

CBA REGULATIONS – SECTIONS CHARTER

PART A – GENERAL

(applies to all National, Branch and local Sections)

1. Name

National Sections will be called the CBA “xxx” Section. Branch Sections will be called the Section name and the name of the Branch, for example, the CBA-NL “xxx” Section.

2. Purpose

The purpose of National and Branch Sections is to:

- Respond to the needs of Section members, encouraging and facilitating wide participation and involvement by Section members
- Organize timely, cost-effective programming and activities specific to the relevant area of law or common member interest
- Ensure Section members are kept up-to-date on current developments in the law and Section activities
- Develop and deliver tools, events and services in the way best suited to meet member needs
- Participate in advocacy and public policy initiatives and consultations on issues of law and law reform within the mandate of the Association
- Promote equality in the legal profession and the Section
- Operate in a transparent and inclusive manner, facilitating meaningful opportunities for members to engage and participate in the Section’s committees and events
- Encourage and support the establishment of corresponding local Sections of a Branch Section and local activities in a Branch, in accordance with Branch policies and procedures.

3. Compliance with CBA policies and procedure

(a) Every National Section shall operate in compliance with this Sections Charter, the Section terms of reference, and with all bylaws, regulations, policies and procedures adopted by the Association.

(b) Every Branch and local Section shall operate in compliance with this Sections Charter, the Section terms of reference, and with all bylaws, regulations, policies and procedures adopted by the Branch.

4. Collaboration

(a) All entities of a CBA Section (National, Branch or local) shall make reasonable efforts to collaborate and coordinate with each other, to share best practices and ensure that the Section

operates cohesively and builds on the strength of Branch Sections, and that activities complement each other and do not duplicate in a competitive way what the Section offers at each level.

(b) Branch Sections operating in more than one Branch, where there is no corresponding National Section, shall make reasonable efforts to collaborate and coordinate with each other, to share best practices and ensure that the Sections operate cohesively and that activities complement each other and do not duplicate in a competitive way what the other Branch Sections offer.

(c) National Sections shall collaborate and coordinate with each other, and Branch Sections shall collaborate and coordinate with others in their Branch, to ensure their activities complement and do not duplicate each other in a competitive way.

5. Definitions

“Board” means CBA Board of Directors.

“Branch Executive” means the decision-making body designated in a Branch Bylaw, which may be the Executive Committee, the Board of Directors or the Council.

“Member” means a member in good standing of the Association and the relevant Branch who meets the membership requirements of a Section or Branch Section.

“Notice” means a notice in writing, communicated by mail, email or any combination of them, including posting information on the Association or Branch website.

6. Creation, Dissolution and Merger

(a) National Sections

The Board of Directors may create, dissolve or merge National Sections.

(i) Creation

A proposal to create a National Section shall be made to the Governance and Equality Committee of the Board. The proposal shall include a demonstration of the number of members interested in participating in a National Section, the name and terms of reference for any existing corresponding Branch Section, proposed name and terms of reference for the National Section, and proposed short and long term goals and activities. For Section proposals to serve a common interest other than an area of law, the proposal may define special membership criteria for the common interest group. The Governance and Equality Committee shall consider whether the objectives of the proposed Section could be met by an existing Section. The Governance and Equality Committee shall make a recommendation on the proposal to the Board.

(ii) Dissolution

The Board may dissolve a National Section on the recommendation of the Governance and Equality Committee.

The Governance and Equality Committee may recommend dissolution of a Section where

the Section has not demonstrated an appropriate level of activity for at least two consecutive years.

The Governance and Equality Committee may consider the Section's activities and projects, number of members involved in those activities and other measurable value to Section members, amongst other criteria.

(iii) Merger

The Board may merge National Sections with significant overlap in common interest area or substantive issues of law on the recommendation of the Governance and Equality Committee.

(iv) Notice

The Governance and Equality Committee shall give any affected Section reasonable notice of a review for creation, dissolution or merger, and give them an opportunity to make written submissions.

(b) Branch Sections

The Branch Executive may create, dissolve or merge Branch Sections and local Sections or divisions of a Branch Section.

(i) Creation

A proposal to create a Branch Section or a local Section or division of a Branch Section shall be made to the Branch Executive. The proposal shall include a demonstration of the number of members interested in participating in a Branch Section, the name and terms of reference for any existing corresponding National or Branch Section, proposed name and terms of reference for the Branch Section, and proposed short and long term goals and activities. For Branch Section proposals to serve a common interest other than an area of law, the proposal may define special membership criteria for the common interest group. The Branch Executive shall consider whether the objectives of the proposed Branch Section could be met by an existing Branch Section.

(ii) Member Service Throughout a Branch

The Branch Executive may create more than one Branch Section with the same name to operate in different areas of the Branch (for example, CBA-SK South "xxx" Section), or may create local Sections or divisions of a Branch Section (for example, CBA-NS "xxx" Section, Lunenburg).

(iii) Dissolution

The Branch Executive may dissolve a Branch or local Section where the Section has not demonstrated an appropriate level of activity for at least two consecutive years or in accordance with criteria that may be established by the Branch Executive.

(iv) Merger

The Branch Executive may merge Branch or local Sections with significant overlap in common interest area or substantive issues of law.

(v) Notice

The Branch Executive shall give any affected Section reasonable notice of a review for creation, dissolution or merger, and give them an opportunity to make written submissions.

(c) Consultation

- (i)** Before creating a new Section, the Board or Branch Executive shall consult with other CBA entities with a Section serving that area of law or common member interest, with a view to determining how best to meet member needs and (if member needs are best met by creating a Section) to establishing a common name, terms of reference and (for Sections serving a common interest other than an area of law) special membership criteria.
- (ii)** The Board and Branch Executives shall consult amongst themselves to ensure that their criteria for creation, dissolution and merger do not conflict.
- (iii)** The CEO and Branch Executive Directors shall inform the Management Team of the creation of a new Section in their respective jurisdictions.

7. Section Membership

- (a)** Any member in good standing of the Association who meets the membership criteria defined for a Section is eligible for membership in that Section.
- (b)** Subject to the rights of their Association membership category, Section members have the right to attend meetings and participate in the activities of the Section, to have a deliberative voice, to vote, to hold office, and to propose and second resolutions.
- (c)** Section members who are not eligible for membership in a Branch have the right to attend meetings and participate in the activities of corresponding Branch Sections, and to have a deliberative voice, but shall not have the right to vote, hold office, or propose or second resolutions.

8. Fees and Charges

- (a)** An eligible member who pays the applicable enrolment fee or Branch levy is a member of the Branch Section and the corresponding National Section.
- (b)** A Branch may charge Section members from another Branch who wish to receive materials or participate in a Branch Section event. The charge shall not exceed the charge a Section member resident in that Branch pays (directly or indirectly) for the same materials or event, or the cost incurred by the Branch to provide the materials or event to a Section member from another Branch.

9. Affiliates

- (a) A National Section may create an Affiliate enrolment category, subject to approval by the Board.
- (b) A Branch Section may create an Affiliate enrolment category, subject to approval by the Branch Executive.
- (c) A person or organization interested in the area of law, interest group or practice of a National or Branch Section who is not eligible for membership in CBA and who meets the criteria for Affiliate status established for that Section by the Board (for National Sections) or the Branch Executive (for Branch Sections) may apply to be an Affiliate of the National Section or the Branch Section, for the sole purpose of participation in the activities of that Section or Branch Section.
- (d) Application for affiliation shall be in the form and manner that the Board or Branch Executive prescribes and shall be accompanied by the full amount of prescribed fees.
- (e) Regardless of whether the applicant meets the conditions for Affiliate status, the Section Executive Committee must consider, and may deny approval of, applications or renewals of Affiliate status.
- (f) The Board or Branch Executive shall prescribe fees for Affiliates of a National or Branch Section respectively. National fees shall be not less than those for associate membership in the Association.
- (g) An Affiliate who fails to pay the prescribed fees by the due date ceases to be an Affiliate.
- (h) Affiliates have the right to attend meetings and participate in the activities only of the National or Branch Section in which they are enrolled, and shall have a deliberative voice therein, but shall not have the right to vote, hold office, or propose or second resolutions.
- (i) Affiliates shall not have the right to take advantage of any special benefit program or preferred rate made available to Section members. Affiliates may attend regular programs of the National or Branch Section in which they are enrolled at the CBA Member rate.
- (j) The Section Executive Committee may invite Affiliates to Section Executive Committee meetings, subject to applicable National and Branch policies and procedures.

10. Compensation

- (a) No salary or compensation for services shall be paid to any Officer, Section Executive Committee member or member of any Section committee, except as may be specifically authorized by the Board of Directors, but members may receive reimbursement of reasonable expenses incurred in the performance of their duties for or on behalf of the Section and approved in advance, in accordance with the policies of the Association.
- (b) No salary or compensation for services shall be paid to any Officer, Branch Section Executive Committee member or member of any Branch Section committee, except as may be specifically authorized by the Branch Executive, but members may receive reimbursement of reasonable expenses incurred in the performance of their duties for or on behalf of the Branch

Section and approved in advance, in accordance with the policies of the Branch.

11. Orientation

(a) The Association shall hold an orientation for representatives of National Sections each year. The Association shall inform all Section Executive members of the CBA Bylaws, regulations and policies, in particular this Charter, and of their responsibility to review and understand it.

(b) Each Branch may hold an orientation for representatives of its Branch Sections each year. The Branch shall inform all Branch Section Executive members of the CBA and Branch Bylaws, regulations and policies, in particular this Charter, and of their responsibility to review and understand it.

MBA SECTIONS REGULATION (applies to all MBA Branch Sections)

1. Limitation

Every MBA Branch Section shall operate in compliance with Parts A and B of this Sections Charter, the Section terms of reference, and all bylaws, regulations, policies and procedures adopted by the Branch.

2. Branch Section Executive

- (a) A MBA Branch Section Executive Committee, responsible to the Branch Executive and the MBA Branch Section members, shall administer the Branch Section.
- (b) The MBA Branch Section Executive Committee shall consist of:
 - i. The Chair/Co-Chair of the MBA Branch Section
 - ii. Any additional officers authorized by the Branch Executive
 - iii. Any additional named positions or members-at-large authorized by the Branch Executive to assist with the administration of the Section.
- (c) Only MBA Branch Section Members are eligible to serve on a MBA Branch Section Executive Committee.
- (d) The MBA Branch Section Executive Committee may designate a Student member of the Association who is a Section member only to a member-at-large position.

3. Officer Duties

MBA Branch Section Executives may have various Officers. The duties of the Officers are:

- (a) Chair/Co-Chair – presides at the meetings of the Branch Section; oversees the performance of all activities of the Section; cooperates with the Chairperson of the Association Section in matters of business of the Association Section and with the Branch in matters of Provincial concern; attend, if possible, meeting of Branch Council; and, exercises any other powers and duties usually associated with the office.
- (b) Vice-Chair (if applicable) – assists the Chair in the performance of the responsibilities of that office, acts for the Chair in the Chair’s absence or inability to act, and exercises any other duties that the Chair designates.
- (c) Secretary (if applicable) – takes minutes of the business transacted at any meeting of the Branch Section, the Officers and the Executive Committee, and exercises any other duties that the Chair designates.
- (d) Immediate Past Chair (if applicable) – assists the Chair and the Vice-Chair in the performance of their duties as they may request.
- (e) Members-at-Large (if applicable) – assist with the administration of the Branch Section.

4. MBA Branch Section Executive Committee Duties

- (a) The MBA Branch Section Executive Committee shall initiate and be responsible for Branch Section activities, liaise with the corresponding National Section as appropriate, and ensure that the Executive Committee, the Branch Section and all of its activities comply with this Charter.
- (b) The MBA Branch Section Executive Committee shall provide a written report to the Annual Meeting of the Branch. The report should describe the activities of the Branch Section undertaken since the date of the last annual report. A copy of the annual report is to be sent to the Branch Executive Director at least 14 days prior to the Annual meeting of Branch Council.
- (c) The MBA Branch Section Executive Committee is expected to attend Branch Section meetings and any Section Orientation programs presented by the Branch to which they are invited.

5. Term of Office

- (a) The term of office for each position on the MBA Branch Section Executive Committee shall be determined by the Branch Section Members.
- (b) Unless authorized by the Branch Executive, no person may be elected or serve on the MBA Branch Section Executive Committee for more than six consecutive years.
- (c) The term of office commences on September 1 and terminates on August 31.

6. Nominations and Elections

- (a) The MBA Executive Director or designate shall notify each Branch Section member of the MBA Branch Section Executive Committee positions open for nomination in the coming year and the requirements and method for nomination.
- (b) Only Branch Section members in good standing shall be eligible to stand for nomination.
- (c) Nominations will open on May 1st.
- (d) Nominations shall close no earlier than 30 days after nominations open. Nominations shall not be accepted following the close of nominations.
- (e) All nominations received from Section members that meet the requirements in the call for nominations shall be included in the list of candidates for the relevant position.
- (f) If more than one nomination is received, the election shall be conducted by ballot under the following rules:
 - i. Only members enrolled in the Section when the ballots and candidate information are distributed are entitled to vote.

- ii. Ballots shall be distributed to Branch Section members along with information about each candidate.
- iii. Ballots may be sent and returned by mail, electronic means or hand.
- iv. The date for return of ballots shall be at least 15 days from the date they are sent.
- v. Proxies are not permitted in any election.
- vi. Only ballots received by the date specified in the ballot shall be counted.
- vii. The candidate with the greatest number of votes for a position shall be elected for that position. In the case of a tie, the Immediate Past Chair (or other Officer determined by the MBA Branch Section Executive Committee before the election) shall cast the deciding vote.
- viii. Elections shall be completed by June 30.
- ix. The Branch staff shall notify Section Members of the outcome of the election by July 15.
- x. If a date referred to in this article falls on a weekend or statutory holiday, the date shall be the first following business day.

7. Representation

The Branch Executive and MBA Branch Section Executive Committee shall strive to ensure that the MBA Branch Section Executive Committee represents the diversity of the legal profession and the demographics and regional composition of the Branch Section's membership. A Section may establish additional criteria to meet its unique needs, subject to approval by the Branch Executive.

8. Office Vacancy

- (a) If the position of the Chair/Co-Chair becomes vacant for any reason, it shall be filled by the Vice-Chair. If the Vice-Chair is unable to become the Chair/Co-Chair and if the other MBA Branch Section Executive Committee members are unable to become Chair/Co-Chair, the Branch Staff shall notify each Branch Section member of the vacancy and call for nominations.
- (b) Where any other MBA Branch Section Executive Committee positions becomes vacant for any reason, the remaining MBA Branch Executive Committee members may determine by majority vote to fill that position with another member of the MBA Branch Section Executive or leave it vacant.
- (c) A MBA Branch Section Executive Committee member so elected shall serve until the end of that fiscal year. If the MBA Branch Executive Committee member is elected on or before six months after the first day of the fiscal year, the period from the election to the end of the fiscal year shall count as one year in determining the term of office.

9. Removal from MBA Branch Section Executive Committee

- (a) A MBA Branch Section Executive Committee member whose membership in the Association or the Section lapses shall cease to be a MBA Branch Section Executive Committee Member, cannot attend any Section or MBA Branch Section Executive Committee meetings or Section activities or events, and is not eligible to run in Section elections until their membership is reinstated.
- (b) The Branch Executive may remove any MBA Branch Section Executive Committee member who violates the [MBA Code of Conduct for Respectful Working Relationships](#) or the [MBA Harassment & Violence Prevention Policy](#).
- (c) The Branch Executive may remove any MBA Branch Section Chair/Co-Chair for lack of Section activity or take such other actions as it may deem appropriate in its own discretion.

10. MBA Branch Section Executive Committee Meetings

- (a) The MBA Branch Section Executive Committee may meet in person, by means of a telephonic, electronic or other communications facility that permits all persons participating in the meeting.
- (b) Notice of the time, place, and general purpose of a meeting shall be sent to each MBA Branch Section Executive Committee member at least five business days before the meeting. In the event of an emergency, notice may be sent one business day before the meeting. The notice period can be waived on agreement of all MBA Branch Section Executive Committee members.
- (c) The MBA Branch Section Executive Committee may invite Section members and Affiliates to attend MBA Branch Section Executive Committee meetings as guests from time to time, subject to applicable Branch policies and procedures.

11. MBA Branch Section Executive Quorum

A majority of the MBA Branch Section Executive Committee members constitutes a quorum for the transaction of business at any MBA Branch Section Executive Committee meeting. Business transacted at a meeting without quorum shall be presented to the next MBA Branch Section Executive meeting for further discussion and for ratification.

12. Executive Decisions

The MBA Branch Section Executive Committee shall make efforts to achieve consensus on its decisions. If consensus cannot be achieved, decisions shall be by majority vote of the MBA Branch Section Executive Committee members present at a meeting. The presiding MBA Branch Section Executive Chair does not vote except in the case of a tie, to cast the deciding vote.

13. MBA Branch Section Executive Agenda

The agenda of a MBA Branch Section Executive Committee meeting shall consist of matters that the

Chair determines and that any MBA Branch Section Executive Committee member requests the Chair to include.

14. MBA Branch Section Committees

- (a) The MBA Branch Section Executive Committee may establish Committees with an ongoing or *ad hoc* mandate as may be deemed necessary and desirable to promote the purpose and goals of the Section or to assist the MBA Branch Section Executive Committee in the orderly management of the affairs of the Section.
- (b) Committees of the Section shall:
 - i. be comprised only of Section Members and Affiliates;
 - ii. be chaired or co-chaired by a MBA Branch Section Executive Committee Member;
 - iii. report and be accountable to the MBA Branch Section Executive Committee;
 - iv. be subject to rules the MBA Branch Section Executive Committee sets for them;
 - v. supply any information the MBA Branch Section Executive Committee requests of them, in the time the Executive requests.
- (c) Committee members shall be appointed for a term of one year, which may be renewed.

15. Conduct of Meetings

Meetings shall be conducted in accordance with Roberts' Rules of Order and shall be consistent with the CBA and MBA Bylaws, regulations, policies and the [MBA Code of Conduct for Respectful Working Relationships](#).

16. Amendments

- (a) The MBA Branch Section Executive Committee may propose an amendment or exemption to any of the rules applicable to its Branch Section at a meeting of the MBA Branch Section Executive Committee by a majority vote of the MBA Branch Section Executive Committee present and voting. The proposed amendment or exemption becomes effective upon approval by the Branch Executive.
- (b) The MBA Branch Section Executive Committee must propose the amendment or exemption in writing to the Branch Executive, setting out the reasons for the change. If the Branch Executive approves the proposed amendment or exemption with changes, the amendment or exemption as changed shall become effective once the MBA Branch Executive Committee agrees to the amendments as changed.