

**2012 BY-LAW OF THE  
NEW BRUNSWICK BRANCH  
OF THE  
CANADIAN BAR ASSOCIATION**

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**Definitions and Interpretation**

1(1) The following definitions apply in this by-law.

“Board of Directors” means the Board of Directors of the National Association.

“Branch” means the New Brunswick Branch of the National Association.

“Council” means the Council of the Branch.

“elected member of Council” means a member elected to Council under paragraph 12(1)(b).

“Executive Committee” means the Executive Committee of the Branch established in section 7.

“Executive Director” means the Executive Director of the Branch.

“Immediate Past-President” means the person who was President of the Branch in the previous fiscal year.

“Law Society” means the Law Society of New Brunswick.

“National Association” means the Canadian Bar Association / l'Association du Barreau Canadien.

“National Council” means the council of the National Association.

“President” means the President of the Branch.

“Province” means the Province of New Brunswick.

“section” means a section of the Branch and includes a conference of the Branch.

“Table Officers” means the Table Officers of the Branch established in section 5.

“Treasurer” means the Treasurer of the Branch.

“Vice-President” means the Vice-President of the Branch.

1(2) In this by-law

(a) a word in the singular includes the plural, and a word in the plural includes the singular;

(b) if a word is defined, other parts of speech and tenses of the same word shall have corresponding meanings; and

(c) if the time prescribed for the doing of anything expires or falls on a holiday, the prescribed time shall extend to, and the act or thing may be done on, the first day following that is not a holiday.

## **THE BRANCH AND MEMBERSHIP**

### **Membership**

**2** The membership of the Branch shall consist of the following persons:

(a) all members in good standing of the National Association who are resident in the Province;

(b) all members in good standing of the National Association who, not being resident in the Province, are members of the Law Society and have elected to be a member of the Branch; and

(c) any person who, by resolution of Council, is admitted as an honorary member of the Branch.

### **Objects and Powers**

**3** The Branch shall have the power to do the following:

(a) carry out the following objects of the National Association:

(i) to improve the law;

(ii) to improve the administration of justice;

(iii) to improve and promote access to justice;

(iv) to promote equality in the legal profession and in the justice system;

(v) to improve and promote the knowledge, skill, ethical standards and well-being of members of the legal profession;

(vi) to represent the legal profession nationally and internationally; and

(vii) to promote the interests of members of the National Association;

(b) enter into arrangements with the Law Society for the assumption by the Branch of any appropriate non-statutory functions of the Law Society;

(c) participate in and promote law reform;

(d) further the interests of the legal profession; and

- (e) conduct and promote continuing professional development programs for its members.

### **Annual Meeting**

**4** The Branch shall hold an annual meeting of its members each year during its mid-winter meeting and the notice of the mid-winter meeting shall be deemed to be sufficient notice of the annual meeting of the Branch.

## **TABLE OFFICERS**

### **Table Officers**

**5(1)** The Table Officers of the Branch are the following persons:

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer; and
- (d) the Immediate Past-President.

**5(2)** Quorum for a meeting of the Table Officers is three members.

**5(3)** A vacancy in the Table Officers may be filled by Council and, in the interim, may be filled by the Table Officers.

### **Duties of Table Officers**

**6(1)** The President shall be the chief executive officer of the Branch and shall

- (a) preside at meetings of the Branch, Council, the Executive Committee and the Table Officers;
- (b) assist the president of the National Association with the administration of the National Association within the Province, devoting particular attention to the advancement of the National Association in the Province;
- (c) with respect to matters within the Province, have the same rights and perform the same duties as the president of the National Association;
- (d) represent the Branch at meetings of the Board of Directors;
- (e) sit as a voting member of National Council;
- (f) ensure that the policies of the National Association are carried out and that new goals and objectives are formulated and presented to Council;
- (g) be the principal spokesperson for the Branch with government, the media and other bodies;
- (h) ensure that the members of the Branch are informed of the Branch's activities;

- (i) report to the Executive Committee and to Council; and
- (j) advise and consult with the Executive Committee on all matters related to Branch policies, operations, programs and finances.

**6(2)** The Vice-President shall

- (a) assist the President in carrying on the administration of the Branch;
- (b) if the President is unable to attend a meeting of the Board of Directors, represent the Branch at that meeting;
- (c) sit as a voting member of National Council;
- (d) attend the meetings of the membership chairs of the National Association;
- (e) in the absence of the President, preside at meetings and exercise the President's rights and perform the President's duties; and
- (f) be responsible for organizing the annual mid-winter meeting of the Branch.

**6(3)** The Treasurer shall be the chief financial officer of the Branch and shall

- (a) have charge of the finances of the Branch;
- (b) supervise the preparation of and present to Council for approval an annual budget;
- (c) present the monthly financial statements to the Executive Committee;
- (d) supervise and control the expenditures of the Branch;
- (e) report to the Branch at the annual meeting with respect to the financial affairs of the Branch;
- (f) in the absence of the President and the Vice-President, preside at meetings of Council; and
- (g) sit as a voting member of National Council.

**6(4)** The Immediate Past-President shall

- (a) chair the Branch Nominating Committee;
- (b) chair the annual meeting of the Branch;
- (c) be the chief electoral officer for elections held in accordance with section 25; and
- (d) sit as a voting member of National Council.

6(5) The Table Officers may meet for the dispatch of business, adjourn or otherwise regulate their meetings as they determine.

## **EXECUTIVE COMMITTEE**

### **Executive Committee**

7(1) The Executive Committee shall consist of the following members:

- (a) the Table Officers;
- (b) the chair of the Communications Committee;
- (c) the chair of section activities; and
- (d) the Executive Director, who shall be a non-voting member.

7(2) Quorum for a meeting of the Executive Committee is three voting members.

7(3) A vacancy in the Executive Committee may be filled by Council and, in the interim, may be filled by the Table Officers.

### **Duties of Executive Committee**

8(1) The Executive Committee shall advise and assist the President in the duties of that office and, between meetings of Council, shall have all the powers of Council, except the power to adopt by-laws.

8(2) The members of the Executive Committee shall report to each meeting of Council.

8(3) The Executive Committee may do the following:

- (a) appoint persons to the following positions:
  - (i) the Executive Director of the Branch;
  - (ii) the members of the Nominating Committee, other than the chair; and
  - (iii) any other committee of the Branch or of the National Association not otherwise provided for in these by-laws or the by-laws of the National Association; and
- (b) make recommendations to Council with respect to the following positions:
  - (i) the chair of section activities;
  - (ii) Branch representatives on the Board of Directors of the Canadian Bar Insurance Association;
  - (iii) Branch section chairs; and

(iv) subject to subparagraph (3)(a)(ii), the chair and members of standing and special committees.

8(4) The Executive Committee may meet for the dispatch of business, adjourn or otherwise regulate its meetings as it determines.

#### **Duties of the Executive Committee re Executive Director**

9(1) The Executive Committee shall prescribe the duties and responsibilities of the Executive Director.

9(2) In the absence of the Executive Director, the Executive Committee may designate an officer of the Branch to perform the Executive Director's duties.

#### **Duties of Chair of Section Activities**

10 The chair of section activities shall

- (a) organize the annual section chair orientation;
- (b) liaise with section chairs;
- (c) coordinate section activities at the mid-winter meeting of the Branch;
- (d) provide input to the Nominating Committee on nominees for section chairs;
- (e) sit on the Continuing Professional Development Committee;
- (f) report to the Executive Committee and to Council;
- (g) facilitate the activities and work of the sections; and
- (h) any other duties assigned to the chair by the Executive Committee.

#### **Executive Director**

11(1) The Executive Director of the Branch shall be the chief administrative officer of the Branch and shall be responsible to the Executive Committee.

11(2) The Executive Director shall have the following duties:

- (a) to administer the general affairs of the Branch in accordance with its policies;
- (b) to advise and assist the Table Officers, the Executive Committee and other committees of the Branch in the discharge of their duties and responsibilities;
- (c) to prepare the minutes of the meetings of the Branch, the Executive Committee, the Table Officers and Council;
- (d) to exercise full authority over and be responsible for the general office of the Branch and any staff employed by the Branch;
- (e) to maintain proper books of account and assist the Treasurer with the budget and financial statements of the Branch;

- (f) to attend to all correspondence and the giving of notices required by the by-laws or as directed by the Table Officers or the Executive Committee;
- (g) to carry out the duties that the Table Officers or the Executive Committee may delegate to the Executive Director;
- (h) to act as Branch liaison with the office of the National Association;
- (i) to be responsible for the delivery of the continuing professional development by the Branch and act as liaison with the Continuing Professional Development Committee;
- (j) to act as liaison between the committees and sections of the Branch and the Table Officers and Executive Committee;
- (k) to be an *ex officio*, non-voting member of the Executive Committee and to attend meetings of the Table Officers.

11(3) The Executive Director shall not engage in any activity which might conflict with the duties of the office except with the approval of the Table Officers.

## COUNCIL

### Council

12(1) The Council shall consist of the following persons who are resident in the Province:

- (a) the voting members of the Executive Committee;
- (b) 11 members elected by the members of the Branch as follows:
  - (i) one member elected from each of the following judicial districts:
    - (A) Bathurst;
    - (B) Campbellton;
    - (C) Edmundston;
    - (D) Miramichi; and
    - (E) Woodstock; and
  - (ii) two members elected from each of the following judicial districts:
    - (A) Fredericton;
    - (B) Moncton; and
    - (C) Saint John;



- (c) the chair of each section, conference and standing or special committee;
- (d) a student representative from each of the Province's law schools;
- (e) the dean of each of the Province's law schools or his or her designate;
- (f) the president of the Law Society or his or her designate;
- (g) the following non-voting members:
  - (i) the Attorney General of the Province or his or her designate;
  - (ii) past-presidents of the Branch;
  - (iii) past-presidents of the National Association; and
  - (iv) members of standing committees of the National Association; and
- (h) any other members of the Branch that Council may appoint by resolution.

**12(2)** The term of an elected member of Council shall be two years, and he or she may be elected for a maximum of three consecutive terms.

**12(3)** A person who has served three consecutive terms as an elected member of Council may seek election to Council under paragraph (1)(b) if the person has not been an elected member of Council for at least two years and, if elected, for the purposes of subsection (2), the person shall be deemed to be serving his or her first term as an elected member of Council.

**12(4)** A vacancy among the elected members of Council may be filled by resolution of Council and, in the interim, may be filled by the Table Officers.

### **Duties and Powers of Council**

**13(1)** The duties and powers of Council are as follows:

- (a) to carry on the work of the Branch in accordance with the by-laws;
- (b) to control, formulate policy for and administer the Branch, and it has all the powers necessary or incidental to performing these duties;
- (c) to supervise and direct the Table Officers, the Executive Committee, the sections, the committees and the employees and agents of the Branch;
- (d) on a question relating to the substance of the law, the administration of justice or the policy of the Branch, Council, by a majority vote of its members, may direct a referendum of the members of the Branch; a majority of the votes cast in the referendum determines the policy of the Branch with respect to the question submitted;
- (e) to appoint editorial boards charged with establishing, reviewing and ensuring the implementation of the editorial policies of, and guidelines for, the official publications of the Branch; and

(f) to pass regulations for the better administration of the affairs of the Branch and to amend and repeal them.

**13(2)** Without limiting the generality of subsection (1), in accordance with the by-laws, Council shall perform the following duties and have the following powers:

- (a) call special meetings of the Branch;
- (b) ratify or refuse to ratify the location of the annual meeting and mid-winter meeting of the Branch;
- (c) fill vacancies on Council, the Table Officers and the Executive Committee;
- (d) appoint the chair of section activities;
- (e) appoint Branch representatives on the Board of Directors of the Canadian Bar Insurance Association;
- (f) appoint Branch section chairs;
- (g) ratify or refuse to ratify interim vacancies filled by the Table Officers or the Executive Committee;
- (h) receive reports on the activities of the sections;
- (i) receive reports from the Table Officers and the Executive Committee;
- (j) meet in regular and special meetings;
- (k) appoint members of standing committees other than the Nominating Committee;
- (l) establish special committees and appoint their members;
- (m) receive, consider and adopt or reject, in whole or in part, reports of standing and special committees;
- (n) approve the annual budget of the Branch;
- (o) refer to any section matters in respect of which it is desired that the section makes inquiry and report; and
- (p) select from the elected members of Council those members who are to receive national voting rights in accordance with subsection 73(1) of Bylaw Number 1 of the National Association.

### **Proceedings of Council**

**14(1)** The meetings of Council shall be convened and held in accordance with the following provisions:

- (a) Council shall meet at least three times per year in regular meetings;

(b) each year, one regular meeting of Council shall be held in conjunction with the mid-winter meeting of the Branch;

(c) Council shall meet in a special meeting when called by the Executive Committee; and

(d) not less than ten days notice of all meetings of Council shall be given to the members of Council, which notice shall be in writing and shall be sent to the address or email address of each member of Council as it appears on the records of the Branch and, in the case of a special meeting, shall set out the purpose for which the meeting is called.

**14(2)** Quorum for a meeting of Council is ten voting members of Council.

**14(3)** An elected member of Council who fails to attend two consecutive meetings of Council may be removed from Council by a majority vote of its members.

**14(4)** A member of Council, except a non-voting member, shall have the right to notice of meetings of Council and the right to vote at meetings of Council.

**14(5)** A non-voting member of Council shall have the right to notice of meetings of Council and shall have a deliberative voice at meetings of Council, but shall not have the right to vote.

**14(6)** A member of the Branch who is not a member of Council shall have the right to attend all meetings of Council and may, with the permission of the chair of the meeting, have a deliberative voice at the meeting, but shall not have the right to vote.

## **COMMITTEES**

### **Standing Committees**

**15(1)** The Branch shall have the following standing committees:

(a) Communications;

(b) Continuing Professional Development; and

(c) Nominating.

**15(2)** Subject to these by-laws, the Communications Committee and the Continuing Professional Development Committee shall perform the duties that are determined by the Table Officers.

**15(3)** Subject to these by-laws and to any resolution of Council, at the first meeting of each newly elected Council, Council shall appoint the chair and members of the Communications Committee and the Continuing Professional Development Committee.

**15(4)** If Council does not make an appointment under subsection (3), the Executive Committee may do so and may fill any subsequent vacancy which occurs on those committees.

**15(5)** A standing committee, the membership of which is not specifically prescribed, shall consist of not less than three and not more than fifteen members.

**Communications Committee**

**16** The chair of the Communications Committee is responsible for and has the authority to do the following:

- (a) ensure that the public profile of the Branch is maintained through effective communications with the public and with members;
- (b) ensure that the public positions taken by the Branch through resolutions adopted by Council are made available to broadcast media and the members;
- (c) serve on the editorial board of the Branch's publications; and
- (d) generally assist the President in dealing with members of the broadcast media.

**Continuing Professional Development Committee**

**17** The chair of the Continuing Professional Development Committee is responsible for and has the authority to do the following:

- (a) coordinate and implement continuing professional development programs for the members;
- (b) represent the Branch on the Mandatory Continuing Professional Development Committee of the Law Society; and
- (c) attend meetings of the Executive Committee when requested to do so.

**Nominating Committee**

**18(1)** The Nominating Committee shall consist of the following persons:

- (a) the Immediate Past-President, who shall be the chair;
- (b) one member of the New Brunswick Branch of the Young Lawyer's Conference appointed by the Executive Committee; and
- (c) at least one other member appointed by the Executive Committee.

**18(2)** The Nominating Committee shall review nominations and make recommendations to the Executive Committee for the following positions and awards:

- (a) Treasurer;
- (b) elected members of Council;
- (c) chair of section activities;
- (d) Branch section chairs;
- (e) awards presented annually by the Branch and by the National Association;

- (f) positions on provincial and national standing committees; and
- (g) provincial representatives on the Board of Directors of the Canadian Bar Insurance Association.

**18(3)** The Nominating Committee shall be governed by the following provisions:

- (a) the committee may meet for the conduct of business, adjourn or otherwise regulate its meetings as it determines;
- (b) meetings of the committee may be called by the chair or any other two committee members;
- (c) quorum for transacting the business of the committee shall be a majority of the members; and
- (d) when deciding on its nominations, the committee shall consider representation on the basis of age, gender, race, language, geographic location and practice area.

#### **Special Committees**

**19(1)** Council may appoint a special committee for any purpose.

**19(2)** Between meetings of Council, the President shall have the authority to appoint special committees, and an appointment by the President remains in effect until the next meeting of Council, at which time it must be ratified by Council or the appointment is vacated.

**19(3)** A special committee shall not remain in existence for a period longer than three years unless its term is extended by resolution of Council, but each extension shall be for a period of no longer than three years.

#### **Committees Generally**

**20(1)** A committee shall report in writing to each annual meeting of the Branch.

**20(2)** At least once each year, a committee shall report in writing to a meeting of Council.

**20(3)** A committee may meet for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit subject to its budget.

**20(4)** No chair or member of a committee shall continue as the chair or a member for a period longer than three years unless Council, by a resolution, determines otherwise and then only on a year-to-year basis.

## **ELECTIONS**

#### **Expressions of Interest**

**21(1)** No later than February 15 of each year, the Executive Director, on behalf of the Nominating Committee, shall circulate to the members of the Branch a request for expressions of interest in those positions referred to in paragraphs 18(2)(a) and (b).

**21(2)** The request circulated under subsection (1) shall require that expressions of interest be submitted to the Executive Director within 30 days after the request is circulated.

### **Report of Nominating Committee**

**22(1)** No later than April 1 of each year, the Nominating Committee shall submit to the Executive Director a nomination report setting out the names of those members of the Branch whom it recommends for nomination to the position of Treasurer and to any vacant positions among the elected members of Council.

**22(2)** In its report, the Nominating Committee may recommend more than one person for a position referred to in subsection (1), in which case an election shall be held in accordance with section 25, regardless of whether any additional nominations are received in accordance with section 23.

### **Call for Additional Nominations**

**23(1)** No later than April 10 of each year, the Executive Director shall circulate the nomination report to the members of the Branch and shall call for any additional nominations.

**23(2)** The report under subsection (1) shall include the following notice, with the necessary modifications if the report includes more than one nominee for any position:

"If no other nominations are received by the Executive Director on or before April 30, (year), the slate of nominees set out in the report of the Nominating Committee will be declared elected by acclamation."

**23(3)** An additional nomination for a position referred to in subsection 22(1) may be made by a member of the Branch if consented to in writing by the nominated member and recommended in writing by at least two other members of the Branch.

### **Election by Acclamation**

**24** Subject to subsection 22(2), if no additional nominations are received by the Executive Director on or before April 30, the Immediate Past-President shall declare elected by acclamation the slate of nominees set out in the report of the Nominating Committee.

### **Election Procedure**

**25(1)** If additional nominations are received by the Executive Director on or before April 30, the Executive Director shall conduct an election for each position for which an additional nomination is received and the election shall be conducted in accordance with subsection (3) and with any additional rules determined by the Immediate Past-President.

**25(2)** The Immediate Past-President shall be the chief electoral officer and shall determine the rules of the election, appoint scrutineers and decide all matters relating to the conduct of the election, including the eligibility of candidates and voters.

**25(3)** The procedure for an election for a position shall be as follows:

(a) the Executive Director shall prepare a ballot setting out, for each position for which an additional nomination has been received, the names of the nominees for the position;

- (b) the date for return of the ballot to the Executive Director shall be set out on the ballot and shall be no later than May 31;
- (c) the Executive Director shall send the ballot by regular or electronic mail to each member of the Branch;
- (d) the Executive Director shall ensure that the ballots are sent to the members of the Branch not later than 25 days before the date set for the return of the ballots;
- (e) the election for a position shall be determined by the returned ballots;
- (f) the nominee for each position who receives the most votes will win the election for his or her respective position;
- (g) if there are an equal number of votes cast for a position, the Immediate Past-President shall cast the deciding vote; and
- (h) the Immediate Past-President shall announce the results of the election, which shall be determinative.

#### **Commencement of Terms**

**26(1)** The term of office for the Table Officers and for members of Council begins on September 1 following the elections.

**26(2)** On September 1 of each year, the Treasurer shall become the Vice-President, the Vice-President shall become the President and the President shall become the Immediate Past-President.

### **STATEMENTS AND SUBMISSIONS**

#### **Statements and Submissions**

**27(1)** Subject to subsections (2) and (3), a member of a section or a group of members of the Branch who makes a statement or submission to any person, which is purported to be made on behalf of the Branch or any of its sections or committees, must have the consent of Council before making the statement or submission unless it is made in one of the following circumstances:

- (a) the statement or submission is made by a provincial section or a committee of the Branch only to a section or committee chair of the National Association;
- (b) the statement or submission is made by a provincial section or a committee of the Branch only to the Executive Committee; or
- (c) the statement or submission is made by a provincial section or a committee of the Branch only to the general membership at a meeting of the Branch.

**27(2)** Subject to subsection (3), if Council is not meeting and, in the opinion of the President, the matter is of an urgent nature, the Executive Committee may consent to the making of a statement or submission referred to in subsection (1).

**27(3)** If a statement or submission referred to in subsection (1), other than one referred to in paragraphs (1)(a) to (c), is purported to be made by a section on a matter under study by sections in more than one province, prior to consenting to the making of the statement or submission, Council or the Executive Committee, as the case may be, shall consult with the national chair of each affected section.

## **SECTIONS**

### **Establishment of Section**

**28(1)** A section may be organized for the study of a particular branch of law and of questions relating to the objects of the National Association.

**28(2)** A section shall be established by resolution of Council.

### **Section Membership**

**29(1)** A member in good standing of the Branch may register as a member of any section.

**29(2)** A member of the Branch is entitled to participate in the business and activities of any section of which he or she is a member, to nominate and be nominated for office in the section and to be an officer of the section.

**29(3)** Membership in the Young Lawyers Conference of New Brunswick shall be open to the following members of the Branch:

- (a) student members;
- (b) members who are less than forty years of age; and
- (c) members who are more than forty years of age but who have been in practice for ten years or less.

### **Section Meetings**

**30(1)** A section shall call a meeting at least once a year.

**30(2)** A section may meet at the times and places that its chair deems necessary, within the reasonable limits set forth in the budget of the section.

### **Section Administration**

**31(1)** The administrative responsibilities of a section shall be vested in an executive committee composed of a chair, a vice-chair, a secretary and any other person that the section determines.

**31(2)** A section's executive committee shall meet annually during the annual meeting of the Branch or otherwise at the call of its chair.

**31(3)** The constitution of a section shall be approved by Council and remains in force until Council is requested to amend the constitution by a majority vote of the members of the section's executive committee.

**31(4)** A section's constitution, and any amendment to it, is of no force until it is approved by Council.



### **Section Executive Committee**

**32(1)** A section may elect its executive committee members for a term commencing on September 1 and not exceeding two years.

**32(2)** The election of a section's executive committee shall be held in accordance with the section's constitution or, in the absence of an approved constitution, at the annual meeting of the section's executive committee.

**32(3)** If a section does not elect an executive committee in accordance with subsection (2), the Executive Committee of the Branch may appoint one.

**32(4)** If a section chair is unable to or fails to carry out the duties of that office, the Executive Committee of the Branch may replace the chair by another member designated to hold that office until the immediately following September 1.

**32(5)** The chair of a section shall be responsible for the following:

- (a) attending the annual section chair orientation;
- (b) providing topics and sessions of interest to the section members;
- (c) communicating with the Executive Director on activities for the section and also with the Coordinator of Continuing Professional Development on continuing professional development programs during the year and for the mid-winter meeting of the Branch;
- (d) making all reasonable efforts to attend each meeting of Council;
- (e) putting before Council the interests and concerns of the section's members;
- (f) attending the annual meeting of the National Section and reporting to Council on that meeting; and
- (g) as soon as practicable after September 1 of each year, providing to the chair of section activities the chair's proposals for the work of the section during the coming year.

**32(6)** The vice-chair of a section shall assist the chair of the section in his or her duties and replace the chair if he or she is unwilling or unable to attend to his or her duties and responsibilities.

### **Section Reports**

**33** The executive committee of each section shall report to each regular meeting of Council on the activities of the section since the last regular meeting.

### **Referrals**

**34** Council or, with the approval of the Executive Committee, the President may refer to a section matters in respect of which it is desired that the section makes inquiry and report.

**Vacancies**

**35** If a vacancy occurs in an office of a section, the vacancy shall be filled in accordance with the section's constitution or, if there is no approved constitution, by the remaining officers of the section.

**FINANCE AND INVESTMENTS**

**Budget**

**36** The Table Officers are authorized and empowered to make payments and incur liabilities in accordance with the budget approved by Council.

**General Banking**

**37** Except as provided otherwise by these by-laws, the Treasurer or designate shall carry on the general banking business of the Branch.

**Accounts**

**38** Accounts in the name of the Branch shall be kept in a chartered bank, trust company or credit union in which all monies received shall be deposited and from which all disbursements shall be made.

**Cheques, Drafts and Other Negotiable Instruments**

**39(1)** All cheques, drafts and other negotiable instruments shall be signed on behalf of the Branch by any two of the following:

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer;
- (d) the Executive Director; or
- (e) any other person designated by Council.

**39(2)** No cheques for or payment of any expenditure shall be issued without approval of the Treasurer if the expenditure would cause the applicable budgeted expense item to exceed 10% of its budget.

**Audits**

**40** The books and accounts of the Branch shall be reviewed or audited each year by an accounting firm designated by Council at the annual meeting of the Branch.

**BY-LAWS AND PROCEDURAL MATTERS**

**By-laws – Notice of Amendment**

**41(1)** Notice of a proposed amendment to the by-laws of the Branch shall be given in writing and sent to the Executive Director not less than 30 days before the meeting of the Branch at which the amendment will be considered.

**41(2)** Not less than 21 days before a meeting referred to in subsection (1), the Executive Director shall give notice in writing to the members of the Branch of the proposed amendments.

**By-laws – Deemed Effective**

**42** An amendment to the by-laws adopted by the Branch shall be deemed to take effect at the time the motion proposing their adoption is approved by a meeting of the Branch unless it is stated otherwise in the amendment.

**Robert's Rules of Order**

**43** *Robert's Rules of Order* for public meetings shall govern all meetings unless otherwise provided by the regulations of the National Association.

**TRANSITIONAL, REPEAL AND COMMENCEMENT**

**Transitional**

**44** *A Table Officer, member of the Executive Committee, Council member or member of a standing or special committee appointed or elected under the by-law of the Branch in force immediately before the coming into force of this by-law remains in office until his or her term expires in accordance with that by-law or her or she is appointed, elected or replaced in accordance with this by-law.*

**Repeal**

**45** *The by-law of the Branch as amended on February 4, 2011, is repealed.*

**Commencement**

**46** *This by-law comes into force on September 1, 2012.*