

ANNUAL GENERAL MEETING
Saturday, January 28, 2017
Westin Wall Centre Airport, Airport Ballroom
3099 Corvette Way, Richmond, BC
Scheduled 2:00 p.m to 2:30 p.m

CALL TO ORDER AT 2:00 P.M.

1. Approval of January 28, 2017 Agenda and December 5, 2015 Minutes

Moved that the agenda for January 28, 2017 and minutes of December 5, 2015 be approved as circulated.

Kerry Simmons **MOVED** Graham Kay **SECONDED** **CARRIED**

2. Opening Remarks from the President

President Welsh noted that this is an opportunity to make changes to Branch bylaws and approve financial statements, and called upon Margaret Mereigh and Bill Veenstra to present the resolutions.

3. Resolutions

Auditor Reports and Financial Statements 2015/2016

As Chair of this year's Audit Committee, Ms. Mereigh noted that the audit was uneventful and the Branch came in under the operation budget approved by Provincial Council. Ms. Mereigh noted that the Branch was asked, by auditors, to identify any organizations where we play a significant role in their appointment of directors. The CBABC Benevolent Society was noted as one such organization.

Moved that the Auditor's Report be accepted and the Financial Statements for the fiscal year 2015/2016 dated August 31, 2016 be approved as circulated.

Ken Armstrong **MOVED** Grant Currie **SECONDED** **CARRIED**

Appointment of Auditors 2015-2016

Mr. Veenstra explained that the Branch proposes to appoint Manning Elliott Chartered Accountants as auditors for the 2016-2017 fiscal year and offered to field any questions in that regard.

Moved that the accounting firm of Manning Elliott Chartered Accountants be appointed as auditors for the Canadian Bar Association BC Branch for the fiscal year 2016-2017.

Bill Veenstra **MOVED** Bill Sundhu **SECONDED** **CARRIED**

Bylaw Amendments

Ms. Mereigh provided the rationale for each of the proposed Bylaw changes, which were included in the materials, and offered to respond to any questions.

BE IT RESOLVED THAT:

1. Section 1 of the CBABC Bylaws is deleted and replaced as set out below.

Definitions

1. In these Bylaws:

- (a) "ALF" means the Aboriginal Lawyers Forum;
- (b) "CBA" means the Canadian Bar Association / l'Association du Barreau Canadien;
- (c) "CBABC" means the British Columbia Branch of the CBA;
- (d) "CBABC Annual Meeting" means the annual general meeting of the CBABC provided for in section 5 of these Bylaws";
- (e) "CBABC Council Designate" means an officer of a CBABC section or CBABC Forum designated to attend and vote at CBABC Council meetings as the designate of the Chair or Co-Chair of the section or forum;
- (f) "CBABC Executive Committee" means the committee whose composition is described in section 40 of these Bylaws;
- (g) "CBABC Resolution Submission Procedures" means the procedures described in sections 110-119 of these Bylaws;
- (h) "CBABC Special Meeting" means a special meeting of the CBABC provided for in section 6 of these Bylaws.
- (i) "CBABC Table Officers" means the officers identified in section 40(a) of these Bylaws;
- (j) "Forum" means a Forum or a Conference;
- (k) "June Meeting of CBABC Council" means the mandatory meeting of CBABC Council between May 25 and July 5 of each year;
- (l) "Province" means the Province of British Columbia.

2. Section 2 of the CBABC Bylaws is deleted and replaced as follows:

Objects and Powers

2. In alignment with CBA values and principles and policies, the CBABC shall:

- (a) carry out the objects of the CBA;
- (b) participate in and promote law reform;
- (c) promote the interests of the members of the CBABC;
- (d) support CBABC members' professional education;
- (e) provide a voice for the legal profession;
- (f) provide services to the members;
- (g) promote inclusiveness and diversity in the CBABC, the legal profession and the law schools that are approved for the Law Society of British Columbia's admission program;
- (h) enhance communications with the membership;
- (i) promote and enhance the image of lawyers; and
- (j) work for the total elimination from the legal profession of discrimination on the basis of race, colour, ancestry, place of origin, religion, marital status, family status, physical or irrelevant mental disability, sex, sexual orientation, gender identity or expression and age.

3. Section 4 of the CBABC Bylaws be deleted and replaced as follows:

4. Persons who are members of the CBA shall be members in the CBABC in the same categories with the same rights with respect to voting, dues and privileges as they hold in the CBA.

4. Section 5 of the CBABC Bylaws be deleted and replaced as follows:

5. The CBABC shall hold a CBABC Annual Meeting at least once annually at such time and place as the CBABC Executive Committee shall select but no earlier than 120 days prior to the anniversary of the most recent CBABC Annual Meeting and no later than 120 days after the anniversary of the most recent CBABC Annual Meeting.

5. Section 6(b) of the CBABC Bylaws be amended by adding “or;” after “determines;”.

6. Section 9 of the CBABC Bylaws be deleted and replaced as follows:
 9. The CBABC Executive Committee shall prepare the agenda and arrange for the meetings of the CBABC. The CBABC Executive Committee may appoint a committee assist in the preparation of the agenda and in the arrangements of the CBABC Meetings.

7. Section 13 of the CBABC Bylaws be deleted and replaced as follows:

CBABC Council

13. Voting members of CBABC Council shall be CBABC members in good standing, resident in BC who are:
 - (a) CBABC Members elected by County, or in the absence of a Council member elected by County, the CBABC member designated under Bylaw 19.1;
 - (b) “Members of the Executive Committee under section 40 of these Bylaws”;
 - (c) the chair, co-chair, or CBABC Council Designate of each CBABC Section and CBABC Forum;
 - (d) one representative of each university faculty of law students’ association within British Columbia, as determined by the relevant university faculty of law students’ association; or
 - (e) CBA Executive Officers and Board members

8. Section 17 of the CBABC Bylaws be deleted, and all subsequent Sections be renumbered accordingly:

9. Section 19 of the CBABC Bylaws be amended by deleting subsection (c) and all subsequent subsections be renumbered accordingly. Subsection (c) provides that CBABC Council Members elected by County shall make all reasonable efforts to attend meetings of CBA Council.

10. Section 24 of the CBABC Bylaws be deleted and replaced as follows:
 24. The term of office of all CBABC Council Members elected by County shall commence on September 1st following their election, subject to section 25 of these Bylaws, terminate three years later.

11. Section 35 of the CBABC Bylaws be deleted, and all subsequent Sections be renumbered accordingly. Section 35 currently reads:
 35. CBABC Council shall, as soon as practicable following the June Meeting of CBABC Council each year, from among the voting members of CBABC Council for the year commencing thereafter, elect or appoint the necessary numbers to serve for the year as Voting Members of CBA Council who shall, in addition to the designated Voting Members of CBA Council pursuant to the CBA Bylaws, be entitled to vote at duly constituted meetings of CBA Council.

12. Section 40 of the CBABC Bylaws be deleted and replaced as follows:
 40. The officers of the CBABC which comprise the Executive Committee shall be:
 - (a) the Table Officers as follows:
 - (i) the CBABC President;
 - (ii) the CBABC Vice President;
 - (iii) the CBABC Secretary Treasurer;
 - (iv) the CBABC Past President; and
 - (b) three (3) Officers At Large elected by CBABC Council; and
 - (c) a Young Lawyers Officer elected by CBABC Council; and

- (d) an Equality and Diversity Representative, such position shall be held by:
 - (i) the Chair of the Equality Committee; or
 - (ii) a designate selected by the Chair of the Equality Committee from the membership of the Equality Committee, as approved by the Executive Committee; and

- (e) an Aboriginal Lawyers Representative, such position shall be held by:
 - (i) the Chair of the Aboriginal Lawyers Forum; or
 - (ii) a designate selected by the Chair of the Aboriginal Lawyers Forum from the membership of the Aboriginal Lawyers Forum Executive, as approved by the Executive Committee.

- 13. Section 41 of the CBABC Bylaws regarding the stipend for the CBABC President be deleted. Note: See the new section 57.1 of the CBABC Bylaws to be added regarding the CBABC President's stipend.

- 14. Sections 46 and 47 of the CBABC Bylaws delete the words "four (4)" and replace them with the words "three (3)" regarding the election or acclamation of CBABC Officers At Large.

- 15. Section 53 of the CBABC Bylaws be deleted and replaced as follows:
 - 53. The term of office of all CBABC Officers shall commence on September 1st following the June CBABC Council meeting and terminate on August 31st of the following year.

- 16. Section 54(f) of the CBABC Bylaws regarding those CBABC Officers ineligible for re-election be deleted and replaced as follows:
 - 54.(f) the Young Lawyers Officer, the Equality Representative and the Aboriginal Lawyers Representative shall not hold office for more than three (3) consecutive years.

17. Section 57(e) and (f) of the CBABC Bylaws regarding the required duties of the CBABC President be deleted and replaced as follows:

(e) with regard to provincial matters within British Columbia, have the same duties as the CBA President as defined in the Bylaws and regulations of the CBA; and

(f) have such further duties as are required by or are consistent with these Bylaws.

18. A new section 57.1 of the CBABC Bylaws be added as follows:

57.1. The CBABC President shall be paid a stipend, established from time to time by CBABC Council, but not to exceed \$60,000.00, payable in 12 equal monthly installments.

19. Section 60 of the CBABC Bylaws in the heading to section 60 be deleted and replaced as follows:

Duties of the Equality Representative

20. Section 60(a) of the CBABC Bylaws regarding the required duties of the Equality Representative be added and all the subsequent subsections be renumbered accordingly as follows:

60. (a) participate in the CBABC Equality Committee;

21. Section 61 of the CBABC Bylaws in the heading to section 61 and part of section 61 be amended as follows:

Duties of the Young Lawyers Representative

61. In addition to the duties of an Officer of the Branch

22. A new section 61.1 of the CBABC Bylaws be added as follows:

Duties of the Aboriginal Lawyers Representative

61.1 In addition to the duties as an Officer of the Branch, the Aboriginal Lawyers Representative shall:

- (a) participate in the CBABC Aboriginal Lawyers Forum;
- (b) promote the CBABC's commitment to reflecting the Aboriginal Lawyers Forum membership by informed representation at the Executive Committee, CBABC Council, as the case may be, CBABC Fora, CBABC Sections, and CBABC Committees;
- (c) take steps to ensure that the CBABC's commitment to the Aboriginal Lawyers Forum membership is implemented in accordance with these Bylaws;
- (d) monitor the CBABC's progress in this commitment;
- (e) act as liaison for all CBABC members of Aboriginal heritage;
- (f) provide the Executive Committee with informed analysis of the Truth and Reconciliation Report and any future reports relevant to the policy and decision making process of the CBABC; and
- (g) assist the Executive Committee in preparation and presentation of a report at the CBABC Annual Meeting.

23. Section 78 of the CBABC Bylaws be deleted and replaced as follows:

78. CBABC Council may authorize more than one CBABC Section or Forum of a National Section or Forum and more than one CBABC Section or Forum for any given topic so long as the various Sections and Fora serve different geographical regions.

24. Section 80 of the CBABC Bylaws be deleted and replaced as follows:

80. The provisions of these Bylaws that apply to single Sections or Fora also apply to both or all where more than one is established.

25. Section 82 of the CBABC Bylaws be deleted and replaced as follows:
82. Each CBABC Section and Forum shall elect a Chair annually and may also annually elect persons to any of the following additional positions:
- (a) co-chair;
 - (b) vice-chair;
 - (c) legislative liaison;
 - (d) CBABC Council Designate; and
 - (e) such other positions, as it may require from time to time.
26. Section 86(b) of the CBABC Bylaws be replaced as follows:
86. (b) at the beginning of the year or before each CBABC Council Meeting, the Officers of the Sections and Fora shall designate the Co-Chair who will be entitled to vote at the CBABC Council Meeting should both Co-Chairs attend the CBABC Council Meeting; and
27. Section 87 of the CBABC Bylaws be amended as follows:
87. Only the CBABC Council Designate will be entitled to vote at CBABC Council Meetings and be reimbursed for travel, hotel and dependent adult and childcare expenses.
28. Section 90 of the CBABC Bylaws be amended as follows:
90. Each CBABC Section and CBABC Forum shall, if requested by the CBABC Executive Committee, report to the CBABC Annual Meeting and/or to the CBABC Council or to the CBABC Executive Committee. Such reports shall outline the activities of the CBABC Section, or CBABC Forum and shall cover the work done from the date of the preceding CBABC Annual Meeting up to the date of the report, and a copy thereof shall be sent to the Chair of any corresponding CBABC Section or CBABC Forum.

29. Section 92 of the CBABC Bylaws be amended as follows:
92. (e) shall, in establishing and appointing Chairs, members and alternates to CBABC Committees, have regard to the CBABC's commitment to ensuring that the diversity of the CBABC's membership be represented.
30. Section 95 of the CBABC Bylaws be amended as follows:
95. When CBABC Council is not assembled in meeting, the Executive Committee shall have the authority to appoint CBABC Committees from time to time as may be necessary or desirable subject to CBABC Council confirmation of any CBABC Committee at the next meeting of CBABC Council.
31. Section 100 of the CBABC Bylaws be deleted and replaced as follows:
100. Signing authorities on bank accounts, cheques and other negotiable instruments shall be at least:
- (a) one (1) CBABC Table Officer; and
 - (b) the CBABC Executive Director, the Associate Executive Director or the Executive Director's designate.
32. Section 106 of the CBABC Bylaws be amended as follows:
106. All contracts or other instruments in writing requiring the approval of the CBABC shall be signed by the Executive Director, the Associate Executive Director or the Executive Director's designate unless otherwise provided by the resolution of CBABC Council authorizing same.
33. Section 111 of the CBABC Bylaws be deleted and replaced as follows:
111. (a) adding "a" as follows, "at a CBABC Council Meeting, a CBABC Annual Meeting or a CBABC Special Meeting";
112. (b) deleting "Resolutions and Bylaws Committee" and replacing it with "Resolutions and Bylaws Committee" (hereafter the "Committee" in sections 111-119 of these Bylaws)".

34. Sections 112, 113(a), 114, 115, 116, 116(b), 116(d)(a), 116(d)(b), 116(d)(c), 116(e), 117, 117(c), 117(e), 118, 119(a) and 119(b) of the CBABC Bylaws be amended by deleting “Resolutions and Bylaws Committee” and replace it with “Committee”.
35. Sections 113 of the CBABC Bylaws be amended by adding a semi-colon “;” at the ends of subsections (a) and (b) and deleting the comma at the end of subsection (b).
36. Sections 114 and 115 of the CBABC Bylaws both be amended by inserting “(10)” following the word “ten”.
37. Section 116(d) of the CBABC Bylaws be amended as follows:
 116. (d)if it deems the subject matter of the proposed resolution of a resolution inappropriate for consideration at the meeting for which the proposed resolution was put forward, or its form in need of more revision than the Committee is prepared to provide:
 - (i) refer the proposed resolution back to its proponent with the Committee’s reasons for such action;
 - (ii) refer the proposed resolution to such CBABC Section, CBABC Committee or CBABC Forum or positions within the CBABC as the Committee may deem appropriate for further study; or
 - (iii) refer the proposed resolution to the Executive Committee with the Committee’s reasons for such action;
38. Section 116 of the CBABC Bylaws be amended by:
 - (a) deleting “&” and replacing it with the word “and” in subsections (b), (d)(i), (d)(ii) and (d)(iii);
 - (b) deleting the words “of a resolution” prior to the word “inappropriate” in subsection (d);
 - (c) striking the words “Committee is prepared to provide” and replace them with “Committee may provide” in subsection (d);
 - (d) amending subsection (d)(ii) as follows:

(ii) refer the proposed resolution to such CBABC Section, CBABC Forum or CBABC Committee or positions within the CBABC as the Committee may deem appropriate for further study; or

(e) amending subsection (e) as follows:

(e) if it deems that considerations of the proposed resolution at the CBABC Council meeting for which the proposed resolution was put forward will not allow sufficient time to review adequately the issues raised, the Committee may recommend to the Executive Committee that the proposed resolution be tabled to the next CBABC Council Meeting.

39. Section 117 of the CBABC Bylaws be deleted and replaced as follows:

117. The Committee shall provide a written report for inclusion in the meeting materials for the meeting at which the proposed resolution is to be considered, and such report shall contain the following:

(a) the Submission in its entirety;

(b) the conclusion of the CBABC Secretary Treasurer as provided for in section 32(5); and

(c) as is determined by circumstances, the Committee's reasons for:

(i) recommending consideration of the proposed resolution;

(ii) recommending consideration of the proposed resolution as revised by the Committee;

(iii) recommending against consideration of the proposed resolution;

(iv) referring the proposed resolution for further study; or

(v) recommending that the proposed resolution be tabled to the next CBABC Council Meeting in order to allow for proper consideration by the Committee.

40. Section 119 of the CBABC Bylaws be amended, including by adding the words "a", "the" and the "CBABC" to clarify the section as follows:

119. Notwithstanding the foregoing, resolutions which have not met the CBABC Resolutions Submissions Procedures, may still be considered at a CBABC Council Meeting, a CBABC Annual Meeting or a CBABC Special Meeting if:

- (a) the Committee agrees, or
- (b) after considering the reasons for the Committee not agreeing, it is the will of CBABC Council Meeting, the CBABC Annual Meeting or the CBABC Special Meeting to consider such resolution;

provided that:

- (c) the Secretary-Treasurer, in consultation with the Executive Director, has had an opportunity to review the proposed resolution and has advised CBABC Council whether or not the proposed resolution can be accommodated within the budget.

41. Section 120 of the CBABC Bylaws be amended by adding the word “a” to clarify the section as follows:

120. These Bylaws may only be amended at a CBABC Annual Meeting or a CBABC Special Meeting by an approval of a majority of votes cast by those eligible to vote.

42. Section 121 of the CBABC Bylaws be amended including by adding the word “a” to clarify the section as follows:

121. In addition to being subject to the CBABC Resolutions Submissions Procedures, resolutions to amend these Bylaws must be:

- (a) signed by at least ten (10) CBABC Members and provided to the CBABC Executive Director not less than sixty (60) days before the CBABC Annual Meeting or a CBABC Special Meeting; or
- (b) recommended by the CBABC Executive Committee at least thirty (30) days prior to the CBABC Annual Meeting or a CBABC Special Meeting; or
- (c) recommended by CBABC Council at any time prior to the CBABC Annual Meeting or a CBABC Special Meeting.

43. Section 124 of the CBABC Bylaws be deleted and replaced as follows:

124. The Chair of each CBABC Forum, CBABC Section, or CBABC Committee, or person or persons as may be designated in a resolution, shall have power to implement, according to its tenor, any report of, or resolution passed by, the

CBABC Forum, CBABC Section or CBABC Committee, provided that such report or resolution shall first have been approved by the CBABC Council or by the CBABC Executive Committee or by the CBABC President with the approval of the CBABC Executive Committee.

END

Tina Diona QC **MOVED** Margaret Mereigh **SECONDED** **CARRIED**

The Annual General Meeting was adjourned at 2:30pm

MICHAEL WELSH
President, 2016-2017

CAROLINE NEVIN
Executive Director