

**NEW BRUNSWICK CHAPTER OF
THE
CANADIAN CORPORATE COUNSEL ASSOCIATION
(CCCA)**

By Laws

1. Purposes

The purposes of the New Brunswick Chapter of the CCCA are to:

- (a) provide a provincial forum for corporate counsel, including lawyers engaged in active practice in corporations, business enterprises, associations, institutions, not-for-profit organizations, government or regulatory boards or agencies, Crown corporations or regional or municipal corporations, to assist them in developing their professional skills and careers as corporate counsel;
- (b) promote a better understanding of and appreciation for the professional role and function of corporate counsel;
- (c) provide products and services to support members in their role as corporate counsel;
- (d) facilitate networking between members;
- (e) promote continuing legal education to its members; and
- (f) promote the CCCA section and its activities.

2. Membership

A Regular Member of the New Brunswick Chapter of the CCCA is:

- (a) a member of the New Brunswick Branch of the Canadian Bar Association (CBA) who has confirmed his or her enrollment in the CCCA to the New Brunswick Branch of the CBA; and
- (b) a lawyer who does not hold out himself or herself to the public for the practice of law; and
- (c) a lawyer who is engaged by and providing legal services to any corporation, business enterprise, association, institution, not-for-profit organization, government or regulatory board or agency, Crown corporation or regional or municipal corporation.

An Associate Member of the New Brunswick Chapter of the CCCA is an Active member or a Special Member of the CBA, as defined in the CBA By-Laws, not otherwise included in this Article 2.

3. Rights of Membership

Only Regular Members are entitled to vote at meetings of the New Brunswick Chapter of the CCCA and for the election of the Executive Committee.

Associate Members are entitled to attend all meetings and activities of the New Brunswick Chapter of the CCCA.

4. Executive Committee

4.1 Composition

The Executive Committee shall be composed of 4 "Officers" as follows:

- (a) the President,
- (b) the Vice-President,
- (c) the Secretary/Treasurer and
- (d) the Immediate Past President;

all of whom are Regular Members.

4.2 Duties

The Executive Committee advances the business and affairs of the New Brunswick Chapter of the CCCA. It may adopt rules and policies for the conduct of its business in compliance with the New Brunswick Branch of the Canadian Bar Association and the CCCA By-Laws.

4.2.1. President

The President is elected for a term of one year or until his or her successor is elected. The President has general charge of the business and affairs of the New Brunswick Chapter of the CCCA. He or she ensures that the By-Laws and the Operating Guidelines are followed. He or she attends in person or by conference call, as much as possible, the CCCA Chapter Coordination Committee meetings and other CCCA National meetings he or she is invited to. He or she represents the New Brunswick Chapter of the CCCA at the National level.

4.2.2. Vice President

The Vice-President is elected for a term of one year or until his or her successor is elected. The Vice-President performs the duties of the President in the absence, inability or refusal to act of the President. He or she assists the President.

4.2.3 The Secretary/Treasurer

The Secretary/Treasurer is elected for a term of one year or until his or her successor is elected. The Secretary/Treasurer reviews and reports to the

Executive Committee on the financial statements and affairs of the New Brunswick Chapter of the CCCA, approves the expense accounts of the chapter and submits an annual budget to the Executive Committee and report of receipt and expenditures at the annual meeting.

4.2.4 Past President

The Past President sits on the Executive Committee until the term of the elected President terminates. He or she facilitates the transition for the new Chapter President. The Past President attends meetings of the Executive Committee to provide background, advice, etc., as needed and assist with planning and recruitment initiatives.

4.2.5 Term Renewal/ Start and End of Term

The Officers may be re-elected for three additional terms of one year. After a four-year absence from the Executive Committee, a Regular Member may be nominated for another term.

The term of an Officer commences at the end of the Annual Meeting at which he or she is elected or the time when he or she is elected and continues until the end of his or her term or the time when his or her successor is elected.

4.2.6 Resignations, Removal and Vacancies

An Officer may resign by giving written notice to the President or in the case of the President to the Executive Committee. The resignation takes effect at the time specified in the notice, or, if no time is specified, at the time of its receipt by the President or the Executive Committee.

An Officer who ceases to be a Regular Member during his or her term of office may continue to act as an Officer until the next Annual Meeting, the end of his or her term or when his or her successor is elected, as determined by the Executive Committee.

An Officer may be removed from office by unanimous vote of the Officers of the Executive Committee present at a meeting called for this purpose.

If an Officer resigns or is removed from office, the remaining Officers of the Executive Committee may decide by a majority vote to fill that office or allow it to remain vacant.

4.3 Meetings of the Executive Committee/Notices of Meetings

The Executive Committee shall meet at least four times a year, including at least once in person, and at other times as determined by the Executive Committee. Notice of regular meetings shall be given by the Secretary to each Member at least 24 hours before the meeting. The Executive Committee has the right to waive notice of the meeting.

Special meetings of the Executive Committee may be called by any Officer as needed. Notice of special meetings shall be given by the Secretary to each Member at least 24 hours before the meeting. The Executive Committee has the right to waive notice of the meeting.

The Executive Committee will organize on a yearly basis an open session for all New Brunswick CBA Members.

4.4 Quorum/Voting

Two Officers constitutes a quorum to transact business at a meeting of the Executive Committee.

Officers may not vote by proxy.

Decisions are made by the majority of Officers present.

4.5 Compensation

Officers receive no compensation for their services as Officers but are reimbursed for their expenses incurred in the performance of their duties.

Expenses includes:

- (a) lodging (only if pre-approved by the Executive Committee),
- (b) traveling (must be pre-approved by the Executive Committee if over \$200.00 per travel), and
- (c) meals (up to a max of \$50.00 per diem) as follows: \$10 for breakfast, \$15 for lunch and \$25 for dinner.

4.6 Execution of Documents

Cheques, drafts, etc.

All cheques for the payment of money issued in the name of the New Brunswick Chapter of the CCCA shall be signed by any two Officers of the Executive Committee.

Other Documents

Subject to any agreement between the CCCA and the CBA and any rules and policies prescribed by CCCA, the Executive Committee may authorize one or more Officers to enter into any agreement or to execute and deliver any instrument in the name of and on behalf of the New Brunswick Chapter of CCCA and such authority may be general or confined to specific instances.

4.7 Receipt and Expenditure Report for Activities of the New Brunswick Chapter of the CCCA

The Executive Committee provides a report of receipt and expenditures to the New Brunswick Branch of the CBA on a yearly basis.

4.8 Amendmentsto By-Laws

- (a) These By-Laws may be amended only by a majority vote of Members present at an Annual Meeting provided that they comply with the CCCA (National) By Laws.
- (b) Notice of any proposed amendment shall be given to the President at least 30 days before the annual meeting. The Executive Committee shall give written notice of the proposed amendment to Members at least 15 days before the annual meeting.

President
Date:

Secretary:
Date