

**THE MANITOBA BRANCH OF THE CANADIAN BAR ASSOCIATION**  
**(MANITOBA BAR ASSOCIATION)**  
**REVISED GENERAL BY-LAW**

WHEREAS by The Act of Incorporation of the Canadian Bar Association empowers the Manitoba Branch of the Canadian Bar Association to make by-laws for the general organization of the Branch and to alter or repeal the same and make new by-laws;

NOW THEREFORE the Manitoba Branch of the Canadian Bar Association does, effective June 1, 2017:

- (1) repeal the existing Revised General By-law of the Branch of June 15, 2011, and,
- (2) enact that the provisions contained in this By-law will be the General By-law for regulating the affairs of the Branch, with the existing Branch Council and the existing Branch Executive Committee continuing in office with all their current power and authority.

**DEFINITIONS**

1. In this General By-law and all other by-laws and resolutions of the Manitoba Branch of the Canadian Bar Association:
  - (1) **"Association"** means the Canadian Bar Association.
  - (2) **"Branch"** means the Manitoba Branch of the Canadian Bar Association, also known as the "Manitoba Bar Association".
  - (3) **"Branch Council"** means the Council of the Branch.
  - (4) **"Province"** means the Province of Manitoba.

## **OBJECTS AND POWERS**

2. The objects of the Branch will be, and it will have the power to:
  - (1) Carry out the objectives of the Association as set forth in Section 2 of the Act of Incorporation of the Association and in its mission, vision and strategic direction;
  - (2) Promote law reform and generally seek to advance the public interest in all matters relating to legislation and the administration of justice in the Province;
  - (3) Provide the means of ascertaining and expressing the views of the legal profession;
  - (4) Protect the independence of the judiciary and the bar;
  - (5) Promote equality in the legal profession; and,
  - (6) Promote the personal, professional and commercial well-being of the members of the legal profession in the Province, and the profession itself, in every way, including through social, community and professional activities.

## **MEMBERSHIP**

3. The members of the Branch constitute the Branch.
4. The members of the Branch are:
  - (1) All members of the Association who are resident in Manitoba or who elect to be a member of the Manitoba Branch pursuant to By-Law No. 1 of the Association; and,
  - (2) All individuals who, by a resolution of the Branch Council, have been admitted to honorary membership in the Branch.

5. The following Branch members do not have the right to vote:
  - (1) Those who are non-voting members of the Association; and,
  - (2) Those who are honorary members of the Branch.
6. All voting members of the Branch have equal rights and privileges.

### **BRANCH MEETINGS**

7. Except as limited by this By-law, all members of the Branch have the right to attend and participate in all functions and meetings of the Branch.
8. The Meetings of the Branch are the Annual Meeting and any Special Meetings.
9. The Annual Meeting of the Branch will be held at the time and at the place selected by Branch Council.
10. Special Meetings of the Branch may be called by resolution of Branch Council or by order of the Branch Executive Committee. A Special Meeting will be held at the time and at the place selected by the body calling the meeting.
11. Upon the written requisition of fifty voting members of the Branch specifying the intended purpose of the Special Meeting, the Branch Executive Committee will convene a Special Meeting of the Branch at the earliest practical time.
12. Not less than 21 days' notice of all Annual and Special Meetings of the Branch will be given to every member of the Branch. In the case of Special Meetings, the notice will set forth the purpose for which the meeting is being called.
13. Twenty-five voting members of the Branch present in person or via teleconference or other medium approved by the Executive Committee from time to time, will

constitute a quorum for any session of a meeting of the Branch. No business will be transacted at any session of a meeting of the Branch unless the requisite quorum is present.

14. Resolutions that are submitted without sufficient notice but are nonetheless passed at an Annual Meeting are deemed to be recommendations to the Branch Council only and will not be taken as expressions of policy of the Branch. A resolution is deemed to be "without sufficient notice" if the timing of its submission does not allow for a proper review by Branch staff, a further review by the Executive Committee of the Branch, and a debate by Branch Council at one or more of its duly constituted meetings.

## **BRANCH COUNCIL**

### **POWERS**

15. Branch Council will have the duties and powers to advance the affairs of the Branch, including but not limited to:
  - (1) oversee the overall health of the Branch;
  - (2) determine Branch policy, advocacy and government relations at the provincial level;
  - (3) develop and oversee the delivery of direct member services;
  - (4) develop and oversee Branch membership recruitment and retention plans;
  - (5) oversee the development and the implementation of Branch budgets; and,
  - (6) adopt, amend or rescind bylaws, rules and regulations for the better administration of the affairs of the Branch.

## **COMPOSITION AND ELECTIONS**

16. Branch Council will consist of the following:
  - (1) 20 elected members in good standing of the Branch;
  - (2) Designated voting members;
  - (3) Designated non-voting members; and,
  - (4) Honourary members.
  
17. Designated voting members of Branch Council will be (if not otherwise members of Branch Council):
  - (1) The Branch President;
  - (2) The Branch Vice-President;
  - (3) The Branch Secretary-Treasurer;
  - (4) The Branch Director of Membership;
  - (5) The Branch Director of Advocacy and Public Relations;
  - (6) The Immediate Past President of the Branch;
  - (7) A representative of the Manitoba Law Students Association as elected by that association;
  - (8) An articling student representative of the students in The Law Society of Manitoba Canadian Centre for Professional Legal Education ("CPLED") Program, as elected by those students; and,
  - (9) Such other members of the Branch as Branch Council may by resolution appoint.
  
18. Designated non-voting members of Branch Council will be (if not otherwise voting members of Branch Council):
  - (1) The Chief Executive Officer of the Law Society of Manitoba;
  - (2) The Dean of the Faculty of Law, University of Manitoba;

- (3) Other Past Presidents of the Branch and present and past Presidents of the Association, if ordinarily resident in the Province;
  - (4) The Chair of each Branch Section; and,
  - (5) The Manitoba member on the board of directors of the Association.
  
19. Honourary Members of Branch Council will be (if not otherwise members of Branch Council):
  - (1) Life Council Members, being Association members who have been elected to the Branch Council for three terms or six annual periods, consecutive or not; and,
  - (2) Other individuals as Branch Council may by resolution appoint.
  
20. In accordance with Paragraphs 22 to 26 of this by-law, the voting members of the Branch will elect from among themselves 20 members of Branch Council by ballot. Ballots may be sent by regular mail or by electronic or other communications means. The election of Branch Council members will, unless otherwise determined by Branch Council, be held every second year in the month of April. All ballots will be counted on the last Friday in April (the "Election Date").
  
21. For the purposes of the election of Branch Council, the electoral districts will be:
  - (1) Northern Electoral District;
  - (2) Western/Dauphin Electoral District;
  - (3) Central/Eastern Electoral District; and,
  - (4) City of Winnipeg Electoral District.
  
22. The elected members of Branch Council will be elected as follows:
  - (1) 2 members who maintain a principal office in the Dauphin/Western Electoral District, to be elected by voting members of the Branch who maintain a principal office in that District;
  - (2) 1 member who maintains a principal office in the Northern Electoral District,

- to be elected by voting members of the Branch who maintain a principal office in that District;
- (3) 2 members who maintain a principal office in the Central/Eastern Electoral District, to be elected by voting members of the Branch who maintain a principal office in that District;
  - (4) 15 members who maintain a principal office in the City of Winnipeg Electoral District, to be elected by all the voting members of the Branch.
23. The Central/Eastern Electoral District excludes the City of Winnipeg, as defined by Paragraph 24.
24. The City of Winnipeg Electoral District is the part of the City of Winnipeg that is bounded by the highway commonly known as the Perimeter Highway.
25. Branch Council Terms
- (1) The term of an elected voting member of Branch Council is two (2) years.
  - (2) Subject to Paragraph 25(3), no voting member of Branch Council may serve more than four (4) consecutive terms unless he or she occupies a position (as set out in Paragraphs 32 and 36 to 41) on the Branch Executive.
  - (3) Notwithstanding Paragraph 25(2), an elected voting member of Branch Council who has reached the term limit set out in Paragraph 25(2) may seek re-election to Branch Council after at least two (2) years of not being an elected member of Branch Council. For the purposes of Paragraph 25(2), an individual so elected is considered to be newly elected and is entitled to serve for the time periods set out in that Paragraph.
  - (4) Paragraphs 25(2) and (3) apply only to the City of Winnipeg Electoral District.
26. Any vacancy which occurs among the elected members of Branch Council may be filled by Branch Council appointing the next runner-up in the election (if there is

one) to the vacant position. If there was no runner-up, Branch Council may appoint a qualified member to fill the vacancy. If there were two or more runners-up in the election who each received the same number of votes in the most recent election, then a vote at Branch Council will establish an order of appointment among the tied runners-up.

## **MEETINGS**

### 27. Notice

- (1) Elected and designated voting members of Branch Council will have the right to notice of meetings and the right to vote at meetings of Branch Council.
- (2) Designated non-voting members are entitled to notice of meetings of Branch Council. They are entitled to participate in the debates of the Branch. They may propose or second motions or resolutions but are not entitled to vote on any question.
- (3) Honourary members of Branch Council, except Life Council Members who are not members in good standing of the Association, are entitled to attend all meetings of Branch Council. They are entitled to participate in the debates of the Branch. They are not entitled to propose or second any motions or resolutions and are not entitled to vote on any question.
- (4) A member of the Branch who is not a member of Branch Council is entitled to attend all meetings of Branch Council. With the permission of the Chair of the meeting, he or she may participate in the debates of Branch Council. The member is not entitled to move or second any motion or resolution and is not entitled to vote on any question.

28. Branch Council will meet at least three times in each fiscal year to advance the work of the Branch. Council may meet in person, by means of a telephonic,



electronic or other communications facility that permits all persons to participate in the meeting.

29. Meetings of Branch Council may be called by the Branch President, or by the Branch Vice-President, or by any other two members of the Branch Executive Committee.
30. The quorum for a Branch Council meeting is ten voting members of Branch Council, of whom not less than three are Executive Officers of the Branch.
31. Membership on Branch Council will be revoked if:
  - (1) by reason of disciplinary action, the member ceases to be a member in good standing of the Law Society of any province or territory;
  - (2) the member has been suspended for non-payment of Association membership fees and the suspension has remained in effect for 30 days;
  - (3) by resolution approved by a two-thirds majority of voting members present at a duly-constituted meeting of Branch Council, the member has been found to have engaged in conduct detrimental to the Branch, to the Association, or to the profession as a whole and the Branch Council member has been given the opportunity to respond to the allegations;
  - (4) by resolution approved by a two-thirds majority of voting members present at a duly-constituted meeting of Branch Council, the member has been found to have contravened the Manitoba Bar Association *Code of Conduct for a Respectful Workplace* and the Branch Council member has been given the opportunity to respond to the allegations; or,
  - (5) at any time during his or her term, the member resides outside of the Province of Manitoba for more than 90 consecutive days.

**BRANCH OFFICERS: DUTIES, ELECTION, VACANCY**

32. The Executive Officers of the Branch are:
- (1) The Branch President;
  - (2) The Branch Vice-President;
  - (3) The Branch Secretary/Treasurer;
  - (4) The Branch Director of Advocacy and Public Relations;
  - (5) The Branch Director of Membership; and,
  - (6) The Branch Executive Director, who is a non-voting member.

The Manitoba member of the board of directors of the Association shall be an ex officio non-voting member of the Executive.

33. Except where a vacancy has been created by resignation or otherwise, no individual may hold more than one Executive office at the same time. In the case of a vacancy, the individual may assume the duties of a second Executive office on an interim basis until the vacancy can be filled.
34. The Branch President has the following duties, responsibilities and authority:
- (1) With respect to the Association, the Branch President will:
    - (a) assist the President of the Association in carrying on the administration of the Association within the Branch;
    - (b) devote particular attention to the advancement of the Association within the Province; and,
    - (c) submit written reports to the Association, as requested, in respect of the work of the Branch.
  - (2) With respect to the Branch, the duties of the Branch President include but are not limited to:
    - (a) being an advocate for the interests of the members within and outside the Province;

- (b) providing leadership for all affairs and activities of the Branch;
- (c) chairing all meetings of the Executive Committee, Branch Council and the Branch;
- (d) coordinating the agenda, material and reporting responsibilities for each meeting, in consultation with the Executive Director;
- (e) reporting to Branch Council on behalf of the Executive Committee;
- (f) reporting to members of the Branch on behalf of the Executive Committee regarding Council meetings and Annual meetings of the Branch;
- (g) liaising between the Branch and the Association and for the coordination of Branch and Association activities;
- (h) participating in or assisting in the presentation of Branch briefs, commentaries and position papers to government or regulatory or other bodies;
- (i) being the spokesperson for the Branch in dealings with the media;
- (j) being responsible to and reporting to the Executive Committee, and through it, to the Branch members: and,
- (k) participate in the Leadership Forums convened by the Association President.

35. The Branch President must advise and consult with the Executive Committee and the Executive Director on all matters pertaining to Branch policies, programs and finances and, where necessary, may act for and in the name of the Branch with the approval of two other members of the Executive Committee. The President may, during the term of his or her office, delegate to Executive Officers, Branch members, or Branch staff such those functions, duties, responsibilities, and authorities of the Branch President as may be necessary or appropriate in the circumstances.

36. The Branch Vice-President is responsible for the supervision and co-ordination of activities of the Branch Sections and Branch Committees, the election matters referred to in Paragraphs 20 and 42 and other matters as may be delegated by the Branch President.
37. The Branch Secretary/Treasurer will carry out or supervise, as the case may be, the secretarial duties of the Branch and have charge of the finances of the Branch.
38. The Branch Director of Advocacy and Public Relations is responsible for activities and initiatives of the Branch relating to advocacy, access to justice, legislation and law reform and public relations, including promoting communication of these efforts within the Province;
39. The Branch Director of Membership is responsible for maintenance of an optimum level of membership in the Association of the lawyers, judiciary, academics, and law and CPLED students in the Province and for communication of the membership services of the Association.
40. Succession of Executive Officer Positions
  - (1) The Branch Director of Advocacy and Public Relations and the Branch Director of Membership are elected from among the elected members of Branch Council in alternating years for terms of two years each. Each Director must be an elected member of Branch Council at the time of assuming office. At the end of his or her two-year term as Director, he or she then becomes the Branch Vice-President for a one-year term, then President for a one-year term and then Past President for a one-year term.
  - (2) If the individual designated to become Branch Vice-President is unwilling or unable to assume the position of Branch Vice-President, then the other Branch Director becomes the Branch Vice-President. An election will then be held to fill the vacancy.

41. The Branch Secretary-Treasurer is elected from among the members of the Branch for a term of two years, and may serve for a maximum of three terms.
  
42. The procedure for the election for an Executive office position is:
  - (1) The Branch Vice-President will publish a call for nominations in a publication of the Branch that is sent to all members at least 45 days prior to the date of the Annual Meeting of the Branch;
  - (2) Nominations, containing the consent of the nominee and signed by at least five members of the Branch, must be filed with the Branch Executive Director at least 20 days prior to the date of the Annual Meeting;
  - (3) If 30 days prior to the date of the Annual Meeting there are no nominations, the Branch Executive Director will notify the Branch Nominating Committee. The Branch Nominating Committee will then, at least 20 days prior to the date of the Annual Meeting, bring forward at least one nomination for the position;
  - (4) At least 15 days prior to the date of the Annual Meeting, the Branch Vice-President will send a notice of all nominations to Branch Council and Branch Council-elect (being those members of Branch Council who have been elected to serve effective September 1 of the calendar year in which the election is held), as the case may be;
  - (5) The election will be held during the Branch Council meeting held concurrently with the Annual Meeting. The individuals entitled to vote in the election are the elected members of Branch Council and Branch Council-elect;
  - (6) If an election of a Branch Executive officer or officers is required, the election will be held by ballot. The Branch Vice-President will declare the rules of the poll, appoint scrutineers and decide all matters relating to the conduct of the poll. A declaration by the Branch Vice-President of the results of the poll will be determinative.

43. Branch Council may fill a vacancy occurring in the office of a Branch Executive Officer during his or her term of office by:
  - (1) advancing the ladder progression among the Executive Officers of the Branch;
  - (2) appointing an elected member of the Branch Council to the position; or,
  - (3) calling an election for the position.
  
44. Any Executive Officer of the Branch may be removed from office for breach of duty by vote of the elected members of Branch Council provided that:
  - (1) notice of intention to propose removal of the Executive Officer is given to the voting members of Branch Council at least 30 days before the meeting;
  - (2) the motion to remove the Executive Officer is carried by a two-thirds majority of the votes cast; and,
  - (3) the Executive Officer proposed to be removed has been given the opportunity to address Branch Council in person or by advocate, as the Executive Officer may choose, after the motion to remove has been made but prior to the vote. A vote on the motion will be taken by ballot.

## **BRANCH COMMITTEES**

45. The Committees of the Branch are:
  - (1) The Branch Executive Committee;
  - (2) The Branch Standing Committees; and,
  - (3) The Branch Special Committees.
  
46. The Branch Executive Committee is comprised of the Executive Officers of the Branch and the Immediate Past President of the Branch.
  
47. The members of the Branch Executive Committee will advise and assist the Branch President in the duties of that office. The Branch Executive Committee has all the

powers of Branch Council between meetings of Branch Council. In exercising its powers, the following principles apply:

- (1) It may meet for the conduct of business and adjourn or otherwise regulate its meetings as it thinks fit.
- (2) Its meetings may be called by the Branch President, by the Branch Vice-President, or by any other two members.
- (3) Quorum for the transaction of its business is a majority of its members.

48. The Branch Standing Committees are:

- (1) Advocacy and Public Relations;
- (2) Membership; and,
- (3) Nominating.

The Branch Advocacy and Public Relations Committee and the Branch Membership Committee will, in addition to its Chair, be comprised of those members of the Branch as that Chair may appoint.

49. All other Committees of the Branch will be Branch Special Committees. Branch Council may appoint Special Committees for any purpose. Between meetings of Branch Council, the Branch President is authorized to appoint Branch Special Committees.

### **BRANCH NOMINATING COMMITTEE - NOMINATIONS**

50. The Branch Nominating Committee will be:

- (1) The Immediate Past Branch President, who will be the Chair ;
- (2) The Branch President;
- (3) The Branch Vice-President; and,
- (4) At least two other individuals appointed by the Branch Executive Committee, taking into account the factors set out in Paragraph 51(4).

51. The Branch Nominating Committee is governed by the following provisions:
- (1) It may meet for the conduct of business, adjourn or otherwise regulate its meetings as it thinks fit.
  - (2) Its meetings may be called by the Chairperson or by any other two members.
  - (3) Quorum for the transaction of its business is a majority of its members.
  - (4) In deciding nominations, the Branch Nominating Committee will consider age, gender, race, language, sexual orientation, disability, geographic location, practise type and year of call, all with a view to achieving a Branch Council which is representative of the Branch membership.
52. The Branch Nominating Committee will meet every two years for the purpose of compiling a list of candidates for election to Branch Council.

Not less than 45 days before the Election Date, the Nominating Committee will submit its list of candidates to the Branch Secretary-Treasurer who will, in turn, give notice of the nominations to all voting members of the Branch.

For a period of 15 days after the notice has been transmitted, nominations of additional candidates will be accepted from the Branch membership at large. All nominations must be in writing. Upon the expiry of the 15-day waiting period, nominations will close.

Additional candidates may be nominated:

- (1) for the City of Winnipeg Electoral District, by five voting members of the Branch who maintain a principal office in the District; and,
- (2) for any other Electoral District, by two voting members of the Branch who maintain a principal office in the District.



The Vice-President will:

- (1) not less than 25 days before the Election Date, distribute the list of all duly nominated candidates to the voting members of the Branch; and,
- (2) on the Election Date, supervise the conduct of the election, including the counting of the ballots.

53. The Branch Nominating Committee is responsible for providing advice to the Executive Committee on other appointments by the Branch and in doing so will consider the factors set out in Paragraph 51(4).

### **BRANCH SECTIONS**

54. There may be organized and continued within the Branch, Branch Sections of each of the Sections of the Association enumerated in the regulations to its By-Law No. 1. All Branch Sections must operate under the requirements of the Association's Regulation – Sections Charter Part A and the MBA Sections Regulation.
55. Branch Sections may have Co-Chairs, and in that case, one of the Co-Chairs are entitled to sit as non-voting representative of that Section at all meetings of Branch Council.
56. The Branch Vice-President is responsible for:
- (1) organizing Branch Sections;
  - (2) deciding that a Branch Section should not be organized or should not continue;
  - (3) giving directions, if required, as to Section officer election procedures; and,
  - (4) mediating and settling disputes concerning the elections of Section officers.

**TERM OF OFFICE**

57. In this General By-law, "fiscal year" means the period from September 1 of one year to August 31 of the following year and, unless otherwise provided, every election or appointment to an office or body of the Branch will be for the term of the fiscal year. All elected voting members of Branch Council are elected for two-year terms.
  
58. All Chairs of Branch Special Committees will hold office for the term fixed by their appointment. All elected members of Branch Council who continue to be members of the Branch are eligible for re-election, subject to the limits set out in Paragraph 25.

**SUBMISSIONS, STATEMENTS**

59. Public statements or submissions purporting to be made on behalf of the Branch, whether to an individual, another person, a government, or a public body, whether in print or oral or by electronic media, and, whether from a Branch Committee or a Branch Section, must be authorized in advance by the Branch Executive Committee. In a case of special urgency, where it is not practicable to convene a meeting of the full Branch Executive Committee, a statement or submission may be approved by a simple majority of the members of the Branch Executive Committee.
  
60. Where a Branch Committee or Branch Section has not been authorized to make a public statement or submission on behalf of the Branch pursuant to Paragraph 59, the Branch Committee or Branch Section must make it clear that the statement or submission is being made on behalf of the Branch Committee or Branch Section only and not on behalf of the Branch as a whole.

61. The President of the Association must approve, in advance, any submission or public statement not strictly of a Provincial nature to be made by the Branch or by any Executive Officer, Committee, or Section of the Branch.

## **FINANCE**

62. The Branch Secretary-Treasurer is responsible for the general banking business of the Branch. He or she will ensure that all monies received by the Branch are deposited in an account in the name of the Branch in a financial institution approved by Branch Council, and that all disbursements are made from that account. Monies surplus to the immediate requirements of the Branch may be invested in accordance with investment policies established by Branch Council.
63. All cheques, drafts and other negotiable instruments drawn on an account of the Branch will be signed on behalf of the Branch by the officer or officers designated by the Branch Executive Committee for that purpose. All cheques, drafts and other negotiable papers intended for deposit to an account of the Branch will be endorsed on behalf of the Branch by an individual or individuals designated by the Branch Executive Committee for that purpose.
64. The Branch Secretary-Treasurer will prepare an annual budget for approval by Branch Council and, upon approval being given, file a copy of the budget with the Executive Director of the Association pursuant to the Regulations of the Association.
65. The Branch Secretary-Treasurer will oversee the preparation of an annual review engagement or audited financial statement for the fiscal year.

## **AMENDMENTS**

66. By-laws of the Branch may be adopted, amended or rescinded at a meeting of Branch Council by a majority of the voting members in attendance at the meeting. Notice of any proposed amendment to the by-laws of the Branch, including this General By-law, will be given in writing and sent to the Immediate Past-President not less than 21 days before the date of the meeting at which the proposed amendment or amendments will be considered. Not less than seven days before the meeting, the Immediate Past President will give written notice of the proposed amendments to the members of Branch Council. Amendments made to any by-laws of the Branch must be submitted – for confirmation, further amendments or rejection – to the members of the Branch at its next Annual Meeting. Amendments will be effective from the date of passage by Branch Council and will remain in effect until they have been confirmed, confirmed with amendments, or rejected by the members of the Branch at the Annual Meeting. Where the by-law is confirmed, or confirmed with amendments, it continues in effect in the form in which it was confirmed.

## **NOTICE**

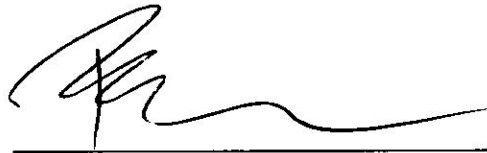
67. Whenever notice is required to be given in this by-law, it will be in writing and will be sent to the mailing address, or electronic mail address of the intended recipient as it appears on the records of the Branch. Notice may be given by ordinary mail, electronic mail, or in a publication of the Branch that is sent to all members.

## **MISCELLANEOUS**

68. All meetings of the Branch will be conducted pursuant to *Robert's Rules of Order*, unless a particular proceeding has been varied or altered by a resolution of Branch Council.

69. Sections 20 – 22 would take effect for the 2019-2021 Council election.

ENACTED this 1 day of June, 2017.

A handwritten signature in black ink, appearing to read 'Bradley D. Regehr', written above a horizontal line.

President – Bradley D. Regehr

A handwritten signature in black ink, appearing to read 'Sofia Mirza', written above a horizontal line.

Immediate Past-President – Sofia Mirza