

COUNCIL OF CANADIAN ADMINISTRATIVE TRIBUNALS

BYLAWS

Bylaws, hereinafter referred to as "Bylaws", relating generally to the affairs of the COUNCIL OF CANADIAN ADMINISTRATIVE TRIBUNALS/CONSEIL DES TRIBUNAUX ADMINISTRATIFS CANADIENS, hereinafter referred to as the "Council", and enacted pursuant to the Canada Not-For-Profit Act, S.C. 2009, c. 23, hereinafter referred to as "the Act", as follows:

ARTICLE I - MEMBERSHIP

1. Membership in the Council is open to the following individuals:
 - a. individuals who are members of an administrative board, commission or tribunal in Canada;
 - b. individuals who are staff or legal counsel of an administrative board, commission or tribunal in Canada; and
 - c. individuals other than those captured in subparagraphs a. or b. of this paragraph 1 who have an interest in the field of administrative justice; and
 - d. corporate/institutional and group members of a tribunal or agency.
2. All applications for membership and renewals of memberships will be in writing and will be submitted to the office of the Council. Upon receipt by the office 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 Council.
3. The membership fees, term of membership, and rules of membership, will be as determined by the directors from time to time.
4. Any member may have such person's membership revoked at any time by at least three-quarters of the votes cast at a meeting of the directors. Any member whose membership is revoked by the directors may, with thirty (30) days' notice in writing to the secretary, appeal this decision at the next annual meeting of the members.

ARTICLE II - MEETINGS OF MEMBERS

1. Annual and Special Meetings

- a. An annual meeting of the members of the Council will be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual meeting but not later than six (6) months after the end of the Council's preceding financial year. The annual meeting will be held at such place in Canada, at such time, and on such date as the directors may determine.
- b. Special meetings of the Council may be called by the chair or by the directors. The notice calling such a meeting will specify the purposes for which it is called. No business other than that mentioned in the notice calling the meeting will be transacted unless a majority of members present at the meeting consent to the transaction of such other business.

2. Agenda of Meetings

The business transacted at an annual meeting of the members will include:

- a. the adoption of the minutes of the last annual meeting or of a subsequent special meeting;
- b. the presentation of the annual report of the chair and of the directors;
- c. a financial report;
- d. the ratification of by-laws and amendments, if any, made since the last annual meeting and not confirmed at a special meeting;
- e. the appointment of a public accountant;
- f. the election of directors.

3. Notice of Meetings

- a. Not less than fifteen (15) and not more than sixty (60) days' notice will be given of any annual or special meeting of members. Such notice will be published electronically or sent to the latest address of each member as shown in the records of the Council and to the public accountant of the Council.
- b. A meeting of members may be held for any purpose at any time and at any place in Canada with less than twenty-one (21) days' notice if a

quorum of members is present and if, either before or within thirty (30) days of the date of such meeting, the members entitled to vote sign a written waiver of notice of the meeting. Notice of any meeting or any irregularity in any meeting or in the notice may be waived by all the members entitled to vote at such meeting within thirty days of the date thereof. The failure to provide such formal waivers within this time limit may be construed as waiving notice of the meeting or objections to any perceived irregularities.

4. Quorum

A quorum at any meeting of members will be nine (9) members in good standing entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5. Voting

- a. Unless otherwise required by the Act or the articles of the Council, questions arising at any meeting of the members will be decided by a consensus of the members present at the meeting. A consensus will be considered to have been reached when no member objects to the question before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus, that a consensus will not be reached, then, the chair will call for a vote of the members.
- b. Only members in good standing are entitled to vote at meetings of members. Each member will have only one vote. Any question proposed for the consideration of the members at a meeting of members will, except as otherwise required by law or by these Bylaws, be determined by a majority of votes cast by the members. In 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 an original vote will have a second or casting vote.

6. Chair of Meeting

The chair of any annual or special meeting shall be, in order of priority, the chair, the vice-chair, secretary, or treasurer. If no officer is present, or if all of the officers present refuse to preside at the meeting, the directors present will select one among them to chair the meeting. If no director is present or if all directors present refuse to preside at the meeting, then, the members present will choose one of their number to chair the meeting.

7. Procedure at Meetings

The chair of the meeting will conduct the procedure and the chair's decision on procedural matters will be binding unless the chair is overruled by a majority of the members present and voting. The chair at any such meeting may at any time adjourn the meeting to another date and time and no notice of resumption need be given under paragraph 3 of the Bylaws.

8. Participation at Meetings

Members may participate in an annual or special meeting or of a committee of members by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A member so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.

9. Election of Directors

Where practicable, directors should have held the position of chair, vice chair, or member of a committee prior to being elected as a director.

ARTICLE III - BOARD OF DIRECTORS

1. The affairs of the Council will be governed by no fewer than nine (9) members and no more than twelve (12) members. All members of the Council are eligible for election as directors. Where practicable, the directors will represent individuals of diverse characteristics, including indigenous people and individuals of diverse gender, race, ethnicity, and disability.

2. Tenure of Office of Directors

- a. Directors will be elected at an annual meeting of members on a show of hands unless a poll is requested. If a poll is requested by five (5) members, the election will be by secret ballot.
- b. Directors will be elected to hold office for a term expiring not later than the close of the third annual meeting of members following their election. However, where practicable, terms may be extended by a majority vote at an annual meeting of members.
- c. To the extent practical, the terms of directors will be staggered, so that a third of directors are elected at each annual meeting. By exception, terms may be extended if necessary to restore the balance of numbers in any

given year.

- d. A director may be removed from office by a majority vote at an annual meeting of members.
- e. A director ceases to hold office when a director:
 - i. resigns by delivering a written resignation to the secretary of the Council;
 - ii. ceases to be a member; or
 - iii. dies.
- f. Notwithstanding (e)(ii) above, when a director ceases to be a member by reason of ceasing to be a member of a board or tribunal, such director may continue as a director until the end of such director's term unless otherwise determined by resolution of the directors.

3. Vacancies

Vacancies created by directors ceasing to hold office as set out in subparagraphs (d) or (e) of paragraph 2 above do not impair the right of the remaining directors to act so long as a quorum of directors remains in office. If any vacancy occurs, but not a vacancy created by an increase in the number of directors or a failure to elect the minimum number of directors specified in the Bylaws, a quorum of the directors may, by resolution, fill the vacancy with a member in good standing, and such person will remain in office for the balance of the term of the director who is replaced.

4. Quorum

A quorum for the transaction of business at meetings of the directors will be one-third of the number of directors holding office at the time the meeting is held.

5. Meetings of the directors

- a. Meeting of the directors will 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 consider necessary. A meeting will also be held at such time and place as requested by the chair or as requested in writing by at least three (3) directors.
- b. Notice of such meetings will be sent to each director not less than seven

(7) days before the time when the meeting is to be held.

- c. No formal notice will be necessary if all directors are present 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 to the holding of a meeting in their absence.
- d. A meeting of the directors may be held without notice immediately after the meeting of the members at which the directors are elected.
- e. A director may and if all the directors of the Council consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an 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 for the purposes of the Act to be present at that meeting.
- f. At all meetings of the directors, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will have a second or casting vote in addition to an original vote.

6. Remuneration

- a. No remuneration will be paid to the directors for their services in acting as directors or as a member of any committee.
- b. By resolution of the directors, a director may be entitled to be reimbursed for travelling and other out-of-pocket expenses reasonably and properly incurred by such director in connection with the business and affairs of the Council.
- c. Nothing in this Bylaws will be construed to preclude any director from serving the Council in any additional capacity and receiving compensation for that service.

7. Powers

The directors may exercise all such powers of the Council except those that the Act or the Bylaws require the members as a whole to exercise.

8. Expenditures

The directors may authorize expenditures on behalf of the Council from time to time and may delegate to an officer or agent of the Council the authority to make expenditures for the purpose of furthering the objects of the Council.

9. Donations

The directors may take steps to enable the Council to receive donations and benefits, and to enter into agreements with regard thereto for the purpose of furthering the objects of the Council.

10. Committees

- a. The directors may, by resolution, establish or eliminate such committees as they deem necessary to carry out the objects and operation of the Council which may include such matters as memberships, nominations, conferences, outreach, training, administration and finance, among others.
- b. The directors will appoint the chair of each committee.
- c. The directors will establish terms of reference setting out the duties and responsibilities of each committee.
- d. The members of each committee will determine the time and place of meetings, the calling of meetings, and the procedures at such meetings.
- e. The chair of each committee will provide a report of its activities to the directors at a meeting of directors.
- f. No committee may authorize or expend any money, or bind the Council, or pledge its credit, or enter into any contracts, agreements or arrangements, without the express authority of the directors.

11. Protection of directors and officers

Subject to the limitations contained in the Act, the Council may indemnify a director or an officer, a former director or officer, or a person who incurs or has incurred any liability on behalf of the Council, and their heirs and legal representative, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal, or administrative action or proceedings to which such person is made a party by reason of being or having been a director or officer of the Council, if:

- a. such person acted honestly and in good faith with a view to the best interest of the Council; and
- b. in the case of a criminal or administrative action or proceedings that is enforced by a monetary penalty, such person has reasonable grounds for believing that such conduct was lawful.

12. Indemnity of directors

Every director of the Council and such director's heirs, executors, administrators, and estate trustees, and such director's estate upon such director's death, will, from time to time and at all times, be indemnified and saved harmless out of the funds of the Council 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 such director, for or in respect of any act, deed, matter or thing whatsoever heretofore or hereafter made, done or permitted by such director in or about the execution of the duties of such director's office; and
- b. all other costs, charges, and expenses which a director sustains or incurs in or about or in relation to the affairs of the Council, except such costs, charges, or expenses as are occasioned by such director's own wilful neglect or default.

ARTICLE IV - OFFICERS

1. The officers of the Council are the chair, a vice-chair, a secretary, a treasurer, a past chair, an executive director, and such other officers as the directors may from time to time deem necessary and appoint. Except for the executive director, the officers will be elected or appointed by the directors at their meeting following each annual meeting of members. The chair and vice chair must be directors elected by the members. The positions of secretary and treasurer may be held by the same person.
2. The chair will preside at all meetings of the members and of the directors and will be charged with the general oversight of the business and affairs of the Council. The chair will represent the Council in all of its activities and engagements

3. The vice chair will perform, in the absence or disability of the chair, the duties and exercise the powers of the chair and will perform such other duties as may be directed from time to time by the directors. The vice chair will assume the position of chair when the term of the chair expires or when the position of chair is vacated.
4. The secretary will keep the minutes of all meetings of members and meetings of directors. The secretary will exercise such other powers and authority and perform such other duties as may be directed from time to time by the directors or by chair.
5. The treasurer will keep proper accounting records in compliance with the Act and will be responsible for the deposit of money, the safekeeping of securities, and the disbursement of the money of the Council, and will have such other powers and duties as may be directed from time to time by the directors .
6. The past chair will assist the chair and the directors by providing such information and assistance as they may require.
7. The directors may remove an officer by a vote of a majority of directors.
8. The chair and other officers will exercise such powers and authority and will perform such duties, in addition to those specified in the Bylaws, as will from time to time be prescribed by the directors.
9. In the case of the absence of any officer 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 a director.
10. Except for the executive director, each officer will hold office for one year or until such officer's successor is appointed.

ARTICLE V - OTHER AGENTS

1. The directors may appoint or engage, from time to time, other agents, officers, or servants of the Council who may be given such titles and who will exercise the powers and authority and perform the duties that the directors may determine from time to time.
2. The remuneration of the other agents, officers, or servants of the Council will be fixed from time to time by the executive director in conformity with budgets approved by the directors.

ARTICLE VI - PUBLIC ACCOUNTANT

1. The members will appoint a public accountant by ordinary resolution at each annual meeting to hold office until the close of the next annual meeting. If the Act permits, the members may waive the appointment of a public accountant by a unanimous vote at a meeting of members.
2. The public accountant must conduct a review engagement of the accounts of the Council. If an audit is required, members may pass an ordinary resolution to that effect.
3. The directors will fix the remuneration of the public accountant if authorized to do so by the members.
4. If a public accountant is not appointed at a meeting of members, the incumbent public accountant who was appointed at the previous meeting of members continues in office until a successor is appointed.

ARTICLE VII - AMENDMENT OF BYLAWS

1. Subject to the Bylaws and the Act, the directors by resolution may make, amend or repeal any articles that regulate the activities or affairs of the Council. Any such article, amendment, or repeal will be effective from the date of the resolution of the directors until the next meeting of members where it may be confirmed, rejected, or amended by the members by ordinary resolution. If the article, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The article, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of member or if it is rejected by the members at the meeting.
2. This section does not apply to an article that requires a special resolution of the members according to subsection 197(1) of the Act because such amendments or repeals are only effective when confirmed by members.

ARTICLE VIII - FINANCIAL YEAR

Unless otherwise determined by the directors, the financial year of the Council will terminate on the last day of December in each calendar year.

ARTICLE IX - EXECUTION OF DOCUMENTS

1. The directors will have power to appoint by resolution from time to time any person or persons on behalf of the Council generally to sign contracts, documents and instruments in writing or to sign specific contracts, documents and instruments in writing. Such contracts, documents and instruments in writing so signed will be binding upon the Council without any further authorization or formality.
2. The directors by resolution may designate a minimum of any two (2) persons with the authority to sign cheques, bills of exchange or other orders for the payment of money on behalf of the Council, and to deposit with such banks or other depositories as the directors may designate from time to time (but only to the credit of the Council) 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 Council. Any person so designated may settle, balance and certify all books and accounts between the Council 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 X - RULES & POLICIES

1. The directors may establish such rules or policies that are not inconsistent with the Bylaws relating to the management and operation of the Council as they deem expedient.
2. Such rules or policies will have force and effect only until the next annual meeting of members when they will be confirmed or rejected. If the rules or policies are not confirmed at such annual meeting of members, they will cease to have force and effect.

ARTICLE XI - OMISSIONS AND ERRORS

1. The accidental omission to give any notice to a member, director, officer, member of a committee, or public accountant, or the non-receipt of any notice by any such person where the Council has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance, will not invalidate any action taken at the meeting to which the notice pertained or was otherwise founded on such notice.

ARTICLE XII - INVALIDITY OF ANY PROVISIONS OF THE BYLAWS

The invalidity or unenforceability of any provision of the Bylaws will not affect the validity or enforceability of the remaining provisions of the Bylaws.

ARTICLE XIII -TOWARDS TRUTH & RECONCILIATION

A guiding principle of the Council is to align and conduct itself in all aspects of its operation, structure, and governance with its action plan towards Truth and Reconciliation. With that overarching principle the Council aims to work with tribunals, commissions, administrative boards, and others in implementing its action plan.

Dated February 25, 2026/Ratified at CCAT Annual General Meeting