

SOCIETY ACT

Constitution

1. The name of the society is BRITISH COLUMBIA LAW INSTITUTE.
2. The purposes of the society are to:
 - (a) promote the clarification and simplification of the law and its adaptation to modern social needs,
 - (b) promote improvement of the administration of justice and respect for the rule of law, and
 - (c) promote and carry out scholarly legal research.
3. The business of the society shall be conducted so as to promote the purposes of the society, and the society must not carry on activities for the personal financial gain of its members. This provision is unalterable.
4. Members of the society do not have and may not have any legal or beneficial interest in the property of the society. This provision is unalterable.
5. On a winding up and dissolution of the society, any assets remaining after payment of its debts shall be paid or delivered:
 - (a) to Her Majesty in the Right of the Province of British Columbia to be used for the purposes described in paragraph 2, or
 - (b) to one or more organizations in British Columbia having purposes consistent with those described in paragraph 2 and which are registered charities or qualified donees recognized by Revenue Canada pursuant to the provisions of the *Income Tax Act* (Canada)as the directors of the society holding office at the time of the dissolution may, by resolution and with the consent of the Attorney General of the province, direct. This provision is unalterable.

SOCIETY ACT

Bylaws of British Columbia Law Institute

(Consolidated to 5 October 2007)

Part 1—Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
 - “**directors**” means the directors of the society for the time being;
 - “**Society Act**” means the *Society Act* of British Columbia from time to time in force and all amendments to it;
 - “**registered address**” of a member means the member’s address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2—Membership

- 3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 4 (1) The society shall consist of 14 members as follows:
 - (a) two persons appointed by the Attorney General;
 - (b) two persons appointed by the executive committee of the Law Society of British Columbia;
 - (c) two persons appointed by the executive committee of the British Columbia Branch of the Canadian Bar Association;
 - (d) one person appointed by the Dean of the Faculty of Law, University of British Columbia;
 - (e) one person appointed by the Dean of the Faculty of Law, University of Victoria;
 - (f) five persons appointed by the persons appointed under clauses (a) to (e);
 - (g) one person appointed by the persons appointed under clauses (a) to (f).
- (2) The applicants for incorporation of the society are deemed to be persons appointed under bylaw 4 (1) (f).

- (3) Membership in the society is for a term of 5 years, or such shorter term as the appointing person, group, or organization may designate, or until successors are appointed, and a member may be reappointed.
- (4) A person or body entitled to appoint a member under bylaws 4 (1) (a) to 4 (1) (e) may revoke the appointment of a member so appointed during that member's term of office.
- (5) The members, by special resolution, may revoke the appointment of a member appointed under bylaw 4 (1) (f) during that member's term of office.
- (6) Where a vacancy occurs in the membership, the person or body by whom that member was appointed may appoint a person to occupy the vacant position, and the person so appointed shall hold office for the balance of the term of the appointment, or until a successor is appointed.
- (7) The continuing members of the society may act notwithstanding a vacancy in its membership.
- (8) An act of the society shall not be invalid by reason only of a defect that is afterwards discovered in the appointment of one or more of its members.
- (9) A member of the society may resign on giving one month's notice in writing to the society of intention to do so, and the resignation shall take effect on the expiration of the notice or on its earlier acceptance by the society.
- (10) A person ceases to be a member in good standing of the society
 - (a) by resigning in accordance with bylaw 4 (9);
 - (b) on that person's death or in the case of a corporation on dissolution;
 - (c) on revocation of the person's appointment under bylaw 4 (4) or 4 (5)
- (11) Where a member appointed under bylaws 4 (1) (a) to 4 (1) (e) ceases to be a member
 - (a) by operation of bylaw 4 (10), or
 - (b) through the expiration of that member's term of officethe directors must request that the person or body who appointed that member
 - (c) make a further appointment under bylaw 4 (6),
 - (d) make a new appointment under bylaw 4 (1), or
 - (e) reappoint the member under bylaws 4 (1) and 4 (3).
- (12) Where a person or body requested to make an appointment under bylaw 4 (11) fails to do so within 30 days after the date of the request then the directors may, by resolution
 - (a) reappoint a member whose term has expired, or
 - (b) appoint another person to occupy the vacant positionand an appointment or reappointment under this bylaw has the same force and effect as if made by the person or body entitled to do so under bylaw 4 (1) or 4 (6).

- (13) A member appointed or reappointed under bylaw 4 (12) ceases to be a member on the earlier of
- (a) the date the person or body entitled or requested to make an appointment under bylaws 4 (1), 4 (6) or 4 (11) does so, or
 - (b) twelve months from the date of the appointment or reappointment under bylaw 4 (12)
- (14) Where a person appointed under bylaw 4 (12) ceases to be a member through the operation of bylaw 4 (10) or bylaw 4 (13) (b) the directors may make a further appointment or reappointment under bylaw 4 (12).

5 Every member must uphold the constitution and comply with these bylaws.

6 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.

7 [deleted]

8 [deleted]

9 [deleted]

Part 3—Meetings of Members

10 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.

11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12 The directors may, when they think fit, convene an extraordinary general meeting.

13 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

14 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4—Proceedings at General Meetings

15 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of the Chair, Vice-chair, Treasurer and Secretary as officers of the society;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16** (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 17** If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 18** Subject to bylaw 19, the Chair of the society, the Vice-chair or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 19** If at a general meeting
- (a) there is no Chair, Vice-chair or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the Chair and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 20** (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 21** (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 22** (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
- 23** A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5—Directors and Officers

- 24** (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 25** The directors of the society shall be the members of the society from time to time and
- (a) every person who is appointed as a member under bylaw 4 (1) or is deemed to be appointed as a member under bylaw 4 (2) becomes a director at the time the person is appointed, and
 - (b) every person who becomes a director, ceases to be a director at the time the person ceases to be a member.
- 26** [deleted]
- 27** [deleted]
- 28** [deleted]

29 [deleted]

30 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6—Proceedings of Directors

- 31 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

*[Note: by a resolution made under bylaw 31 (2) on 13 May 1999
the quorum for meetings of directors was set at 5 directors.]*

- (3) The Chair shall preside at all meetings of the directors, but if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Vice-chair must preside, but if neither is present the directors present may choose one of their number to preside at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- (5) A meeting of directors or of a committee of directors may be held by
- (a) telephone, or
 - (b) other communication device that permits each participant in the meeting to communicate with every other participant,
- and a director who participates in the meeting by those means must be counted as present at the meeting.
- (6) A resolution of the directors or of any committee of them may be passed without a meeting if all the directors, or the members of the committee, as the case may be, consent to the resolution in writing and the consent is filed with the minutes of proceedings of the directors or the committee.
- 32 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

- 34 The members of a committee may meet and adjourn as they think proper.
- 35 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 36 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 37 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 38 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 39 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7—Duties of Officers

- 40 (1) The Chair presides at all meetings of the society and of the directors.
- (2) The Chair is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 41 The Vice-chair must carry out the duties of the president during the Chair's absence.
- 42 (1) The secretary must do the following:
- (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the society;
 - (f) maintain the register of members.

- (2) The directors may delegate all or any of the secretary's duties under bylaw 42 (1) to any other director, officer, or employee of the society, but despite such delegation the secretary must continue to maintain responsibility for the proper performance of such duties.
- 43** (1) The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (b) render financial statements to the directors, members and others when required.
- (2) The directors may delegate all or any of the treasurer's duties under bylaw 43 (1) to any other director, officer, or employee of the society, but despite such delegation the treasurer must continue to maintain responsibility for the proper performance of such duties.
- 44** (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).
- (3) The directors may delegate all or any of the secretary treasurer's duties under bylaws 42 (1) and 43 (1) to any other director, officer, or employee of the society, but despite such delegation the secretary treasurer must continue to maintain responsibility for the proper performance of such duties.
- 45** In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 7.1—Members Emeritus

- 45.1** The directors may designate a person who either has ceased to be a member or whose term will expire within six months of the designation, but who expresses an interest in the continuing work of the society, to be a member emeritus of the society, provided that the person has served as a member for a period of not less than three years.
- 45.2** (1) A member emeritus is an honorary position and a person designated as a member emeritus is not a director or member of the society.
- (2) A member emeritus does not have any of the powers or rights of a director of the society except for the following:
- (a) the right to receive all notices and documents sent to the directors by the society;
 - (b) the right to attend and participate in meetings of the directors.
- (3) A member emeritus does not have any of the powers or rights of a member of the society except for the following:
- (a) the right to receive all notices and documents sent to the members by the society;
 - (b) the right to attend and participate in meetings of the members; and
 - (c) the same rights, on the same terms and conditions, as members to examine records.

45.3 The directors may appoint a member emeritus to any committee of directors, except for the Management Committee, to attend the meetings of the committee and participate in its deliberations in an advisory capacity.

45.4 Despite any other bylaw, a member emeritus does not have a right to vote at any meeting of the members, the directors, or a committee of the directors, and must not be counted in the quorum of such meeting.

45.5 (1) A person ceases to be a member emeritus:

- (a) on giving one month's notice in writing to the society of an intention to resign, and the resignation takes effect on the expiration of the notice or on its earlier acceptance by the society;
 - (b) on that person's death or in the case of a corporation on dissolution;
 - (c) on revocation of that person's designation as a member emeritus by a resolution of the directors; or
 - (d) on expiration of that person's designation in accordance with bylaw 45.5 (2).
- (2) Designation as a member emeritus is for a term of five years, but each member emeritus whose term expires is eligible for re-designation.

45.6 Every member emeritus must uphold the constitution and comply with these bylaws.

Part 8—Seal

46 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

47 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the Chair and secretary or Chair and secretary treasurer.

Part 9—Borrowing

48 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

49 A debenture must not be issued without the authorization of a special resolution.

50 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10—Auditor

51 This Part applies only if the society is required or has resolved to have an auditor.

- 52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 53 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 54 An auditor may be removed by ordinary resolution.
- 55 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 56 A director or employee of the society must not be its auditor.
- 57 The auditor may attend general meetings.

Part 11—Notices to Members

- 58 A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 59 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 60 (1) Notice of a general meeting must be given to
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.(2) Subject to bylaw 45.2 (2), no other person is entitled to receive a notice of a general meeting.

Part 12—Bylaws

- 61 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 62 These bylaws must not be altered or added to except by special resolution.