

**ARBITRATORS' ASSOCIATION OF  
BRITISH COLUMBIA**

(Incorporated May 29, 1980 Under The Society Act - Number S-15643)

**CONSTITUTION AND BY-LAWS**  
(Amended effective June 4, 2018)

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AND  
BY-LAWS OF  
ARBITRATORS' ASSOCIATION OF BRITISH COLUMBIA

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## ARBITRATORS' ASSOCIATION OF BRITISH COLUMBIA

### CONSTITUTION

1. The name of the Society is Arbitrators' Association of B.C.
2. The purposes of the Society are
  - (a) to sponsor continuing professional development and educational programs regarding labour arbitration, mediation and related subjects, and
  - (b) to promote accessibility to labour arbitration and related services provided by consensually accepted neutrals.
3. The Society is a “member-funded society” in accordance with the new *Societies Act*.

# ARBITRATORS' ASSOCIATION OF BRITISH COLUMBIA

## BY- LAWS

(Amended effective June 4, 2018)

### *Part 1. - Interpretation*

1. (1) In these by-laws, unless the context otherwise requires,
  - (a) "directors" means the directors of the Society for the time being;
  - (b) "*Societies Act*" means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) "registered address" of a member means his address as recorded in the register of members.
  - (d) "special resolution" means a resolution which requires approval of 2/3 (two-thirds) of the members present at a meeting.
- (2) The definitions in the *Societies Act* on the date these by-laws become effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa.

### *Part 2. - Membership*

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.
4. (1) A person may apply to the directors for membership in the society and shall be a member on acceptance by the directors.

An applicant must provide the directors with documentation showing the applicant is actively working as an arbitrator/mediator/third party neutral in labour relations in British Columbia. That documentation may include: arbitration decisions; consent orders; mediated settlement agreements arising from consensual appointments; or, reasonably equivalent documentation as determined by the directors. At a minimum, the applicant must provide at least five (5) documents that have been issued within the three (3) years immediately preceding the application for membership, including at least one (1) substantive arbitration decision.

In this by-law “arbitrator” means a person who has acted in British Columbia as a chair of a board of arbitration or as a single arbitrator by agreement of the parties or their designates, who are bound by that person’s award.

An applicant may also be approved by a special resolution after the person has been recommended in writing as a candidate for membership by the directors.

(2) “Honorary Members” of the Association are those members who have chosen to retire from the profession and have been recognized as Honorary Members by the Executive for their outstanding service to the profession or the Association.

5. Every member shall uphold the constitution and comply with these by-laws.

6. The amount of the first annual membership dues shall be determined by the directors and thereafter the annual membership dues shall be determined from time to time by the Directors and approved by the members.

7. A person shall cease to be a member of the Society

- (a) by delivering a resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
- (b) on his death or in the case of a corporation on dissolution, or
- (c) on being expelled in accordance with by-law 8, or
- (d) on having been a member not in good standing for 12 consecutive months.

8. (1) A member may be expelled by a special resolution of the members passed at a general meeting. A special resolution for expulsion may only be submitted by the directors where, in their exclusive judgment, the conduct of a member has been, or is, detrimental to the interests of the Society.

(2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

(4) Notwithstanding anything to the contrary in these by-laws, the Society is not responsible for overseeing, investigating or disciplining its members for the conduct of members while acting in their capacity as arbitrators, mediators, or investigators or in any other neutral role and nothing in the Constitution or these by-laws should be construed as creating any such duty.

9. (1) All members are in good standing except a member who has failed to pay current annual membership dues or any other subscription or debt due and owing by the member to the Society and the member is not in good standing so long as the debt remains unpaid.

(2) Members who are not in good standing are precluded from voting, and would be deemed as non-voting for the purpose of consenting to a resolution of the voting members.

### *Part 3. - Meetings of Members*

10. General meetings of the Society shall be held at such time and place, in accordance with the *Societies Act*, as the directors decide.

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

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

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

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

14. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and 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 last preceding annual general meeting. The Society will give not less than 14 days' written notice of the general meeting to those members entitled to notice.

### *Part 4. - Proceedings at General Meetings*

15. Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business that is transacted at an annual general meeting, except,
  - (i) the adoption of rules of order,
  - (ii) the consideration of the financial statements,
  - (iii) the report of the directors,
  - (iv) the report of the auditor, if any,
  - (v) the election of directors,
  - (vi) the appointment of the auditor, if required, and
  - (vii) such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

16. (1) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 3 members present or such greater number as the members may determine at a general meeting.

17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

18. Subject to by-law 19, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chair of a general meeting.

19. If at a general meeting

- (a) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the president and all the other directors present are unwilling to act as chair, the members present shall choose one of their number to be chair.

20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

21. (1) No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

(2) In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

22. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.

23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

*Part 5. - Directors and Officers*

24. (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of

- (a) all laws affecting the Society,
- (b) these by-laws, and
- (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.

(2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

25. (1) The president, vice-president, secretary, treasurer and one or more other persons shall be the directors of the Society. The past president will serve on the Board of Directors in an ex-officio capacity for one year after the completion of his/her last term as President.

(2) The number of directors shall be 5 or such greater number as may be determined from time to time at a general meeting.

26. (1) Each director serves until the close of the next annual general meeting after the director's election, designation or appointment, subject to by-law 26(4).

(2) Separate elections shall be held for each office to be filled.

(3) An election may be by acclamation, otherwise it shall be by ballot.

(4) If no successor is elected the person previously elected or appointed continues to hold office.

27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next following general meeting of the Society, but is eligible for re-election at the meeting.

28. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

29. The members may by special resolution remove a director before the expiration of his/her term of office, and may elect a successor to complete the term of office.

30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

*Part 6. - Proceedings of Directors*

31. (1) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.

(3) The president shall be chair of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chair, but if neither is present the directors present may choose one of their number to be chair at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

32. (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

33. A committee shall elect a chair of its meetings; but if no chair is elected, or if at any meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chair of the meeting.

34. The members of a committee may meet and adjourn as they think proper.

35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is

appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.

36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a written waiver of notice, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

- (a) no notice of meetings of directors shall be sent to that director, and
- (b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

37. (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In case of an equality of votes the chair does not have a second or casting vote.

38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chair of a meeting may move or propose a resolution.

39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

#### *Part 7. - Duties of Officers*

40. (1) The president shall preside at all meetings of the Society and of the directors.

(2) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

41. The vice-president shall carry out the duties of the president during the absence of the president.

42. The secretary shall

- (a) conduct the correspondence of the Society,
- (b) issue notices of meetings of the Society and directors,
- (c) keep minutes of all meetings of the Society and directors,
- (d) have custody of all records and documents of the Society in accordance with the Societies Act except those required to be kept by the treasurer,
- (e) have custody of the common seal of the Society, and
- (f) maintain the register of members.

43. The treasurer shall

- (a) keep such financial records, including books of account, as are necessary to comply with the *Societies Act*, and
- (b) render financial statements to the directors, members and others when required.

44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

(2) Where a secretary-treasurer holds office the total number of directors shall be one less than 5 or such greater number as may have been determined pursuant to by-law 25 (2).

45. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

#### *Part 8. - Seal*

46. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

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

#### *Part 9. - Borrowing*

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

49. No debenture shall be issued without the sanction of a special resolution.

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

#### *Part 10. - Auditor*

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

52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

53. At each annual general meeting the Society shall appoint an auditor to hold office until re-elected or a successor is elected at the next annual general meeting.

54. An auditor may be removed by ordinary resolution.

55. An auditor shall be informed forthwith in writing of appointment or removal.

56. No director and no employee of the Society shall be auditor.

57. The auditor may attend general meetings.

#### *11. - Notices to Members*

58. A notice may be given to a member personally, or by facsimile, regular mail or electronic mail sent to the member's last address on record with the Society (as amended, November 2004).

59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

60. (1) Notice of a general meeting shall be given to
- (a) every member shown on the register of members on the day notice is given, and
  - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.

#### *Part 12. – By-laws*

61. On being admitted to membership, a member is entitled to and the Society shall give the member, without charge, a copy of the constitution and by-laws of the Society.

62. These by-laws shall not be altered or added to except by special resolution.

63. On the winding-up and dissolution of the Society, the assets shall not be distributed among the members, or any of them, and unless a resolution of the members provides for the payment, transfer and delivery of the assets remaining, after all debts have been paid or provision for payment has been made, to a charitable institution or to trustees in trust for a charitable purpose, the assets remaining shall be paid, transferred or delivered to the Minister of Finance of the Province of British Columbia. In this provision "charitable" has the same meaning as in the "Income Tax Act" of Canada. This provision is unalterable.