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1. Definitions.

The following definitions apply in this Constitution unless the context otherwise requires.

"Council" means the Governing Council of the Association.

"Executive" means the officers of the Association.

"employer" means the Government of Canada.

"Justice" means the Department of Justice, Canada.

"Justice counsel" means a counsel employed by the employer in the Law Group as defined in Part 1 of the Canada Gazette of March 27, 1999." (*amended 21 March 2006*)

"counsel" means a person who is a member in good standing of the bar of a province or territory or of the Chambre des notaires or is a student-at-law under articles for the purpose of becoming eligible for such membership.

"regional meeting" means a meeting of the membership in a region, and includes, for the National Capital Region, a meeting of the membership in any ward, section, or similar group that is established for the purposes of electing a Council Member by by-laws made under paragraph 15.1c).

"region" means a region named under clause 8.1 or added under clause 8.2, and, for the purposes of a regional meeting in the National Capital Region, includes any ward, section, or similar group that is established for the purposes of electing a Council Member by by-laws made under paragraph 15.1c).

2. Purposes.

The purposes of the Association are:

primarily to promote the improvement of the conditions of employment of its members;

to negotiate, as the exclusive representative of Justice counsel, with the employer and Justice with respect to all matters affecting terms and conditions of employment including compensation;

to represent and assist Justice counsel in employment-related matters;

to promote the common interests, concerns and public contribution of Justice counsel;

to recognize and promote the bilingual and bijural nature of Justice counsel work;

to promote the professional and career development of Justice counsel.

3. Name.

The Association shall be known in English as the "Association of Justice Counsel" and in French as "L'Association des juristes du ministère de la Justice", referred to as AJC/AJJ.

4. Head Office.

The Head office of the Association shall be in a place in Canada determined by resolution of the Council.

5. Membership.

5.1 Eligibility.

A person is eligible for membership in the Association if they

(a) are a Justice counsel;

(b) have not been seconded outside of the Law Group for a period of more than 3 months; and

(c) are not occupying a position that is excluded from representation by the Association.
(*amended 21 March 2006*)

5.2 Becoming a member.

A person becomes a member on the acceptance by the Executive of an application in writing from them in which they indicate their commitment to the purposes of the Association and agree to be bound by its Constitution and by-laws.

A person whose fees and dues are paid to the Association by way of deduction by the employer from the person's pay shall be deemed to have so applied in writing to be a member unless the person notifies the Association in writing that they do not wish to be a member.

5.3 Suspension of membership.

A person's membership in the Association is suspended, if the person acts in an excluded position for more than 3 months, for so long as the person continues to act in that position.

(amended 21 March 2006)

5.4 Termination of membership.

A person's membership in the Association terminates if the person

- a) dies;
- b) fails, within such time as may be established by by-law, to pay the applicable membership dues or fees;
- c) resigns by giving written notice to the Association's secretary;
- d) is no longer eligible for membership under the Constitution or by-laws;
- e) has been given notice in writing of a Council meeting at which the cancellation of their membership is to be considered, of the grounds for the proposed cancellation, and of the person's right to address the meeting, and at that meeting a vote by a majority of 2/3 of the votes cast approves the cancellation.

5.5 Membership Decisions.

Any of the following requires the approval of a majority of the votes cast in a membership vote:

- a) any by-laws imposing special levies or changing dues except reductions under a by-law made under paragraph 15.1 k);
- b) the ratification of a framework or collective agreement negotiated by the Association with the employer; and
- c) any amendment of the Constitution of the Association.

Any collective job action by the membership of the Association must be approved by a majority of the votes cast in a vote of the membership that is proposed to be involved in the action.

6. Dues and levies.

6.1 Amount.

The amount of annual dues to cover the operating costs of the Association shall, subject to the by-laws, be initially set at the following scale:

- a) \$600.00 per member for counsel classified as LA - 2A and above;

b) \$450.00 per member for counsel classified as LA-1A; and

c) no dues for students-at-law.

6.2 Dues after Rand Formula.

On the commencement of automatic and mandatory deduction of dues from the pay of Justice counsel, the dues will be 0.75% of salary for all Justice counsel, subject to the by-laws.

6.3 Special levies.

Subject to clause 5.5, the Council may, by a majority vote impose special levies in such amounts and as such time as are deemed appropriate to deal with special matters.

7. Governing Council.

7.1 Composition.

The Governing Council shall be composed of the Council Members elected under article 8.

7.2 Duties.

The Council is responsible for the governance and management of the affairs of the Association subject to any decisions reserved to the membership.

7.3 Committees.

The Council may, by resolution, from time to time create committees with such mandate or duties as it sees fit. The members of such committees will hold office at the will of the Council.

7.4 Meetings.

A meeting of the Council shall be held at the call of the President or at the request of at least five Council Members. There shall be at least four meetings of the Council per year. Meetings may be held by conference call or videoconference. A quorum of the Council shall be a majority of its Members. The president, or his or her designate, shall preside at meetings of the Council.

7.4A Voting by electronic means.

The Executive may present specific matters to the Council to be voted on by e-mail or by other electronic means. (*amended 21 March 2006*)

7.5 Remuneration and reimbursement.

The Council Members shall serve as such without remuneration. They are entitled, however to the reimbursement of any reasonable out-of-pocket expenses.

7.6 Indemnification.

Every Council Member or other person who has undertaken or is about to undertake any liability on behalf of the Association, and their executors and administrators or liquidators, and the entirety of their real or immovable property and of their personal or movable property, respectively, shall at all times, be indemnified and saved harmless out of the funds of the Association, from and against

a) all costs, charges and expenses whatsoever, which they incur in any action, suit or proceeding, which is brought, commenced or prosecuted against them in respect of any act or instrument, deed or matter made, done or permitted by them in or about the good faith execution of the duties of their office; and

b) all other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by their own wilful neglect or default or by their intentional fault.

8. Representation by Region.

8.1 Regions.

The regions include all Justice counsel located within their geographical boundaries and are:

a) the National Capital Region;

b) the Ontario Region, which is composed of all of Ontario other than the National Capital Region;

c) the British Columbia Region;

d) the Quebec Region, which is composed of all of Quebec other than the National Capital Region;

e) the Atlantic Region, which includes all of Nova Scotia, New Brunswick, Newfoundland and Labrador, and Prince Edward Island;

- f) the Edmonton Region, which includes all of the City of Edmonton and the adjoining municipalities;
- g) the Calgary Region, which includes all of the City of Calgary and the adjoining municipalities;
- h) the Manitoba Region;
- i) the Saskatchewan Region;
- j) the Yukon Region;
- k) the Northwest Territories Region; and
- l) the Nunavut Region.

8.2 Addition or Amendment of Regions.

The Council, by a vote of 75% of the votes cast, may add a region or amend the boundaries or name of a region other than the National Capital Region.

8.3 One Council Member for each increment of 100 (*amended 21 March 2006*).

A region, other than the National Capital Region, shall be entitled to elect one Council Member for each 100 Justice counsel in the region, rounded up to the nearest hundred.

8.4 National Capital Region Representation.

The National Capital Region shall be entitled to elect a number of Council Members determined by multiplying the total number of Justice counsel in the National Capital Region by a fraction the numerator of which is the number of Council Members from the regions other than the National Capital Region and the denominator of which is the total number of Justice counsel in those regions and rounding the result down to the nearest whole number. (*amended 21 March 2006*)

8.5 Review of number of Council Members.

Before each biennial election of Council Members, the number of Justice counsel in each region shall be ascertained in order to determine the number of Council Members each region is entitled to elect.

8.6 Council Members must be from Region.

To be eligible for election as a Council Member for a region, a Justice counsel must be a member of the Association and located within the region. Council Members cease to

hold office if they are transferred, deployed or assigned for a duration greater than six months to a region other than the one from which they were elected.

8.7 Designated Alternate.

Council Members may, if the by-laws permit, designate an alternate to attend a meeting of Council on their behalf.

8.8 Term of Council Members.

Council Members hold office for a term of two years or until the termination of the meeting at which a successor is elected. A Council Member may be re-elected.

8.9 Removal of Council Members.

Council Members may be removed from office if, at a regional meeting called in accordance with clause 8.11, a vote by a majority of 75% of the votes cast approves the removal from office.

8.10 Election of Replacement.

The election of Council Members, and the election of replacements for Council Members who cease to hold office before the expiration of their term, shall be held by a vote by e-mail or by other electronic means. (*amended 21 March 2006*)

8.11 Regional Meetings.

A regional meeting shall be held at the call of the President or a majority its Council Members or at the request of not less than 15% of the members of that region on at least 14 days notice in writing to all members of the region.

There shall be a regional meeting at least every two years. (*amended 21 March 2006*)

9. Association Executive.

9.1 Officers.

There shall be seven officers of the Association to be elected or appointed by the Council from among its members at the Council Meeting following the biennial election of Council, as follows:

President

Vice President (Administration)

Vice President (Finance)

Vice President (Communications)

Vice President (Membership)
Vice President (Compensation and Benefits)
Vice President (Labour Relations)

These officers together form the Executive of the Association.
(*amended 21 March 2006*)

9.2 Duties of Executive.

The Executive shall be responsible for the governance and management of the affairs of the Association between meetings of Council, subject to any decisions or directions of the Council and any decisions reserved to the membership.

9.3 Term of Office.

The term of office of each officer shall be two years or until their successor is elected or appointed and, more particularly, commences upon adjournment of the meeting of Council at which the officer's election or appointment occurred and terminates on the adjournment of the meeting of Council in which the next election or appointment to that office occurs, except that by motion of the newly elected Council, the past officers may continue to exercise certain of their functions under the supervision of the newly elected officers, for a period not exceeding 30 days so as to permit the transition of the affairs of the Association to proceed more effectively.

9.4 Removal.

An officer may be removed from office by a vote of a majority of 75% of the votes cast at a meeting of Council.

9.5 Vacancy.

The Council may appoint a member of the Council to fill any vacancy and may confer the title of "Acting" officer, which shall constitute good and sufficient authority for all purposes until the next election.

9.6 Amendments to Constitution or dues.

Proposals to amend the Constitution or to change the membership dues must be approved by Council by a majority of votes cast before being submitted to the membership.

10. Execution of Documents.

Contracts, documents or instruments in writing requiring the signature of the Association may be signed by two persons duly authorized by Council, who, unless some other

direction is given by Council, shall be the President together with the Treasurer or Secretary; and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Council may from time to time by resolution appoint any other person to sign documents on behalf of the Association.

11. Borrowing.

The Council may from time to time:

a) borrow money upon the credit of the Association for the purposes of the Association in such amounts and upon such terms as may be deemed necessary;

b) issue bonds, debentures, or other like liabilities of the Association for such amounts and upon such terms as may be deemed expedient and pledge or sell the same for such sums and at such prices as the Council may determine;

c) give as security all or any of the real or immovable property or personal or movable property of the Association, present or future, including book debts and unpaid calls, rights, powers, franchises and undertaking to secure any such bonds, debentures, or other liabilities or any money borrowed or other debt or any other obligation or liability of the Association.

12. Banking Arrangements.

The Council shall designate by resolution the Association's financial institution and the persons authorized to transact on behalf of the Association with that financial institution.

13. Financial Year.

The Association's financial year shall begin on January 1st and terminate on December 31st of each year or on any other date that the Council determines by resolution.
(Amended on May 15th, 2002)

14. Auditors.

The Council shall annually appoint an auditor to audit the accounts and annual financial statements of the Association. The auditors shall hold office until the next annual Council meeting, but the Council may fill any vacancy in the office of the auditor. The report of the auditors shall be made available to members of the Association. The remuneration of the auditor shall be determined by resolution of the Council.

15. By-laws.

15.1 Enactment.

The Council may by a two-thirds majority of votes cast enact, amend or repeal by-laws to regulate the affairs of the Association, including

- a) admissions of persons as members of the Association, the classes of membership and the qualifications and conditions of membership;
- b) suspension and termination of members of the Association or Council Members;
- c) election of Council Members including, for the National Capital Region, the basis on which Council Members shall be elected;
- d) the representational structure for the Council Members representing the National Capital Region;
- e) providing for and governing the designation of alternates to represent Council Members at meetings of the Council;
- f) qualifications, election, appointment, functions, duties and removal of officers;
- g) remuneration of officers;
- h) the appointment of standing committees;
- i) the holding of any regional meetings or other Association meetings, including procedures for their call, quorums for such meetings, and their conduct;
- j) changes to the fees and dues of members, including the establishment of classes of members for the purposes of fees or dues;
- k) reducing fees or dues for any of the following classes of members: students-at-law, or persons on maternity leave, parental leave, sick leave, or leave without pay;
- l) for the holding of membership votes;
- m) relating to the creation of obligations binding on the Association including the execution of documents in its name or on its behalf;
- n) the conduct, in all other particulars, of the affairs of the Association.

15.2 Effective date of By-laws.

Subject to clause 5.5, by-laws take effect on being enacted or any later date specified in them.

16 Interpretation.

In this Constitution and any by-laws of the Association, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include both physical and legal persons.

17 Confirmation of Association. *(repeal 21 March 2006)*

18 Interim Management of Association. *(repeal 21 March 2006)*