



UNIFORM LAW CONFERENCE OF CANADA

## **Proposed Amendments to the ULCC Bylaw and Constitution**

Presented  
by  
Sarah J. Dafoe  
Department of Justice, Alberta

*Readers are cautioned that the ideas or conclusions set forth in this paper, including any proposed statutory language and any comments or recommendations, may not have not been adopted by the Uniform Law Conference of Canada. They may not necessarily reflect the views of the Conference and its Delegates. Please consult the Minutes and the Resolutions on this topic as adopted by the Conference at the Annual meeting.*

Ottawa, Ontario  
August 2024

This document is a publication of the Uniform Law Conference of  
Canada.

For more information, please contact  
[info@ulcc-chlc.ca](mailto:info@ulcc-chlc.ca)

## **Proposed Amendments to the ULCC Bylaw and Constitution**

I was tasked to conduct a review of the ULCC bylaws, with the goal of proposing minor amendments for review and approval at the 2024 Annual Meeting. No substantive amendments are addressed in this report.

The specific proposals are presented as Draft Resolutions 1-7, below. They have been approved in principle by the 2023-24 Executive Committee of the ULCC. The draft resolutions relate to three issues:

Issue 1: Communications Committee

Issue 2: References to the Uniform Law Conference of Canada

Issue 3: Minor Edits

During the course of my review, I have identified numerous additional provisions of the bylaw that could be the subject of development, discussion and possible revision, if there is a desire to do so. These are identified under the heading “Further Work”.

I have been significantly aided in the preparation and translation of this report by Manon Dostie (Canada) and Anny Bernier (Québec), and am grateful to them both for their kind assistance.

### **Issue 1: Communications Committee**

#### **Context**

Part 7 of the Bylaw addresses issues related to the International Committee, the Advisory Committee on Program Development and Management (ACPDM), and the Communications Committee.

- There are provisions to address the selection of Chair for the International Committee (section 26(2)) and ACPDM (section 27(2)). Both provisions authorize the relevant committee to select a Chair from amongst its members. There is no equivalent provision for the Communications Committee.
- There are provisions that identify the mandate of the International Committee (section 26(3)) and ACPDM (section 27(3)). In contrast, section 28(2) of the Bylaw says “The mandate of the Communications Committee shall be determined by the Executive Committee.”

On November 22, 2023, the Executive Committee adopted the following: “The mandate of the Communications Committee is to develop and implement the ULCC’s communications strategies and activities and provide advice and recommendations to the Executive Committee on matters related to communications.”

#### **Recommendation**

Update the bylaw provisions related to the mandate of the Communications Committee and the selection of its Chair.

## Draft Resolutions

Resolution 1: That a new provision be added to the bylaw that authorizes the Communications Committee to select a Chair from amongst its members.

Resolution 2: That section 28(2) of the bylaw be amended to include the specific wording of the Communications Committee's mandate, namely

The mandate of the Communications Committee is to develop and implement the ULCC's communications strategies and activities and provide advice and recommendations to the Executive Committee on matters related to communications.

## Issue 2: References to the Uniform Law Conference of Canada

### Context

As part of the review by the Strategic Plan Oversight Committee (SPOC) that took place in 2017-18, the then-Executive Committee decided to cease referring to the Uniform Law Conference of Canada as "the Conference", as that term gave an erroneous impression that the ULCC's annual meeting was a learning event only, and that the work of the ULCC only took place during the annual meeting each year.

Instead, a decision was made to use "ULCC".

### Recommendation

The term "the Conference/la Conférence" should be replaced with "ULCC" throughout the bylaw.

The ULCC's constitution also uses the phrase "the Conference/la Conférence" in two places:

**Structure:** The Uniform Law Conference of Canada consists of the Civil Section and the Criminal Section that shall serve the Mandate of **the Conference** in accordance with their respective areas of expertise.

**Structure:** La Conférence pour l'harmonisation des lois au Canada est formée de deux sections soit la section civile et la section pénale et leurs travaux dans leurs champs d'expertise respectifs doivent s'inscrire dans le cadre de la mission de **la Conférence**.

**Governance:** The activities of the Uniform Law Conference of Canada shall be administered by an Executive Committee to be established in accordance with the by-laws. The activities of a Section shall be administered by a Steering Committee to be established in accordance with the by-laws. All committees shall be vested by the by-laws with the powers and responsibilities that are appropriate to enable **the Conference** and Sections to carry out their mandates.

**Gouvernance:** Les activités de la Conférence pour l'harmonisation des lois au Canada sont gérées par la Direction constituée selon ce que prévoient les règlements

administratifs alors que les activités des sections sont gérées par leurs comités directeurs respectifs également constitués selon ce que prévoient ces règlements. Tous les comités sont investis par ces mêmes règlements des attributions voulues pour permettre à **la Conférence** de remplir sa mission et aux sections de remplir leurs mandats.

### **Draft Resolutions**

Resolution 3: that the Constitution be amended to replace references to “the Conference/la Conférence” with “ULCC”.

Resolution 4: that the bylaw be amended to replace the term “the Conference/la Conférence” with “ULCC”, wherever it is found.

Resolution 5: that the bylaw’s definition of “Conference/Conférence” be deleted, and that a definition of “ULCC” be added, and replace it with a definition of “ULCC” as follows:

“ULCC” means the Uniform Law Conference of Canada. (English)

<<ULCC>>: La Conférence pour l’harmonisation des lois au Canada. (French)

### **Issue 3: Minor Edits**

#### **Context**

There are a few minor/editorial errors in the English and French version of the bylaw.

#### **Recommendation**

Correct minor/editorial errors in the bylaw.

#### **Draft Resolutions**

Resolution 6: That the table of contents of the English bylaw, Part 9 be amended to remove the words “Rules of Procedures” and replace them with “Rules of Procedure”.

Resolution 7: That section 27(2) of the English bylaw be amended to remove the words “shall and select” and replace them with “shall select”.

### **Further work**

A cursory review of the bylaws has highlighted some areas that could be reviewed and possibly clarified. This review would benefit from the attention of a small working group. Ultimately, the review may result in recommendations that reflect updates in policy or practice—or they may be straightforward clarifications.

- **ULCC status**: the bylaw uses many different terms to refer to different kinds of participants: including jurisdictional representatives, observers, delegates, working group members and presenters. However, the bylaw is not entirely clear on the powers of these

participants, related attendance at the annual meeting, participation in debates, and access to ULCC papers. Some uncertainty may also exist regarding the ability to vote, due to the interaction of sections 29(4) and 32. (See sections 2, 5, 8, 15, 29 and 32.)

- **Selection Committees and Incoming Chair/President:** the provisions related to the composition of a Selection Committee, as well as the timing of its establishment and its reporting requirements, are not consistent as between the Civil Section, the Criminal Section and the Executive Committee. Are there policy reasons for these differences? Do the provisions reflect current realities and practices? Are they clear? (See Sections 3, 9 and 17.)
- **Joint Sessions:** the bylaw does not provide any guidance regarding the work of a joint session, other than that it is jointly chaired by the Civil and Criminal Section Chairs. Is there anything that should be added? Alternative, could guidelines be developed by a new policy document to address issues related to the preparation of minutes, distribution of documents, etc.? (See section 14.)
- **Duties of the President:** This provision could be reviewed for currency, particularly related to the calling of Executive Committee meetings and the development of a segregated fund. It should also be reviewed to ensure there is an appropriate designation of duties and responsibilities as between the President and the Executive Committee. (See sections 15 and 16.)
- **Duties of the Budget and Finance Committee:** this provision could be reviewed for currency, particularly related to reporting on financial statements to the ULCC. (See section 21).
- **ACPDM:** Should there be a provision about selecting the ACPDM Chair, like similar provisions for the Civil and Criminal Sections? Are any updates necessary, given the current work of the Roles Committee? (See section 27.)
- **Other issues** may be identified during the course of the review.