

Association of Justice Counsel General By-laws

ASSOCIATION OF JUSTICE COUNSEL
(the "Association" or "AJC")

Approved by Council on February 16 and March 22, 2012, as amended February 21
and approved at the AGM of April 2, 2013*

Prior to incorporation of the AJC under the *Canadian Not-for-Profit Corporations Act*, the
By-laws dated March 31, 2010 were in force as approved by the Governing Council.

Members in Good Standing may consult the AJC's web portal for prior versions of
Constitution or By-law documents.

* Amendments to the By-laws passed after April 2, 2013 by the Governing Council
and/or General Membership are identified in the document under the applicable section.

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1. Definitions

The following definitions apply in this By-law unless the context otherwise requires.

“Act” shall refer to the *Canada Not-for-Profit Corporations Act*.

“Associate Member” has the meaning set out in clause 5.5.

“Governing Council” refers to the Board of Directors of the Association.

“Council Member” means a member of the Governing Council.

"Executive" means the officers of the Association.

"Employer" means the Government of Canada.

"Crown Counsel" means a counsel employed by the Employer in the Law Practitioner Group as defined in Part 1 of the Canada Gazette of July 26, 2014 (effective December 9, 2010).

(Amendments approved by the Governing Council on November 7, 2014 and May 21, 2015)

"Counsel" means a person who is employed by the Employer and a Member in Good Standing of the bar of a province or territory or of the Chambre des notaires or is a student-at-law under articles for the purpose of becoming eligible for such membership.

“Member in Good Standing” shall mean a member who meets the eligibility requirements, whose membership has not been suspended or revoked in accordance with the provisions contained in the By-law and whose dues are not in arrears for a period exceeding three (3) months.

"Region" means a region named under clause 9.1 or added under clause 9.2.

“Regular Member” has the meaning set out in clause 5.3.

2. Purposes

The purposes of the Association are:

- primarily to promote the improvement of the conditions of employment of its members;

- to negotiate, as the exclusive representative of Crown Counsel, with the Employer and applicable departments and agencies with respect to all matters affecting terms and conditions of employment including compensation;
- to represent and assist Crown Counsel in employment-related matters;
- to promote the common interests, concerns and public contribution of Crown Counsel;
- to recognize and promote the bilingual and bijural nature of Crown Counsel work;
- to promote the professional and career development of Crown Counsel.

(Amendments approved by the Governing Council on November 7, 2014)

3. Name

The Association shall be known in English as the "Association of Justice Counsel" and in French as "Association des juristes de Justice", referred to as AJC/AJJ.

4. Registered Office

The Registered Office of the Association shall be in the province in Canada specified in the articles.

The Association may establish such other offices elsewhere in Canada as the Governing Council may from time to time determine by resolution.

5. Membership

5.1 Classes of Membership

There shall be two (2) classes of membership in the Association:

- a) Regular Members, and
- b) Associate Members,

and such other classes as the Association may establish from time to time by special resolution.

5.2 Obligations of All Members

A person becomes a member on the acceptance by the Association of an application in writing from him in which he indicates his commitment to the purposes of the Association and agrees to be bound by its By-laws and any applicable rules, regulations, policies and governing legislation.

5.3 Regular Members

Any member of a bargaining unit for which the Association is, or becomes the bargaining agent for, or for which the Association seeks bargaining agent status, shall be eligible for Regular Membership in the Association, provided such member is Crown Counsel, has not been seconded outside the Law Practitioner Group for a period of more than 3 months, and is not occupying a position that is excluded from representation.

(Amendments approved by the Governing Council on November 7, 2014)

Notwithstanding the paragraph above, a Regular Member who is laid off shall have the right to retain his/her regular membership for such period as the person retains any statutory or negotiated right or preference to retain or obtain further active employment within a bargaining unit of the Association. Dues shall be waived for such period.

5.4 Rights of Regular Members

Every Regular Member in Good Standing is entitled:

- a) to participate fully at member meetings;
- b) to be informed, by the Association, of material matters that may affect the rights, status or employment of a member;
- c) to nominate and vote for Governing Council Members in accordance with the terms set out in this document;
- d) to seek and hold elective office in the Association;
- e) to seek the services of the Association with respect to specific matters of concern which are within the powers of the Association;
- f) to share in the distribution of the Association's assets upon dissolution according to the formula outlined in article 19.5, and
- g) to access financial statements.

Regular Members not in Good Standing shall not be eligible to hold Association office at any level except as otherwise provided herein, to vote in any and all Association elections, to ratify tentative agreements or to participate in Association training.

(Amendment approved by the Governing Council on April 19, 2018 and approved at the April 24, 2018 AGM by Resolution AGM-24-04-2018-03.)

5.5 Associate Members

All former Crown Counsel shall be eligible to be granted Associate Membership in the Association, whether or not they ever held Regular Membership status with the Association prior to its certification in 2006.

5.6 Rights of Associate Members

Every Associate Member in Good Standing is entitled:

- a) to attend Member Meetings as an observer;
- b) to be informed, by the Association, of material matters that may affect the rights or status of a member;
- c) to seek the services of the Association with respect to specific matters of concern which are within the powers of the Association;
- d) to access financial statements.

(Amendments approved at the AGM of April 22, 2015, Resolution AGM-22-04-2015-03)

5.7 Termination and Revocation of Membership

A person's membership in the Association is not transferable and automatically terminates if the member:

- a) dies,
- b) resigns by giving notice to the Association,
- c) ceases to be a member of a bargaining unit for which the Association is the bargaining agent, or
- d) if the Association ceases to act as the bargaining agent for the bargaining unit of which the member is a member.

If a member is found by the Governing Council to have contravened this By-law or any applicable rule, regulation or policy of the Association, or if the member has dues in arrears totalling three (3) months of required payments, the Governing Council may determine that the member's membership in the Association shall be revoked by a majority of 2/3 of the votes cast approving the cancellation, provided that prior to the vote, the Governing Council provides written notification to the member advising:

- a) the cancellation of his membership is to be considered,
- b) the grounds for the proposed cancellation, and
- c) the person's right to address the meeting before a vote takes place.

In the event that the Governing Council determines that a member should be expelled or suspended from membership in the Association, the President shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Governing Council will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further thirty (30) days from the date of receipt of the submissions. The Governing Council's decision shall be final and binding on the member, without any further right of appeal.

5.8 Liability of Members

Members shall not be held responsible for any act, default, obligation or liability of the Association for any engagement, claim, payment, loss, injury, transaction, matter or thing (the "loss") unless the loss is independently actionable against the member or is a result of the dissolution of the Association as outlined in Article 19.

5.9 Suspension of Membership

A Regular Member's membership in the Association is suspended, if he acts in an excluded position for more than 3 months, for so long as he continues to act in that position.

A Regular Member who occupies a position classified higher than LP-3 or its equivalent that becomes classified as a management position and thereby becomes disqualified under clause 5.3 or who occupies a management position for more than 30 days and whose right to be a member is thereby suspended under this clause shall on learning that the member has become disqualified or suspended forthwith notify the Association of that fact.

(Amendments approved by the Governing Council on September 21, 2017)

5.10 Membership Decisions

Any of the following requires the approval of a majority of two-thirds of Regular Members' votes cast in a regular membership vote:

- a) amending any by-laws imposing special levies or changing dues except reductions under a by-law made under paragraph 17.1 i);
- b) changing the Association's name;
- c) changing the province in which the corporation's registered office is situated;
- d) altering the corporation's activities or changing its purpose;
- e) changing conditions of membership, designations of classes or the rights of any class or group of members;
- f) amending a provision respecting the transfer of a membership;
- g) increasing or decreasing the minimum or maximum number of Governing Council Members fixed by the articles;
- h) changing the distribution of property on dissolution after the discharge of any Association liabilities;
- i) changing the manner of giving notice to members entitled to vote at a membership meeting;
- j) changing the method of voting by members not in attendance at a meeting of members; or
- k) adding, changing or removing any other provision that is permitted by the *Act* to be set out in the articles.

The following requires the approval of a majority of Regular Members' votes cast in a regular membership vote:

- a) the ratification of a framework or collective agreement negotiated by the Association with the Employer; and
- b) the appointment of the public accountant as required under the *Act*.

In addition, any collective job action by the membership of the Association must be approved by a majority of the Regular Members' votes cast in a vote of the membership that is proposed to be involved in the action.

6. Membership Meetings

6.1 Annual General Meeting of Members (“AGM”)

An AGM shall be held no later than eighteen (18) months after the incorporation of the Association and subsequently at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding AGM. The AGMs shall be held at such time and place as may be determined by the Governing Council for the purpose of:

- a) hearing and receiving the reports and statements required by the *Act* and this By-law to be presented to the Regular Members at the AGM;
- b) confirming the election of Governing Council Members;
- c) reviewing financial statements;
- d) enacting by-laws and ratifying, rejecting or amending by-law changes that have been approved by the Governing Council following the preceding AGM and which require membership approval;
- e) appointing the public accountant and fixing or authorizing the Board to fix the remuneration of the public accountant; and
- f) transacting any other business properly brought before the meeting.

(Amendments approved by the Governing Council on September 21, 2017)

6.1.1 Calling of Annual General Meeting

The Annual General Meeting shall take place in accordance with the requirements of the *Act*, on such days and at such places as the Governing Council may direct. Notification of an Annual General Meeting shall be provided to the membership at least 30 days before the date fixed for such meeting.

6.1.2 Order of Business

The order of business at an Annual General Meeting shall be in accordance with the *Act*.

6.1.3 Quorum

Quorum for Annual General Meetings shall be 40.

(Amendment approved by the Governing Council on November 7, 2014)

6.1.4 Absentee Voting by Members

Members not in attendance at a meeting of members may vote by telephonic, electronic or other communications means following a meeting if it is offered by the Association, subject to any timelines that the Executive Committee may impose.

6.2 Special General Meeting of Members (“SGM”)

A SGM shall be held if so requested by at least a majority of Governing Council Members, or upon the written petition of not less than ten percent (10 %) of Regular Members. A notice shall be sent to all Regular Members specifying the general nature of the business which is to be transacted at the SGM and only the business specified in the notice may be transacted at the SGM called for that purpose.

The SGM shall be called within thirty (30) days of the petition. Notification of the place, date, and time of the SGM shall be sent to the membership no later than twenty-one (21) days prior to the SGM.

6.2.1. Calling of Special General Meeting

A Special General Meeting may be called at any time by the Governing Council. Notification of a Special General Meeting shall be provided to the membership at least twenty-one (21) days before the date fixed for such meeting.

6.2.2 Quorum

Quorum for Special General Meetings shall be 40.

(Amendment approved by the Governing Council on February 19, 2015)

6.2.3 Absentee Voting by Members

Members not in attendance at a meeting of members may vote by telephone or other electronic means following a meeting if it is offered by the Association, subject to any timelines that the Executive Committee may impose.

(Amendments approved by the Governing Council on September 21, 2017)

6.3 Membership Registers and Notices

A register shall be kept of all members with their email addresses and any other pertinent information. It shall be the duty of the members to notify the Association, in writing, of any change in address and the address known on the register shall, for all purposes, be deemed to be the correct address of the member.

Any notice or letter relating to any matter concerning the Association or a member thereof sent by email at the email address shown on the register shall be deemed to have been properly sent and to have been received by such member in due course.

6.4 Participation by Electronic Means

If the Association 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 such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the *Act* and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members pursuant to this Section who is entitled to vote at that meeting may vote, in accordance with the *Act* and the Regulations, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

6.5 Meeting Held Entirely by Electronic Means

Notwithstanding anything to the contrary, if the Governing Council Members or members of the Association call a meeting of members, those Governing Council Members or members, as the case may be, may determine that the meeting 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.

6.6 Voting by Electronic Means

Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility referred to herein is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

Subject to the terms of the By-laws and the class of membership held, each Regular Member in Good Standing shall have one vote on each question arising at any general or special meeting of the members of the Association.

7. Dues and Levies

7.1 Dues after Rand Formula

Fees for each category of membership for whom the Association is entitled to receive a dues check-off, shall be determined by resolution at the Annual or Special General Meeting.

On the commencement of automatic and mandatory deduction of dues from the pay of Regular Members, the dues will be 0.75% of salary for all Regular Members, subject to the By-laws or resolution at an Annual or Special General Meeting.

(Amendment approved at the AGM on April 22, 2015, [Resolution AGM-22-04-2015-06](#))

Associate Members shall be required to pay dues by way of annual lump-sum payment equivalent to \$200 per calendar year. Such amount would be prorated depending on the effective date on which the Associate Member registers as an Associate Member. If the Associate Member joins the Association prior to the 15th of the month, his fees shall be prorated as if the Associate Member were a member effective the first of the month on which the Associate Member joined. If the Associate Member joins the Association after the 15th of the month, his fees shall be prorated as if the Associate Member joined on the first day of the following calendar month.

If for any reason other than as stated in these By-laws, a monthly fee is not paid by deduction from salary during a given calendar year, a fee as determined by resolution at the Annual General Meeting or Special General Meeting becomes payable directly to the Association. When members become personally responsible for the payment of fees, they shall be invoiced for any amount owing.

Members shall be informed of the need to voluntarily pay their fees to remain in Good Standing and of the consequences of not being in Good Standing.

Where the Employer does not deduct a minimum of \$200 in dues at source in a given calendar year in relation to a Regular Member who is on a leave without pay as defined in the AJC collective agreement, such Regular Member shall be billed and become personally responsible for the payment of union dues up to \$200 per year.

Members shall be informed of the need to voluntarily pay their fees to remain in good standing and of the consequences of not being in good standing in accordance with the By-laws.

Notwithstanding the above, such Regular Member on leave without pay may within 5 days of receipt, request an exemption in writing on the basis of financial hardship, which exemption request is subject to the approval by the Executive, acting reasonably. As evidence of financial hardship, such member shall be required to provide a copy of his

last filed income tax return or income tax assessment, or such other proof of income as is acceptable to the Executive.

(Amendments approved at the AGM on April 26, 2016)

7.2 Special Levies

Subject to clause 5.10, the Governing Council may, by a majority vote impose special levies in such amounts and as such time as are deemed appropriate to deal with special matters.

8. Governing Council

8.1 Composition

The Governing Council shall be elected by the Regular Members and have the composition prescribed in article 9.

8.2 Duties

The Governing Council is responsible for the governance and management of the affairs of the Association subject to any decisions reserved to the membership.

Governing Council Members shall also concurrently serve the Association as union representatives until their term on the Governing Council ends.

Without restricting the generality of the foregoing, the Governing Council shall have full power with respect to all affairs of the Association, and, subject to the provisions of clause 5.10 of the By-laws, no by-law or resolution passed or enacted by the Governing Council, or any other action taken by the Governing Council, requires confirmation or ratification by the members of the Association in order to become valid or bind the Association.

8.3 Committees

The Governing Council may, by resolution, from time to time create committees with such mandate or duties as it sees fit. The members of such committees will hold office at the will of the Governing Council.

Subject to a GC resolution to the contrary, no committee established or appointed by the Governing Council or the members of the Association shall have the power to act on behalf of the Association or otherwise commit or bind the Association to any course of action. Subject to a GC resolution to the contrary, committees shall only have the

power to make recommendations to the Governing Council, or to members, as the persons appointing such committee may, from time to time, direct.

Each committee shall submit to the body appointing the committee such reports as the appointing body may, from time to request, but, in any event, each committee appointed by the Governing Council shall submit an annual report to the Governing Council at such time as the Governing Council may, from time to time, determine.

8.4 Governing Council Meetings

A meeting of the Governing Council shall be held at the call of the President or at the request of at least five Governing Council Members. A request by Governing Council Members should be directed to the Corporate Secretary. A notice of a meeting called at the request of at least 5 Governing Council Members shall be provided at least three days before the date fixed for the meeting. Unless otherwise provided in the By-laws of the Association or resolved at any meeting, all deliberations of the Governing Council and of the Association shall be governed by the provisions contained in Robert's Rules of Order.

8.5 Quorum

A minimum of 15 Governing Council Members in attendance shall constitute quorum for the purposes of Governing Council meetings.

8.6 Voting by Electronic Means

The Executive may present specific matters to the Governing Council to be voted on in accordance with the same principles set out in sections 6.4, 6.5 and 6.6.

Questions arising at any meeting of the Governing Council shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour or against such resolution.

8.7 Amendments to By-Laws or Dues

Proposals to amend the By-laws or to change the membership dues must be approved by the Governing Council by a majority of votes cast before being submitted to the membership.

8.8 Remuneration and Reimbursement

Governing Council Members shall generally serve as such without remuneration. Governing Council Members are entitled, however to the reimbursement of any reasonable out-of-pocket expenses and payment for any substantiated loss in revenue that they may incur as Crown Counsel as a result of their attendance at the Association's Annual General Membership Meeting, Special General Meeting, Annual Governing Council Meeting, or at the Association's Negotiations Committee negotiation and preparatory sessions or a union-related conference or meeting at the request of the President.

In addition, officers, excluding the President, may be paid an honorarium for the proper discharge of their responsibilities in connection with their office subject to the Governing Council approval in accordance with the provisions set out in Article 17.1.

All financial terms and conditions of appointment attaching to the position of President, including an overall compensation strategy, shall be set at the beginning of his term by the Executive, subject to Governing Council approval. The Governing Council may establish a working group to determine a fair means of compensation having regard to a variety of considerations, such as but not limited to comparable positions in comparable bargaining agents, geography, loss of career or pay-increase opportunities, and rates of pay that apply to Crown Counsel and other like professions generally. The Governing Council may rely on outside professional compensation expertise as deemed appropriate, subject to any budgetary restrictions that may apply.

(Amendment approved by the Governing Council on March 20, 2014 with a retroactive effective date of October 1, 2013; further amended by the Governing Council on November 20, 2014 and September 21, 2017.)

8.9 Indemnification

Every Governing Council Member or other person who has undertaken or is about to undertake any liability on behalf of the Association, as approved by Governing Council, and their executors and administrators or liquidators, and the entirety of their real or immovable property and of their personal or movable property, respectively, shall at all times, be indemnified and saved harmless out of the funds of the Association, from and against

- a) all costs, charges and expenses whatsoever, which he incurs in any action, suit or proceeding, which is brought, commenced or prosecuted against him in respect of any act or instrument, deed or matter made, done or permitted by him in or about the good faith execution of the duties of his office; and
- b) all other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by his own willful neglect, default or intentional fault.

No Governing Council Member or officer of the Association shall be liable:

- a) for the acts, receipts, neglects or defaults of any other Governing Council Member or officer or employee,
- b) for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association,
- c) for or on behalf of the Association or for the insufficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested,
- d) for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Association with whom or which any monies, securities or effects shall be lodged or deposited,
- e) for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of the respective office or trust in relation thereto,

unless the same shall happen by or through the person's own wrongful and willful act or through the person's own wrongful or willful neglect or default.

9. Representation by Region

9.1 Regions

The Governing Council shall be composed of representatives in the regions determined in accordance with this article. The regions include all Crown Counsel located within their geographical boundaries and are:

- a) the National Capital Region;
- b) the Ontario Region, which is composed of all of Ontario other than the National Capital Region;
- c) the British Columbia Region;
- d) the Quebec Region, which is composed of all of Quebec other than the National Capital Region;
- e) the Atlantic Region, which includes all of Nova Scotia, New Brunswick, Newfoundland and Labrador, and Prince Edward Island;
- f) the Edmonton Region, which includes all of the City of Edmonton and the adjoining municipalities;
- g) the Calgary Region, which includes all of the City of Calgary and the adjoining municipalities;
- h) the Manitoba Region;
- i) the Saskatchewan Region;

- j) the Yukon Region;
- k) the Northwest Territories Region; and
- l) the Nunavut Region.

(Amendment approved by the Governing Council on November 20, 2014)

9.2 Addition or Amendment of Regions

The Governing Council, by a vote of 75% of the votes cast, may add a region or amend the boundaries or name of a region other than the National Capital Region.

(Amendment approved by the Governing Council on November 20, 2014; further amendments approved on September 21, 2017.)

9.3 One Governing Council Member for Each Increment of 100

A region, other than the National Capital Region, shall be entitled to one Governing Council Member for each 100 Crown Counsel in the region, rounded up to the nearest hundred.

(Amendment approved by the Governing Council on November 20, 2014)

9.4 National Capital Region Representation

The number of representatives from the National Capital Region shall be determined by multiplying the total number of Crown Counsel in the National Capital Region by a fraction the numerator of which is the number of Governing Council Members from the regions other than the National Capital Region and the denominator of which is the total number of Crown Counsel in those regions and rounding the result down to the nearest whole number.

(Amendment approved by the Governing Council on November 20, 2014)

9.5 Review of Number of Governing Council Members

Before each biennial election of Governing Council Members, the number of Crown Counsel in each region effective the last non-statutory weekday of the calendar month preceding the call for nominations shall be ascertained in order to determine the number of Governing Council Members each region is entitled to have.

(Amendment approved by the Governing Council on November 20, 2014)

9.6 Governing Council Members Must Be from Region

To be eligible for election as a Governing Council Member for a region, a Crown Counsel must:

- a) be a Regular Member in Good Standing of the Association,
- b) be at least eighteen (18) years of age,
- c) be located within the region, and
- d) not be declared incapable by a court in Canada or in another Country, not be a person with the status of a bankrupt.

A Governing Council Member ceases to hold office if he:

- a) is transferred, deployed or assigned for a duration greater than six months to a region other than the one from which they were elected;
- b) ceases to be a Regular Member in Good Standing of the Association except in the case where such Governing Council Member holds the office of President and has the permission of the Governing Council to complete his current term as President;
- c) resigns from office by delivering a written resignation to the Association;
- d) dies;
- e) is declared incapable by a court in Canada or in another Country;
- f) makes an assignment for the benefit of creditors, becomes bankrupt or insolvent, or takes the benefit of any legislation that may be in force for bankrupt or insolvent debtors; or
- g) is on an extended leave of absence with the Employer for a period in excess of six months during which they are prevented from fulfilling their duties as a Governing Council Member.

(Amendment approved by the Governing Council on November 20, 2014; further amended and approved by the Governing Council on April 19, 2018 and approved at the April 24, 2018 AGM by Resolutions AGM-24-04-2018-03 and AGM-24-04-2018-04.)

9.7 Term of Governing Council Members

Governing Council Members hold office for a term of two years or until the termination of the meeting at which a successor is elected. A Governing Council Member may be re-elected.

9.8 Removal of Governing Council Members

If a Governing Council or Executive Committee member is found by the Governing Council to have contravened sections 141 (disclosure of interest) or 148(1) and 148(2) (duties) of the Act, the Governing Council may by a majority of 2/3 of the votes cast, approve a resolution in favour of putting forward a motion for the removal of the

Governing Council or Executive Committee member before the members, providing that prior to the vote, Governing Council provides written notification to the Governing Council Member advising:

- a) that his removal from office is to be considered,
- b) the grounds for the proposed removal, and
- c) the person's right to address the Governing Council before a vote takes place.

Governing Council Members may be removed from office if, at an AGM or SGM called in accordance with these By-laws, a vote by a majority of 2/3 of the votes cast approves the removal from office.

(Amendment approved by the Governing Council on February 13, 2013)

9.9 Election of Replacement

The election of Governing Council Members, and the election of replacements for Governing Council Members who cease to hold office before the expiration of their term, shall be held by a vote by telephonic, electronic or other communication facility as soon as reasonably possible.

10. Association Executive

10.1 Officers

There shall be seven officers of the Association to be elected or appointed by the Governing Council from among its members at the Governing Council Meeting following the biennial election of the Governing Council, as follows:

- President
- Vice-President (Administration)
- Vice-President (Finance)
- Vice-President (Communications)
- Vice-President (Membership Services)
- Vice-President (Compensation and Working Conditions)
- Vice-President (Labour Relations)

These officers, excluding the Corporate Secretary, together form the Executive of the Association.

All Governing Council-appointed officers shall have the authority and perform the duties as prescribed by the Governing Council from time to time.

(Amendment approved by the Governing Council on September 21, 2017.)

10.2 Duties of Executive

The Executive shall be responsible for the governance and management of the affairs of the Association between meetings of the Governing Council, subject to any decisions or directions of the Governing Council and any decisions reserved to the membership.

10.3 Term of Office

The term of office of each officer shall be two years or until their successor is elected or appointed and, more particularly, commences upon adjournment of the meeting of the Governing Council at which the officer's election or appointment occurred and terminates on the adjournment of the meeting of the Governing Council in which the next election or appointment to that office occurs, except that by motion of the newly elected Governing Council, the past officers may continue to exercise certain of their functions under the supervision of the newly elected officers, for a period not exceeding 30 days so as to permit the transition of the affairs of the Association to proceed more effectively.

10.4 Removal

An officer may be removed from office by a vote of a majority of 2/3 of the votes cast at a meeting of the Governing Council. Such officer remains a Governing Council Member until removed by the Regular Members.

(Amendment approved by the Governing Council on February 13, 2013)

10.5 Vacancy

The Governing Council may appoint a member of the Governing Council to fill any vacancy and may confer the title of "Acting" officer, which shall constitute good and sufficient authority for all purposes until the next election.

10.6 President

The President shall, subject to review and direction by the Governing Council, have the powers and duties from time to time prescribed by the Governing Council or incident to his/her office, including:

- a) fulfilling all duties prescribed herein;
- b) officially representing the Association for all matters and purposes;
- c) overseeing the management of the business and day-to-day affairs of the Association;
- d) if the President desires, being an ex-officio member of every committee established by the Governing Council;
- e) delegating certain authorities to staff, contracted third parties, an officer or Governing Council Member as deemed appropriate under the circumstances, subject to any restrictions which may be imposed by resolution of the Governing Council or by-law;
- f) interpreting the By-laws;
- g) presiding the AGM, SGM and the Executive Committee Meetings.

The President may delegate, in his absence, the duties of President to one of the Vice-Presidents. If the President dies, resigns or becomes medically incapacitated while in office, the Governing Council may appoint an Interim President for a period that it deems fit, but in any case, not beyond the date of the next regularly scheduled biennial Executive Committee election.

10.7 Vice-Presidents

The Vice-Presidents shall, subject to review by the Governing Council, have the powers and duties from time to time prescribed by the Governing Council or incident to his/her office. Should the Governing Council determine that a Vice-President is required to work full or part-time for a defined period, any remuneration and terms and conditions of appointment attaching to the position of Vice-President shall be set annually by the Governing Council.

Any officer accepting an appointment to work full or part-time for a defined period following receipt of an offer must acknowledge and accept, following which confirmation of acceptance shall be recorded in the minutes of the Governing Council meeting where confirmation is communicated.

11. Corporate Secretary

11.1 Appointment of Corporate Secretary

The Governing Council shall appoint an Association employee as Corporate Secretary by way of ordinary resolution. Such Corporate Secretary will not have any membership or voting rights whatsoever.

11.2 Duties of the Corporate Secretary

The Corporate Secretary shall report to the President. The Corporate Secretary shall be responsible for the following:

- a) maintaining the Governing Council, Executive and membership meeting minutes;
- b) maintaining Association records;
- c) providing guidance advice to the Executive and the Governing Council on statutory requirements, good governance practices and duties;
- d) ensuring that an up-to-date set of By-laws is available at meetings;
- e) making required materials available to participants prior to meetings;
- f) ensuring that documents necessary to maintain the Association's incorporated status are filed;
- g) reviewing committee structures periodically; and
- h) any other such duties that the Governing Council or Executive may assign from time to time.

12. Execution of Documents

12.1 Contracts

Contracts, documents or instruments in writing requiring the signature of the Association may be signed by two persons duly authorized by the Governing Council, who, unless some other direction is given by the Governing Council, shall be the President together with the Vice-President Finance or the Vice-President of Administration; and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Governing Council may from time to time by resolution appoint any other person to sign documents on behalf of the Association.

12.2 Banking

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the officer or officers, agent or agents of the Association and in the manner and form as shall from time to time be determined by resolution of the Governing Council and any one of the officers or agents may alone endorse notes and drafts for collection on account of the Association through its banker, and endorse notes and cheques for deposit with the Association's banker for the credit of the Association, or they may be endorsed "for collection" or "for deposit" with the banker of the Association by using the Association's rubber stamp for the purpose. Any one of the officers or agents appointed may arrange, settle, balance and certify all books of accounts between the Association's

banker and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

13. Borrowing

The Governing Council may authorize the Association from time to time to:

- a) borrow money upon the credit of the Association for the purposes of the Association in such amounts and upon such terms as may be deemed necessary;
- b) issue bonds, debentures, or other like liabilities of the Association for such amounts and upon such terms as may be deemed expedient and pledge or sell the same for such sums and at such prices as the Governing Council may determine;
- c) give as security all or any of the real or immovable property or personal or movable property of the Association, present or future, including book debts and unpaid calls, rights, powers, franchises and undertaking to secure any such bonds, debentures, or other liabilities or any money borrowed or other debt or any other obligation or liability of the Association.

The Governing Council of the Association authorizes the Executive of the Association to borrow money upon the credit of the Association for the purposes of the Association in such amounts and upon such terms as may be deemed necessary with a financial institution in Canada in the form of an Operating Line of Credit.

14. Designation of Financial Institution

The Governing Council shall designate by resolution the Association's financial institution and the persons authorized to transact on behalf of the Association with that financial institution.

15. Financial Year

The Association's financial year shall begin on January 1st and terminate on December 31st of each year or on any other date that the Governing Council determines by resolution.

16. Public Accountant

Regular Members shall annually appoint a public accountant to audit the accounts and annual financial statements of the Association. The public accountant shall hold office until the next Annual General Meeting. The Governing Council may however fill any vacancy in the office of the public accountant. The report of the public accountant shall be made available to members of the Association. The remuneration of the public accountant shall be determined by resolution of the Governing Council, subject to a membership resolution to the contrary.

17. By-laws, Policies or Rules

17.1 Enactment

Subject to the limitations set out in clauses 5.10 and the *Act*, the Governing Council may, by a two-thirds majority of votes cast, enact, amend or repeal by-laws, policies or rules to regulate the affairs of the Association, including:

- a) suspension and termination of members of the Association or Governing Council Members;
- b) election of Governing Council Members including, for the National Capital Region, the basis on which Governing Council Members shall be elected;
- c) providing for and governing the designation of alternates to represent Governing Council Members at meetings of the Governing Council if permitted by law;
- d) qualifications, election, appointment, functions, duties and removal of officers;
- e) remuneration of officers and Governing Council Members;
- f) the appointment of standing committees;
- g) the holding of any Association meetings, including procedures for their call, quorums for such meetings, and their conduct;
- h) changes to the fees and dues of members, including the establishment of classes of members for the purposes of fees or dues;
- i) reducing fees or dues for any of the following classes of members: students-at-law, or persons on maternity leave, parental leave, sick leave, or leave without pay;
- j) for the holding of membership votes;
- k) relating to the creation of obligations binding on the Association including the execution of documents in its name or on its behalf;
- l) the conduct, in all other particulars, of the affairs of the Association;
- m) the performance standards for the office of the President or such other office deemed appropriate by the Governing Council; and
- n) an evaluation framework or policy governing the manner in which the President's performance will be evaluated.

17.2 Effective Date of By-laws

Subject to any clause to the contrary, by-laws take effect on being enacted or any later date specified in them.

18. Interpretation

In these By-laws of the Association, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include both physical and legal persons.

19. Dissolution

19.1 Dissolution Date

Any resolution which proposes dissolution of the Association must clearly state the dissolution date.

19.2 Effect of Mergers

Any merger with another organization will be deemed to trigger a dissolution of the Association. The dissolution date will be the effective date of the merger or a date as otherwise determined by the Ministry.

19.3 Loss of Bargaining Agent Rights

The loss of the Association's rights to be the collective bargaining agent for all Regular Members will be deemed to trigger a dissolution of the Association. The dissolution date will be the effective date of the loss of said collective bargaining rights or a date as otherwise determined by the Ministry.

19.4 Surrender of its Charter

The Association may dissolve and apply to surrender its Charter if it can prove to the Ministry that the Association has no assets and that if it had any assets immediately prior to the application for leave to surrender its charter, such assets have been divided rateably among its Regular Members and either:

- a) that it has no debts, liabilities or other obligations, or

- b) that the debts, liabilities or other obligations of the Association have been duly provided for or protected or that the creditors of the Association or other persons having interests in the such debts, liabilities, or other obligations, consent; and
- c) the Association has given notice of said application in the *Canada Gazette* and once in a newspaper at or as near as may be to the place where the Association has its Registered Office.

19.5 Distribution of Assets

All financial liabilities of the Association that exist or shall arise after the dissolution date shall be satisfied by the Governing Council prior to distributing any cash or assets to the Regular Members. Once all liabilities have been satisfied, the remaining cash/assets shall be returned to any Regular Member who has been in Good Standing for a continuous period of five years prior to the dissolution date or if the Association has not been the collective bargaining agent of the Regular Member for at least five (5) years, a Member who has been a Regular Member in Good Standing since the Association became the collective bargaining agent for that Regular Member. The distribution shall be by means of a per capita cash distribution.

20. Elections and By-Elections

20.1 Designation of Elections Officer

The Association Executive shall appoint the Elections Officer. The Elections Officer shall satisfy the Executive of his/her impartiality towards all candidates nominated in the elections.

20.2 Voting Eligibility in Elections and By-Elections

Each Regular Members in Good Standing shall be eligible to vote. Unless otherwise specified, those candidates receiving the greatest number of votes shall be elected.

20.3 Timing of Elections and By-Elections

The election of the members of the Governing Council shall be held every second year on a date or dates, not later than March 31, to be determined by the Executive, commencing with the first Association election in March 2012. The Executive shall notify members of an election 3 weeks before the first day of the election.

20.4 Nominations

Upon being nominated by any two Regular Members in Good Standing (the nominating members), any Regular Member in Good Standing is eligible to stand for election to the Governing Council (the nominee). The nominee must be employed in the region in which the nominee shall stand for election. The nominee must signify his consent to stand for election by signing the Nomination Form, as per By-Law 20.6.

20.5 Timing of Nominations

All signed nominations for the Governing Council shall be submitted to the Election Officer no later than two weeks before the first day of the election. Nominees may submit a biographical summary, not to exceed 150 words, to the Election Officer who shall distribute it to voters.

20.6 Nomination Form

We, the undersigned members of the Association of Justice Counsel, hereby nominate _____ to stand as a candidate for election to the Governing Council of the Association in the _____ Region, said election to be held on the _____ day of _____, 20__.

Dated at _____, _____, the ___ day of _____, 20__.

Name of Member:

Name of Member:

I, the undersigned nominee described above, hereby confirm my willingness to stand for election to the Governing Council of the Association and I further confirm that I am a Regular Member in Good Standing of the Association of Justice Counsel.

Dated at _____, _____, the ___ day of _____, 20__.

Name of Nominee

20.7 Notice of Nomination

Nominations received by the Elections Officer prior to the closing day of the nomination process shall be sent to all Regular Members in Good Standing, by e-mail or otherwise. Nominees may submit a biographical summary, not to exceed 150 words, to the

Election Officer who shall, as time allows, distribute such summaries to Regular Members in Good Standing.

20.8 Acclamation

In the event that the number of candidates does not exceed the number of elective positions available per region, those candidates shall be acclaimed as elected to the Governing Council.

20.9 Conduct of Elections and By-Elections

20.9.1 Ballots

Elections shall be conducted by way of ballot. Ballots may be administered online, in person or by other electronic means, as determined by Executive from time to time.

20.9.2 Electronic Means other than Online Voting

If the ballot is administered by electronic means other than through online voting, the following shall apply:

The Elections officer shall forward to each Regular Member in Good Standing, a ballot at least seven days before the first day of the election, in which shall appear the names of all accepted nominees per region, along with biographies, where possible. Valid ballots shall be returned to the Elections Officer by electronic means, during the election period, but no later than 6pm (EDT time) on the last day of the election. To ensure that no Regular Member submits more than the number of ballots per region, the returned ballot must state, if available, the membership number of the member voting. Any ballots received after the date and time mentioned herein will be treated as spoiled ballots.

20.9.3 Online Voting

If the ballot is administered through online voting, the following shall apply:

The Elections Officer shall forward to each Regular Member in Good Standing an electronic message confirming the manner in which online voting may be exercised. The names of all accepted nominees per region, along with biographies, where possible, will be accessible. The Elections Officer shall also ensure that online technical support is made available for the purposes of assisting members in the exercise of their vote. For the purposes of ensuring ballot accuracy, two bilingual non-nominee members of the Association maybe appointed by the Governing Council for the purposes of viewing one initial pilot test and thereafter, verifying the

content of the actual nomination forms, online ballots and related instructions prior to launching an election.

20.9.4 Counting of Ballots

Ballots shall be counted by the Elections Officer. The Elections Officer shall have power to finally decide any issue regarding the validity of a ballot cast.

20.10 Confidentiality

The Elections Officer shall keep all information concerning a member's vote, including who has voted for whom that member voted strictly confidential.

20.11 Vacancies

Vacancies on the Governing Council are to be filled by a vote of Regular Members in Good Standing.

(Old sections 20 and 21 inclusively were reorganized and subsequently renumbered under a new section 20 as approved by Governing Council on September 21, 2017.)

21. Election of Executive

The following is the procedure for the election of the officers, who shall form the Executive of the Association, under clause 10.1 of the By-laws:

21.1 Timing of Elections

The election of the members of the Executive Committee is pursuant to section 10 of the By-laws.

21.2 Designation of an Elections Officer

The Association Executive shall appoint the Elections Officer.

21.3 Nominations

The Elections Officer shall issue a request for nominations, which nominations must be signed by any two Governing Council Members (nominating members) in order to be eligible to stand for election to the Executive Committee. In turn, the candidate must state his consent to stand for election. A candidate may only accept to be nominated to the office during the Executive election process.

All signed nominations shall be submitted to the Elections Officer no later than two weeks before the first day of the Executive election. Nominees may submit a biographical summary, not to exceed 150 words, to the Elections Officer who shall distribute to Governing Council Members.

21.4 Conduct of Elections

Each candidate is entitled to address the Governing Council prior to the elections, for no more than five minutes each.

Elections shall be conducted by way of secret ballot through telephonic, electronic or other communications means unless otherwise agreed to by Council Members.

On the ballot, Governing Council Members have to rank candidates by order of preference (first choice, second choice, etc.) The counting begins with every voting Governing Council Member's first choice. If a candidate receives a majority (more than 50%) of the first-choice votes, such candidate is declared the winner. If no candidate receives more than 50% of the first-choice votes, a process of eliminating candidates and transferring votes begins.

1. The candidate who received the fewest number of first-choice votes is eliminated from the race.
2. Governing Council Members who selected the eliminated candidate as their first choice will have their first vote transferred to their second choice.
3. If this transfer results in a candidate having more than 50% of the vote, he is declared the winner. If no one has more than 50%, the process will be repeated until someone has more than 50% of the votes cast.

In the event of a tie, the candidate who received the most votes on the first round shall be declared elected. If the first round was also a tie, the candidate with the most votes on the second or subsequent rounds as needed would be declared elected. If this process still does not resolve the tie, the winner will be chosen using a coin toss by the Elections Officer.

21.5 Confidentiality

The Elections Officer shall keep all information concerning a member's vote, including who has voted and for whom that member voted strictly confidential.

21.6 Acclamation

If there is only one candidate who is offering for an elected position, the candidate shall be acclaimed as elected to the Executive Committee by the Elections Officer.

(Old sections 20 and 21 inclusively were reorganized and subsequently renumbered under a new section 20 as approved by Governing Council on September 21, 2017.)

22. Deposit of Securities for Safekeeping

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Governing Council. Any and all securities so deposited may be withdrawn, from time to time, only upon a written order of the Association signed by the officer or officers or agent or agents of the Association, and in the manner as shall from time to time be determined by resolution of the Governing Council and the authority may be general or confined to specific instances.

23. No Invalidity By Reason of Unqualified Voter or Election and By-Election Irregularity

No resolution, by-law or action of the Governing Council or of the Association or any action taken under or pursuant to such resolution or by-law shall be invalid or void by reason only of the accident that a person who voted was not entitled to vote on the resolution, by-law or action. Similarly, no resolution, by-law or action of the Governing Council or the Regular Membership in relation to the confirmation of an appointment, acclamation or election (including by-election) to the Governing Council shall be invalid or void by reason of an irregularity in the nomination or election process that has not been brought to the Elections Officer's attention within the notice of objection period, as applicable.

(Amendment approved by the Governing Council April 19, 2018 and at the April 24, 2018 AGM by Resolution AGM-24-04-2018-04.)

24. Adjournments

Any meeting of the Governing Council or of the Association may be adjourned to any time and from time to time and the business may be transacted at the adjourned meeting as might have been transacted at the original adjourned meeting. No notice shall be required of any adjournment. A meeting may be adjourned even if no quorum is present.

25. Error or Omission in Notice

No error or omission in giving any notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association or of the Governing Council shall invalidate the meeting or make void any proceedings taken at it and any member entitled to receive any notice may at any time waive the notice either before or after the meeting to which the notice refers and may ratify and approve any proceedings of the meeting.