

Constitution of the British Columbia Crown Counsel Association (2013)

Name and Purposes

The name of the Society is the British Columbia Crown Counsel Association.

The British Crown Counsel Association is an Association of Crown Counsel employed by or on contract with the Attorney General of British Columbia who perform duties relating to the administration of criminal justice throughout the province.

The Purposes of the Association are

1. To represent Crown Counsel in matters regarding remuneration, benefits, employment conditions and other terms and conditions of employment/services;
2. To create, promote and encourage better understanding, unity and cooperation among Members of the Association;
3. To represent without restriction Crown Counsel in all matters of professional interest; and
4. To participate in benevolent or charitable activities on behalf of Crown Counsel.

Bylaws

Part 1: Definitions

1. Definitions
 - a) "**Annual Membership Contribution Rate**" means the percentage of gross annual salary, as set by the Board from time to time, calculated and deducted on a *pro rata* basis each and every pay period to be paid to the Association.
 - b) "**Association**" means the British Columbia Crown Counsel Association.
 - c) "**Associate Member**" means a former Member who wishes to support the Association and its activities by contributing an Associate Membership Fee.
 - d) "**Associate Membership Fee**" means the annual fees for Associate Members for the ensuing calendar year, set by the Board

- e) **"Board"** means the Directors of the Association elected to serve on the Board of Directors as provided for in this Constitution.
- f) **"Crown Counsel"** means anyone defined in Section 4.1(1) of the *Crown Counsel Act*, R.S.B.C. 1996 ch. 87, and includes any Crown Counsel appointed on a short term "acting" basis (less than 30 days) to any of the positions excluded from the definition of "Crown Counsel" in section 4.1(1) of the *Crown Counsel Act* but does not include counsel retained by the Attorney General to prosecute on an *ad hoc* basis.
- g) **"Director"** means a person elected or appointed to serve on the Board of Directors.
- h) **"Extraordinary Fee"** means any fee levied on the Members by the Board other than the Membership Fees.
- i) **"Member"** means every Crown Counsel, subject to sections 2 and 7, who has paid Membership Fees and any Extraordinary Fee to the Association as required, and includes every Crown Counsel who was in good standing when that person began
 - (1) to receive either STIIP or LTD benefits, or
 - (2) to receive maternity, parental or adoption leave benefits for the entire period the person continues to receive those benefits.
- j) **"Membership Fees"** means the aggregate amount as of the last day of the most recent pay period which has been, or ought to have been, deducted from the salary of a Crown Counsel during the preceding calendar year as a result of the correct application of the Annual Membership Contribution Rate to the salary of that Crown Counsel.
- k) **"Society Act"** means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.

In this Constitution and these Bylaws, words importing a male person include a female person, words importing a female person include a male person and either word includes a corporate entity. Words importing the singular include the plural and vice versa.

Part 2: Membership

- 2. Every Crown Counsel is a member of the Association unless
 - a) that person ceases to be in good standing; or
 - b) that person ceases to be a Member by the operation of section 7

Any Crown Counsel who has ceased to be a Member pursuant to section 7(a) but who otherwise remains in good standing shall be reinstated as a Member immediately upon giving notice of an intention to resume membership to a Director.

3. Each Member shall pay the required contributions to the Membership Fees and any Extraordinary Fee when due.
4. Every Member shall uphold this Constitution and comply with these Bylaws.
5. Every Member is a Member in good standing unless
 - a) the Member fails to pay the *pro rata* portion of the Membership Fees required
 - (1) for two or more consecutive pay periods; or
 - (2) three or more pay periods in total; or
 - b) the Member fails to pay an Extraordinary Fee when due

and any Member not in good standing is restored to good standing immediately upon payment of any unpaid fees or such portion of those unpaid fees as the Board shall determine to be appropriate in the circumstances.

6. Every Member who is in good standing has the following rights
 - a) to attend annual and special meetings of the Association
 - b) to elect, in accordance with section 18, the number of Directors designated for the region to which the Member is appointed; and
 - c) to vote on all matters coming before an annual general meeting or special meeting of the Association.
7. A Member shall cease to be a Member
 - a) by delivering a declaration of intention to not be a member in writing (which includes email) to a Director;
 - b) upon the death of the Member
 - c) upon being expelled;
 - d) upon having been a Member not in good standing for three continuous months; or
 - e) upon no longer meeting the definition of Crown Counsel for any reason, including appointment to any of the positions excluded from

the definition of "Crown Counsel" in section 4.1(1) of the *Crown Counsel Act* for a period of 30 days or more.

8. A Member may be expelled by a special resolution of the Members passed at an annual general meeting or special meeting. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The Member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting before the special resolution is put to a vote.
9. Members not in good standing and Crown Counsel who have ceased being Members may have their names posted in memos distributed to the Members.
10. A Member in good standing present, in person or by proxy, at a meeting of the Members is entitled to one vote.
11. Every Member entitled to vote at a general meeting may, by written proxy, appoint a proxyholder to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. Only Members may be appointed proxyholders. Every proxyholder has the same rights as the Member who made the appointment.
12. Associate Members are not entitled to attend annual general meetings, or special meetings, nor are they entitled to vote for Directors, but they are entitled to receive the minutes of the meetings, and any other reports and memos that Members are entitled to receive.

Part 3: Membership Fees

13. Membership Fees shall be used to carry out the Purposes of the Association
14. In order to carry out the Purposes of the Association, Directors may allocate Membership Fees as necessary, including
 - a) a maximum contribution of \$5,000 for any single benevolent or charitable purpose; and

- b) the Directors may approve a contribution of a greater amount than as set out in 14(a) only in extraordinary circumstances.

Part 4: Regions

- 15. Each Member shall be assigned by the Board to a region
- 16. The Members of each region shall elect the number of Directors allotted to that region in October of each year. The election of Directors may take place via email, or such other mechanism as the Members in the region agree upon.
- 17. The number of regions in the Association shall be five:
 - a) Region 1: Vancouver Island (including Crown Counsel in the Office of the Assistant Deputy Attorney General and the Crown Law Division Victoria offices);
 - b) Region 2: Vancouver (including Crown Counsel in the Office of the Assistant Deputy Attorney General and the Crown Law Division Vancouver offices);
 - c) Region 3: Fraser;
 - d) Region 4: Thompson/Okanagan/Kootenays; and
 - e) Region 5; Northern British Columbia.

The boundaries of the regions, unless otherwise determined by the Board, shall be as described from time to time by the Criminal Justice Branch of the Ministry of Justice.

- 18. The Members in each region shall elect to the Board the following number of Directors:
 - a) Region 1: 1 Director
 - b) Region 2: 3 Directors
 - c) Region 3: 2 Directors
 - d) Region 4; 1 Director
 - e) Region 5: 1 Director

Part 5: Directors

- 19. The Association shall have 8 Directors. A Director must be a Member of the Association. Separate elections shall be held in accordance with sections 16-18 for each Director's position. An election may be acclamation; otherwise it

shall be by ballot, or other means, as provided in section 16. If no successor is elected or acclaimed, the previous Director continues to hold office.

20. Directors will serve for a period of one year from November 15 to November 15, notwithstanding the election of the Directors prior to that date.
21. A Director shall cease to be a Director
 - a) upon the death of the Director;
 - b) upon the Director delivering a resignation in writing (which includes email) to the President, Vice-President or Secretary;
 - c) upon the Director ceasing to be a Member for any reason;
 - d) upon the Director being removed by a special resolution passed at an annual general meeting or a special meeting, in which case
 - (1) notice of the special resolution for removal shall be accompanied by a brief statement of the reason or reasons for the proposed removal, and
 - (2) the Director who is the subject of the special resolution shall be given an opportunity to be heard at the meeting before the special resolution is put to a vote.
22. A quorum at a meeting of the Board shall be five.
23. A resolution in writing signed by a quorum of the Directors shall be as valid and effective as if it had been duly passed at a meeting of the Directors. A resolution in electronic format signed electronically by a quorum of Directors via email shall also be as valid and effective as if it had been duly passed at a meeting of the Directors. Any resolution in writing or by email must be distributed to all Directors prior to any signatures.
24. A meeting of the Directors may be convened by the President or any 3 Directors at any time or place with 3 days notice given to each Director, or without notice with the consent of all Directors. Meetings may be conducted in person, via teleconference or by electronic communication.
25. At any meeting of the Board, in the event of a tie vote, the President, and in the absence of the President, the Vice-President, may, discretionarily, cast a second vote.

26. Where a Director ceases to be a Director for any reason, the Board may appoint a Member from that Director's region to fill the vacancy until the next election of Directors.

Part 6: Director's Powers

27. The management and administration of the affairs of the Association shall be vested in the Directors. The Directors shall have the power to do all such things as may be necessary, related or incidental to attaining the Purposes of the Association.
28. Every Director shall at all times be indemnified and saved harmless, from the funds of the Association, against all costs, charges and expenses which the Director sustains or incurs regarding any action or prosecution arising from the execution of the duties of office that may be brought against that Director.

Part 7: Officers

29. At the first meeting after November 15 of each year, the Directors will elect among themselves the Officers of the Association for the ensuing year.
30. Officers of the Association are: the President, Vice-President, Secretary and Treasurer, with respective duties as determined by the Board.
31. The Secretary shall
 - a) conduct the correspondence of the Association;
 - b) issue notices of meetings of the Association and the Board;
 - c) keep minutes of all meetings of the Association and the Board;
 - d) have custody of all records and documents of the Association except those required to be kept by the Treasurer; and
 - e) maintain the register of Members
32. The Treasurer shall
 - a) keep the financial records, including books of account, necessary to comply with the Society Act; and
 - b) render financial statements to the Board, Members and others when required.

33. The President, or in his absence the Vice-President, shall preside at all meetings of the Board

Part 8: Meetings - Annual or Special

34. The first annual general meeting of the Members shall be held not more than 15 months after the date of incorporation. Thereafter, an annual general meeting shall be held at least once in every calendar year, and not more than 15 months after the adjournment of the previous annual general meeting.
35. The Directors shall present the financial statements of the Association, and a Directors' report, at each annual general meeting.
36. Notice of an annual general meeting shall be given to all Members at least 14 days prior to such meeting; no additional notice shall be required for any adjournments.
37. The Board may call a special meeting of the Association for any purpose, with at least 14 days notice given to the Members indicating the time and place of such meeting and the topic(s) to be considered. No additional notice shall be required for any adjournments.
38. At an annual general meeting or special meeting, each Member shall be entitled to vote on resolutions, either in person or by written proxy or by teleconference or such other method of voting as agreed upon in advance by the Members. All resolutions except special resolutions will be effectively passed by a majority of votes cast. Special resolutions will be effectively passed by three quarters of votes cast.
39. This Constitution may not be altered except by a special resolution.
40. A quorum for the transaction of business at any annual general meeting or special meeting shall be ten percent of the Membership.

Part 9: The Seal

41. The Board may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place. The common seal shall be affixed

only when authorized by a resolution of the Board and then only in the presence of the President and Secretary.

Part 10: Finance

42. In order to carry out the Purposes of the Association, the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner it decides, and in particular, by the issue of debentures, provided that no debenture shall be issued without the sanction of a special resolution. The Members may, by special resolution, restrict the borrowing powers of the Board, but any such restriction imposed expires at the following annual general meeting.