorum

The members present in person constitute a quorum for the transaction of business at an annual or special general meeting of members.

5. Voting

Only members in good standing 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 at such meeting.

6. Chair of Meeting

The Chair, or in his/her absence a Vice-Chair, or in his/her absence such other person as may from time to time be appointed for the purpose by the Board of Directors, shall preside at meetings of the Corporation. In the absence or disqualification of all of the aforementioned persons, the members present entitled to vote shall choose another Director

as chair of the meeting, and if no such Director is present or if all such Directors present refuse to preside at the meeting, then the members present shall choose one of their number to be chair of the meeting,

7. Procedure at Meetings

The chair of the meeting of the members of the Corporation shall conduct the procedure thereat in all respects and his/her decision on these matters shall be binding upon the members unless he/she is overruled by a majority of the members present and voting. The chair at any such meeting may at any time during the proceedings adjourn the meeting from time to time and no notice of any such adjourned meeting need be given under paragraph (3) of this Article. In the event of any such adjournment, any business that could properly have been considered, dealt with and disposed of at the original meeting may be considered, dealt with and disposed of at any such adjourned meeting.

ARTICLE VI - OFFICERS

1. The officers of the Corporation are the Chair, two Vice-Chairs, a Secretary, a Treasurer, the Executive Director of the Corporation, and such other officers as the Board of Directors may from time to time deem necessary and appoint. The officers of the Corporation shall be elected or appointed at the first meeting of the Board of Directors following each annual meeting of members. The Chair and Vice-Chairs must be Directors of the Corporation elected by the members of the Corporation. The Board of Directors may remove the Executive Director of the Corporation or any other officer by a vote of a majority of its members. Save for the Chair, Vice-Chair and Executive Director, any officer may hold two or more positions

2. The Chair and the other officers of the Corporation shall exercise such powers and authority and shall perform such duties, respectively, in addition to those specified in this by-law, as shall from time to time be prescribed by the Board of Directors. The Chair shall, when present, preside at all meetings of the members and of the Board and shall be charged with the general supervision of the business and the affairs of the Corporation.

3. A Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon him/her by the Board.

4. An Executive Director of the Corporation shall be appointed by the Board of Directors; if the office of Executive Director of the Corporation is vacant, or if he/she is absent or unable to perform the duties of his/her office, an officer of the Corporation may be appointed by the Board of Directors to perform the functions of the Executive Director of the Corporation.

5. The Executive Director of the Corporation shall have full authority, subject to the authority of the Board of Directors and the supervision of the Chair, to manage and direct the affairs of the Corporation.

6. The Directors may also from time to time appoint other agents, officers and servants of the Corporation who may be given such titles and who shall exercise such powers and authority and perform such duties of management, or otherwise as the Directors may from time to time determine.

7. In the case of the absence of any officers of the Corporation or for any other reason that the Directors may deem sufficient, the Directors may delegate from time to time the power and authority of such officer to any other officer or to any Director of the Corporation.

8. The Secretary shall attend to the giving and service of all notices of the Corporation and shall keep the minutes of all meetings of the Directors, of all committees and of the members in a book or books to be kept for that purpose. He/she shall keep in safe custody the corporate seal of the Corporation, if any. He/she shall have charge of the records of the Corporation including books containing the names and addresses of the members and of the Directors, together with copies of all reports made by the Corporation and such other books and papers as the Directors may direct. He/she shall be responsible for the keeping and filing of all books, reports, certificates and all other documents required by law to be kept and filed by the Corporation. He/she shall be subject to the control of the Executive Director of the Corporation and shall exercise such other powers and authority and perform such other duties as may from time to time be prescribed by the Directors or by the Chair. Assistant Secretaries may perform any of the duties of the Secretary.

9. The Treasurer shall have general charge of the finances of the Corporation. He/she shall deposit all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or other depositories as the Directors may from time to time designate, and shall render to the Executive Director of the Corporation and to the Directors, whenever so directed, an account of the financial condition of the Corporation and of all his/her transactions as Treasurer; and, as soon as possible after the close of the fiscal year he/she shall make and submit to the Executive Director of the Corporation and to the Directors a like report for such fiscal year. He/she shall have charge and custody of and be responsible for the keeping of books of account. He/she shall be subject to the control of the Executive Director of

the Corporation and shall exercise such other powers and authority and perform such other duties as may from time to time be prescribed by the Directors or by the Chair. He/she shall be subject to the a budget to the Board of Directors each year. Assistant Treasurers may perform any of the duties of the Treasurer.

10. Whenever the Secretary is also the Treasurer, he/she may be designated "Secretary-Treasurer"; whenever the Assistant Secretary is also the Assistant Treasurer, he/she may be designated "Assistant Secretary-Treasurer".

11. The remuneration of the Executive Director of the Corporation shall be fixed from time to time by a resolution of the Directors. The remuneration of the other agents, officers and servants of the Corporation shall be fixed from time to time by the Executive Director of the Corporation in conformity with budgets approved by the Board of Directors.

12. The officers of the Corporation, other than the Executive Director, shall hold office for one (1) year or until their successors are appointed.

ARTICLE VII - OFFICERS

The members at each annual meeting, unless otherwise entitled by the Minister of Consumer and Corporate Affairs to appoint an accountant, shall appoint an auditor to audit the accounts of the Corporation and to hold office until the close of the next annual meeting. If so entitled to appoint an accountant the members may do so in lieu of appointing an auditor. The Directors may fill any casual vacancy in the office of auditor or accountant. The remuneration of the auditor or accountant shall be fixed by the Directors if authorized to do so by the members.

ARTICLE VIII - AMENDMENT OF BY-LAWS

The by-laws of the Corporation may be repealed or amended by by-laws enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

ARTICLE IX - FINANCIAL YEAR

Unless otherwise determined by the Board of Directors, the fiscal year of the Corporation shall terminate on the last day of December in each year.

ARTICLE X - EXECUTION OF DOCUMENTS

1. Contracts, documents or any instruments in writing requiring execution by the Corporation shall be signed by any two (2) of the Chair, the Vice-Chairs and the Executive Director of the Corporation, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing signed as aforesaid or by any officers appointed by resolution of the Board of Directors.

2. The Board of Directors may from time to time by resolution designate a minimum of any two (2) persons to sign cheques, bills of exchange or other orders for the payment of money on behalf of the Corporation, and to deposit with such banks or other depositories as the Board may from time to time designate (but only to the credit of the Corporation) any cheques, promissory notes, bills of exchange, orders for the payment of money, interest or dividend coupons or warrants, securities maturing or called for redemption, endorsed with the name of the Corporation impressed upon thereon by rubber stamp or otherwise. Any person so designated may settle, balance and certify all books and accounts between the Corporation and its bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balance and release or verification slips.

ARTICLE XI - BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by the applicable statute or law are regularly and properly kept.

ARTICLE XII - RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, but such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and if default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

ARTICLE XIII - CONFERENCES AND SECTIONS

1. Conferences and sections of the Corporation may be organised by members with some common interest, upon geographic principles to comprise the members living in a given province or territory, upon the basis of common sets of problems or issues, or upon other similar bases. Any group of members which wishes to organize a conference or a section must obtain the approval of the Board of Directors, and must conduct the affairs of the conference or section in accordance with such general or particular by-laws of the Corporation as may be in force or enacted from time to time.

2. Tribunal staffs and other interested individuals, who may not be eligible for membership in the Corporation may be invited by the Executive Committee to attend and participate in conferences.