

BILL

Uniform Law Conference of Canada By-laws

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This by-law is made under and subject to the Constitution approved by the delegates on August x, 2018.

PART I

DEFINITIONS AND INTERPRETATION

Definitions and interpretation

1(1) In this by-law,

“civil law” means law other than criminal law;

“Civil Section” means the Civil Section of the Conference described in Part II;

“Conference” means the Uniform Law Conference of Canada;

“Criminal Section” means the Criminal Section of the Conference described in Part II;

“delegate” means a delegate appointed by a constituent jurisdiction to attend an annual meeting of the Conference;

“Executive Committee” means the Executive Committee of the Conference described in subsection 10(1);

“jurisdictional representative” means a person appointed under section 9;

“President” means the President of the Conference described in section 11;

“Vice-President” means the Vice-President of the Conference described in section 11.

1(2) Canada and each province and territory of Canada are the constituent jurisdictions of the Conference.

PART II

CIVIL SECTION AND CRIMINAL SECTION

Appointment and mandates

2(1) The Civil Section consists of those persons appointed by the constituent jurisdictions to participate in the activities of that Section.

2(2) The Civil Section shall carry out the mandate of the Conference in relation to matters of civil law.

2(3) The Criminal Section consists of those persons appointed by the constituent jurisdictions to participate in the activities of that Section.

2(4) The Criminal Section shall carry out the mandate of the Conference in relation to matters of criminal law.

2(5) The Civil Section and the Criminal Section shall jointly carry out the mandate of the Conference in relation to matters of mixed civil law and criminal law.

Nominating Committee – Civil Section

3(1) The Nominating Committee for the Civil Section shall consist of the following members:

- (a) the immediate past Chair of the Section, or the most recent past Chair of the Section who is present at the annual meeting, who shall be the Chair of the committee;
- (b) the President; and
- (c) at least three members of the Section.

3(2) The members referred to in clause (1)(c) shall be selected by the Chair of the Nominating Committee in consultation with the jurisdictional representatives, taking into account regional and other interests represented in the Section.

3(3) The Chair of the Nominating Committee shall report the names of the members of the Nominating Committee to the Section as soon as practicable after the committee is established.

3(4) The Nominating Committee shall present to the Section its nomination to fill the position of Chair of the Section at the annual meeting.

3(5) Additional nominations to fill the position of Chair of the Section may be made by delegates from the floor at the annual meeting.

Nominating Committee – Criminal Section

4(1) The Nominating Committee for the Criminal Section shall consist of the following members:

- (a) the immediate past Chair of the Section, or the most recent past Chair of the Section who is present at the annual meeting, who shall be the Chair of the committee;
- (b) the President; and
- (c) at least three members of the Section.

4(2) The members referred to in clause (1)(c) shall be selected by the Chair of the Nominating Committee taking into account regional and other interests represented in the Section.

4(3) The Chair of the Nominating Committee shall report the names of the members of the Nominating Committee to the Section as soon as practicable after the committee is established.

4(4) The Nominating Committee shall present to the Section its nomination to fill the position of Chair of the Section at the annual meeting.

4(5) Additional nominations to fill the position of Chair of the Section may be made by delegates from the floor at the annual meeting.

Term of office – Section Chairs

5(1) The Chair of the Civil Section shall be elected for a one-year term.

5(2) The Chair of the Criminal Section shall be elected for a one-year term.

5(3) Despite subsections (1) and (2), the Chair of a Section is eligible to be re-elected for a term of one additional year.

5(4) If, for any reason, the Chair of a Section is unable to complete his or her term of office, the Steering Committee of the relevant Section shall designate a member from amongst themselves to serve as Chair of the Section for the remainder of the unexpired term of office.

5(5) Time served in office under subsection (4) does not render a person ineligible for election to the same office on the expiry of the remainder of that term of office.

Steering Committee – Civil Section

6(1) The Steering Committee of the Civil Section shall consist of the following members:

- (a) the Chair of the Section, who shall be the Chair of the committee;
- (b) the immediate past Chair of the Section; and
- (c) one member of the Section from each constituent jurisdiction.

6(2) Subject to its Constitution, this by-law and the policies of the Conference, the Steering Committee of the Civil Section may do anything it considers appropriate to carry out the mandate of the Section including but not limited to the following:

- (a) providing support to the Chair of the Section in planning the annual meeting of the Section and assisting the Chair in setting the agenda for that meeting;

- (b) liaising with the constituent jurisdictions and any relevant committees and organizations concerning the activities of the Section;
- (c) establishing the committees and working groups that it considers appropriate;
- (d) subject to subsection 28(2), adopting rules of procedure and policies governing the activities of the Section;
- (e) amending uniform acts, model acts, statements of legal principles or documents setting out legislative proposals to remove ambiguities, or to correct technical errors; and
- (f) providing instruction to the jurisdictional representatives of the Section.

6(3) The Chair of the Section may invite any person to serve on a working

group. **Steering Committee – Criminal Section**

7(1) The Steering Committee of the Criminal Section shall consist of the following members:

- (a) the Chair of the Section, who shall be the Chair of the committee;
- (b) the immediate past Chair of the Section;
- (c) at least two members of the Section; and
- (d) the Secretary of the Section.

7(2) The members referred to in clause (1)(c) shall be selected by the Chair of the Section, taking into account regional and other interests represented in the Section.

7(3) Subject to its Constitution, this by-law and the policies of the Conference, the Steering Committee of the Criminal Section may do anything it considers appropriate to carry out the mandate of the Section including but not limited to the following:

- (a) providing support to the Chair of the Section in planning the annual meeting of the Section and assisting the Chair in setting the agenda for that meeting;
- (b) establishing the committees that it considers appropriate;
- (c) subject to subsection 28(2), adopting rules of procedure and policies governing the activities of the Section; and
- (d) providing instruction to the jurisdictional representatives of the Section.

Secretary of Criminal Section

8(1) The Steering Committee of the Criminal Section shall appoint a Secretary.

8(2) The Secretary shall remain in office until he or she resigns or is replaced.

Jurisdictional representatives

9(1) The Executive Director shall, on behalf of the President, invite each constituent jurisdiction to appoint a person to be the jurisdictional representative for the Civil Section and a person to be the jurisdictional representative for the Criminal Section.

9(2) The jurisdictional representatives shall represent and serve the interests of the Section to which they are appointed in their jurisdictions, including but not limited to the following:

- (a) organizing the jurisdictional delegations in preparation for meetings of the Section;
- (b) enabling the work of the Section to be brought to the attention of the constituent jurisdiction;
- (c) promoting, monitoring and advancing the implementation of the Section's work in the constituent jurisdiction that is considered appropriate to meet the needs of the jurisdictions and the mandate of the Conference; and

(d) providing information and advice to relevant and interested organizations and individuals concerning the work of the Section.

9(3) The jurisdictional representatives shall meet with the President at the annual meeting.

9(4) The jurisdictional representatives shall participate in a conference call with the President annually.

PART III

GOVERNANCE AND ADMINISTRATION

Executive Committee

10(1) The Executive Committee of the Conference shall consist of the following members:

- (a) the President;
- (b) the Vice-President;
- (c) the immediate past President;
- (d) the Chair of the Civil Section; and
- (e) the Chair of the Criminal Section.

10(2) The Executive Committee shall administer the affairs of the Conference and, for that purpose, shall have all the powers and duties that are not assigned to the Sections.

10(3) The Executive Committee may invite the Secretary of the Criminal Section, the Chair of any committee of the Conference, and staff of the Conference to participate in meetings of the Executive Committee.

Powers and duties – President and Vice-President

11(1) The President is the Chair of the Executive Committee and shall preside at meetings of that Committee and at plenary sessions of the Conference.

11(2) In the temporary absence or inability to act of the President, the Vice-President shall act as Chair.

11(3) In the temporary absence or inability to act of the President and the Vice-President, the members present at a meeting of the Executive Committee shall elect a member from amongst themselves to serve as the Chair of the meeting.

11(4) The duties of the President include

- (a) reporting annually on the work of the Conference to the Deputy Attorneys General of the constituent jurisdictions and to any other organizations or individuals that the Executive Committee directs,
- (b) liaising with the heads of
 - (i) the Association of Canadian Law Deans,
 - (ii) the Association of Canadian Law Foundations,
 - (iii) the Canadian Association of Law Teachers,
 - (iv) the Canadian Association of Provincial Court Judges, and
 - (v) the Canadian Bar Association,
 - (vi) the Canadian Council of Criminal Defence Lawyers,
 - (vii) the Federation of Law Reform Agencies, and
 - (viii) any other organization that the Executive Committee directs,

- (c) representing the Conference at the annual meeting of the Uniform Law Commission (US) and any other law commission that the Executive Committee directs,
- (d) convening at least three meetings of the Executive Committee each year in addition to the Executive Committee meeting held at the annual meeting,
- (e) supervising the activities of the Executive Director and other staff of the Conference,
- (f) seeking contributions for any endowment fund or foundation established by the Conference, and
- (g) carrying out any other duties that the Executive Committee assigns.

11(5) In the temporary absence or inability to act of the President, the Vice-President shall perform the duties set out in clauses (4)(a) to (g).

11(6) The President and the Vice-President are, by virtue of their offices, members of all committees of the Conference.

11(7) Unless other arrangements have been approved by the Executive Committee, the President speaks on behalf of the Conference.

Nominating Committee – President and Vice-President

12(1) The Nominating Committee of the Conference shall consist of the following members:

- (a) the immediate past President, or the most recent past President who will be present at the next annual meeting, who shall be the Chair of the committee; and
- (b) at least four members of the Conference who will be delegates at the next annual meeting.

12(2) The delegates referred to in clause (1)(b) shall be selected by the Chair of the Nominating Committee, taking into account regional and other interests represented in the Conference.

12(3) The Chair of the Nominating Committee shall report the names of the members of the Committee to the Executive Committee as soon as practicable after the Committee is established.

12(4) The Nominating Committee shall present its nomination to fill the positions of President and Vice-President at the annual meeting.

Term of office – President and Vice-President

13(1) The President and Vice-President shall be elected at the annual meeting and shall hold office for a one-year term.

13(2) Despite subsection (1), the President and Vice-President are eligible to be re-elected for a term of one additional year.

Vacancies in office

14(1) If, for any reason, the President is unable to complete his or her term of office, the Vice-President shall serve as President for the remainder of the unexpired term of office.

14(2) If there is no Vice-President available to serve under subsection (1), the Executive Committee shall designate a member from amongst themselves to serve as President for the remainder of the unexpired term of office.

14(3) If, for any reason, the Vice-President is unable to complete his or her term of office, the Executive Committee shall designate a member from amongst themselves to serve as Vice-President for the remainder of the unexpired term of office.

14(4) Time served in office under this section does not render a person ineligible for election to the same office on the expiry of the remainder of that term of office.

Appointment and duties – Executive Director

15(1) *The Executive Committee shall, consistent with the Conference's finances, appoint an Executive Director and any other staff required to effectively carry out the mandate of the Conference.*

15(2) *The duties of the Executive Director include*

- (a) managing the Conference's office,*
- (b) assisting the Executive Committee, the Steering Committees of the Sections and any other committees of the Conference in carrying out their duties,*
- (c) preparing and keeping the minutes of meetings of the Executive Committee, opening plenary sessions and closing plenary sessions of the Conference, joint sessions of the Sections and any other meetings that the Executive Committee directs,*
- (d) preparing and keeping the correspondence of the Conference, the Executive Committee and any other committee of the Conference that the Executive Committee directs,*
- (e) maintaining the files and records of the Conference,*
- (f) managing the financial affairs of the Conference and maintaining the financial records and reports of the Conference,*
- (g) supervising the publication of the Annual Proceedings of the Conference, and*
- (h) assisting the organizers in preparing for and conducting the annual meeting of the Conference.*

PART IV

BUDGET AND FINANCES

Budget and Finance Committee

16(1) The Executive Committee shall establish a Budget and Finance Committee consisting of the following members:

- (a) the President;
- (b) the Vice-President, who shall be the Chair of the committee;
- (c) the immediate past President;
- (d) the Chair of the Civil Section;
- (e) the Chair of the Criminal Section; and
- (f) any other person appointed by the Executive Committee.

16(2) A person referred to in clause (1)(f) shall be appointed for a one-year term but may be re-appointed.

16(3) The duties of the Budget and Finance Committee include

- (a) providing advice in relation to the financial aspects of the Conference's operations, including investments, endowment funds, and any foundations established by the Conference,
- (b) preparing an investment policy for the Conference,
- (c) monitoring and realizing on investments,
- (d) reviewing the financial statements and reporting to the Conference,

- (e) making recommendations to the Executive Committee in relation to annual assessments,
- (f) preparing a budget for the activities of the Conference for the next fiscal year to be presented to the Executive Committee, and
- (g) any other duties that the Executive Committee directs.

Annual assessments

17(1) On the recommendation of the Budget and Finance Committee, the Executive Committee shall, in consultation with the jurisdictional representatives, determine and levy on each constituent jurisdiction the annual assessment required to enable the Conference to meet the financial obligations of carrying out its mandate.

17(2) The annual assessments may vary between constituent jurisdictions.

Fiscal year

18 The fiscal year of the Conference begins on April 1 in one year and ends on March 31 in the following year.

Budget

19(1) After the Executive Committee has reviewed the budget for the activities of the Conference for the next fiscal year prepared by the Budget and Finance Committee, the Executive Committee shall submit it to the jurisdictional representatives for approval.

19(2) A jurisdictional representative has 30 days to submit any objections to the budget to the Executive Committee.

19(3) If the Executive Committee receives no objections to the budget in the 30-day period referred to in subsection (2), the budget shall be deemed to be approved.

Endowment fund and foundation

20 The Executive Committee may establish an entity or a segregated fund to support the activities of the Conference.

PART V

OTHER CONFERENCE COMMITTEES

International Committee

21(1) The Executive Committee shall establish an International Committee consisting of the following members:

- (a) the President;
- (b) the Vice-President;
- (c) the Chair of the Civil Section;
- (d) a representative from Quebec;
- (e) a representative from the Government of Canada who is an expert in private international law; and
- (f) any other person appointed by the Executive Committee.

21(2) The mandate of the International Committee is to work with other uniform law organizations and similar organizations for the purpose of exchanging information, for research and analysis and for joint projects.

Advisory Committee on Project Development and Management

22(1) The Executive Committee shall establish an Advisory Committee on Project Development and Management consisting of the following members:

- (a) the President;

- (b) the Vice-President;
- (c) the Chair of the Civil Section;
- (d) the Chair of the Criminal Section;
- (e) the Chair of the International Committee; and
- (f) any other person appointed by the Executive Committee.

22(2) The mandate of the Advisory Committee on Project Development and Management is to consider and recommend projects for the Conference and to manage the Conference's medium and long-term projects.

PART VI

ANNUAL MEETING

Persons eligible to attend annual meeting

23(1) The following persons are eligible to attend the annual meeting:

- (a) a delegate to the Conference appointed by a constituent jurisdiction;
- (b) subject to subsection (2), a member of a working group attending the meeting in connection with the presentation of a report being made by that working group;
- (c) subject to subsection (2), a presenter;
- (d) the past Presidents;
- (e) the immediate past Vice-President;
- (f) the immediate past Chairs of the Civil Section and Criminal Section;

- (g) an international guest attending at the President's invitation;
- (h) the President, Vice-President, Conference staff persons and Chairs of Conference committees; and
- (i) a person invited to be an observer under subsection (3) or (4).

23(2) A person referred to in clause (1)(b) or (c) who is not a delegate is only eligible to attend a meeting of the Conference or Section during the presentation of the working group's report and during the discussions related to the report.

23(3) The Chair of a Section may invite a person who is not a delegate to attend an annual meeting as an observer.

23(4) A jurisdictional representative may, with the approval of the Chair of the relevant Section, invite a person who is not a delegate to attend an annual meeting as an observer.

Confidentiality and distribution of materials

24(1) Subject to this section, all materials prepared for the Conference are confidential.

24(2) Subject to subsection (3), materials prepared for consideration by the Conference at the annual meeting may not be distributed to non-delegates before they are reviewed by the delegates.

24(3) Materials referred to in subsection (2) may be distributed to non-delegates for the purpose of advancing the work of the Conference if the Executive Committee approves, subject to any terms and conditions imposed by the Committee.

24(4) Materials prepared for consideration by the Conference may only be released to the public after being considered by the Conference at the annual meeting.

24(5) Materials prepared for consideration by the Civil Section at the annual meeting are no longer confidential after being considered by the Section, unless the Chair determines that they should remain confidential.

24(6) Subject to subsection (7), resolutions proposed to the Criminal Section at the annual meeting are no longer confidential after being considered by the Section, unless the Chair determines that they should remain confidential.

24(7) The summary sheets and other materials from the constituent jurisdictions proposing resolutions to the Criminal Section at the annual meeting remain confidential.

24(8) Materials prepared for joint consideration by the Civil Section and Criminal Section at the annual meeting are no longer confidential after being considered by the Sections, unless the Chairs of the Sections determine that they should remain confidential.

Voting

25(1) To be eligible to vote at the annual meeting, a person must be

- (a) a delegate, or
- (b) a past President.

25(2) Each duly appointed delegate or past President is entitled to cast one vote on any question at an annual meeting.

25(3) Voting on any question at an annual meeting shall be done by constituent jurisdiction in the following circumstances, in which case each constituent jurisdiction represented at the annual meeting shall be entitled to cast three votes:

- (a) if requested by a jurisdictional representative; or
- (b) if the question concerns an approval under subsection 27(2).

Deliberations

26(1) The deliberations of the annual meeting shall be private and confidential.

26(2) In the deliberations at the annual meeting, delegates do not speak on behalf of the constituent jurisdiction for which they were appointed.

PART VII

BY-LAWS AND POLICIES

By-laws and policies of the Conference

27(1) Subject to subsection (2), the Executive Committee may adopt by-laws and policies concerning the Conference from time to time and may amend existing by-laws and policies.

27(2) A by-law or a policy or an amendment to a by-law or a policy shall cease to have effect if it is not approved by means of a vote held under subsection 25(3) at the next annual meeting held after its adoption or amendment.

Rules of procedure and policies of a Section

28(1) Subject to subsection (2), the Steering Committee of a Section may adopt rules of procedure and policies concerning that Section from time to time and may amend existing rules of procedure and policies.

28(2) A rule of procedure or policy or an amendment to a rule of procedure or policy shall cease to have effect if it is not approved at the next meeting of the Section held after its adoption or amendment.

28(3) Each Section shall adopt a rule of procedure or a policy respecting approvals given under subsection (2).