



“THE LEADER IN  
TRIBUNAL TRAINING  
ACROSS CANADA”



# BYLAWS

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## **Part I - DEFINITIONS**

**“affiliate member”** is an individual member

**“AGM”** means the annual general meeting of FOAJ;

**“board”** means the FOAJ board of directors;

**“chair”** means the duly elected chair of the FOAJ board;

**“Code of Conduct”** is the set of rules outlining the social norms and rules and responsibilities of, or proper practices for FOAJ;

**“executive committee”** means the chair, vice-chair, past chair, secretary and treasurer or secretary-treasurer;

**“Foundation”** means the Foundation of Administrative Justice

**“good standing”**, when used in reference to a member, means that the member’s registration is not suspended;

**“member”**, means any organizational or individual member that holds a membership in FOAJ;

**“organizational member”** a member representing any organization who is a member;

**“officer”** means the chair, the vice-chair, the secretary, the treasurer or the secretary/treasurer and the past chair.

## **Part II - MEMBERSHIP**

### ***Eligibility***

1. Membership in the Foundation is open to any person or organization with an obligation to or an interest in administrative justice:

### ***Types of membership***

2. Membership in the Foundation is open to:
  - i) An administrative tribunal or organization,
  - ii) Any appointed or elected board member or staff member of an administrative tribunal or organization, or
  - iii) Any person interested in administrative justice.
3. The board may:
  - i) Determine sub-categories of membership, membership benefits and membership fees
  - ii) Approve the membership of any qualified person or organization.

### ***Withdrawal, suspension & reinstatement***

4. Any member wishing to withdraw from membership may do so upon a notice in writing to the secretary.
5. A member who is in arrears for fees or assessments for any year shall be automatically suspended 90 days from the end of such year and, from that date, is not entitled to membership

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privileges or powers in the Foundation until reinstated. The board may reinstate a suspended member upon payment of all outstanding fees or assessments, including arrears.

6. Any member, by a majority vote of all members in good standing, may be expelled from membership for any cause that the Foundation may deem reasonable.

**Part III - BOARD**

7. The board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Foundation.

***Composition and qualifications***

8. The Board of Directors shall be comprised of not less than 8 and not more than 13 Directors, of which up to 10 directors shall be elected equally from organization and individual members according to these bylaws; up to 2 members at large, may be appointed by the Board; and, if so requested by the Board of Directors, the immediate or a previous past Chair for a term of up to 1 year following the election of a new Chair. The past Chair may attend any or all meetings during their term as a past Chair at the request of the Board of Directors but shall be a non-voting member.
9. Subject to section 10, any representative of an organization member and any individual member in good standing shall be eligible to any office in FOAJ.
10. No more than 2 representatives from the same organization member may serve on the board at a time.
11. A person appointed or elected a director becomes a director if the person:
  - i) Was present at the meeting when being appointed or elected, and did not refuse the appointment or
  - ii) Was not present at the meeting but consented in writing to act as director before the appointment or election.

***Election***

12. The board shall be elected by the members of the Foundation present at the AGM.
13. Retiring directors shall be eligible for re-election at the annual meeting of members.
14. The board shall be elected at the AGM as follows:
  - i) Up to 5 directors from organization members shall be elected by a vote of representatives of the organization members. No individual members shall participate in this vote.
  - ii) Up to 5 directors from individual members shall be elected by a vote of individual members. No organization representatives shall participate in this vote.

***Term of office***

15. Directors will be elected or appointed for a 2-year term.
  - i) Directors shall be elected for a two-year term and are eligible for election for up to two consecutive terms for a maximum of six years of service.

- ii) Directors may be re-nominated for service on the board following a one-year absence from the board

16. Directors will serve until their successors are elected and installed.

***Vacancies on the board***

17. Any vacancy of a director occurring during the term may be filled, for the balance of the term, by:
- i) Board appointment, or
  - ii) Election at the next general meeting, provided it is so stated in the notice calling such general meeting.

***Removal of a director or officer***

18. Any director or officer may be removed from office by majority vote of the board for:
- i) Non-attendance at three consecutive meetings without board approval.
  - ii) Violation of FOAJ bylaws, Code of Conduct or policies.
  - iii) Non-participation in voting (including letter ballots) without reasonable grounds.

The position of director or officer is automatically vacated if the person resigns or dies.

**Part IV - OFFICERS**

***Officers / Executive Committee***

19. At the first board meeting following the AGM, the board will elect the officers from among themselves.
20. The officers shall be the chair; vice-chair; and secretary and treasurer, or secretary/treasurer. The office of the secretary and treasurer may be filled by 1 person.

Chair

21. The chair shall speak for the Foundation and the board and is an ex-officio a member of all committees.

Vice chair

22. The vice-chair, in the absence of the chair, performs the duties and exercises the powers of the chair.

Secretary

23. The secretary, directed by the chair, shall:
- a. Attend all meetings of the Foundation and of the board and to keep accurate minutes of the same.
  - b. Have charge of the seal of the foundation which, whenever used, shall be authenticated by the signature of the secretary and the chair, or, in case of the death, absence or inability of either to act, by the vice-chair.

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- c. The record of all the members of the Foundation and their addresses.
  - d. Notices of the various meetings as required and send notices of annual dues or assessments levied by the Foundation.
24. In case of the absence or inability of the secretary to act, the duties of the secretary shall be discharged by such officer as may be appointed by the board.

Treasurer

25. The treasurer, is responsible for:
- a. Receipt of all monies paid to the Foundation and deposit of same in whatever financial institution the board may order.
  - b. Proper accounting for the funds of the Foundation and keeping such books as may be directed.
  - c. A full detailed account of receipts and disbursements to the board whenever requested.
  - d. Presentation to and approval by the annual meeting, of the audited financial statements of the Foundation; and
  - e. Submission of a copy to the secretary for the records of the Foundation.

**Part V - EXECUTIVE DIRECTOR**

26. The board may create a position of executive director or alternate equivalent title to deal with the business of the Foundation who reports to and is responsible to the board.

**Part VI FINANCIAL MATTERS**

***Audit***

27. The books, accounts and records of the Foundation shall be audited, at least once each year by a professional accountant or by at least two members of the Foundation appointed by the board for that purpose.
28. A complete and proper statement of the standing of the books for the previous year shall be submitted by the professional accountant to the AGM of the Foundation for acceptance by the members.

***Fiscal year***

29. The fiscal year end of the Foundation in each year shall be December 31.

***Inspection of books and records***

30. The books and records of the Foundation may be inspected by any member of the Foundation at the annual meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.
31. Each member of the board shall at all times have access to the Foundation's books and records.

## **VII. MEETINGS**

### ***Rules of Order***

32. All meetings shall be conducted using Roberts' Rules of Order.

### ***Electronic or written***

34. Any FOAJ meeting may be held at such time and place and in such manner as the board determines, including by means of telephone, electronic or other means of communication that permits all individuals participating in the meeting to communicate with each other, notwithstanding that the meeting may be held simultaneously in more than one location. Each individual participating at each such location is deemed for the purposes of these bylaws to be personally present at the meeting.

35. The board may conduct business by written or electronic resolution, with ratification at the next in person meeting.

### ***Chair of meetings***

36. The chair shall, when present, preside at all meetings of the Foundation and of the board. In the chair's absence, the vice chair shall preside at such meetings. In the absence of both, a chair may be elected at the meeting to preside.

### ***General and special meetings***

37. The Foundation shall hold an AGM in Alberta, on or before July 1 in each year. Written notice of the meeting by mail or email, to the last known address of each member, at least 14 days prior to the date of the meeting shall be given.

38. General meetings of the Foundation may be called at any time upon instructions of the chair or board. Written notice of the meeting by mail or email, to the last known address of each member, at least eight days prior to the meeting shall be given.

39. A special meeting shall be called by the chair upon receipt of a petition, signed by 1/3 of all the members in good standing, setting forth the reasons for calling such meeting. Written notice of the meeting by mail, to the last known address of each member, at least eight days prior to the meeting shall be given.

40. 12 members of the Foundation in good standing shall constitute a quorum at any general or special meeting.

### ***Board meetings***

41. Meetings of the board shall be held as required at least 4 times per year, and no less than once every 4 months.

42. The chair shall call a meeting of the board:

- i) As required under these bylaws,
- ii) At times determined by the chair, and
- iii) When any 2 directors request a special meeting, by providing a written request to the

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chair and state the business to be brought before the meeting.

- 43. Board meetings shall be called by at least 7 days' notice to each director by way of email, fax or telephone.
- 44. Meetings may be held without notice if a majority of the board is present. Any business transactions at such meeting shall be ratified at the next regularly called meeting of the board; otherwise the business shall be null and void.
- 45. A majority of the elected and appointed board members shall constitute a quorum for a board meeting.

**VIII. COMMITTEES**

- 46. The board may establish committees to assist in the activities of the Foundation.

**IX. REMUNERATION**

- 47. Unless authorized at any meeting and after notice for same shall have been given, no officer, director or member of the association shall receive any remuneration for services provided to or for the Foundation.

**X. BORROWING POWERS**

- 48. For the purpose of carrying out its objects, the Foundation may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Foundation, and in no case shall debentures be issued without the sanction of a special resolution of the Foundation.

**XI. BYLAWS**

- 49. In the future the bylaws can only be rescinded, altered or added to by a special resolution of the members.

**XII. MEDIATION AND ARBITRATION**

- 50. The Foundation may resolve disputes using mediation and arbitration as provided in the *Society's Act*.

**XIII. INDEMNITIES TO DIRECTORS AND OTHERS**

- 51. The Foundation shall indemnify the directors and members authorized by the board with respect to any bona fide (in good faith) decisions made by them or actions taken by them.