Bylaws of the Victoria Bar Association

(the "Society")

Part 1 – Definitions and interpretation

1.1 Definitions
1.2 Definitions in the Act apply
1.3 Conflict with Act or Regulations

Part 2 – Members

2.1 Classes of Members
2.2 Eligibility to Vote
2.3 Active Members
2.3.1 Board denial of active membership status - grounds and recourse
2.4 Honorary Members, appointment and dues
2.5 Associate Members
2.6 Duties of Members
2.7 Amount of membership dues
2.8 Members not in good standing and restrictions
2.9 Termination of membership not in good standing
2.10 Power to suspension or expel Member
2.11 Suspension or Expulsion - grounds and recourse

Part 3 – General Meetings

3.1 Time and place of general meeting
3.2 Ordinary business at general meeting
3.3 Notice of special business
3.4 Chair of general meeting
3.5 Alternate chair of general meeting
3.6 Quorum required
3.7 Quorum for general meetings
3.8 Lack of quorum at beginning of general meeting
3.9 If quorum ceases to be in attendance
3.10 Adjournment by Chair
3.11 Notice of continuation of adjourned general meeting
3.12 Ordinary business at general meetings
3.13 Voting
3.14 Methods of voting
3.15 Announcement of results
3.16 Proxy voting not permitted
3.17 Matters decided at general meeting by ordinary resolution

Part 4 – Directors

4.1 Eligibility of directors on Board
4.2 Number of directors on Board
4.3 Election or appointment of directors
4.4 Directors may fill casual vacancy on Board
4.5 Term of appointment of director filling casual vacancy
4.6 Absentee director removal

Part 5 – Meetings of the Board
5.1 Calling Board meeting
5.2 Notice of Board meeting
5.3 Proceedings valid despite omission to give notice
5.4 Conduct of Board meeting
5.5 Quorum of directors
5.6 Attending Board meeting
5.7 Resolutions of Directors by Email
Part 6 – Board Positions
6.1 Election or Appointment to Board positions
6.2 Role of president
6.3 Role of vice-president
6.4 Role of treasurer
6.5 Role of secretary
6.6 Absence of secretary from Board meeting
6.7 Role of past-president
Part 7 – Remuneration of Directors and signing authority
7.1 Remuneration of directors
7.2 Signing authority
Part 8 – General Provisions
8.1 Form and delivery of notices
8.2 Committees

Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time;

“Executive Committee” means the president, the vice-president, the treasurer, the secretary, and the past-president of the Society;

“Special Resolution” means the following:

(a) at a Board meeting, a resolution passed by at least 2/3 of the votes cast by the directors;

(b) at a general meeting, a resolution passed by at least 2/3 of the votes cast by the voting members present.

“voting member” means an Active or Honorary member in good standing.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or Regulations

1.3 In the event of any inconsistency between these Bylaws and the Act or the regulations made under the Act, the Act or regulations, as applicable, will prevail.

Part 2 – Members

Classes of members

2.1 The Society has the following classes of members:

(a) Active Members;

(b) Honorary Members; and

(c) Associate Members.

Eligibility to vote

2.2 Only Active and Honorary Members may vote at any general meeting.

Active Members

2.3 Unless otherwise resolved by the Board on a special resolution, any person who satisfies at least one of the following criteria becomes an Active Member for the current calendar year upon receipt of their annual membership dues by the Society:

(a) is a member of the Law Society of British Columbia;

(b) is enrolled as an articling student with the Law Society of British Columbia;

(c) is a member of the faculty of law of a university located in British Columbia; or

(d) is approved by the Board to be an Active Member.

Board Denial of Active Membership - Grounds and Recourse

2.3.1 The Executive Committee may decline to grant active membership status to a person who has, in its opinion, engaged in conduct which is improper or unbecoming for a member of the Society or is detrimental to the interests or reputation of the Society.

2.3.2 Before a person is denied active membership status, the Executive Committee shall give 7 business days' notice to the prospective member of the Executive Committee meeting called for the purpose of dealing with the prospective active membership, which notice shall contain reasonably complete information with respect to the grounds for prospective denial. At the Executive Committee meeting the grounds shall be heard and may be dealt with whether the prospective member is present or not. The prospective member shall have a reasonable opportunity to respond to the allegations and any evidence presented. No prospective member shall be denied active membership status pursuant to these By-laws except by a vote of at least two-thirds of the number of members of the Executive Committee. If it is resolved by the Executive Committee that the prospective member is denied active membership status the Executive Committee shall provide the prospective member with written reasons setting out the basis for the decision. Any prospective member who has been denied active membership status by the Executive Committee pursuant to these By-laws may appeal to the Board. At the Board meeting at which the appeal is to be heard the Executive Committee must be excluded from the voting process, and the resolution to deny the prospective member must be passed on a special resolution basis.

Honorary Members

2.4 A person must not become an Honorary Member unless the person is an individual who satisfies at least one of the following criteria:

(a) is a current or former member of the Bench in British Columbia;

(b) is a past President of the Society; or

(c) such other criteria as the Board sets from time and time or applies on a case by case basis.

2.4.1 A person may become an Honorary Member until their death, resignation, expulsion from the Society, or such other period as approved by motion of the Board, if:

(a) any member submits a nomination of a person to the vice-president of the Society; and

(b) the Board approves the nomination on resolution.

2.4.2 Honorary members are not required to pay annual membership dues.

Associate Members

2.5 Any person, including law students and sessional law instructors, may become an Associate Member for the current calendar year if:

(a) the person submits a request for membership to the vice-president of the Society together with payment of their annual membership dues; and

(b) the Executive Committee approves the nomination on resolution.

2.5.1 Associate Members may not vote.

Duties of members

2.6 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.7 The amount of annual membership dues, if any, must be determined by ordinary resolution of the Board from time to time.

Member not in good standing

2.8 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member continues to be not in good standing for so long as those dues remain unpaid.

2.8.1 A member who is not in good standing:

(a) may not attend Society events, including without limitation general and Board meetings;

(b) may not act as a Director;

(c) may not vote at a general meeting; and

(d) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.9 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Power to Suspend or Expel of Member

2.10 The Executive Committee has the power to suspend or expel a member who has, in its opinion, engaged in conduct which is improper or unbecoming for a member of the Society or is detrimental to the interests or reputation of the Society.

2.11 Before a person is suspended or expelled, the Executive Committee shall give 7 business days' notice to the subject member of the Executive Committee meeting called for the purpose of dealing with the issue of suspension or expulsion, which notice shall contain reasonably complete information with respect to the grounds for that decision. At the Executive Committee meeting the grounds shall be heard and may be dealt with whether the subject member is present or not. The subject member shall have a reasonable opportunity to respond to the grounds and any evidence presented. No member shall be suspended or expelled pursuant to these By-laws except by a vote of at least two-thirds of the number of members of the Executive Committee. If it is resolved by the Executive Committee that the subject member is suspended or expelled the Executive Committee shall provide the subject member with written reasons setting out the basis for the decision. Any member who has been suspended or expelled by the Executive Committee pursuant to these By-laws may appeal to the Board. At the Board meeting at which the appeal is to be heard the Executive Committee must be excluded from the voting process, and the resolution to suspend or expel the subject member must be passed on a special resolution basis.

Part 3 – General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and, if applicable, place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

(a) adoption of rules of order;

(b) consideration of any financial statements of the Society presented to the meeting;

(c) consideration of the reports, if any, of the directors or auditor;

(d) election or appointment of directors;

(e) appointment of an auditor, if any;

(f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

(a) the individual, if any, appointed by the Board to preside as the chair;

(b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,

(i) the president,

(ii) the vice-president, if the president is unable to preside as the chair, or

(iii) one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual in attendance at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is more than 11 voting members.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if practicable the same place, otherwise the meeting may be held in another location or virtually.

(c) If at the continuation of the adjourned meeting, a quorum is not in attendance within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are in attendance constitute a quorum for that meeting.

If quorum ceases to be in attendance

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members in attendance, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

(a) elect an individual to chair the meeting, if necessary;

(b) determine that there is a quorum;

(c) approve the agenda;

(d) approve the minutes from the last general meeting;

(e) deal with unfinished business from the last general meeting;

(f) if the meeting is an annual general meeting,

(i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,

(ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,

(iii) resignation of all directors,

(iv) elect or appoint directors, and

(v) appoint an auditor, if any;

(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

Voting

3.13 A voting member present at a meeting of members is entitled to one vote.

Methods of voting

3.14 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.16 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.17 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 – Directors

Eligibility of directors on Board

4.1 Only Active and Honorary Members in good standing may be directors. If a Director ceases to be a member they cease to be a Director and the Board may fill the casual vacancy according to these Bylaws.

Number of directors on Board

4.2 The Society must have no fewer than 3 and no more than 17 directors, or such other number of directors as the Board resolves from time to time.

Election or appointment of directors

4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board for a term expiring at the next annual general meeting.

Directors may fill casual vacancy on Board

4.4 The Board may, at any time, by resolution appoint an Active or Honorary Member as a director to fill a vacancy that arises on the Board as a result of the removal, resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

4.6 The Executive Committee may, by ordinary resolution, remove a member from the role of director if that director:

(a) fails to attend at least 50% of the Society's regular board meetings held within the Society’s year of business; or

(b) fails to attend three or more board meetings within the Society's year of business without having advised the President or Secretary, in advance of each such meeting, of their expected absence.

Part 5 – Meetings of the Board

Calling Board meeting

5.1 A Board meeting may be called by the president or by any 2 other directors.

Notice of Board meeting

5.2 At least 2 days' notice of a Board meeting must be given unless a majority of the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a Board meeting or motion to a director, or the non-receipt of a notice by a director, does not invalidate any resolution.

Conduct of Board meetings

5.4 The directors may regulate Board meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a Board meeting is 1/3 of the number of acting directors.

Attending Board meeting

5.6 Unless resolved otherwise, any member may attend a Board meeting.

Resolutions of the Directors by Email

5.7 If the Executive Committee deems it appropriate, given the nature of the issue to be decided and the need for expedience, an ordinary resolution of the directors may be proposed and passed by email without a Board meeting.

5.7.1 A resolution under this section is validly passed if notice of the proposed resolution is sent by email to every director, and it is consented to by reply email by a majority of directors within three business days of the resolution being sent.

Part 6 — Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

(a) president;

(b) vice-President;

(c) treasurer;

(d) secretary; and

(e) past-president.

Role of president

6.2 The president is the chair of the Board and is responsible for:

(a) setting the agenda for Board meetings and any general meeting of the Society;

(b) attending public functions as the official representative of the Society;

(c) receiving and reporting on incoming correspondence to the Society;

(d) signing official outgoing correspondence on behalf of the Society;

(e) presiding at and chairing meetings of the Board;

(f) presiding at and chairing general meetings;

(g) supervising the other directors in the execution of their duties; and

(h) such other duties as the Board resolves from time to time.

Role of vice-president

6.3 The vice-president is the vice-chair of the Board and is responsible for:

(a) carrying out the duties of the president if the president is unable to act;

(b) assisting the president in the execution of their duties where necessary and expedient;

(c) overseeing the recording and maintenance of the membership roll of the society, in accordance with Part 2 above; and

(d) such other duties as the Board resolves from time to time.

Role of treasurer

6.4 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

(a) receiving and banking monies collected from the members or other sources;

(b) keeping accounting records in respect of the Society's financial transactions;

(c) preparing the Society's financial statements;

(d) making any necessary filings respecting taxes; and

(e) such other duties as the Board resolves from time to time.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

(a) issuing notices of general meetings and directors' meetings;

(b) taking minutes of general meetings and directors' meetings;

(c) keeping the records of the Society in accordance with the Act;

(d) conducting the correspondence of the Board;

(e) filing the annual report of the Society and making any other filings with the registrar under the Act; and

(f) such other duties as the Board resolves from time to time.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of the past-president

6.7 The past-president must be a member who has previously served as a president, but not necessarily in the previous year, and is responsible for:

(a) providing institutional knowledge and suggestions to the Executive Committee, the Board and directors;

(b) such duties as the Executive Committee asks the past-president to undertake; and

(c) such other duties as the Board resolves from time to time.

Part 7 — Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

(a) by the president, together with one other director,

(b) if the president is unable to provide a signature, by the vice-president together with one other director,

(c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or

(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 — General Provisions

Form of Notice

8.1 In all circumstances notice to a member may be given by way of electronic mail sent to the last email address provided by the member to the Society.

Committees

8.2 The Board may form and maintain committees from time to time to address issues of intertest to the Society.

8.2.1 The members of a committee will be appointed by the Board on resolution and each must be a member of the Society but need not necessarily be a director of the Society.

Voted into effect: November 5, 2026

END OF BYLAWS