

**GENERAL BY-LAWS  
OF  
NEW BRUNSWICK LEGAL AID SERVICES COMMISSION**

**WHEREAS** the Board of Directors (Board) has reviewed all previously approved By-laws and Resolutions of the New Brunswick Legal Aid Services Commission ( the Commission);

**AND WHEREAS** the Board has repealed all previously adopted By-Laws or Resolutions which were no longer applicable or needed to be replaced by provisions set out hereunder;

**AND WHEREAS** the Board deems it advisable to pass general By-Laws for the regulation of the Commission's affairs.

**NOW THEREFORE BE IT ENACTED** as follows:

**1. HEAD OFFICE**

- 1.1 The head office of the Commission shall be in the City of Fredericton and Province of New Brunswick.

**2. SEAL**

- 2.1 The seal of the Commission shall be entrusted to the Executive Director of the Commission for its use and safe keeping. Any contract, document or instrument in writing executed on behalf of the Commission by an authorized Signing Officer is not invalidated merely because a corporate seal is not affixed thereto.

**3. FISCAL YEAR**

- 3.1 The fiscal year of the NBLASC shall terminate on the 31<sup>st</sup> day of March in each year.



## **BOARD OF DIRECTORS**

### **4. POWERS**

- 4.1 The Commission shall be managed by a Board of Directors who shall:
- a) oversee the financial management of the Commission
  - b) establish operational and strategic policies for the Commission
  - c) establish an Appeals Committee and appoint members from among the members of the Board to hear appeals concerning
    - i) the removal of the name of a lawyer from a panel, and
    - ii) the audit of the accounts of a lawyer, and
  - d) evaluate the quality and cost-effectiveness of the provision of legal aid services in the Province.
- 4.2 In exercising the powers and duties of the Board, its members shall act exclusively in the best interests of the Commission.

### **5. APPOINTMENT**

Section 4(1) of the Act states as follows:

*4(1) The Commission shall have a Board of Directors composed of the following members:*

- a. The Executive Director who shall serve as a member by virtue of his or her office and be non-voting;*
- b. An employee of the Department of Justice and Public Safety designated by the Minister, who shall serve as a non-voting member;*
- c. Seven (7) voting members;*
  - i. Five (5) of whom shall be appointed by the Lieutenant Governor in Council on the recommendation of the Minister;*
  - ii. Two (2) of whom shall be appointed by the Lieutenant Governor in Council on the recommendation of the Law Society.*

### **6. VACANCIES ON BOARD**

- 6.1 In case of a vacancy occurring on the Board for any cause or reason, the vacancy shall be filled pursuant to the provisions contained in the Legal Aid Act.

- 6.2 A vacancy on the Board does not impair the capacity to act as long as a quorum is maintained.
- 6.3 In the case of a temporary absence or inability to act as a member of the Board, the Lieutenant-Governor in Council may appoint a substitute for the member for the period of the temporary absence or inability to act.

## **7. TERM IN OFFICE**

- 7.1 A member of the Board holds office for a term, not longer than three years, that the Lieutenant-General in Council determines. However, a member of the Board remains in office until the member resigns or is reappointed or replaced.
- 7.2 A member of the Board may not serve as a member for more than nine consecutive years. However, a member of the Board remains in office until the member resigns or is reappointed or replaced.

## **8. CONFLICT OF INTEREST**

- 8.1 Section 11(2) of the Legal Aid Act stipulates as follows:
- 8.1.1 Within 90 days after the commencement of this subsection, the Board shall make by-laws establishing the policy of the Commission in respect of situations considered by the Board to constitute an actual or potential conflict of interest pertaining to the members of the Board, including, but not limited to,
- 8.1.1.1 (a) the circumstances that constitute an actual or potential conflict of interest,
- 8.1.1.2 (b) a requirement that before taking office a member of the Board file with the Commission and the Minister a written declaration declaring the absence of any actual or potential conflict of interest or disclosing any actual or potential conflict of interest,
- 8.1.1.3 (c) a requirement that those members of the Board in office on the date of the coming into force of the by-laws file with the Commission and the Minister, within 30 days after that date, a written declaration declaring the absence of any actual or potential conflict of interest or disclosing any actual or potential conflict of interest, and;



8.1.1.4 (d) a requirement that if, after filing a declaration referred to in paragraph (b) or (c), an actual or potential conflict of interest arises, the member of the Board immediately files a revised declaration.

## **9. REMUNERATION OF DIRECTORS**

9.1 Remuneration paid to the Directors of the Commission, including payment of expenses incurred in the performance of their duties shall be pursuant to paragraph 10 of the *Legal Aid Act*, paragraphs 6(1), 6(2) and 6(3) of *Regulation 2017-12 under the Legal Aid Act*.

## **10. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS**

10.1 By-Laws of the Commission may be enacted and the by-laws of the Commission may be repealed or amended, by by-law enacted by a majority of the Board at a meeting of the Board as referenced in Section 11 (1) of the *Act*.

## **11. IMMUNITY AND INDEMNITY**

11.1 The Board members and employees of the Commission, or former Board members or employees of the Commission are included in the immunity and indemnity provisions outlined in paragraphs 44 and 45 of the *Legal Aid Act*.

## **12. POLICIES**

12.1 The Board shall approve strategic and operational policies to promote effective and efficient functioning of the Board and to provide broad direction to the Commission as a framework for organizational decision-making and the development and approval of operational/strategic policies/procedures.

12.1.1 “Strategic Policies” are defined as policies that (a) guide the Board’s process for carrying out its work, and (b) provide broad directional statements from the Board that define desired outcomes and key principles for the Commission in areas related to the Board’s major stewardship responsibilities.

12.1.2 “Operational Policies” are policies that describe the process and parameters for how the organization operationalizes or carries out its work. They guide day-to-day activities within the Commission. The Executive Director has the responsibility to develop operational policies that are consistent with applicable legislation, regulations, the General By-Laws and the Board’s strategic policies.

- 12.2 The Executive Director has the authority to approve “Operational procedures” which are step-by-step instructions regarding how the operational policy will be implemented. They supplement and are directly related to operational policies.

### **13. MEETINGS AND NOTICES**

- 13.1 Meetings of the Board may be held in person or via telephone or video conference. A meeting of the Board may be convened by the Chair of the Board, or any four directors at any time.
- 13.2 Notice of any meeting of the Board shall be delivered by email or otherwise communicated to each director not less than seven days before the meeting is to take place. In special circumstances, the seven day notice may be abridged to no less than 24 hours as long as quorum is met.

### **14. VOTING**

- 14.1 Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting shall cast a vote.
- 14.2 At any meeting unless a poll is demanded, a declaration by the Chair that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **15. COMMITTEES**

- 15.1 The Board may establish committees that it considers necessary to support the Board in its work. The Executive Director may appoint an officer or staff member of the Commission to serve as an associate non-voting member to the committees.
- 15.2 The Board has established four Committees namely, a Human Resources Committee, a Governance Committee, a Finance Committee and an Appeals Committee.
- 15.3 The Chair shall appoint the chair and members of the committees, subject to the approval of the Board. In making these appointments the Chair will take into consideration any interest expressed by a member of the Board to serve on a committee and the skill sets required by the committee, among other factors deemed relevant by the Chair.

- 15.4 A quorum for all committee meetings shall be a majority of the voting members of the committee.

## **16. RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR**

- 16.1 The Executive Director shall be the chief administrative officer of the Commission and shall be responsible to the Board for the coordination of all affairs of the Commission. In all matters affecting the Commission, the Executive Director shall be deemed to be an agent of the Commission acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.
- 16.2 In addition to any other authority or duties conferred by direction of the Board, the Executive Director shall provide leadership for:
- 16.2.1 the creation of a highly engaged, respectful and safe workplace;
  - 16.2.2 the selection, employment, supervision and professional development of all employees and if necessary the termination of employees;
  - 16.2.3 the preparation and submission of such briefing notes, reports and statements to enable the Board to effectively carry out its responsibilities;
  - 16.2.4 the development and execution of a strategic plan and measurable outcomes;
  - 16.2.5 the preparation of annual reports, business plan and any other report mandated by the Minister of Justice.
  - 16.2.6 the preparation of the annual budget for the Commission, showing expected revenues and expenditures;
  - 16.2.7 The Executive Director shall, when present, act as secretary of all meetings of directors, shall have charge of the minute books of the Commission. The Executive Director shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.
  - 16.2.8 Subject to the provisions of any required approvals of the Board, the Executive Director shall have the care and custody of all the funds and securities of the Commission and shall deposit the same in the name of the Commission in such bank or banks or with such depository or depositories as the Board may direct.



## **17. REMUNERATION AND CONDITIONS OF EMPLOYMENT**

- 17.1 All terms and conditions of employment of the administrative support staff in the Canadian Union of Public Employees Local 5386 will be determined by the negotiated collective agreements.
- 17.2 All terms and conditions of employment of the Legal Aid Staff Lawyers in in the Professional Institute of Public Service of Canada, with the exception of Managing Lawyers, will be determined by the negotiated collective agreements.
- 17.3 All terms and conditions of employment of Management and Non-Union staff, with the exception of the Executive Director, will be determined by the Administration Manual and wage schedules of Part 1 Government of New Brunswick.
- 17.4 All terms and conditions for contract lawyer employees will be established pursuant to approved standard Professional Services Agreement.
- 17.5 The terms and conditions of employment for the Executive Director shall be determined by the Board and the remuneration of the Executive Director shall be determined by the Lieutenant-Governor in Council.
- 17.6 The terms and conditions including compensation for lawyers providing Brydges Calls services shall be in accordance with the Brydges Calls Policy.
- 17.7 All terms and conditions, including compensation for temporary term employees ( example a maternity leave replacement, extended absence replacement, to address resource shortage temporarily, student employees or articling students) shall be in accordance with either collective agreements or the Administration manual wage schedules of part 1 of the Government of New Brunswick, as applicable.

## **18. GENERAL ADMINISTRATIVE POLICIES**

- 18.1 The Commission will adopt all general administrative policies as established by the Finance and Treasury Board of the Government of New Brunswick, as amended from time to time.

## **19. INSTRUMENTS IN WRITING**

- 19.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers of the Commission, and in such manner as designated by the Executive Director, or in the Executive Director's absence, a person designated by the Executive Director as per section 19(8) of the Legal Aid Act.

## **20. EXECUTION OF CONTRACTS**

- 20.1 Contracts, documents or instruments in writing requiring the signature of the Commission may be signed by the Executive Director and all contracts, documents or instruments in writing so signed shall be binding upon the Commission without any further authorization or formality. The Board is authorized from time to time to approve the appointment of any person or persons on behalf of the Commission either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 20.2 The seal of the Commission may when required be affixed to contracts, documents or instruments in writing signed as aforesaid, by any person or persons, appointed as aforesaid by resolution of the Board of Directors.
- 20.3 The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

## **21. OATH OF CONFIDENTIALITY**

- 21.1 Members of the Board of Directors and all staff members shall sign an Oath of Confidentiality swearing/affirming not to disclose without due authority any matter that comes to their knowledge by reason of their employment or by reason of their membership with the Commission.

## **22. INTERPRETATION**

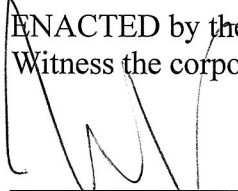
- 22.1 In all by-laws and decisions of the Commission, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine and neuter genders. Whenever





reference is made in any by-law or any special resolution of the Commission to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

ENACTED by the Directors of the Commission on the 20 day of June 2025.  
Witness the corporate seal of the Commission.

  
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Irwin E. Lampert  
Board Chair

  
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David Ames  
Vice-Chair

