

Canadian Bar Association - Newfoundland and Labrador Branch
MEETING OF COUNCIL
Wednesday, August 21, 2019
4:00pm – 5:15pm
In person (Bungalow, Bowring Park) or by Phone

AGENDA

1. Welcome
2. Approval of the Meeting Agenda (D)
3. Greetings from CBA National President
4. Approval of the August 2018 Council Meeting Minutes (D)
5. Report of the Executive Committee
 - Highlights 2018-19 year (I)
 - Approval of the 2019-20 Branch Nominations (D)
6. Report of the Treasurer
 - Approval of 2017-2018 Financial Statements (D)
 - Current Year 2018-2019 (I)
 - Approval of the 2019-20 Branch Budget (D)
 - Appointment of Accountant for the 2018-19 Financial Review (D)
7. Bylaw Revisions (D)
8. Other Business
9. Closing Remarks and Presentations

Additional agenda items may be added

Legend:

(I) Information Item (D) Decision (A) Advice

Canadian Bar Association - Newfoundland and Labrador Branch
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Wednesday, August 21, 2019
4:00pm – 5:15pm
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MOTIONS

Motions are required to approve the following:

- 1.** Approval of the August 21, 2019 CBA-NL Meeting of Council Meeting Agenda
- 2.** Approval of the August 23, 2018 CBA-NL Meeting of Council Minutes
- 3.** Approval of the 2019-20 CBA-NL Nominations
- 4.** Approval of 2017-2018 Financial Statements
- 5.** Approval of the 2019-20 Branch Budget
- 6.** Appointment of Accountant Diane Rendell, CA, to conduct the 2018-19 CBA-NL Financial Review
- 7.** Bylaw Revisions (see memo)

Legend:

(I) Information Item (D) Decision (A) Advice

Canadian Bar Association - Newfoundland and Labrador Branch
MEETING OF COUNCIL
August 23, 2018
4:00pm – 5:00pm
Bally Haly, St. John's

Attending:

Members of Council: Adam Baker, Kellie Cullihall, Michael Ladha, Christian Hurley, Joe Thorne, Greg French, Mark Mills, Caitlin Urquhart, Chris Pike

Non- Voting Member of Council: Twila Reid

Observers: Dana Martin, David Constantine

Guest: Kerry Simmons, Q.C.

Staff: Ashley Woodford

1. President Adam Baker called the meeting to order and welcomed attendees. Adam welcomed guest Kerry Simmons, Q.C., 2017-18 CBA President.

Kerry delivered remarks to Council, highlighting achievements of the past year, including:

- Reduction in the member fee as of September 1;
- New regular surveying to members;
- New format for the Annual General Meeting, which allows members to take part electronically, no longer in person only;
- Changes to financial modeling, sharing of revenue and the creation of a shared services model to assist all Branch's;
- Changes to the Board of Directors. The CBA National Board just finished their first year under the new structure. Kerry noted that the changes have been very positive particularly in the diversity of the Board. Kerry thanked Twila Reid for her service and contribution to the Board in 2017-18.

2. Approval of the Meeting Agenda and the August 2017 Council Meeting Minutes

The meeting agenda and August 2017 Council meeting minutes were approved, moved by Caitlin Urquhart, seconded by Michael Ladha.

3. Approval of 2016-2017 Financial Statements

It was noted that the 2016-17 financial statements would normally be approved at the winter meeting of Council. As the March 2018 meeting of Council did not have quorum the statements were carried over to the next meeting of Council.

The 2016-17 financial statements were approved, moved by Kellie Cullihall, seconded by Michael Ladha.

4. Update on the Current Year 2017-2018

Adam Baker noting the report in the meeting materials, highlighted some events and achievements of the past year, including:

- The Section Lunch and Learn program, which continues to be a priority for the Branch.
- The CBA National Insolvency and Restructuring Conference, which took place in St. John's on September 14-15. The conference was co-chaired by three local members and featured a number of local speakers and sponsors.
- The 2018 Mid-Winter Conference took place on March 2-3, 2018 at Marble Mountain Resort, the first time such a program has been held on the west coast since the 2009 CBA-NL Mid-Winter. The conference was very well received, attendees were particularly impressed with the PD lineup and speakers. Given the success of the March 2-3 Conference, the Branch will be establishing an annual CBA-NL professional development conference, with the 2019 "CBA-NL Annual Professional Development Symposium," is being planned for May 10-11, 2019 at the Fishers Loft and Conference Centre, Port Rexton.
- The Newfoundland and Labrador Access to Justice Steering Committee continues to be very active and continues to support the number of pro bono legal assistance clinics.
- CBA-NL and the Access to Justice Steering Committee celebrated volunteerism in the legal community and marked the success of the pro bono legal assistance clinics during Volunteer Week 2018 by sending out a press release and notice to the profession noting the uptake in the legal clinics and volunteer hours served.
- The Branch Legislation and Law Reform Committee was re-established in 2017 and meets regularly to discuss Branch Legislation and Law Reform initiatives.
- The Branch welcomed the opportunity to provide feedback on a proposal to expand Family Court across the province and we were very pleased to see that funding for the expansion was included in the 2018 federal budget.
- In 2017 the Branch Executive Committee approved a new name and eligibility criteria for the CBA-NL Community Service Award (formerly the Distinguished Public Service Award). CBA-NL was pleased to present the 2017 Community Service Award to Gobhina Nagarajah, of the law firm O'Brien White, at the annual President's Reception.
- The Women Lawyer's Forum held an event to mark International Women's Day, Thursday, March 8. The event consisted of a networking reception and panel discussion and was very well attended. The WLF hopes to continue to mark International Women's Day as an annual event.

5. Approval of 2018-19 Branch Budget

The 2018-19 Branch budget was approved, moved by Caitlin Urquhart, seconded by Christian Hurley.

It was noted that as a result of the adopted recommendations from the CBA Funding Formula Task Force, which looked at how sources of CBA revenue are shared, as well as the reduction to the membership fees (first reduction effective September 1, 2018), CBA-NL revenue for 2018-19 will be lower. This reduction in revenue is not anticipated to have an impact on Branch operations.

It was also noted that the Branch has received more revenue from CBA and Branch Online PD revenue sharing, as a percentage of the revenue from NL members who purchase online programs.

6. Appointment of Accountant for 2017-18 Financial Review

A motion was made to appoint Diane Rendell, CPA, to conduct the 2017-18 CBA-NL financial review, moved by Michael Ladha, seconded by Catlin Urquhart.

7. Approval of 2018-19 Branch Nominations

The 2018-19 listing of nominations were circulated at the meeting. Ashley Woodford noted the following updates to the document:

- Greg French to be added as Treasurer
- Mark Mills to be added as Western Regional Chair
- Jessica Habet to replace Erin Best as IP Section Chair
- David Constantine to replace Kim Walsh as Maritime Section Chair

Vacancies were noted including the vacancy on the Executive of a representative from Labrador.

Nominations for 2018-19 were approved, moved by Joe Thorne seconded by Christian Hurley.

8. Other Business

Hughie Shea and Krista Mennie, representatives from Lawyers Financial, came to the end of the meeting to bring greetings on behalf of Lawyers Financial. Members were encouraged to contact Hughie or Krista with any question on Lawyers Financial products.

Kerry Simmons thanked Adam Baker for his year of serve to the CBA as president of the NL Branch.

Ashley Woodford on behalf of the Executive Committee also thanked Adam for his time served on the Executive and presented him with a gift on behalf of the Branch.

Meeting adjourned at 5pm. Motion to adjourn was moved by Kellie Cullihall seconded by Michael Ladha.



Deliver Distinct and Relevant Professional Development

The mission of the CBA includes improving and promoting the knowledge, skills, ethical standards and well-being of members of the legal profession. In achieving this objective, and helping our members reach their mandatory CLE hours, the Branch continues to work on growing the **CBA-NL Section Lunch and Learn** program. CBA-NL Section Lunch and Learns are one-hour seminars, open to members only, at no additional cost to the member. Lunch and Learns are accessible in person, by web, or phone. For the 2018 CLE reporting year CBA-NL was pleased to provide 12.5 hours of CLE to members, at no additional cost, through the Lunch and Learn program. The Branch is on track to exceed this number of complimentary CLE hours through the Lunch and Learn program in 2019.

The following **Lunch and Learns** have been held since August 2018: A Lawyer's Journey into the Trust World and Lessons Learned, Better Pensions for Law Firms, #MeToo Movement and Workplace Implications, Vicarious Trauma and Posttraumatic Stress Disorder, Introduction to Immigration Law, Will Drafting Updates, Civil Rules of Court Project and the Criminal Case Management Protocol (held in Corner Brook), Estates and Trusts Case Law Update, Title Insurance - Coverage for Unknown and Known Risks, Personal Financial Management for Young Lawyers, Labour Arbitration: Past, Present and Future.

Many thanks are extended to the Section Chairs for organizing these programs and to the speakers who participated: Bianca Krueger, Morris Chockla, Randy Bauslaugh, Izhak Goldhaber, Twila Reid, John Dinn, Meghan Felt, Paul McDonald, Melissa Saunders, Justice Robert Stack, Thomas Grozinger, Dennis Levandier, Hughie Shea, Krista Mennie, Christina Kennedy, Chris King, Wayne Thistle, Q.C., David Conway, Felicia Tupper.

On May 14 the Branch Wills and Estates Section **collaborated with the Law Society of NL** on a CLE seminar on the Law of Guardianship in NL.

Advocate on Behalf of the Profession

On April 23, CBA-NL invited the NL provincial party leaders to share their thoughts on justice issues in advance of the **May 16, 2019 NL provincial general election**. [The complete letter can be found here.](#) In the letter, CBA-NL called upon each party to address justice issues affecting our province, including access to justice, resourcing, infrastructure and alternative approaches. CBA-NL heard from three of the four party leaders and shared the responses with our membership, [on our website](#) and via twitter. This is the second provincial election where the Branch undertook this type of activity and our involvement in engaging the parties on justice issues during the election period was well received by our membership.

On advancing **access to justice** in Newfoundland and Labrador, the provincial **Access to Justice Steering Committee** continues to be very active. The NL Access to Justice Steering Committee

was formed in 2014 and is comprised of members from fourteen justice stakeholder groups. The committee, which CBA-NL was a founding member, is a valuable asset to the Branch as it provides the opportunity for stakeholders including the Department of Justice, Law Society, Legal Aid, all levels of court, PLIAN, and others, to come together on a monthly basis to share information, find opportunities for collaboration, and discuss issues of mutual interest and concern.

One initiative of the NL Access to Justice Steering Committee is the organization of local **pro bono legal clinics**. Since 2016, a number of pro bono clinics have been established which CBA-NL, as a member of the Access to Justice Steering Committee, is proud to support. The clinics include the Small Claims Legal Assistance Clinic, Court of Appeal Legal Assistance Clinic, Access Law Clinics (held in St. John's, Gander and Grand Falls), as well as "pop-up" clinics held at the Gathering Place, Choices for Youth, Memorial University, Iris Kirby House and AC Hunter Library. Combined to April 2019 these clinics have **assisted 458 participants, supported by 119 volunteer lawyers, articling and law students, totaling 395 hours of pro bono legal service to the community.**

Cultivate an Inclusive, Engaged Professional Community

The Branch **young lawyers committee** was re-established this year after being dormant for many years. In addition to the regular Branch standing events for young lawyers, this year the committee held two additional successful networking events. CBA-NL Young Lawyers organized the **co-sponsorship** of a networking reception hosted by LYNK, a **local young professionals group**. CBA-NL co-sponsored the event with the Chartered Professional Accountants-NL (CPA-NL). All CBA-NL young lawyers were invited to attend, along with members of CPA-NL and members of LYNK. The event was very well attended, and we hope to continue this partnership in future years. In addition, on July 10, a social was held for **young lawyers, articling and law students** at the Rec Room, Avalon Mall.

The young lawyers committee is also planning **PD sessions** targeted at young lawyers for this summer/fall and are working to establish a **mentoring program** for students and young lawyers. Thanks are extended to chair Dana Martin for re-establishing the committee and engaging CBA-NL young lawyers, articling, and law students.

On November 16 the Branch was pleased to present at the **bar admission course** on the benefits of CBA membership. The **annual CBA-NL Bar Admission Course Reception** also took place on November 16. This year's reception saw an exceptional turnout, with all bar admission course students, their principals, instructors and members of the judiciary invited to attend.

Following a storm cancellation, followed by more bad weather on the rescheduled date, the annual **CBA-NL President's Reception** took place on December 12 in St. John's.

The annual **Young Lawyers and Law School Students Holiday Social** took place on December 21 in St. John's. All CBA-NL young lawyers and law school students' home for the holidays were invited to attend.

The annual **CBA-NL Women Lawyer's Forum** event to mark **International Women's Day** took place on Wednesday, March 6, consisting of a networking reception, followed guest speakers Chief Justice Fry and Chief Judge Goulding.

The annual **CBA-NL/Lawyers Financial Easter Egg Hunt and Brunch** took place on April 14 at the Geo Centre. All CBA-NL members and their families were invited to attend.

CBA-NL was pleased to be represented at a number of **ceremonies and special events this year**, including the ceremony for the new Chief Justice of Newfoundland and Labrador, Chief Justice Deborah Fry. The Branch was also represented at the retirement celebrations for the outgoing Chief Justice on October 30.

In December, CBA-NL was represented by Joe Thorne at the swearing in ceremony for the Honourable Justice Daniel Boone. On March 22, CBA-NL was represented by Caitlin Urquhart at the swearing in of Queen's Counsel.

In May, Joe Thorne brought greets at the swearing in ceremony for Justice Katherine O'Brien and in June, Kellie Cullihall brought greetings at the ceremony for Justice Michelle Coady. The Branch brought greetings at the July 10 ceremony for Justice Glen Noel, where the Branch was represented by Christian Hurley. The Branch will also will be represented at the ceremony for Judge Rolf Pritchard at Provincial Court, St. John's on July 16.

In February, the Branch President and Executive Director attended the **CBA Annual General Meeting and Leadership Forum in Ottawa**. Thanks are also extended to McInnes Cooper, St. John's. who hosted a **in person hub** for members to attend and virtually participate in the AGM.

The **end of summer social and meeting of Council** will take place on August 21. We look forward to welcoming CBA President Ray Adlington, as well as incoming President (2019-20) Viviene Salmon, to this event in St. John's. The meeting of Council will be immediately followed by the **end of summer social and bbq**.

Finally, CBA-NL is on **twitter**, follow us **@CBA_NL**

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NOMINATIONS REPORT

NOMINATIONS REPORT TO FOLLOW

Canadian Bar Association - Newfoundland and Labrador Branch
MEETING OF COUNCIL
Wednesday, August 21, 2019
4:00pm – 5:15pm
In person (Bungalow, Bowring Park) or by Phone

TREASURERS REPORT

- I. 2017-18 Financial Statements**
- II. Year to Date 2018-19**
- III. Budget 2019-20**

I. Summary Notes to Accompany 2017-18 Financial Statements

Investments are held with Scotiabank (GIC's). In September 2017 the CBIC Wood Gundy investments were moved into a Scotiabank savings account.

The Branch continues to have a **special reserve fund** of \$45,000.

As in outlined under the **Statement of Financial Position** and in the accompanying notes, the Branch's **current assets** consist of cash and cash equivalents (investments with maturities of three months or less) total \$180,608. As outlined under the Statement of Financial Position, **current liabilities** total \$6272 in **accounts payable**, consisting of the invoice for the 2017-18 financial review and expenses incurred on the Branch Visa in August-September 2018 related to the 2017-18 fiscal year. The **accounts receivable** includes moneys uncollected at August 31, 2017 including the HST rebate from Revenue Canada.

The main sources of **Branch funding** last year was the CBA small Branch rebate, along with the rebates provided to the Branch from Lawyers Financial (CBIA). The small Branch rebate (**membership rebate**) totaled \$86,047. The **Lawyers Financial (CBIA) rebate** was \$49,537.

In 2017-18 the Branch received \$6771 in revenue from CBA National under the **revenue sharing agreement for online PD programming**. Under this agreement Branch's will receive a share of the revenues from other Branch (most notably Ontario) and CBA National online PD programming, based on the number of program registrants from the province.

Under **expenses**, most line items came in as, or very close, to budget in 2017-18. Notable items include:

- The **member recruitment** category includes two annual receptions open to both members and non-members, the Bar Ad Reception (where invitees include students, principals, instructors, judges) and the Young Lawyers and Law School Students Social (open to CBA-NL young lawyer members and all students).
- **IT** was over budget and included subscription and license fees such as antivirus software, Simply Accounting and Adobe Connect license fees.

- **Office** - this item includes regular monthly and annual expenses, such as lease payments on the photocopier/printer, phone, fax, internet; teleconference and videoconference account, general office liability insurance, all other miscellaneous office expenses, courier, postage, shredding, office and kitchen supplies.
- **Professional Development** - this line item covers all expenses associated with Branch professional development, not including Section Lunch and Learns. In 2017-18 this included the March 2018 Mid-Winter Conference, Corner Brook, the November 2017 PD session with Dalhousie University Professor Richard Devlin and the May 2018 session, "Lawyers in Politics." The Mid-Winter Conference made a profit of \$3361, which was used to offset the costs of the additional noted programs (there was no registration fee for members to attend the November and May programs).
- The **lease** at 49-55 Elizabeth Avenue was renegotiated in 2016 for another five years, to expire May 2021.
- **Salaries and Benefits** - related salary expenses include Employment Insurance, Canada Pension Plan, Work Place Health, Safety and Compensation Commission fees, employee group benefits and an employee RRSP donation.
- The line item **Sections** includes expenses associated with Lunch and Learns and Section Chair travel to National Section meetings.
- **Special Projects** - this line item includes a contribution to CBA National for funding to implement the CBA "Re-Think."

As is reflected in the financial statements, the Branch ended 2017-18 with a **surplus** of \$11,142.

II. Year to Date 2018-19

(see the 2019-20 budget spreadsheet, column F: 2018-19 YTD as of July 12, 2019)

The Branch anticipates ending the 2018-19 year (August 31, 2019) at break even. Notable items for the year include:

- The top end of the CBA **membership fee** (practicing member called to the bar 4+ years) reduced from \$590 to \$530 in 2018-19. A second drop, from \$530 to \$500 was to be implemented for the fiscal year 2019-2020. The fee reductions were intended to drive an increase in membership, on the belief that lower fees would be more attractive. The anticipated membership increase has not yet materialized. As a result National and Branches are feeling the pinch of reduced revenues, leading the National Finance Committee and the Board of Directors to recommended and vote (in favour) to defer the fee reduction for two years (effective September 1, 2021).
- As such, the NL **membership rebate** is less than what was projected for 2018-19, by \$8785, while the **Lawyers Financial** rebate was more than budgeted coming in at \$8724.
- Thus far this year revenue from National **online PD programing** (as per the online PD revenue sharing program) has been received, totaling \$4346. Revenue sharing from Ontario online PD programing has not yet been received. This will help offset the current revenue deficit, which at July 12 was \$7572.

- Under **expenses**, many line items are expected to come in at, or behind budget. The exception to this will be **member recruitment, sections and socials**, which will end the year over budget. These line items include the following events:
 - member recruitment - bar ad reception, young lawyers and law school students holiday social, membership marketing product
 - sections - section chair travel to National meetings, young lawyers section socials, women lawyers form socials (including the International Women's Day event), section lunch and learns.
 - socials – President's Reception, CBA-NL/Lawyers Financial Easter Family Social, End of Summer Social.

III. Budget 2019-20

(see the 2019-20 budget spreadsheet, column G and accompanying pages)

- 2019-20 **revenue** for NL reflects membership numbers and fees at present levels, the 60/40 split in NL member fees with National and an increase in the Small Branch allocation from \$35,000 to \$45,000.
- **Expenditures** remain similar year over year, the networking/social events open to non-members previously captured under the category of member recruitment were moved to socials. This includes the bar ad reception and the young lawyers and law school students holiday social.
- **For all other breakdowns, please see the pages accompanying the 2019-20 budget.**

**THE CANADIAN BAR ASSOCIATION-
NEWFOUNDLAND & LABRADOR BRANCH**
Financial Statements
For The Year Ended August 31, 2018
Unaudited

David Webb
Chartered Professional Accountant

Audit & Accounting • Business Strategy & Analysis • Forecasting & Finance

March 7, 2019

Independent Practitioner's Review Engagement Report

To the Members of The Canadian Bar Association – Newfoundland & Labrador Branch

I have reviewed the statement of financial position of The Canadian Bar Association – Newfoundland & Labrador Branch as at August 31, 2018 and the statement of changes in net assets, statement of operations, and statement of cash flows for the year then ended.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Practitioner's Responsibility

My responsibility is to express a conclusion on the accompanying financial statements based upon my review. I conducted my review in accordance with Canadian generally accepted standards for review engagements, which require me to comply with relevant ethical standards.

A review of financial statements in accordance with Canadian generally accepted standards is a limited assurance engagement. I perform procedures, primarily consisting of making enquiries of management, and others in the entity as appropriate, and applying analytical procedures and evaluating the evidence obtained.

The procedures performed in a review are substantially less in extent than, and vary in nature from, those performed in an audit conducted in accordance with Canadian generally accepted auditing standards. Accordingly, I do not express an audit opinion on these financial statements.

Conclusion

Based on my review, nothing has come to my attention that causes me to believe that these financial statements are not, in all material respects, in accordance with Canadian generally accepted accounting standards for not-for-profit organizations.



David Webb, CPA CA
Chartered Professional Accountant
Portugal Cove-St. Philip's

THE CANADIAN BAR ASSOCIATION - NEWFOUNDLAND & LABRADOR BRANCH
Statement of Financial Position
As at August 31, 2018
Unaudited

	2018	2017
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents (note 4)	\$118,126	\$106,147
Accounts receivable	58	546
HST recoverable	<u>356</u>	<u>425</u>
	118,540	107,118
Capital assets (note 5)	969	410
Investments (note 6)	<u>61,099</u>	<u>60,253</u>
	<u>\$180,608</u>	<u>\$167,781</u>
CURRENT LIABILITIES		
Accounts payable	\$ 6,272	\$ 4,587
NET ASSETS		
Net assets invested in capital assets	969	410
Special reserve fund (note 7)	45,000	45,000
Unrestricted net assets	<u>128,367</u>	<u>117,784</u>
	174,336	163,194
	<u>\$180,608</u>	<u>\$167,781</u>

Approved by the executive:

**Statement of Changes in Net Assets
For The Year Ended August 31, 2018
Unaudited**

	2018 Total	2017 Total
NET ASSETS		
Invested in Capital assets	\$ 410	\$45,000
Excess of revenues over expenditures (expenditures over revenues)	559	—
Balance, beginning of year		
Balance, end of year	\$ 969	<u>\$128,367</u>
Special Reserve Fund		
Unrestricted		
Invested in Capital assets	\$117,784	10,583
Excess of revenues over expenditures (expenditures over revenues)	11,142	13,776
Balance, beginning of year		
Balance, end of year	\$163,194	<u>\$163,194</u>
2018 Total		
Unrestricted		
Invested in Capital assets	\$174,336	<u>\$149,418</u>

See accompanying notes.

THE CANADIAN BAR ASSOCIATION - NEWFOUNDLAND & LABRADOR BRANCH
Statement of Operations
For The Year Ended August 31, 2018
Unaudited

	2018	2017
REVENUES		
Canadian Bar Association membership rebate (notes 3 & 9)	\$ 86,047	\$ 84,268
Canadian Bar Insurance Association		
Rebate	49,537	51,216
Donation	1,000	1,000
Member services protocol	540	615
Investment income	1,004	597
National online PD revenue	6,771	4,189
Visa rebate	<u>551</u>	<u>344</u>
	<u>145,450</u>	<u>142,229</u>
EXPENDITURES		
Access to justice	700	1,793
CCCA Contribution	858	858
Depreciation	439	273
Executive meetings	725	840
Gifts and tributes	720	699
Information technology	1,939	1,192
Legislation and law reform	221	102
Membership recruitment	2,577	3,540
Office	5,516	6,953
President's discretionary fund	-	459
Professional development - net (note 8)	2,116	1,186
Professional fees	1,900	2,200
Rent	20,600	20,729
Salaries and benefits	71,769	66,670
Sections	7,838	3,323
Socials - net (note 8)	4,234	6,175
Special projects (National)	3,030	1,775
Travel	<u>9,126</u>	<u>9,686</u>
	<u>134,308</u>	<u>128,453</u>
EXCESS OF REVENUES OVER EXPENDITURES	<u>\$ 11,142</u>	<u>\$ 13,776</u>

See accompanying notes.

THE CANADIAN BAR ASSOCIATION - NEWFOUNDLAND & LABRADOR BRANCH
Statement of Cash Flows
For The Year Ended August 31, 2018
Unaudited

	2018	2017
Cash from operating activities:		
Excess of revenues over expenditures	\$ 11,142	\$ 13,776
Items not affecting cash:		
Depreciation of capital assets	439	273
Net change in non-cash working capital balances	<u>2,242</u>	<u>(3,643)</u>
Net cash generated through operating activities	<u>13,823</u>	<u>10,406</u>
Financing and investing activities		
Purchase of capital assets	(998)	-
Increase in investments	<u>(846)</u>	<u>(802)</u>
Net cash used in financing and investing activities	<u>(1,844)</u>	<u>(802)</u>
Net increase in cash	11,979	9,604
Cash and cash equivalents, beginning of year	<u>106,147</u>	<u>96,543</u>
Cash and cash equivalents, end of year	<u>\$118,126</u>	<u>\$106,147</u>

The cash balance at August 31, 2018 was made up of \$86,178 (2017: \$74,358) of cash in the operating bank account and \$31,948 in a savings account (2017: \$31,789 invested in a liquid money market fund).

THE CANADIAN BAR ASSOCIATION - NEWFOUNDLAND & LABRADOR BRANCH**Notes to the Financial Statements****August 31, 2018****Unaudited****1. General**

The purpose of The Canadian Bar Association - Newfoundland & Labrador Branch is to advance the science of jurisprudence, promote improvements in the administration of justice, promote law reform, uphold the honour of the profession of law, foster harmonious relations among law societies and members, to encourage a high standard of legal education and ethics among members and to promote public understanding of the law.

As a not-for-profit organization under the Income Tax Act, The Canadian Bar Association - Newfoundland & Labrador Branch, is not subject to either federal or provincial income taxes.

2. Basis of Presentation

The Association has reported the financial statements under Canadian accounting standards for not-for-profit organizations in Part III of the CPA Canada handbook.

3. Accounting Policies

Capital assets are recorded at cost and depreciated on a straight line basis. Computers and furniture are depreciated at rates of 33% and 20% respectively. In the year of acquisition, one half of the above rate is applied.

Contributions are accounted for using the restricted fund method. Unrestricted contributions are recognized as revenue of the general fund in the year received. Other revenues are invoiced when services are rendered and are recorded on an accrual basis in the period to which they relate.

4. Cash and Cash Equivalents

Cash and cash equivalents consist of cash and highly liquid investments with maturities of three months or less at the acquisition date.

5. Capital Assets

	2018		2017	
	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net</u>	<u>Net</u>
Computers	\$ 1,818	\$ 849	\$ 969	\$ 410
Furniture	<u>10,191</u>	<u>10,191</u>	<u>-</u>	<u>-</u>
	<u>\$12,009</u>	<u>\$11,040</u>	<u>\$ 969</u>	<u>\$ 410</u>

6. Investments

Investments include guaranteed investment certificates with an effective interest rates of 1.52 to 1.58% and maturing in 2021.

7. Special Reserve Fund

It was agreed at the Annual Meeting on May 29, 1998 that the Branch establish a special reserve fund of six months operating expenses by setting aside \$25,000 with the provision for interest earned to be reinvested until the fund reaches \$30,000 and same to be accessed only after a 2/3 majority vote of the Executive Committee.

It was agreed at the Executive Meeting on March 4, 2009 to increase the Special Reserve Fund to \$45,000.

8. Net Revenue/Expenses

	2018			2017		
	Expenses	Revenues	Net	Expenses	Revenues	Net
Professional development	\$11,256	9,140	2,116	3,536	2,350	1,186
Socials	4,234	-	4,234	10,637	4,462	6,175

9. Related Party Transactions

The Canadian Bar Association has significant influence over The Canadian Bar Association - Newfoundland & Labrador Branch. The Newfoundland & Labrador Branch has an appointed representative on the Board of Directors of the Canadian Bar Association and the Branch elects four representatives to the National Council, the governing body of The Canadian Bar Association. The President and Vice-President of the Branch also serve as voting members of Council by virtue of the positions held. Membership fees are paid to the National office and agreed portions (2018 - \$86,047, 2017 - \$84,268) are returned to the Newfoundland & Labrador Branch. These transactions are measured at the exchange amount. There were no amounts owing at the end of the year.

10. Financial Instruments

Fair value

Financial instruments consist of cash and cash equivalents, accounts receivable, HST recoverable, investments, and accounts payable. The fair value of cash and cash equivalents, accounts receivable, HST recoverable, and accounts payable approximates their carrying values due to their short-term maturity. The fair value of the investments approximates their carrying value due to interest being earned at market rates.

Liquidity risk

Liquidity rate risk is the risk that the Association will not be able to meet its obligations as they fall due. The executive manages liquidity risk by ensuring that the existing surplus, together with projected future revenues is sufficient to meet future commitments.

Other risks

The Association is not susceptible to other risks related to financial instruments due to the nature of its activities.

11. Lease Obligations

The Canadian Bar Association - Newfoundland & Labrador Branch has entered into long-term leases expiring in 2019 and 2021. Under these leases, the Association has the following obligations for the years ending August 31. The amount listed for 2021 includes 8 months of the office lease, which expires on April 30, 2021.

2019	21,306
2020	20,885
2021	13,904

Canadian Bar Association - Newfoundland and Labrador Branch
MEETING OF COUNCIL
Wednesday, August 21, 2019
4:00pm – 5:15pm
In person (Bungalow, Bowring Park) or by Phone

2019-20 CBA-NL BUDGET

	A	B	C	D	E	F	G	H
1								
2		ACTUAL	ACTUAL	BUDGET	YEAR TO DATE	YEAR TO DATE	BUDGET	
3		2016-17	2017-18	2018-19	2018-19	2018-19	2019-20	
4					at July 12/19	at July 12/19		
5	REVENUE					DIFFERENCE		
6	CBA Membership Rebate	84,268	86,047	85,286	76,501	-8,785	72,103	
7	Small Branch Allocation			35,000	35,000	0	45,000	
8	Lawyers Financial Rebate	51,216	49,537	6,922	8,724	1,802	8,724	
9	Preferred Supplier Rebate	615	540	708	191	-517	220	
10	Lawyers Financial Donation	1,000	1,000	1,000	1,000	0	1,000	
11	Investment Income	597	1,004	600		-600	600	
12	Visa Rebate	344	551	300	481	181	300	
13	Online PD Revenue Sharing	4,189	6,771	4,000	4,346	346	4,000	
14	TOTAL REVENUE	142,229	145,450	133,816	126,244	-7,572	131,947	
15	EXPENDITURES							
16	Access to Justice	1,793	700	1,800	973	-827	600	
17	CCCA Contribution	858	858	NA	NA	NA	NA	
18	Depreciation	273	439	100		-100	200	
19	Governance (Executive and Council)	840	725	1,000	542	-458	700	
20	Gifts & Donations	699	720	800	485	-315	800	
21	Information Technology	1,192	1,939	1,750	1,275	-475	3,091	
22	Legislation and Law Reform Committee	102	221	600	0	-600	400	
23	Membership Recruitment	3,540	2,577	3,100	4,517	1,417	600	
24	Office	6,953	5,516	5,666	5,819	153	5,457	
25	President's Discretionary Fund	459	0	1,200	500	-700	1,000	
26	Professional Development (net)*	1,186	2,116	2,200		-2,200	1,500	
27	Professional Fees	2,200	1,900	1,900	1,900	0	1,900	
28	Rent	20,729	20,600	21,253	19,405	-1,848	21,516	
29	Salaries & Benefits	66,670	71,769	70,255	60,175	-10,079	70,916	
30	Sections	3,323	7,838	9,450	7,848	-1,602	9,400	
31	Socials (net)	6,175	4,234	4,200	4,145	-55	6,000	
32	Special Projects (National)	1,775	3,030	NA	NA	NA	NA	
33	Travel	9,686	9,126	8,480	5,685	-2,795	7,810	

	A	B	C
1			
2	<u>REVENUE</u>		
3	CBA Membership Rebate	72,103	Rebate reflects 60% of the membership fees paid by the 352 CBA-NL members, at the membership rates as approved by the CBA Board for 2019-20
4	NL Small Branch Allocation	45,000	Additional NL small branch allocation, amount as approved by the CBA Board of Directors
5	Lawyers Financial Rebate (aka CBIA)	8,724	Reflects the new formula (implemented in 2018-19) to share Lawyers Financial revenue
6	Preferred Supplier Revenue	220	Share of revenue from CBA preferred suppliers
7	Lawyers Financial Donation	1,000	Additional yearly donation from Lawyers Financial
8	Investment Income	600	Estimate, from CBA-NL investments
9	Visa Rebate	300	Estimate
10	Online PD Revenue Sharing	4,000	Estimate, revenue from CBA and Branch Online PD, as a percentage of the revenue from NL members who purchase the programs
11			
12	<u>EXPENSES</u>		
13	Access to Justice and Pro Bono		
14	Access to Justice Steering Committee Meetings (6 meetings @ \$100/meeting)	600	
15			
16			
17			
18	Governance (Executive Committee and Council)		
19	Executive Committee Meetings (7 meetings x \$100/meeting)	700	
20	Council Meetings (1 meeting with the summer social)	0	
21		700	

	A	B	C
22			
23	Gifts, Donations and Tributes		
24	Presidents Gift and Plaque	400	
25	Speaker gifts	200	
26	Community Service Award	200	
27		800	
28			
29	Information Technology		
30	Adobe Connect Pro License (for web casting lunch and learns)	750	
31	Antivirus Software Renewal (3 computers)	200	
32	Sage Simply Accounting Software Renewal	641	
33	New camera/mic for webcasting	1,500	
34		3,091	
35			
36	Legislation and Law Reform Committee		
37	Committee Meetings (4 meetings x \$100/meeting)	400	
38			
39	Membership Recruitment		
40	Marketing Materials (creation, printing and mailout)	600	
41	<i>*member recruitment socials moved to socials</i>		
42			
43	Office		
44	Lease on Photocopier (\$65.73/month)	792	
45	Office and Miscl. Supplies	500	
46	Rogers - Phone & Internet (approx \$180/month)	2,160	
47	Courier and Postage	200	
48	Shredding	150	
49	Office Insurance	1,255	
50	Conference Calls/Video Conferencing	400	

	A	B	C
51		5,457	
52			
53	President's Discretionary Fund		
	Special Meetings (ie: dinner with the National President, Law Society, etc.)	1,000	
54			
55			
56			
57	Professional Development		
	PD Miscellaneous (to offset costs for speaker travel, expenses, fees, etc. for PD such as: annual conference, PD with Dal. Law School other PD event opportunities that may present during the year)	1,500	
58			
59			
60	Professional Fees		
61	2018-19 Financial Review	1,900	
62			
63	Rent		
64	Landmark Property Management (\$1737.96/month)	20,856	
65	Recoverable Expenses	660	
66		21,516	
67			
68	Salaries		
	Salary		
69	Employee salary including a 1% CPI (\$60721.36 + 1%)	61,329	
	Employer CPP Expense		
70	(\$108.94 bi-weekly, to a maximum of \$2593.80)	2,594	
	Employer EI Expense		
71	(\$54.23 bi-weekly, to a maximum of \$1201.51)	1,202	
	Employer RRSP Contribution		
72	(at 5%)	3,066	

	A	B	C
73	Workers Compensation (WHSCC) Yearly mandatory payment	470	
74	Employer Portion of Group Insurance Benefits (\$188/month)	2,256	
75		70,916	
76			
77	Sections		
78	Request for Funding for National Section Meetings (8 Requests)	3,600	
79	Lunch for Section PD Luncheons (12 PD Luncheons x \$150/lunch)	1,800	
80	Young Lawyers Section (for meetings, networking events, etc.)	2,000	
81	Women Lawyers Forum (for meetings networking events, International Women's Day, etc.)	2,000	
82		9,400	
83			
84	Socials		
85	President's Reception	1,200	
86	Easter Family Event	1,000	
87	End of Summer Social	1,000	
88	Bar Ad Reception	2,800	
89		6,000	
90			
91	Travel		
92	Travel to Management Team Meetings, Ottawa or Toronto - ED (3 meetings/year, National pays airtravel for 1 - Leadership Forum)		
93	Air Travel (\$750/trip x 2 meetings)	1,500	
94	Hotel (\$265/night x 2 nights x 3 meetings)	1,590	
95	Transportation (\$150/meeting x 3 meetings)	450	
96	Per Diem (\$45/day x 3 days x 3 meetings)	405	

	A	B	C
97		3,945	
98			
99	Travel to CBA Orientation (August 2019), Ottawa - Branch VP		
100	Air Travel	750	
101	Hotel (\$265/night x 2 nights)	530	
102	Transportation (\$150/meeting)	150	
103	Per Diem (\$45/day x 2 days)	90	
104		1,520	
105			
	Travel to Leadership Forum, AGM, SCC Dinner		
106	Ottawa - Branch President		
107	Air Travel - CBA National pays	0	
108	Hotel (\$265/night x 3 nights)	795	
109	Transportation (\$150/meeting)	150	
110	Per Diem (\$45/day x 3 days)	100	
111		1,045	
112			
113	President (or designate) Provincial Travel	1,300	
114			
115	TOTAL TRAVEL	7,810	

Canadian Bar Association - Newfoundland and Labrador Branch
MEETING OF COUNCIL
Wednesday, August 21, 2019
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REVISIONS TO CBA-NL BY-LAWS

The following changes are being proposed to the CBA-NL Bylaws:

- 1. Elimination of the winter meeting of CBA-NL Council**, reducing meetings of Council to one per year. This change is being proposed as it has become difficult to obtain quorum at the winter meeting in recent years. Items generally contained on the winter meeting agenda (most notably the approval of the previous years financial statements) will move to the summer meeting of Council. **See page 5 of the Branch By-laws.**
- 2. Addition of the definition of young lawyer** (CBA National By-law definition), **see page 6.**
- 3. Revision of minor grammatical errors, pages 1, 5, 6.**

The above noted changes have been approved by the CBA-NL Executive Committee.

A motion will be required to approve the proposed changes.

Canadian Bar Association - Newfoundland and Labrador Branch

By-Laws

Amended August 21, 2019

1. DEFINITIONS

In these by-laws:

- a) "Association" means the Canadian Bar Association, as incorporated by the Act of Incorporation (11-12 George V, c.79);
- b) "Branch" means the Newfoundland and Labrador Branch of the Association;
- c) "Council" means the Branch Council;
- d) "Executive Committee" means the Executive Committee of the Branch;
- e) "Member" means a member of the Association who is in good standing with the Association and the Branch and who is resident in the province;
- f) "President" means the President of the Branch unless the contrary is indicated;
- g) "Past President" means the person who was President of the Branch in the previous year;
- h) "Province" means the Province of Newfoundland and Labrador;
- i) "Sections" means those ~~conferences or~~ sections recognized in the Association By-laws.

2. MEMBERSHIP

- a) The membership of the Branch consists of:
 - i. all members of the Association who are resident in Newfoundland and Labrador or who elect to be a member of the Newfoundland and Labrador Branch pursuant to By-law No. 1 of the Association;
 - ii. all individuals who, by a resolution of the Branch Council, have been admitted to honorary membership in the Branch.

3. OBJECTS AND POWERS

The objectives of this Branch shall be and it shall have to power to:

- a) carry out the objectives of the Association as set forth in its Mission, Vision Statements and Strategic Plan.

4. TABLE OFFICERS

- a) The Table Officers of the Branch shall consist of:
 - i. President
 - ii. Vice-President

- iii. Treasurer
- iv. Past President

b) The Table Officers shall be elected as provided in section 14.

5. DUTIES OF THE TABLE OFFICERS

- a) The President shall be responsible for and have authority to:
 - i. preside at and attend all meetings of the Executive Committee, Council and the Branch;
 - ii. assist the President of the Association in carrying out the administration of the Association within the province.
 - iii. with respect to matters within the province, to have the same rights and perform the same duties the President of the Association as set out in the Association's By-laws;
 - iv. together with the Executive Committee ensure that the Association policies are carried out and that new goals and objectives are formulated;
 - v. submit a written report in respect of the work of the Branch at the Mid-Winter and Annual Meetings of the Branch;
 - vi. advise and consult with the Executive Committee on all matters pertaining to Branch policies, operations, programs and finances.
- b) The Vice-President shall be responsible for and have authority to:
 - i. supervise Section activities of the Branch and have other such responsibilities as may be delegated by the President;
 - ii. in the absence of the President, preside at meetings and shall exercise the rights and perform the duties of the President in carrying on the administration of the Branch.
- c) The Treasurer shall be responsible for and have authority to:
 - i. have charge of the finances of the Branch and shall report to the Branch at the Mid-Winter Meeting on the preceding year's financial statements and shall present at the Annual Meeting of the Branch a budget to be approved by Council for the following fiscal year.
- d) The Past President shall be responsible and have authority to:
 - i. shall be responsible for the election matters referred to in section 14 and 15;
 - ii. shall perform any other duties that may be assigned by the President, and shall act as an advisor to the President.
- e) The same individual may fill the offices of Secretary and Treasurer simultaneously where, in the discretion of the President and the Executive Committee, it is suitable to do so.

6. EXECUTIVE COMMITTEE

- a) The Executive Committee of the Branch shall consist of:
 - i. The Table Officers of the Branch;
 - ii. Secretary;
 - iii. Professional Development Chair;

- iv. Young Lawyers Chair;
- v. Western Regional Representative;
- vi. Central Regional Representative;
- vii. Labrador Regional Representative;
- viii. Executive Director, who shall be a non-voting member.

b) Any vacancy that may occur on the Executive Committee may be filed by unanimous resolution of Council and may, in the interim, be filled temporarily by the Executive Committee.

7. DUTIES OF THE EXECUTIVE COMMITTEE

- a) The Executive Committee shall:
 - i. advise and assist the President in the duties of that office;
 - ii. between meetings of Council shall have all the powers of Council except the power to pass By-Laws;
 - iii. the Executive Committee, through the President, shall report to each meeting of Council;
 - iv. meet for the dispatch of business as it deems fit. Quorum necessary for the transaction of matters of the Executive Committee shall be five voting members thereof, or 50% plus one voting members of the Executive Committee.
 - v. Members of the Executive Committee may participate in the Executive Committee meetings in person, by telephone, videoconference or other real-time electronic means.
- b) Meetings of the Executive Committee may be called by the President or by any other three voting members thereof, or by 25% of the voting membership of the Executive Committee, upon giving seven days' written notice to the other members of the Executive Committee.
- c) The Executive Committee may propose names or appoint candidates for positions on any Committee of the Branch, the Association, or Committee which the Branch has been asked to provide representation, not otherwise provided for in these By-laws. To include the provincial representative on the Canadian Bar Insurance Association and the Branch representative on the Newfoundland and Labrador Access to Justice Steering Committee.

8. EXECUTIVE DIRECTOR

- a) The Executive Committee may appoint an Executive Director of the Branch who is the Chief Administrative Officer of the Branch and who is responsible to the Executive Committee through a direct reporting relationship with the President.
- b) In the absence of the Executive Director, the Executive Committee may designate another person to perform the duties of the Executive Director.
- c) The Executive Director shall have the following duties:
 - i. administer the general affairs of the Branch in accordance with its policies;
 - ii. advise and assist the Executive Committee and other Committees of the Branch in the discharge of their duties and responsibilities;

- iii. in the absence of the Branch Secretary prepare the minutes of the meetings of the Branch, the Executive Committee, Council and Committees;
- iv. exercise full authority over and be responsible for the general office of the Branch and any other staff employed by the Branch;
- v. maintain proper books of account and assist the Treasurer with the budget and financial statements of the Branch;
- vi. attend to all correspondence and the giving of notices required by the By-laws or as directed by the Executive Committee;
- vii. carry out the duties that the the Executive Committee may reasonably delegate to the Executive Director;
- viii. act as Branch liaison with the office of the national Association and other provincial and territorial Branches;
- ix. be responsible for the delivery of the professional development programming by the Branch;
- x. act as liaison between the Committees and Sections of the Branch and the Executive Committee;
- xi. be an ex officio, non-voting member of the Executive Committee;

d) The Executive Director shall not engage in any activity which might conflict with the duties of the office except with the approval of the Executive Committee.

9. COUNCIL

- a) Council shall consist of the following members resident in the province:
 - i. members of the Executive Committee;
 - ii. Past-Presidents of the Branch and Association;
 - iii. Executive members of any Association section;
 - iv. Chairperson of each Branch Section;
 - v. Chairperson of any Branch Standing Committees;
 - vi. such other members as the Branch Executive Committee may by resolution appoint.
- b) The Board member from Newfoundland and Labrador on the Association Board of Directors shall be a non-voting member of Council.

10. DUTIES OF COUNCIL:

- a) Council shall carry on the work of the Branch and advance its objects and vision.
- b) Council may appoint special and standing Committees as may from time to time be necessary or desirable according to the provisions in section 12.
- c) Council may by resolution delegate any of its powers to the Executive Committee or the President of the Branch.

11. MEETINGS OF COUNCIL

a) Council shall meet once during the second or third quarter of the Branch fiscal year, which meeting shall be called the Mid-Winter Meeting of the Branch.

b) Council shall meet at least once during the last quarter of the Branch fiscal year, which meeting shall be called the Annual Meeting of the Branch.

c) All members may attend the Annual and Mid-Winter Meetings of the Branch and speak to issues at those meetings, but only Council members may vote on resolutions tabled at the these meetings.

d) The quorum necessary for the transaction of business of Council shall be seven (7) members. Members of Council may participate in the Council meetings in person or by telephone or other real-time electronic means.

e) The Executive Director shall give, or cause to be given, to each member of Council not less than two (2) weeks' notice of a meeting of the Council. Notice of a meeting may be provided by any announcement distributed to members of the Branch.

12. SPECIAL COMMITTEES

- a) Council may appoint any special committees that are necessary or desirable and may disband any special committee it has appointed.
- b) Council shall appoint the Chair of each special committee established by it.
- c) Council may fill any vacancies on any special committee as they occur.
- d) Council may, by resolution, delegate any authority granted pursuant to the above to the Executive Committee or to the President.

13. SECTIONS

- a) Branch Sections shall be organized and continued for each of the Sections authorized from time to time by the Association unless the Council decides that any Branch Section should not be organized or continued, in which case, the Executive Director of the Branch shall notify the Chief Executive Officer of the Association and the National Section Chair.
- b) Branch Sections are to be styled by the Section name and the name of the province.
- c) The Chair of each Branch Section shall be elected annually at the Annual Meeting of the Branch in accordance with the provisions of these By-laws.
- d) In the event that there are no nominees to fill a position, or a vacancy occurs during a term of office, the Executive Committee may appoint the Chair of such section.
- e) Each Section may elect a co-chair, vice-chairperson, a secretary and any other officers that it may consider appropriate.
- f) Any Branch member may become a member of any Branch Section.
- g) Each Section shall meet at the call of the Chair of the Section.
- h) Council or the Executive Committee may refer to any Section matters in respect of which it is desired that the Section shall make inquiry and report.

Commented [AW1]: Elimination of the the winter meeting of Council, reduce to one meeting of Council per year.

- i) Each Section shall submit an annual report to the Annual Meeting of the Branch outlining the activities of the Section and covering the work done from the date of the preceding Annual Meeting of the Association up to the date of the report.
- j) Each Section shall endeavour to be represented at each meeting of Council.

14. NOMINATIONS

- a) The Executive Committee shall receive nominations, may make nominations on its own initiative and be responsible for elections.
- b) All members of the Branch in good standing shall be eligible to serve as Executive Committee members other than as follows:
 - i. the position of Past President shall only be filled by the retiring President, and if the retiring President is unable or unwilling to act as Past President then the retiring Past President shall be asked and entitled to remain in the position of Past President;
 - ii. the position of President shall be filled each year by the retiring Vice President;
 - iii. if the Vice-President is unable or unwilling to assume the office of President, any person wishing to serve as President shall have served as Treasurer within the ten (10) years prior to nomination. If this requirement cannot be met, any member who has served on the Executive Committee in the preceding 10 years may submit a nomination to serve in that position;
 - iv. the position of Vice President shall be filled each year by the retiring Treasurer;
 - v. if the Treasurer is unable or unwilling to assume the office of Vice-President, any person wishing to serve as Vice-President shall have served as Treasurer within the ten (10) years prior to nomination. If this requirement cannot be met, any member who has served on the Executive Committee in the preceding 10 years may submit a nomination to serve in that position;
 - vi. if the foregoing requirements for any position cannot be met and no other person eligible for nomination under section 14(b) submits a nomination, any member in good standing may submit a nomination to serve in that position.
 - vii. any person wishing to serve as Central, Western, or Labrador Representative must ordinarily be resident in the geographical region that position represents;
 - viii. if no person is nominated to serve as Central, Western or Labrador Representative who is ordinarily resident in the respective geographical region, then a member connected to that geographical region by past residence for a continuous period of more than ten (10) years or by having, to the satisfaction of the Executive Committee in a reasonable exercise of discretion, a practice significantly connected to that region, may be nominated.
 - viii-ix. in line with the CBA Nation Bylaws and Regulations, the position of Young Lawyers Chair must be filled by a member who is not more than 10 years called to the bar or not older than 40 years of age.
- c) Nominations papers shall be filed not later than thirty (30) days before the first day of the Annual Meeting of the Branch.

Commented [AW2]: Addition of the definition of Young Lawyer, consistent with the CBA Bylaws

15. ELECTIONS

- a) If only one nomination is received for an elected position, the Past President shall declare that member elected for that position.
- b) If more than one member is nominated for any elected office, the Past President not later than twenty-one (21) days before the first day of the Annual Meeting forward to each member, by electronic mail or otherwise, notice containing the names of persons nominated for each contested office, together with suitable election ballots, or link to electronic voting platform.
- c) All members are eligible to vote in elections. Each member may cast one vote in respect of each elected office in which there is a contest.
- d) Members wishing to vote in an election shall do so by mailing, emailing or faxing their ballot to the Branch office not less than seven (7) days before the first day of the Annual Meeting or by delivering it to the Branch Office at any time prior to the first day of the Annual Meeting.
- e) Ballots shall be counted by three scrutineers consisting of members present at the Annual Meeting, all of whom shall be appointed by the Past President.
- f) A plurality of votes cast shall decide the member elected to the respective office. In the event of a tie occurring the members present at the Annual Meeting and qualified to vote shall vote on a paper to be supplied by the Past President and the member receiving the plurality of votes from members present shall be declared elected.
- g) The President shall act as Chief Electoral Officer and shall rule with respect to all questions relating to the procedures. The President may seek the advice of the Past President but rulings of the President shall be final.
- h) The Past President shall announce the results of the elections during the Annual Meeting and shall submit a report to the Annual Meeting indicating the nominations submitted for the various elected positions.

16. TERM OF OFFICE

- a) In these By-laws "annual period" means the period from September 1 to August 31.
- b) All Officers, elected Members of the Council and all Branch Section Chairs shall hold office for the term of the annual period.
- c) The Branch President and Section Chairs shall not hold such office for more than two consecutive annual periods without prior approval of the Executive Committee.

17. MEETINGS

- a) Upon written requisition of ten (10) members of the Branch specifying the intended purpose of the meeting, the Executive Committee shall call a Special Meeting of the Branch at the earliest practical time at any time and place that the Executive Committee shall decide.

- b) The Executive Director shall give, or cause to be given, to each member not less than one (1) weeks' notice of a meeting of the Branch. Notice of a meeting may be provided by any announcement distributed to members of the Branch.
- c) The quorum of any session Special Meeting of the Branch shall be ten (10) members. Members may participate in meeting of the Branch in person or by telephone or other real-time electronic means.
- d) No member shall speak for more than 10 minutes or more than once on any subject, unless the member is the mover of the motion, in which event, the member shall have the right to reply for five minutes, provided that this limitation may be dispensed with on the consent of three-quarters of all members present.

18. FINANCE

- a) The Executive Director and Treasurer shall carry on the general banking business of the Branch and shall arrange that all moneys received by the Branch shall be deposited in an account in the name of the Branch in a Canadian Chartered Bank, a Credit Union or trust company, and all disbursements shall be made from such account.
- b) All cheques, drafts and other negotiable instruments shall be signed on behalf of the Branch by any two Branch Table Officers.
- c) An operating reserve, held separate from general reserves, shall be established and maintained at a level not less than six month's budgeted expenditures, as calculated in accordance with the budget of the current year. There shall be no encroachment upon the capital of the operating reserve unless approved by special resolution of the Executive Committee.
- d) The Branch shall appoint a Certified Professional Accountant during the Annual Meeting who shall conduct a financial review for the forthcoming fiscal year;
- e) The Treasurer shall with the approval of the Executive Committee prepare a budget annually for submission to the Council and upon approval, a copy of such budget shall be filed with the Executive Director of the Association in accordance with the By-Laws of the Association.
- f) The fiscal year of the Branch shall be the same as the fiscal year of the Association.

19. STATEMENTS AND SUBMISSIONS

- a) All statements and submissions made by any member of any Branch Section or group of members of the Branch to any person or persons which purport to be made on behalf of the Branch or any of its Sections or Committees, must have the prior consent of the Executive Committee or Council, except for statements or submissions made in the following circumstances:
 - i. statements and submissions made by any Section or Committee of the Branch only to its national Section Chairperson or National Committee Chairperson of the Association;
 - ii. statements and submissions made by any Section or any Committee of the Branch only to the Executive Committee or Council;

- iii. all statements and submissions made by any Section or Committee of the Branch to the general membership at any meeting of the Branch; or
- iv. statements and submissions made and approved in accordance with the provisions of the By-Laws of the Association dealing with resolutions by Sections.

- b) Where statements and submissions, other than those provided for in section 19a, purport to be made by a Section on a matter under study by Sections in more than one province or on a matter of concern to more than one province, the Council of the Branch or the Executive Committee, as the case may be, shall, prior to consenting to the making of such statement consult with the National Chair of the Section or Sections concerned.
- c) Where statements are made on behalf of a Section or a committee or the Branch, the statement must, to the satisfaction of the President or Vice-President, represent the views of a majority of members of the Section or committee or the Branch, and the statement shall clearly state that it represents the views of the particular group on whose behalf the statement is made.

20. BY-LAWS

- a) Notice of any proposed amendments to the By-laws of the Branch shall be given in writing and sent to the Branch Executive Director not less than twenty-one (21) days before the meeting of the Branch called to consider the same.
- b) The Executive Director shall, not less than fourteen (14) days before such meeting, give notice in writing to the members of the Branch of such proposed amendments.
- c) All amendments to these By-laws adopted by the Branch as herein prescribed shall be deemed to take effect at the time the motion proposing their adoption is adopted by a meeting of the Branch.

21. MISCELLANEOUS

- a) Robert's Rules of Order for public meetings shall govern the proceedings of all meetings of the Branch unless otherwise provided by these By-laws.