

FEDERATION OF ONTARIO LAW ASSOCIATIONS
[“Corporation”]

BY-LAW NO. 8

General By-Law of the Corporation

ARTICLE 1: REPEAL

- 1.1 **Repeal of Previous By-Law.** By-Law No. 7 of the Corporation is hereby repealed and replaced with this by-law.

ARTICLE 2: GENERAL

- 2.1 **Definitions.** In addition to terms defined parenthetically in square brackets throughout this by-law and unless the context otherwise requires, the following terms shall have these meanings:

- (1) “**Act**” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, as amended, and, where context requires, includes the regulations made under it;
- (2) “**Articles**” means, collectively, any articles of incorporation, supplementary articles of incorporation, letters patent, supplementary letters patent, or any like incorporating document of the Corporation in force or governing at the relevant time;
- (3) “**Association**” means a county or district law association located in the province of Ontario and recognized by the Law Society or otherwise within the meaning of sections 26(1) and 63(1)8 of the *Law Society Act*;
- (4) “**Board**” means the board of Directors of the Corporation;
- (5) “**by-laws**” means this by-law, including any schedules hereto, and all other by-laws of the Corporation, all as amended;
- (6) “**Committee**” has the meaning in Article 5;
- (7) “**Committee Chair**” has the meaning in Article 5;
- (8) “**Courts of Justice Act**” means the *Courts of Justice Act*, R.S.O. 1990, Reg. 186, as amended;
- (9) “**Director**” means an individual occupying the position of director of the Corporation;
- (10) “**Executive**” has the meaning in Article 6;
- (11) “**General Meeting**” means an annual meeting or special meeting of the Corporation, as defined in the *Act*;
- (12) “**in good standing**” means a licensee of the Law Society who is, at the relevant time, entitled to practice law and/or provide legal services;
- (13) “**Judicial Region**” means a judicial region defined under section 79.1 of the *Courts of Justice Act* and in the *Designation of Regions*, R.R.O. 1990, Reg. 186, as amended;

- (14) “**Law Society**” means the Law Society of Ontario;
- (15) “**Law Society Act**” means the *Law Society Act*, R.S.O. 1990, c. L.18, as amended;
- (16) “**LiRN**” means the body corporate known as the Legal Information Resource Network;
- (17) “**Member**” has the meaning set out in Article 8;
- (18) “**Membership**” means all of the Members of the Corporation;
- (19) “**Officer**” means an officer of the Corporation, as more fully defined in Article 4;
- (20) “**Regional Director**” means one of the eight (8) Directors representing one of the Judicial Regions, who is elected or appointed in accordance with this by-law;
- (21) “**resolution**” means a resolution adopted by a majority of those in attendance at a duly-constituted meeting of the Board or of the Members, as applicable, and may include a resolution in writing of like effect, if permitted by the *Act*, unless otherwise specified or required by the context;
- (22) “**special resolution**” means a resolution adopted by at least two-thirds (2/3) of those in attendance at a duly-constituted meeting of the Board or of the Members, as applicable, and may include a resolution in writing of like effect, if permitted by the *Act*, unless otherwise specified or required by the context;
- (23) “**this by-law**” means this by-law document and all schedules hereto, being By-Law No. 8; and
- (24) “**TLA**” means the Toronto Lawyers’ Association, which is the Association for the Toronto Judicial Region.

2.2 **Interpretation.** All terms defined in this by-law or the *Act* shall have the meanings given therein. Words importing the singular include the plural and vice versa, and words importing one gender include all genders and the gender-neutral meaning.

2.3 **Severability and Precedence.** The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of such by-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

2.4 **Headings for Convenience Only.** The division of this by-law into articles and sections is for convenience of reference only and shall not affect the interpretation or construction of this by-law.

2.5 **Corporate Seal.** The seal of the Corporation, if any, shall be in the form determined by resolution of the Directors. If a corporate seal is adopted, a copy or impression of it shall be appended and become the next consecutively lettered schedule to this by-law, to be subtitled as “Corporate Seal”.

2.6 **Execution of Contracts and Documents.**

- (1) Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors.
 - (2) The Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.
 - (3) Any person authorized to sign any document on behalf of the Corporation may affix the corporate seal, if any, to the document.
 - (4) Any Director or Officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.
 - (5) The Board may, by resolution, delegate signing authority to an employee of the Corporation.
 - (6) For greater certainty, the electronic signature of all documents and instruments by Directors and Officers and authorized employees of the Corporation is permitted by this by-law unless the instrument in question requires a hand signature.
- 2.7 **Registered Office.** The registered office of the Corporation shall be 731 9th Street West, Owen Sound, Ontario, N4K 3P5, and may be changed from time to time by resolution of the Directors.

ARTICLE 3: DIRECTORS AND THE BOARD

- 3.1 **The Board, General.** The business of the Corporation shall be administered by the Board, the members of which shall be Directors that are elected or appointed at the first meeting of Members and at each succeeding annual meeting. A majority of the Directors shall constitute a quorum of the Board.
- 3.2 **Qualifications of Directors.** To seek or hold office as a Director, an individual must meet the following qualifications:
- (1) A Director must be a current or former president of an Association.
 - (2) Any individual holding office as a Director who ceases to be in good standing will cease to be a Director until such time as they become in good standing. If the individual becomes of good standing within sixty (60) days, they may, if approved by the Board, resume their position as a Director. Otherwise, they shall cease to be Director.
 - (3) A Regional Director must be and remain a member of at least one Association located within their Judicial Region in order to stand for election and hold office as a Regional Director for that Judicial Region.
 - (4) A Regional Director must conduct their practice primarily within the relevant Judicial Region in order to stand for election and hold office as the Regional Director for that Judicial Region.
 - (5) No person who is appointed to the judiciary, elected or appointed to the office of bencher of the Law Society, elected or appointed to the board of LiRN, or employed by an Association, LiRN, or the Law Society, shall be eligible to stand for election as

a Director, and upon such election, appointment, or hiring, their seat as a Director is deemed vacant.

(6) At least 2/3 of the Directors shall not be employees.

3.3 Deemed Vacancies on the Board. A Directors' seat shall be deemed vacant where the Director:

- (1) subject to the rules set out in section 3.2, is no longer qualified to be a director;
- (2) resigns their office by giving written notice to the Corporation;
- (3) is declared by a court to be mentally incompetent;
- (4) makes an assignment in bankruptcy or is an undischarged bankrupt;
- (5) dies;
- (6) if the Director is a Regional Director, fails to maintain membership for a period in excess of thirty (30) days in an Association located in the Judicial Region the Director represents;
- (7) ceases their primary practice within the Judicial Region he or she was elected to represent; or
- (8) fails to attend three (3) consecutive meetings of the Board, following which a special resolution of the Directors is passed declaring the Director's seat vacant.

3.4 Composition of the Board. The Board shall consist of up to twelve (12) Directors, as follows:

- (1) Eight (8) Regional Directors;
- (2) One (1) Director shall be the Chair of the Corporation;
- (3) One (1) Director shall be the Past Chair of the Corporation; and
- (4) Two (2) Directors shall be the First Vice-Chair and Second Vice-Chair of the Corporation, who both may also hold seats as Regional Directors.

3.5 Selection of Regional Directors.

- (1) The term of a Regional Director shall be eighteen (18) months or the length of the time period between General Meetings scheduled for the purpose of electing Directors, whichever is longer.
- (2) The Members shall, at a General Meeting taking for the purpose of electing Directors elect persons to fill the offices of the Regional Directors, with the exception of the Director representing the Toronto Judicial Region, who shall be appointed by the TLA by providing written notice to the Corporation before the relevant General Meeting or as soon as practicable thereafter.
- (3) Notwithstanding subsection (2), the Associations within a Judicial Region may enter into a written protocol as between them rotating the right to appoint their Regional

Director, on a rotational schedule suiting them, provided that a copy of such protocol, signed by all the presidents of the relevant Associations, is delivered to the Corporation in advance of the relevant General Meeting.

- (4) If the seat of a Regional Director becomes vacant more than six (6) months before a General Meeting for the purpose of electing Directors, the remaining Directors shall appoint a member of an Association from the given Judicial Region to fill the vacancy for the remainder of the term. If a member of an Association within the Judicial Region where a vacant Director's seat has arisen, the Board may fill the vacancy by appointing a member of any Association.
- (5) Subsection (4) does not apply if the vacant Regional Director's seat arises in the Toronto Judicial Region or a Judicial Region where a written protocol under subsection (3) governs the vacancy. In such case, the vacancy is to be filled by the TLA or in accordance with the relevant protocol, as applicable in the circumstances.

3.6 Term Limit for Directors.

- (1) No Regional Director shall serve more than three (3) consecutive terms of office. (For greater certainty, this may have the effect that a Regional Director who is also a First Vice-Chair or Second Vice-Chair continues in that role after the expiry of their term limit as a Regional Director.)
- (2) Notwithstanding subsection (1), a Regional Director may be granted up to one additional term if they seek re-election and are acclaimed or unanimously re-elected by the Members entitled to vote for that Regional Director's seat during a General Meeting for the purpose of electing Directors.

3.7 Selection of the Chair and Vice-Chairs. The Chairs and Vice-Chairs of the Corporation shall be determined as follows:

- (1) The term of the Chair shall be eighteen (18) months or the period between General Meetings scheduled for the purpose of electing Directors, whichever is longer.
- (2) After the adjournment of a General Meeting for the purpose of electing Directors, the First Vice-Chair shall become the Chair, the Second Vice-Chair shall become the First Vice-Chair, and the outgoing Chair shall become the Past Chair.
- (3) If the role of Chair has transitioned to the First Vice-Chair in accordance with subsection (2), at the first Board meeting following a General Meeting for the purpose of electing Directors, the Board shall elect a new Second Vice-Chair. (For clarity, there is no requirement that the Second Vice-Chair be a current Director.)
- (4) If a vacancy arises in the office of the Chair or the First Vice-Chair between General Meetings for the purpose of electing Directors, the First Vice-Chair or the Second Vice-Chair, as applicable, shall become the Interim Chair or Interim First Vice-Chair, as applicable, and the Board shall elect an Interim Second Vice-Chair.
- (5) Subsections (1), (2), and (3) do not apply where an Interim Chair holds office at the time of a General Meeting for the purpose of electing Directors. In such case, the Interim Chair shall become the Chair, the Interim First Vice-Chair shall become the First Vice-Chair, and the Interim Second Vice-Chair shall become the Second Vice-Chair.

- (6) If all offices on the ladder for the Chair are vacated:
 - (a) the Interim Chair shall be the Past Chair, or if there is no Past Chair, the Director who is the most senior lawyer licensee of the Law Society by year of call shall become the Interim Chair, and
 - (b) such Interim Chair shall convene a General Meeting as soon as practicable for the purpose of adopting such resolutions of the Members and having such elections as are necessary to fill the offices of the Corporation.

3.8 **Selection of the Past Chair.** For greater certainty, the Past Chair shall be appointed without election and shall be the person who last held the office of Chair. If that person is no longer qualified to serve as a Director or resigns from or declines to fill the office of Past Chair, the immediate successor Past Chair shall be offered this role, and so on and so forth. If no person is qualified or otherwise available to serve in the office of Past Chair, it shall remain vacant until after the next General Meeting for electing Directors when the then-Chair becomes the new Past Chair.

3.9 **Election Process for Directors.**

- (1) The election of Directors shall be overseen by the Past Chair or the person they designate to act in their place [**"Election Officer"**].
- (2) A call for nominations for the office of Regional Director shall be made by the Election Officer no later than thirty (30) days prior to a General Meeting for the purpose of electing Directors by issuing notice to the Members.
- (3) The Election Officer shall make the inquiries they deem necessary into the qualification of nominees to stand for election or hold the office for which they have been nominated.
- (4) Nominations received by the Election Officer shall be circulated to the Members no later than seven (7) days prior to the General Meeting for the purpose of electing Directors. At such time, any offices that are acclaimed shall be identified as such. In addition, the representative appointed by the TLA for the Toronto region may be identified if the TLA has provided notice of their appointment for the upcoming term.
- (5) If more than one person is nominated for the office of any Regional Director, the vote for such Regional Director shall be conducted by ballot. Only the presidents (or their delegates) who are present at the General Meeting from the Associations in the respective Judicial Region shall cast a ballot. The ballot shall be received and counted by the Election Officer, with the results announced immediately.
- (6) If more than two candidates stand for election to any Regional Director seat, the person with the lowest vote on the first ballot shall be eliminated and voting shall continue by ballot, eliminating the candidate with the lowest vote until only one candidate remains, who shall be declared elected. If there is an even number of votes at any stage of this process, the Interim Chair or Chair may cast a deciding vote.
- (7) Notwithstanding the above references in this section to voting by ballot, if a General Meeting for the purpose of electing Directors is held via electronic means, the Election Officer shall select an alternative voting method to paper ballots.

3.10 **Recall of Directors.** Upon notice specifying the intention to pass a resolution to recall a Director at a General Meeting being given to the Membership with no less than fourteen (14) days' notice:

- (1) The Members may, by special resolution passed at a General Meeting, and in the case of a Regional Director, including at least two-thirds (2/3) of the votes of the Members of the respective Judicial Region in attendance, remove the given Director from office before the expiration of their term.
- (2) Following the adoption of the resolution described in subsection (1), the Members may, by a majority of votes cast at the meeting, elect any person in his or her stead for the remainder of the term. Where a seat on the Board is vacated under this section and it is the seat of a Regional Director, the vacancy shall be filled by a member of an Association from the Judicial Region in question. In the event no qualified person is identified at the General Meeting to fill such a vacancy, the Board may fill the vacancy from any member of an Association at its next regular meeting.
- (3) Where the Director who is subject to removal under this section is the Chair, First Vice-Chair, or Second Vice-Chair, or the interim holder of such office, and the resolution to remove the Director is adopted, the process to fill the resulting vacancy shall be in accordance with section 3.7, unless there are no persons available under that section, in which case the Members may adopt the necessary resolutions to fill the offices of the Corporation.

3.11 **Responsibility for Corporate Records.** The Directors shall ensure that proper records of the Corporation are being held as provided for by any applicable statute or law, and that such records are regularly and properly maintained.

ARTICLE 4: OFFICERS

4.1 **Officers.** The Officers shall be as follows:

- (1) The Chair (who shall also be the President of the Corporation);
- (2) The First Vice-Chair;
- (3) The Second Vice-Chair; and
- (4) The Treasurer (who shall also be the Secretary of the Corporation).

4.2 **Duties of the Officers.** The duties of the Officers are described in **Schedule A** hereto.

4.3 **Selection of the Officers.**

- (1) The Chair, the First Vice-Chair, and the Second Vice-Chair are Directors and shall be selected in accordance with Article 3.
- (2) The Treasurer shall be elected or appointed by the Board at its first meeting after a General Meeting for the purpose of electing Directors. A vacancy in the role of the Treasurer that arises midway through a term shall be filled by the Board in the same manner.

4.4 **Qualifications and Term of Officers.**

- (1) The qualifications and term of the Chair, First Vice-Chair, and Second Vice-Chair are as set out in Article 3.
 - (2) The Treasurer must be a current or former president of an Association, but it is not necessary that the Treasurer also be a Director. The term of a Treasurer shall be the same as that of a Director, but there shall be no term limit. A person may simultaneously hold the role of Treasurer and First Vice-Chair or Second Vice-Chair, but not the role of Chair.
- 4.5 **Delegation by Officers.** With the approval of the Board, an Officer may delegate their duties to an employee, a professional service provider, or a Regional Director.

ARTICLE 5: COMMITTEES

- 5.1 **Committees of the Corporation.** The Corporation may advance its business with the assistance and support of a managing Director from their numbers or committees [**“Committees”**] made up of Directors constituted to monitor, study, advocate, organize, or otherwise advance or develop the Corporation’s position(s) on any issue determined by the Board or the Membership to be a sufficient priority for the Corporation to justify a specialized committee.
- 5.2 **Powers of Managing Director or Committee.** The Corporation may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the *Act* that are not permitted to be delegated. Directors may not delegate the following powers to a managing Director or committee of Directors:
- (a) To submit to the Members any question or matter requiring the approval of the Members;
 - (b) To fill a vacancy among the directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation;
 - (c) To appoint additional Directors;
 - (d) To issue debt obligations except as authorized by the directors;
 - (e) To approve any financial statements or audits;
 - (f) To adopt, amend, or repeal by-laws; or
 - (g) To establish contributions to be made, or dues to paid, by Members.
- 5.3 **Standing Committees.** The standing Committees of the Corporation are:
- (1) The Real Estate Law Committee;
 - (2) The Legal Aid Committee;
 - (3) The Family Law Committee; and
 - (4) The Practice Resource Committee.

- 5.4 **Ad-Hoc Committees.** In addition to the standing Committees, the Board may, from time to time, constitute ad-hoc Committees or working groups as it deems necessary and may prescribe the duties of such Committees or working groups.
- 5.5 **Membership of Committees.** The members of all Committees shall be members of Associations, former presidents of Associations, or employees of Associations.
- 5.6 **Committee Chairs.** The Board shall appoint a committee chair [**“Committee Chair”**] for each Committee or may require a Committee to appoint its own Committee Chair. The Committee Chair must be eligible to be a member of the Committee but need not be a Director or Officer. The Board may also appoint co-chairs for a Committee to share the role of Committee Chair. The Committee Chairs for standing Committees shall be appointed (or reappointed) by the Board at its first meeting after a General Meeting for the purpose of electing directors. The Committee Chairs for other Committees shall be appointed as needed or as vacancies arise.

ARTICLE 6: EXECUTIVE

- 6.1 **Composition of the Executive.** The executive of the Corporation [**“Executive”**] consists of:
- (1) The Directors;
 - (2) The Officers; and
 - (3) The Committee Chairs.
- 6.2 **Notice of Meetings and Voting.** All members of the Executive are entitled to participate in meetings of the Board and of the Members; however, only the Directors may vote at Board meetings and only the Members may vote at General Meetings.
- 6.3 **Register of Executive.** The Secretary shall maintain registers of the Directors, Officers, and Committee Chairs, including the name, email address, phone number, and mailing address of each such person.
- 6.4 **Appointments to Represent the Corporation.** The Board may appoint or nominate as its nominees members of the Executive to sit on various external bodies, committees, or working groups which require representation from the Corporation. Such nominees shall act, to the extent permitted by law and the constating documents of the entities upon which each nominee serves, in the best interests of the Corporation. Such representatives serving in this capacity shall deliver to the Corporation regular reports of their duties or the business of these outside bodies.

ARTICLE 7: REMUNERATION

- 7.1 **Remuneration of Executive.** The Executive members shall serve without remuneration, and no Executive member shall directly or indirectly receive any profit from occupying their office, provided that:
- (1) Executive members may be reimbursed for reasonable expenses they incur in the performance of their duties. The Board may enact policies and procedures for the claiming and payment of expenses.

- (2) Executive members may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in any outside capacity, provided that the amount of any such remuneration or reimbursement is:
 - (a) considered reasonable by the Board;
 - (b) approved by the Board for payment by resolution passed before such payment is made; and
 - (c) in compliance with any applicable conflict of interest rules including provisions of the Act.
- 7.2 **Remuneration of the Chair.** Despite section 7.1, the Chair, in recognition of the significant time commitment required by this office, shall be entitled to an annual honorarium, to be paid in monthly instalments, in an amount to be determined or confirmed by the Board at its last meeting in advance of a General Meeting for the purpose of electing Directors. Unless amended by resolution of the Board in this manner, the incoming Chair shall be paid the same annual honorarium as their predecessor.
- 7.3 **Employees and Contractors.** Nothing in this article prohibits or restricts the remuneration that can be offered or paid by the Corporation in any contract or employment with a person other than a member of the Executive. The Board shall set compensation levels and related policies for all employees of the Corporation.

ARTICLE 8: MEMBERSHIP

- 8.1 **Members.** The Members of the Corporation shall be the presidents of each Association at the given point in time. While the Corporation will make best efforts to keep track of changes in the leadership of Associations, the Associations are responsible for informing the Corporation of changes in their presidency.
- 8.2 **Delegation by Members.** A Member may appoint a delegate to attend a General Meeting and participate on their behalf, with the ability to exercise all the rights and privileges of the Member. The name of a delegate must be supplied to the Corporation by the deadline specified in advance of each General Meeting. The delegate must be a member of the Members' Association
- 8.3 **Disciplinary Act or Termination of Membership for Cause.**
 - (1) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or by-laws.
 - (2) The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.
- 8.4 **Additional Representatives at Meetings.** Each Association may, in addition to the Member (their president) or any appointed delegate of the Member, send one or more

additional representative(s) to a General Meeting who may participate in the meeting. At the discretion of the Chair, additional representatives may participate in the General Meeting; however, additional representatives are not entitled to vote on matters at the General Meeting. The Corporation may require additional attendees to cover their own cost of attendance at a General Meeting and to confirm their attendance in advance.

- 8.5 **Register of Members.** The Secretary shall maintain a register of the Members containing their name, email address, and phone number, and the name, email address, address of their Association.

ARTICLE 9: MEETINGS OF DIRECTORS

- 9.1 **Calling of Meetings.** Meetings of the Board may be called by the Chair or any two Directors at any time and any place, on notice, as required by this by-law.
- 9.2 **Regular Meetings.** Once annually, the Chair, in consultation with the Secretary, shall fix the place and time of its regular meetings and send a copy of such schedule via email to all members of the Executive. No other notice shall be required for any such meetings.
- 9.3 **Notice.** Notice of the time and place for the holding of a meeting of the Board shall be to all members of the Executive and sent not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.
- 9.4 **Initial Meeting of a New Board.** If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following a General Meeting where directors were elected or appointed. At the initial meeting of the Board, it shall appoint or reappoint a Treasurer and Committee Chairs for standing Committees and, if necessary, elect a Second Vice-Chair.
- 9.5 **Chair.** Each meeting of the Board shall be chaired by the Chair. If the Chair is absent, the First Vice-Chair shall assume the chair for the meeting. If the Chair and the First Vice-Chair are absent, the Second Vice-Chair shall assume the chair for the meeting. In the event none of the foregoing Officers are present, the meeting shall be chaired by any other Director elected by a majority vote. If no Director is willing to chair the meeting in such circumstances, the meeting is deemed adjourned.
- 9.6 **Voting.** Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes, as determined by the Chair. In case of an equality of votes, the motion will be deemed defeated and the Chair shall not have a second vote. For greater certainty, Officers and Committee Chairs who are not Directors do not have a vote at Board meetings.
- 9.7 **Meetings by Electronic Communications Facilities.** Any meeting of the Board may be held by telephone or videoconference or a hybrid in-person/electronic format, provided that the method selected permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. At the discretion of the Chair or due to the unavailability of appropriate technology, notice of any given meeting may specify that electronic participation is not available.

- 9.8 **Meeting Procedure for Board Meetings.** In addition to the requirements of this by-law, the conduct of all meetings of the Board shall be governed by *Robert's Rules of Order*. Where there is a conflict between those *Rules* and this by-law, the by-law shall govern. All questions of procedure shall be determined by the Chair, whose rulings on procedure may be appealed in accordance *Robert's Rules of Order*.
- 9.9 **In-Camera Meetings.** The Board may resolve to meet in-camera to discuss personnel matters or any matter requiring confidentiality or discretion. Unless otherwise resolved by the Board:
- (1) employees of the Corporation are not to attend in-camera Board meetings,
 - (2) Executive members may attend in-camera Board meetings, and
 - (3) persons who have declared a conflict of interest in an in-camera item shall leave the meeting for its consideration.

ARTICLE 10: MEETINGS OF THE MEMBERS

- 10.1 **Frequency of Regular General Meetings.** The Corporation shall hold two (2) regular General Meetings each year. At least one regular General Meeting per year shall be held in-person. Regular General Meetings may also be facilitated in a hybrid online/in-person format, at the Board's discretion.
- 10.2 **Meetings for the Election of Directors.** General Meetings for the election of Directors shall be General Meetings called every 18 months. (For illustrative purposes, Directors elected in May 2023 could expect to serve an 18-month term ending at a General Meeting in November 2024. Between those dates, there may be additional General Meetings at which no Directors are elected.)
- 10.3 **Calling of General Meetings.** The Board or any two (2) Directors or Officers thereof have the power to call a General Meeting at any time.
- 10.4 **Location of General Meetings.** General Meetings may be held exclusively via videoconference provided that all voting members can be seen on the screen during the meeting. General Meetings that are to be held in-person shall be held at any location in Ontario selected by the Chair, with input from the Treasurer. Hybrid in-person/remote meeting attendance will only be permitted if technological facilities permit and at the discretion of the Chair.
- 10.5 **Quorum of General Meetings.** The quorum for a General Meeting shall be one-third (1/3) of all the Members or their delegates.
- 10.6 **Business at Regular General Meetings.** At the Corporation's regular General Meetings, in addition to any other business to be conducted or considered, reports shall be presented by the Chair, the Committee Chairs, and the Treasurer. Reports may be presented in writing by the Regional Directors unless otherwise determined by the Chair.
- 10.7 **Voting at General Meetings.** Business shall be decided by a majority of votes unless otherwise required by the By-laws or the *Act*, provided that:
- (1) Each Member shall have one (1) vote at any General Meeting;

- (2) Votes shall be taken by show of hands, with the Chair also having a vote if the Chair is a Member;
- (3) An abstention shall not be considered a vote cast;
- (4) Before a show of hands has been taken, the Chair may require or any Member may demand a written or electronic ballot (with electronic ballots being facilitated only where the circumstances permit);
- (5) In the event of a tie vote, the Chair shall not have a second or casting vote, but shall require a written or electronic ballot (as the circumstances permit);
- (6) whenever a vote by show of hands is taken on a question, unless a written or electronic ballot is required, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion; and
- (7) Despite the foregoing, if a General Meeting is taking place via hybrid electronic/in-person means, the Chair may decline to poll electronic participants or may remove electronic participants from the meeting if there is any reasonable concern about the integrity of the electronic vote or if it is not feasible to conduct a vote by electronic ballot.

10.8 **Meeting Procedure for General Meetings.** In addition to the requirements of this by-law, the conduct of all General Meetings shall be governed by *Robert's Rules of Order*. Where there is a conflict between those *Rules* and this by-law, this by-law shall govern. All questions of procedure shall be determined by the Chair, whose rulings on procedure may be appealed in accordance with the procedures in *Robert's Rules of Order*.

ARTICLE 11: NOTICES

- 11.1 **General.** Any notice or other document to be given to a Member, a Director, or an Officer shall be sufficiently given if delivered personally, emailed to the person to whom it is to be given, sent to the person's Association, or otherwise transmitted to the coordinates of the person on record in the public directory of the Law Society. A notice or document so delivered shall be (i) deemed to have been given on the day it is personally delivered or the day it is sent if it is sent via email, or (ii) shall be deemed to have been delivered four (4) business days later or when delivery is confirmed, whichever is sooner.
- 11.2 **Notice of General Meetings.** A Notice of a General Meeting must be sent to every Member at least twenty-one (21) days in advance of the date of the meeting. Notice shall be deemed to be sufficiently given if delivered by email to the email address of the Member or their Association as it appears on the books of the Corporation.
- 11.3 **Errors of Notice.** No error or omission in sending the notice of a General Meeting will annul said meeting or debates thereof, and any Member may at any time waive the right to receive such notice and ratify, approve, and confirm one or more debates occurring thereof. The Members and Executive members shall be given notice of a General Meeting or of the adjournment or cancellation of any General Meeting.

ARTICLE 12: FINANCIAL MANAGEMENT

- 12.1 **Fiscal Year.** The fiscal year of the Corporation shall end on the 31st day of December of each year until changed by resolution of the Directors.
- 12.2 **Oversight.** The Treasurer has day-to-day oversight of the financial administration of the Corporation. The Board will receive reports from the Treasurer at its meetings on the financial status of the Corporation. The Members will receive a report from the Treasurer during each General Meeting called by the Board.
- 12.3 **Banking.** The banking business of the Corporation or any part thereof shall be transacted with such Canadian chartered bank, trust company, or other firm or corporation carrying on a banking business as the Board may designate, appoint, or authorize from time to time by resolution. All such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more Officers and/or other persons as the Board may designate, direct, appoint, or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation's accounts, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing drafts, acceptances, bills of exchange and order, for the payment of money, the giving of receipts for and orders relating to any such banking business, and defining the rights and powers of the parties thereto and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.
- 12.4 **Electronic Banking.** The Corporation is authorized to engage in electronic or online banking and to instruct any employees, servants, or professional service providers of the Corporation to do so on its behalf. This expressly includes authorization for the payment of expenses or wages by direct deposit and Interac/email money transfer and the deposit and withdrawal of funds using online payment websites or platforms, where authorized for use by the Board. Where such an online payment is made, the persons who would normally have approved and/or signed a cheque shall review and affix their signature to a record confirming the transaction.
- 12.5 **Financial Practices.** The further financial practices of the Corporation are as set out in **Schedule A** as part of the duties of the Treasurer.

ARTICLE 13: PROTECTION OF EXECUTIVE AND COMMITTEE MEMBERS

- 13.1 **Protection of Directors and Officers.** No Executive member or Committee member of is to be liable for the acts, neglects, or defaults of any other Executive member or Committee member, of any employee of the Corporation, or for joining in any receipt or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities, or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
- (1) complied with the *Act* and the Articles and By-laws; and

(2) exercised their powers and discharged their duties in accordance with the *Act*.

13.2 **Insurance.** The Board is authorized to secure appropriate insurance policies to provide for the indemnification and its Directors, Officers, and others.

ARTICLE 14: CONFLICT OF INTEREST

14.1 **General.** A Director who is in any way directly or indirectly interested in or who is a party to a material contract or transaction with the Corporation, a proposed contract or transaction with the Corporation, or is a Director or Officer of, or has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

14.2 **No Financial Benefit.** No director shall, directly or through an associate, receive a financial benefit through, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

ARTICLE 15: DISSOLUTION

15.1 **Dissolution.** The Corporation may be dissolved and wound up in accordance with the *Act* and any remaining assets, after satisfying all debts and obligations, shall be distributed by the liquidator to another public benefit corporation with similar purposes.

ADOPTED BY the Board on the 5th day of April, 2023.



Douglas W. Judson
Chair

ENDORSED BY the Membership on the 12th day of May, 2023.



Douglas W. Judson
Chair

**SCHEDULE A:
DUTIES OF THE OFFICERS**

Chair (and President)

The Chair is the President of the Corporation and first officer of the Corporation. The Chair chairs all meetings of the Board and all General Meetings, unless the Chair recuses or otherwise resolved by the Directors or the Members, as the case may be.

The Chair is directly responsible for the internal management of the business of the Corporation and must see to the application of the by-laws and all resolutions of the Board and the Membership.

In the limited circumstances described in Article 3, the role of Chair shall be styled as Interim Chair. At the conclusion of the Chair's term, the Chair becomes the Past Chair.

First Vice-Chair

The First Vice-Chair shall, in the absence or inability of the Chair, exercise the duties and powers of the Chair and execute or carry out any duty which will be assigned to the Chair by the Board. In addition, the First Vice-Chair shall carry out any duties assigned to the First Vice-Chair by the Board.

In the limited circumstances described in Article 3, the role of Chair shall be styled as Interim First Vice-Chair. The First Vice-Chair succeeds the Chair at the conclusion of the Chair's term.

Second Vice-Chair

The Second Vice-Chair shall, in the absence or inability of the Chair and the First Vice-Chair, exercise the duties and powers of the Chair and the First Vice-Chair and execute or carry out any duty which will be assigned to the Chair and First Vice-Chair by the Board. In addition, the Second Vice-Chair shall carry out any duties assigned to the Second Vice-Chair by the Board.

In the limited circumstances described in Article 3, the role of Chair shall be styled as Interim First Second-Chair. The Second Vice-Chair succeeds the First Vice-Chair when the First Vice-Chair becomes the Chair.

Treasurer (and Secretary)

The Treasurer shall keep the funds and transferable property of the Corporation and shall keep full and accurate accounts and shall deposit all monies, or other valuable effects in the name of the Corporation in such bank or trust company or, in the case of transferable property, commit them to a broker or custodian in transferable properties duly registered and selected by the Board.

The Treasurer shall disburse the funds of the Corporation, taking proper vouchers therefor and shall deliver regular reports at meetings of the Board and at General Meetings. The Treasurer shall account for all of their transactions and of the financial position of the Corporation.

The Treasurer shall also perform such other duties as may from time to time be determined by the Board or the Membership.

The Treasurer shall ensure that an audit is conducted of the financial affairs of the Corporation annually by a properly qualified firm of Chartered Accountants.

The Treasurer shall also be the Secretary of the Corporation and shall be responsible for maintaining the minute book of the Corporation. As such, the Treasurer is responsible for recording all facts and minutes of all proceedings of the Corporation in the books kept for that purpose.

The Treasurer shall give or require to be given all notices for all meetings of the Members and of the Board, except as otherwise specified in this by-law. As secretary, the Treasurer shall be responsible for distributing agendas and recording minutes of the meetings of the Board and General Meetings of the Corporation, with agendas and minutes being distributed within a reasonable time before and after each meeting.

The Treasurer shall be the custodian of the seal of the Corporation, if any is adopted for use, which the Treasurer shall deliver up only when authorized by a resolution of the Board or the Membership and only to such person or persons as named in the resolution. The Treasurer shall perform such other duties as may from time to time be determined by the Board or by the Chair.

Nothing herein shall be construed to prevent the Treasurer from having staff employed by the Corporation assist with any of the duties of the Secretary.