

LEGAL SERVICES SOCIETY Board Governance Bylaws

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1 Definitions and interpretation

In these bylaws:

- a) “act” means the *Legal Services Society Act*, as enacted and amended from time to time;
- b) “directors,” “board,” or “board of directors” means those persons appointed directors of the Legal Services Society according to the act and who have not ceased to be directors;
- c) “governance lead” means a director appointed by the board to provide support and advice on governance matters;
- d) “outside interest” means membership in an organization, its board of directors, or one of its committees, or employment by another organization;
- e) “private interest” means any interest or advantage that personally benefits the director or a related party. Without limiting the generality of the foregoing, “private interest” includes any benefit to a corporation, partnership, trust, or organization of which the director
 - is an officer, trustee, or partner;
 - beneficially owns, directly or indirectly; or
 - exercises control over equity interests of more than 10%;
- f) “related organization” is any organization listed in paragraph 7.1;
- g) “related party” means a spouse, child, parent, sibling, friend, associate, or other person connected to a director by frequent or close association; and
- h) “society” means the Legal Services Society, doing business as Legal Aid BC.

- 1.1 All words or expressions in these bylaws that are defined in the act on the date these bylaws became effective shall have the meaning given to them in the act.
- 1.2 Words indicating the singular include the plural and vice versa; words indicating gender shall include all genders.
- 1.3 Where these bylaws require written or other notice to be given, such notice may be delivered to a director by electronic mail to the email address last provided by the director to the society.
- 1.4 If any dispute about the interpretation of these bylaws should arise, the interpretation of the board shall be final.

2 Board of Directors

- 2.1 The members of the society are the directors appointed pursuant to the act.
- 2.2 Every director in exercising their powers and discharging their duties shall act honestly and in good faith, with a view to the best interests of the society. They shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- 2.3 A director ceases to be a director on:
 - appointment of a successor;
 - termination of their appointment by order of the Lieutenant Governor in Council or by resolution of the Law Society of British Columbia, as the case may be;
 - resignation; or
 - death.

3 Election, Term, and Duties of the Chair

- 3.1 The directors elect the chair of the board at the first meeting of the fiscal year or when necessary to ensure that a vacancy will not occur.
- 3.2 The chair holds office for a one-year term and may be re-elected for one further term. The chair may be elected to a third consecutive term provided the board determines that such an extension is in the best interests of the society.
- 3.3 The chair presides at all meetings of the board and shall have such other powers and duties from time to time as prescribed by the board.

4 Board Meetings

- 4.1 The board shall meet at such times and as frequently as the board may determine. The board must meet at least once in each quarter according to s. 4(9) of the act. One meeting each year must include a planning and priorities session.
- 4.2 The corporate secretary will provide notice stating the time and location of each board meeting to every director at least seven days before the meeting date. Proceedings at any meeting are not invalidated by:
 - accidental omission to give notice of any meeting;
 - any irregularity in the meeting notice; or
 - any director not receiving notice.
- 4.3 The chair may call a special board meeting by giving written notice of the time and location of the meeting to each director at least 48 hours before the meeting. The notice must contain a general outline of the business to be transacted at the meeting.
- 4.4 Meetings of the board may be held by any means that permits each participant to communicate with every other participant.
- 4.5 Any board meeting may be adjourned from time to time by the chair of the meeting, with the consent of the directors, to a fixed time and place. Notice of any adjourned meeting is not required to be given if the time and place of the next meeting is announced at the original meeting.
- 4.6 The corporate secretary will prepare minutes of board meetings up and, when adopted by the board, will be maintained as a record of board proceedings.
- 4.7 The quorum needed for the transaction of board business is at least one-half of the number of directors provided for in the act.
- 4.8 Any director who is not entitled to take part in the discussion or vote on a matter and withdraws from a meeting shall remain to be counted in the quorum for that part of the meeting.
- 4.9 Questions arising at any board meeting are decided by a majority vote of the directors' present. Each director may exercise one vote. In case of a tie vote, the chair of the meeting shall not have a second or casting vote and the motion will not pass.
- 4.10 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting. In the case of a contested election for a board or committee position, voting will be by secret ballot.

4.11 A vacancy on the board does not impair the board’s right to act.

5 Committees of the Board

- 5.1 The board may, by resolution, establish standing and *ad hoc* committees to help carry out its own responsibilities, according to terms of reference established by the board.
- 5.2 The board shall establish an Executive Committee, a Finance Committee, and a Stakeholder Engagement Committee.
- 5.3 The board appoints the members of the committees.
- 5.4 The Executive Committee’s authority is established by s. 5 of the act. The committee has all the powers of the board except:
- the power to fill vacancies on or change the membership of a committee of the board, and
 - powers excluded by resolution of the board.
- 5.5 The Executive Committee comprises the board chair and not less than two directors. Unless the board decides otherwise by ordinary resolution, the committee shall consist of four directors, including the chair of the board.
- 5.6 The Finance Committee comprises three or more directors.
- 5.7 The Stakeholder Engagement Committee comprises two or more directors.

6 Powers and Authority of the Executive Director

- 6.1 The executive director appointed by the board pursuant to s. 6 of the act shall be the chief executive officer (CEO) of the society and, subject to the authority of the board, shall be responsible for the overall operations of the society. The executive director shall have such other powers and duties as the board may specify.

7 Conflict of Interest

- 7.1 For the purposes of these bylaws, each of the following is a “related organization”:
- Law Foundation of British Columbia
 - Notary Foundation of British Columbia
 - Law Society of British Columbia
 - Canadian Bar Association
 - Association of Legal Aid Lawyers
 - Government of Canada

- Government of British Columbia
- 7.2 A “conflict of interest” is a situation in which a private interest or outside interest of a director conflicts, potentially conflicts, or appears to conflict directly or indirectly with their duty to act in the best interests of the society.
- 7.3 A director of the society is deemed to have a conflict of interest if they are also:
- a director or committee member of any related organization, unless appointed as a representative of the society to the board or committee of such related organization; or
 - an employee of any related organization.
- 7.4 A director who earns income from society tariff work is deemed to have a conflict of interest when the board is dealing with tariff issues.
- 7.5 A director must advise the board chair or committee chair and inform the board of a conflict of interest prior to the meeting at which the issue creating the conflict of interest will be discussed.
- 7.6 A director who becomes aware of a conflict interest during a board or committee meeting must advise the chair of the meeting immediately.
- 7.7 If the board chair or a committee chair becomes aware that a director has or may have a conflict of interest, the chair must advise the director of the possible conflict of interest as soon as possible. The board chair or committee chair may ask the board as a whole to determine whether a conflict of interest exists. The board member who has the possible conflict of interest must not participate in the discussion or the vote.
- 7.8 A director who is unsure if they have a conflict of interest must advise the board chair or committee chair and inform the board of the possible conflict of interest prior to the meeting at which the issue creating the possible conflict of interest will be discussed. The board chair or committee chair may ask the board as a whole to determine whether a conflict of interest exists. The board member who has the possible conflict of interest must not participate in the discussion or the vote.
- 7.9 If a member has a conflict of interest, the board chair may ask the board as a whole what steps should be taken to manage the conflict. The director who has the conflict of interest must not participate in the discussion or decision. If the board decides to tolerate the conflict in whole or in part, the decision and the board’s reasons for the decision must be recorded in the minutes of the meeting.
- 7.10 Where a director’s conflict of interest is discovered after consideration of the issue creating the conflict of interest, the conflict of interest must be declared to the board at the earliest

opportunity. If the board determines that the involvement of the director influenced the decision of the matter, the board shall re-examine the matter and may rescind, vary, or confirm the decision.

- 7.11 If the conflict of interest involves the board chair, the issue must be referred to the Governance Lead who will follow the procedures assigned to the board chair in this section for responding to the conflict.

8 Amendments to the Bylaws

- 8.1 These bylaws are adopted as the general principles of governance by the board of the society and cannot be amended or altered except by an extraordinary resolution of the board. An extraordinary resolution requires at least 14 days' notice and a two-thirds majority of the directors present to pass.

9 Signing Authority

- 9.1 Contracts, documents, or any instruments in that require the signature of the society may be signed by the chair, the vice-chair, the executive director, or any other director, officer, or employee so authorized by the board.
- 9.2 The board may, from time to time by resolution, appoint signing officers who shall have the authority to sign cheques and all banking documents on behalf of the society.