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MAY 13, 2026

TO: MEMBERS OF THE BOARD OF DIRECTORS
OF FOLA

RE: UPDATING THE BY-LAWS AND ARTICLES OF
INCORPORATION/LETTERS PATENT FOR COUNTY LAW
ASSOCIATION MEMBERS OF FOLA

BACKGROUND AND PURPOSE

County Law Associations¹ (each an “**Association**”) previously registered under The Corporations Act (Ontario) (the “**OCA**”)² were deemed to have been continued under the Not-for-Profit Corporations Act, 2010 (Ontario) (the “**ONCA**”)³.

As a result of such continuation, unless the Association optionally transitioned their Letters Patent, Supplementary Letters Patent (“**Letters Patent**”), by-laws and special resolutions (collectively “**constating documents**”) to comply with the ONCA, certain provisions set forth in the constating documents of an Association were:

- (A) rendered invalid effective October 18, 2024; and
- (B) deemed to have been amended so as to comply with the ONCA, excluding however the following provisions which remain in effect until such time as the Association updates its constating documents:
 - the number of directors of the corporation;
 - two or more classes or groups of members;
 - voting rights of members;
 - delegate voting pursuant to s. 130 of the OCA; and
 - distribution of the remaining property of a corporation that is not a public benefit corporation on winding up or dissolution.

The ONCA contains comprehensive governance rules which are vastly different from the provisions of the OCA. These governance rules fall into three (3) different categories

- (A) Rules which are mandated by the ONCA. These Rules cannot be changed by an Association’s constating documents.

¹ I presume that each Association was continued under the OCA in accordance with Part III thereof effective June 28, 1967.

² R.S.O. 1990, c 38.

³ S.O. 2010, c. 15, ss 4(1).

- (B) Rules which can be varied from those set forth in the ONCA. These Rules can be changed by an Association's constating documents.
- (C) Supplementary Rules, being Rules not addressed by the ONCA, but which can be made created by an Association to address specific matters.

Although we have reviewed several by-laws of Association members by-laws, our review was not exhaustive. We also did not review any of the Letters Patent (called Articles of Incorporation under the OCA).

This Memorandum highlights generally the recommended changes that are required to an Association's constating documents, and to provide recommendations to amend an Association's Articles of Incorporation of an Association model By-laws, in order to address the deemed continuation of an Association under the ONCA, and to create certainty in respect of the governance of an Association.

STEPS TO BRING AN ASSOCIATION IN COMPLIANCE WITH THE ONCA

The following are the general steps that an Association should follow to bring its Letters Patent and By-laws in compliance with the ONCA:

1. File Articles of Amendment to amend, remove, and/or replace any provision in its constating documents (including the revocation of any specific provisions required by the ONCA to be set forth in the Articles and not in a by-law or special resolution).
2. Replace its by-laws with a by-law which complies with the ONCA. Please see Appendix "A" annexed hereto for a model By-law which an Association may consider using as a precedent.
3. File Restated Articles of Incorporation – this will be a compilation of the changes which, when filed, will then supersede the original constating documents.

IS THE ASSOCIATION A "PUBLIC BENEFITS" CORPORATION?

Each Association must ascertain whether it meets the definition of being a "public benefit corporation", as distinct from a "non-public benefit corporation". A "public benefit corporation" is one which:

- (a) is "charitable" in nature; or
- (b) receives donations or gifts of more than \$10,000.00 certain amount from:
 - (i) donations or gifts from persons that are not members, directors, officers or employees of the Association; or

- (ii) grants or similar financial assistance from the federal, provincial or municipal government or government agency.

As such, to the extent that an Association receives grants from the Law Society of Ontario, the Legal Information Resource Network (LiRN) or other grants or gifts in excess of \$10,000.00 then that Association would be deemed to be a “public benefit corporation”. If an Association is a “public benefit corporation”:

- (c) not more than one-third of the directors of the Association can be employees of the Association, or its affiliates;
- (d) special audit-related requirements apply; and
- (e) the Articles must provide that, on dissolution, the net assets of the Association be distributed to a public benefit corporation with similar purposes to its own, a Canadian corporation that is a registered charity with similar purposes to its own, or to a government or government agency.

ITEMS REQUIRING AMENDMENT

The issues set forth below are not exhaustive but represent the most common issues that need to be addressed by Association’s incorporated and organized under the OCA.

(A) AMENDMENTS TO THE ARTICLES OF INCORPORATION

(I) Purposes

In most instances, an Association’s Letter’s Patent referred to its “Objects”. This terminology has now changed under the ONCA and is referred to as the corporate “purpose(s)” of the Association. Associations must thus restate their corporate “purpose(s)” in Articles of Amendment. For examples of the purposes of certain Associations please see Appendix “B” annexed hereto.

(II) Members and Member Rights

If an Association has two (2) or more classes of members, then each class of members, the voting rights attached to such class, and the number of votes per member. For an example of the various types of members please see Appendix “C” annexed hereto.

(III) Number of Directors

The minimum and maximum number of directors must be set out in the Articles. Ideally the board would consist of a minimum number of directors i.e. three (3) and a maximum which makes sense for the particular Association. An Association could also have a fixed number of directors in its Articles. The former provides the Association with the flexibility required to elect that number of directors that may, from time to time, be required without having to amend the Articles. The exact number of directors is to be determined by a special resolution (2/3) of the Members, unless the

Members pass a special resolution authorizing the directors to determine the number of directors to be elected at the annual meeting of Members, within the minimum and maximum number of directors authorized by the Articles.

(IV) Special Provision: re commercial purposes and non-profit clause

The following is a mandatory provision that will automatically be inserted by ServiceOntario when Restated Articles are filed by an Association:

Commercial purposes, if any, set out in the articles are intended to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities or as otherwise permitted by this Act.

(V) Special Provision: re dissolution clause

Assuming that each Association is defined as a public benefit corporation, the following clause should be included in the Articles of Amendment:⁴

Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to one or more public benefit corporations in Ontario with similar purposes to those of the Corporation at the time of dissolution as determined by the board of directors by resolution in the event that the Corporation is a public benefit corporation at the time of dissolution; or to one or more organizations in Canada that have similar purposes to those of the Corporation at the time of dissolution as determined by the board of directors by resolution in the event that the Corporation is not a public benefit corporation at the time of dissolution.

(VI) Borrowing

Since the ONCA states that corporations have the power of a natural person⁵ (ONCA, s. 15) and are authorized to borrow⁶, provisions specifically authorizing the Association to borrow monies upon the credit of the Association should be deleted.

⁴ If the Association believes that at some point in the future it might become a non-public benefit corporation, the Association could also include the following language which will afford the Association flexibility depending on its status as either a public benefit corporation or a non-public benefit corporation at the time of the Association's dissolution: *Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to one or more public benefit corporations in Ontario with similar purposes to those of the Corporation at the time of dissolution as determined by the board of directors by resolution in the event that the Corporation is a public benefit corporation at the time of dissolution; or to one or more organizations in Canada that have similar purposes to those of the Corporation at the time of dissolution as determined by the board of directors by resolution in the event that the Corporation is not a public benefit corporation at the time of dissolution.*

⁵ ONCA s. 15.

⁶ ONCA ss. 85(1).

(VII) General

- (a) Remuneration. It is no longer necessary to include a provision stating that directors shall serve without remuneration since this only applies to corporations which are also registered charities under the Income Tax Act (Canada).
- (b) Amendment to By-laws– This provision permits the Board of Directors to pass a by-law, or an amendment to a by-law to take effect immediately on the condition that it is later approved by the members of the Association at the next annual and/or special meeting of members. If not approved, then the by-law is deemed to have been null and void.
- (c) Official E-mail address. An official e-mail address must be included in the Articles of Amendment filed; this is the address that the Ministry will use to communicate with the Association.

(B) AMENDMENTS TO THE BYLAWS

(I) Members and Member Rights

The terms and conditions of membership for each class of member should be added to the new by-laws. For an example of the various terms and conditions that are attached to the classes of membership (based on the categories set out in Appendix “C”) please see Appendix “D” annexed hereto.

(II) Directors and Officers

- (a) Term: Under the OCA, the maximum length of a director's term between elections was 5 years; whereas the maximum length between elections under the ONCA is now four (4) years⁷.
- (b) Election/Removal of Directors. The ONCA provides that "the members shall, by ordinary resolution, elect directors"⁸ and that an ordinary resolution is one passed "by at least a majority of the votes cast".⁹ Under the OCA, if there was a contested election in which one or more candidates with the most votes were declared elected despite not having received a majority of the votes cast, a properly elected board would be produced. This is not the case under the ONCA. The By-law must provide a for a run-off so that the one or more candidates receives a majority of the votes. Directors can be removed by a majority vote.
- (c) Delegation of Powers to a Committee or Officers. Under the ONCA, there are a number of powers that a board of directors may not delegate to a committee or any officer.¹⁰ (ONCA, s. 36(2)).

⁷ OCA ss. 287(5); ONCA ss. 24(1).

⁸ ONCA ss. 24(1).

⁹ ONCA ss. 1(1).

¹⁰ ONCA ss. 36(2).

(d) Officers. The ONCA requires a board chair.¹¹

(III) Members and Meetings

(a) Membership Classes. The Articles should set out the name, and voting rights, for each class of members. The other characteristics of membership rights for each class should be set forth in the By-laws.

(b) Termination and Discipline of a Members. The ONCA sets forth various circumstances in which a member will cease to hold membership in the Association i.e. where a member dies, resigns, etc. The ONCA¹² also permits an Association to establish a procedure for disciplining or terminating a member. Such proceeding must be conducted in good faith and in a fair and reasonable manner, the latter meaning that the member is given: (a) at least 15 days' notice of, and reasons for, the proceeding; and (b) an opportunity to be heard by the person making the decision, at least 5 days before the action or termination is implemented.

(IV) Meetings

(a) Proxies. Pursuant to the ONCA¹³ the By-laws of the Association:

- (i) must authorize the use of proxies;
- (ii) state that a proxy can only be used by a member;

(b) Board and Member Meetings by Phone or Virtually. If the By-laws so permit, an Association can have board and/or member meetings by phone or virtually provided that everyone can hear each other instantaneously and simultaneously.¹⁴

(V) Finance

(a) Financial Reporting. The following set forth the requirements for whether an auditor is required and the different types of financial reporting that must be provided depending on the revenues of the Association:

Annual Revenues	Auditor Requirements	Type of Financial Statement
<\$100,000.00	Not required unless passed by extraordinary resolution ¹⁵	Notice to Reader if audit/review engagement is not required as passed by extraordinary resolution
\$100,000 to \$500,000	Not required if authorized by extraordinary resolution.	Review engagement if passed by extraordinary resolution

¹¹ ONCA ss. 42(2).

¹² ONCA s. 51.

¹³ ONCA s. 17.

¹⁴ Less Red Tape, Stronger Economy Act, 2023, S.O. 2023, c. 9

¹⁵ Extraordinary resolution is more than 80% o the votes cast.

>\$500,000	Auditor must be appointed	Audit required
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- (b) Audit Committee. Majority of Audit Committee cannot be officers or employees of the Association.

(VI) Approval

Except for matters requiring approval by special resolution of Members¹⁶ and unless the Articles or By-laws otherwise provide, the directors alone can adopt, amend or repeal any by-laws, provided that directors seek approval for same at the next meeting of members. If approved by Members, the change to the By-laws is retroactive the adoption of same by the directors. If the change is rejected by the Members, or if the Directors fail to submit the change to Members, the change will cease to have effect on the date that the change was rejected by the Members of the members' meeting.

DISCLAIMER

The foregoing is for informational purposes only and does not constitute legal advice.

Yours truly,
LOOPSTRA NIXON LLP
Per:



David N. Kornhauser

¹⁶ to: (a) add, change or remove a provision respecting the transfer of a membership; (b) change the manner of giving notice to members entitled to vote at a meeting of members; or (c) change the method of voting by members not in attendance at a meeting of the members; set forth in ONCA sections 103(1), (g), (k) and (l), which requires that Members pass a special resolution (2/3 of the votes at the special meeting) or such higher percentage as the By-laws may designate.

APPENDIX "A"

BY-LAWS

BY-LAW NO. [2?]

being the General By-law of

[NAME OF COUNTY LAW ASSOCIATION]

(the "Association")

PURPOSE

The purpose of the Association¹ is to:

- (a) To promote and represent the interests of lawyers primarily practicing in the Toronto Region, and to promote social, harmonious and professional discourse among its members;
- (b) To maintain and operate one or more law libraries, provide library and related services;
- (c) To provide facilities, services, and other conveniences primarily for its members;
- (d) To develop and conduct continuing legal education, professional development, networking, charitable, and community outreach programs and events primarily for its members;
- (e) To establish, produce and distribute a variety of news services, information resources, legal journals and related publications primarily for its members; and
- (f) To promote the common interests, concerns and public contribution of its members to the Ontario bench and bar, all levels of government and the public at large.

OPERATING PRINCIPLES

In furtherance of, and consistent with the PURPOSE the Association:

- (a) is inclusive;
- (b) invites, welcomes and encourages the full participation of all Members in Association activities, including the leadership of the Association in order to shape the Association and the legal community; and

¹ Based on Purposes set forth in the Toronto Lawyers Association by-laws. Please see Appendix "B" of Memorandum for other examples.

- (c) extends the same rights and responsibilities to all Members promote a greater involvement in the Association.²

These By-laws are promulgated to promote the foregoing.

INTERPRETATION

1. Definitions. In this By-law, unless the context otherwise specifies or requires:
 - (a) "**Act**" means the Not-for-Profit Corporations Act, 2010, c. C-15 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Association to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
 - (b) "**Articles**" means any Letters Patent, Articles of Amendment, and/or Restated Articles of Incorporation;
 - (c) "**Board**" means the board of Trustees of the Association;
 - (d) "**By-law**" means any By-law of the Association from time to time in force and effect;
 - (e) "**Letters Patent**" means the letters patent and any supplementary letters patent of the Association;
 - (f) "**Member**" means an individual whose membership in the Association has been accepted;
 - (g) "**Officer**" means a member of the Executive Committee (as defined in section 13 below);
 - (h) "**Regulations**" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore, and in the case of such substitution, any references in the By-laws of the Association to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations; and
 - (i) "**Trustees**" means those Members who have been elected or appointed to the Board³.
2. Interpretation. This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
 - (a) all terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;

² Entirely optional.

³ Each director must consent in writing on being elected to the board for the first time.

- (b) words importing the singular number only shall include the plural and vice versa; and the word "person" shall include individuals, bodies corporate, Associations, companies, partnership, syndicates, trusts and any number or aggregate of persons: and
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

HEAD OFFICE

3. Head Office. The head office of the Association shall be in the City of [INSERT], in the Province of Ontario (subject to change by special resolution) and at such place within the city or municipality in Ontario where the head office is from time to time situated as the Trustees of the Association may from time to time by resolution fix.

BOARD

4. Duties and Numbers⁴. The affairs of the Association shall be managed by the Board who may also be referred to as Trustees. The Board shall consist of [INSERT NUMBER] (**) Members, or such other number of Trustees as may be determined from time to time by special resolution, to be elected by the Association at the time and in the manner specified herein. The Board shall be comprised of the following persons:

- (a) The members of the Executive Committee; and
- (b) The difference between [INSERT NUMBER] (**) and the number of members of the Executive Committee, shall be constituted from the general Membership.

The Board shall have the right and authority to make every decision in respect of the Association other than those decisions which:

- (a) By law must be made by some other person(s) or body(ies) such as the Members;
- (b) Under this By-law, must be made by the Members; or
- (c) Under this By-law, may be delegated by the Board to another person/body and is delegated, in which case each such delegated decision is subject to Board ratification if required by the Act.

5. Qualifications. Every Trustee shall be at least eighteen (18) years of age, shall be a Member in good standing, shall be a licensed to practice law by the Law Society of Ontario and shall be in good standing with the Law Society of Ontario, shall not have the status of a "bankrupt" (as such term is defined in the Bankruptcy and Insolvency Act (Canada) or any successor legislation) or be a person who has been found under the Substitute Decisions Act, 1992 (Ontario) or under the

⁴ ONCA requires that there be a Chair of the Board.

Mental Health Act (Ontario) to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere.

6. Conditions for Being a Trustee. Each Trustee agrees to abide by Association's Purpose as well as Operating Principles (each as set out in the recitals above), to the best of their ability. Further, each Trustee shall not be permitted to miss more than three (3) consecutive scheduled Board meetings in any calendar year absent valid medical or personal reasons in the discretion of the Executive Committee. For greater certainty, a scheduled Board meeting is one which has been established in advance by the Board for the next ensuing year.

7. Election and Term. The members of the Executive Committee may serve for an aggregate period of [INSERT] (**) years. Notwithstanding the foregoing, the immediate past president may serve for an aggregate of up to [INSERT] (**) years.

Trustees, other than those persons on the Executive Committee, shall serve for a period of Three (3)⁵ years, for overlapping terms⁶. The Trustee's term of office shall be from the date of the meeting at which they are elected until the third (3rd) Annual Meeting next following or until their successors are elected. The portion of the Board shall retire at the Annual Meeting at which the election of Trustees is to be made but, subject to the provisions of the By-laws, shall be eligible for re-election. Each member of the Board shall make reasonable efforts to attend and support Association services and shall, to the best of their ability, abide by the Purpose and Operating Principles, as well as any guidelines adopted by the Board. Trustees may be re-elected for [INSERT] (**) consecutive three (3) year terms but then must stand down for one (1) full year term prior to being nominated for the Board again.

At each Annual Meeting thereafter the Members shall elect those persons enumerated in Sections 5 who are required to fill those of the positions of the Board which are vacant by virtue of the rotational election of Trustees in this Section 7 and such others as may be necessary due to resignation, expulsion or disqualification.

8. Nominating. Not later than [INSERT] (**) months prior to the Annual Meeting, a nominating committee (the "**Nominating Committee**") shall be appointed by the immediate past president and shall consist of a Chairman (who shall have served on a previous Nominating Committee) and between [INSERT] (**) to [INSERT] (**) members. Of these at least [INSERT] (**) are to be appointed from amongst the members of the Executive Committee and the Board, and the balance is to be appointed from the Board. The Nominating Committee shall be guided in its operations and selection criteria by the Purpose of the Association and the Operating Principles as well as any guidelines adopted by the Board. The Nominating Committee shall present a slate of candidates for each office and trusteeship to the Board. The slate shall be voted upon at the Annual Meeting. At that Annual Meeting, other nominations for Trustee positions may be made from the floor, provided that [INSERT] (**) signatures or affirmative votes of Members in good standing support the nomination. A nominee proposed from the floor must consent to run for Trustee, and they must be present when nominated to indicate their acceptance, or they may indicate their

⁵ Under the Act, the maximum length of a director's term between elections is four (4) years.

⁶ To provide continuity and knowledge transfers. You have a certain portion of the Board resigning after x number of years. This depends entirely on the size of the Board.

acceptance in writing, which written acceptance is to be on hand at the time of the nomination. Such acceptance shall include the nominee's willingness to abide by the Association's Purpose as well as Operating Principles, to the best of their ability.

The following protocol shall be used by the Nominating Committee for the presentation of the slate of candidates for Trustees:

- (a) Determine the number of Trustees to be formally elected at the upcoming election.
- (b) Of the remaining Trustees needed to obtain the balance of the Trustees to be elected decide which Trustees:
 - (i) are eligible to continue;
 - (ii) the Nominating Committee wish to continue as Trustee. If the Nominating Committee does not wish for a Trustee to continue, then they should be so advised; and
 - (iii) wish to continue on the Board.

9. Conduct of Elections

- (a) Non contested elections: For elections of Officers, the Secretary shall cast one ballot in favor of each such nominee, and each such nominee shall be deemed elected to such office. For elections of such Trustees for which there are only such number of nominees for such position as there are open positions, the Secretary shall cast one ballot in favor of each such nominee, and each such nominee shall be deemed elected to such office.
- (b) Contested elections: All contested elections of Trustees for which there are more nominees for such position than there are open positions, shall be by closed written ballot, and the candidates receiving the highest number of votes shall be elected, provided that the number of votes represents a majority of the votes cast. In the event that a nominee does not receive a majority of the votes cast, there shall be an additional ballot between the candidates receiving the highest votes for such office. If after two ballots there shall remain a tie among the candidates receiving the highest number of votes, then the Board, at the next meeting at which a quorum is present, shall vote for such office between the tied candidates, by closed ballot, with the candidate receiving a majority of the votes cast being declared the winner. There shall be a vote only with regard to those offices for which there is a contest. All other offices shall be deemed elected upon the closing of nominations.

10. Installation of Trustees and Officers. Installation of Trustees and Officers shall be held as soon as possible after the election at a date and place designated by the President.

11. Vacancies. The office of a Trustee shall automatically be vacated:

- (a) if the Trustee ceases to be a Member of the Association;

- (b) if the Trustee becomes bankrupt;
- (c) if the Trustee is found to be a person who has been found under the Substitute Decisions Act, 1992 (Ontario) or under the Mental Health Act (Ontario) to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere;
- (d) if the Trustee, by notice in writing to the Board resigns office. Such resignation shall be effective at the time it is received by the Secretary of the Association or at the time specified in the notice, whichever is later;
- (e) if at a special meeting of Members, a resolution is passed by a majority⁷ of the votes cast by the Members represented at the special meeting, removing the Trustee before the expiration of such Trustee's term of office;
- (f) if the Trustee dies; or
- (g) ceases to be a licensee in good standing with the Law Society of Ontario.

12. Filling Vacancies. A vacancy occurring on the Board may be filled as follows:

- (a) if the vacancy occurs as a result of the removal of any Trustee by the Members in accordance with Section 11(e) above, it may be filled upon the vote of a majority of the Members represented at such special meeting, and any Trustee elected to fill a removed Trustee's place shall hold office for the remainder of the removed Trustee's term;
- (b) any other vacancy in the Board may be filled for the remainder of the term by the Trustees then in office, if they shall see fit to do so, so long as there is a quorum of Trustees in office. Provided that if there is not a quorum of Trustees, the remaining Trustees shall forthwith call a meeting of the Members to fill the vacancy, and, in default or if there are no Trustees then in office, the meeting may be called by any Member; and
- (c) otherwise, such vacancy shall be filled at the next Annual Meeting of the Members at which the Trustees for the ensuing year are elected.

If the number of Trustees is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

13. Executive Committee. Subject to the Act and in the event that the number of Trustees is greater than [INSERT] (**), the Members shall elect from the Trustees an executive committee (the “**Executive Committee**”) consisting of not fewer than [INSERT] (**) Trustees and may delegate to such Executive Committee any of the powers of the Board, subject to the restrictions, if any

⁷ This is now a majority of votes i.e. 50% + 1; under the Ontario Corporations Act, the removal of a Trustee required the approval of the votes of 2/3 of the Members.

contained in the By-laws or imposed from time to time by the Board. The Executive Committee shall be comprised of a President, one or more Vice Presidents, a Treasurer, a Secretary, the immediate past president, and if authorized by special resolution of the Association, a Chairperson of the Board, or in the absence thereof, the President shall act as the Chairperson. Members of the Executive Committee shall serve for a term of two (2) years or until their successors are elected or appointed.

Subject to the By-laws and any resolution of the Board, the Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard, provided however, that if the Executive Committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members. Subject to the Act, except to the extent otherwise determined by the Board or, failing such determination as determined by the Executive Committee, the provisions of paragraphs 19, 20, 24 and 25 hereof, shall apply to meetings of the Executive Committee. Any Executive Committee member may be removed by resolution of the Board. Executive Committee members shall receive no remuneration for serving as such but are entitled to the reimbursement of reasonable expenses incurred in the performance of their duty.

14. Powers of the Executive Committee⁸. The Executive Committee shall:

- (a) be charged with overseeing the business of the Association;
- (b) initiate policy and plans, and present same to the Board, for appropriate action;
- (c) consider and recommend Association policy, long range planning and propose expenditures, budgetary matters and such other and further issues they deem appropriate; and
- (d) meet regularly during the year as may be determined by the President.

15. Vacancy on Executive Committee. In the event of a vacancy on the Executive Committee, the President shall submit a nominee to fill each such vacancy until the Association's next Annual Meeting. Each such nominee shall be elected upon majority vote of the quorum of the Board present and voting.

16. Emergency Meeting of Executive Committee. In the event that the President, in their sole discretion, or in their absence a member of the Executive Committee, believes that a matter involving the expenditure of moneys or any other matter requiring immediate action exists, then they shall call an emergency meeting of the Executive Committee on notice of not less than twenty-four (24) hours. Such notice may be via telephone, e-mail or any other means reasonably calculated to reach all members of the Executive Committee and shall set forth or state the time and place of such meeting and the reason, therefore. The Executive Committee members attending such meeting

⁸ Under the ONCA, the Executive Committee cannot: a) submit to the members any question or matter requiring the approval of the members; b) 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) appoint additional directors; d) issue debt obligations except as authorized by the directors; e) approve any financial statements; f) adopt, amend or repeal by-laws; or g) establish contributions to be made, or dues to be paid, by members.

shall constitute a quorum which, by a majority vote, shall have authority to act to address such emergency, notwithstanding any provision of these By-laws to the contrary, including but not limited to the expenditure of such sums and entering into such contracts; provided that at such emergency session, no expenditure, individually or in the aggregate, shall be in excess of the amounts set out in the Spending Protocol, a copy of which is attached hereto. The actions of the Executive Committee shall be reported to the next regularly scheduled Board meeting.

17. Committees. There shall be established the following standing committees which shall be appointed by, and serve under the oversight of, the Executive Committee or the Board, as the case may be. The number of Members sitting on each Committee and the composition thereof shall be determined by the Executive Committee, or the Board, as the case may be, in their sole discretion:

- (a) Under the Executive Committee, there shall be the Nominating, Audit/Finance, Education, Membership, (INSERT OTHER COMMITTEES IF DESIRED) Committees:
 - (i) The Nominating Committee shall be constituted and function as provided in Section 8.
 - (ii) The Audit/Finance Committee shall⁹:
 - (A) be chaired by the Treasurer;
 - (B) prepare and submit to the Executive Committee, prior to the Annual Meeting of the Association, both a proposed operating and a proposed capital budget for the ensuing year, and shall recommend to the Executive Committee annually a schedule of contributions and assessments;
 - (C) prepare a semi-annual financial report providing a list of the Association's assets and liabilities, and statement of income and expenses for the six (6) month period then ended, and prepare, in conjunction with the Associations' accountants or auditors, annual financial reports providing a list of the Association's assets and liabilities, and statement of income and expenses for the fiscal year then ended;
 - (D) review and approve the proposed budgets of any Committees;
 - (E) upon reference by a majority of the Board, review and make recommendations to the Board with regard to expenditures for items not in accordance with the Spending Protocols;
 - (F) be authorized to examine all books and accounts for the Association and all payments, and in that regard, it may engage a chartered or professional accountant whose charges shall be paid by the Association;

⁹ Majority of this committee must not be officers or employees of the Association.

- (G) report, at least annually, to the Board, its findings and recommendations regarding the finances and record keeping of the Association; and
 - (H) evaluate compliance with material contracts into which the Association has entered and adherence to the provisions of these By-laws.
- (iv) The Education Committee shall promote and coordinate professional education for Members curriculum and classes;
 - (vii) The Membership Committee shall:
 - (A) use its best efforts to promote the benefits of membership to potential members of the Association;
 - (B) use its best efforts to retain and reactivate Members; and
 - (C) be responsible for welcoming all new Members and visitors who attend any of the Association meetings and introduce them to our Members, Trustees and Officers.
- (b) Each Committee shall set rules and regulations governing the workings of its Committee to the extent necessary. These rules and regulations, including quorum requirements and voting, shall be subject to and in accordance with these By-Laws or any rules or regulations promulgated by the Board. Any matter which comes within the purview of a Committee may first be referred to that Committee for consideration and determination. Any proposed change agreed upon by any committee, that is substantially different than the customary and traditional policies under which the Association has operated is subject to approval by the Board.
 - (c) The Executive Committee may constitute such other and additional committees as are determined to be appropriate to conduct the business of the Association and/or further its policy. The President, in consultation with the Executive Committee, shall appoint the Chair and members of such Committee(s).

18. Remuneration of Trustees. The Trustees shall serve as such without remuneration and no Trustee shall directly or indirectly receive any profit from occupying the position of a Trustee; unless such remuneration is approved by the Board and if required by law, also approved by the Office of the Public Guardian and Trustee and/or a Court; and provided that a Trustee may be reimbursed for reasonable expenses incurred by the Trustee in the performance of the Trustee's duties.

MEETINGS OF THE BOARD

19. Place of Meeting. Meetings of the Board may be held at any place within or outside Ontario.

20. Notice. A meeting of Trustees may be convened by the Chair of the Board, the President, the Vice-President or any two Trustees at any time. The Secretary, when directed or authorized by any of such Officers or any two Trustees, shall convene a meeting of Trustees. The notice of meeting convened as aforesaid shall specify the purpose of or the business to be transacted at the meeting. Notice of the meeting shall be served in the manner specified in Section 59 of this By-law not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which the notice is given) before the meeting is to take place; provided always that a Trustee may in any manner and at any time waive notice of a meeting of the Board and attendance of a Trustee at a meeting of the Board shall constitute a waiver of notice of the meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of the Board may be held at any time without notice if all the Trustees are present (except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Trustees waive notice before or after the date of such meeting.

If the first meeting of the Board following the election of Trustees by the Members is held immediately thereafter, then for such meeting or for a meeting of the Board at which a Trustee is appointed to fill a vacancy in Board, no notice shall be necessary to the newly elected or appointed Trustees or Trustee in order to legally constitute the meeting, provided that a quorum of Trustees is present.

21. Error or Omission in Giving Notice. No error or accidental omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken at such meeting.

22. Adjournment. Any meeting of the Board may be adjourned from time to time by the chairperson of the meeting, with the consent of those present at the meeting, to a fixed time and place. Notice of any adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Trustees who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

23. Meetings. The Board may appoint a day or days in any month or months for regular meetings of the Board, at a place or hour to be named by the Board. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Trustee forthwith after being passed, but no other notice shall be required for any such regular meetings. The Board shall, at the beginning of each year, prepare and distribute a list of proposed meeting dates for the Board. The following shall be the order of business at regular meetings of the Board:

(a) reading of minutes of previous meeting and acceptance thereof;

- (b) communications;
- (c) report of proceedings of the Executive Committee and consider and vote upon resolutions adopted by the Executive, if any;
- (d) Officers' and other reports including committee reports, the report of the Treasurer, etc.;
- (e) Unfinished business; and
- (f) New business.

Special meetings of the Board may be called by the President at their discretion. Said request shall state the reason for and the purpose of the meeting.

24. Quorum. The Board shall meet between every four (4) to ten (10) weeks, except during the months of July and August. A quorum of the Board shall be a majority of the members of the Board, which for greater certainty includes the members of the Executive Committee.

25. Voting. Each Trustee is authorized to exercise one (1) vote. Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of tie vote, the Chairperson of the meeting shall have a casting vote.

26. Telephone Participation¹⁰. Trustees will not be able to attend meetings of the Board by telephone or other electronic means unless a meeting has been called on an urgent basis, and the Board determines participation is appropriate in which case, if all the Trustees consent, a meeting of Trustees may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Trustee participating in such meeting by such means is deemed to be present at that meeting.

POWERS OF TRUSTEES

27. Administer Affairs. The Trustees may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its Articles or otherwise authorized to exercise and do. The Board shall:

- (a) be charged with and assume control of all of the property of the Association;

¹⁰ As a result of changes made in the Less Red Tape, Stronger Economy Act, 2023, a corporation can now host its meetings in-person, online, by telephone, or by any combination of in-person attendance and one or more virtual means, provided the participants are able to communicate, simultaneously and instantaneously at said meetings. As such, the By-laws must contain rules and procedures for calling and holding of virtual and hybrid meetings of directors and members including the procedure for electronic voting and methods of giving notice. Subject to the by-laws, the default method of collecting votes will be by a show of hands unless an attendee entitled to vote at the meeting (e.g., a director or member) demands a ballot. Alternatively, the Association can collect votes at board and members' meetings by telephonic or electronic means.

- (b) designate the bank(s) wherein the funds of the Association shall be deposited;
- (c) be responsible for all expenditures of the Association funds and disposal of the Association's property;
- (d) approve all investments; and
- (e) conduct all business of the Association which reasonably comes before it.

The Board shall make such rules and regulations, consistent with these By-laws, as they may deem advisable, for the proper conduct of their meetings and for the furtherance of the general purposes of this Association.

28. Expenditures. The Board shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer or Officers of the Association the right to employ and pay salaries to employees. The Board shall have the power to enter into a trust arrangement with a trust company, bank or other financial institution or foundation for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board may prescribe. The Board need not consider the expenditure of sums for items specifically included in the budget as approved by the Association.

Borrowing Power INTENTIONALLY DELETED¹¹

29. Agents and Employees. The Board may appoint such agents and engage such employees as they shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

30. Remuneration of Agents and Employees. The remuneration of agents and employees and shall, subject to the other provisions of this By-law, be fixed by the Board by resolution.

OFFICERS

31. Officers. Executive Committee may remain in the same position for more than one term of two (2) years.

32. Remuneration of Officers. The Officers shall serve as such without remuneration and no Officer shall directly or indirectly receive any profit from occupying the position of an Officer provided that an Officer may be reimbursed for reasonable expenses incurred by the Officer in the performance of the Officer's duties.

33. Removal of Officers.

¹¹ The "Borrowing By-law" can now be removed since the authorization for this is included in the ONCA.

- (a) Any Officer shall be subject to removal by resolution of the Board at any time, with cause on the recommendation of two-thirds (2/3) of the Executive Committee or by a petition signed by twenty-five (25%) percent of the Board, the Board may, by a vote of two-thirds (2/3) of the Trustees voting on such resolution, remove an Officer of the Association. For the purpose of this section, "cause" shall be defined as actions detrimental to the best interest and/or functioning of the Association.
- (b) The Officer so charged shall have the right to be heard, before the vote of the Executive Committee, if applicable, and before the vote of the Board; provided, however, that the Officer or Trustee may not vote, and shall not be counted toward a quorum, in any body making a removal recommendation or determination.
- (c) Upon approval of a recommendation to remove by the Executive Committee or upon the filing of a removal petition, the President of the Association, or a Vice President, if the President is the subject of the removal proceedings, shall convene a special meeting of the Board on not less than ten (10) days, nor more than twenty (20) days written notice. Such notice shall state the date, time and place of such meeting. No other business shall be transacted at such meeting except upon the approval of two thirds of those present and voting; provided, however, the Board shall consider any allegations against the subject Officer which are not set forth in the resolution approved by the Executive Committee, petition or auxiliary organization board.
- (d) At the special meeting of the Board, the Officer who is the subject of removal proceedings shall be entitled to have counsel or other advisor present, and, at such Officer or Trustee's option and cost, to have the proceedings of the Board recorded.
- (e) In the event, the President of the Association or a Vice President shall be the subject of this removal procedure, they shall not preside over the proceedings considering the recommendation or determination to remove. If the President or a Vice President shall be the subject of a removal recommendation or determination, the other shall preside.
- (f) Until the approval of the removal recommendation or petition by the Board, the subject Officer shall remain in office.

34. Duties May be Delegated. In case of the absence or inability to act of any Officer of the Association or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such Officer to any other Officer or to any Trustee for the time being.

35. Powers and Duties. All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board. The qualifications and duties of the Officers are as follows:

- (a) The President:

- (i) Shall have served at least [INSERT] (**) years as a member of the Board, of which at least [INSERT] (**) years shall have been a member of the Executive Committee;
 - (ii) Shall chair all Executive Committee meetings and shall preside at all Association and Board meetings and supervise and enforce the carrying out of the provisions of these By-laws subject to the direction of the Board;
 - (iii) May sign cheques and is authorized to expend on any non-budgeted Association matter in their discretion, without prior approval of the Board; provided, however, that the President shall report all expenditures made hereunder to the Board at its next meeting;
 - (iv) May authorize the payment of any specifically budgeted item, and as set out in the Spending Protocol, any item not specifically budgeted, without prior approval of the Board;
 - (v) Shall be in charge of the administration of all activities;
 - (vi) Shall appoint and remove Chairs of all Committees provided for herein as well as such other Committees which shall from time to time be created with the approval of the Board, subject to ratification by the Board;
 - (vii) Shall Make all final procedural decisions as to the conduct of all such meetings;
 - (viii) Shall co-sign and make such contracts as the Board may authorize;
 - (ix) Shall supervise the Executive Director or similar role;
 - (x) May attend any Committee meeting;
 - (xi) Shall supervise the agenda of meetings of the Board and place upon the agenda any matter that is considered appropriate;
 - (xii) Shall supervise the agenda of the meetings of the Members and place upon the agenda any matter that is considered appropriate and any matter specified in a written request by at least ten Members; and
 - (xiii) Deliver to the Association at the annual meeting a report on the state of affairs of the Association.
- (b) The Vice Presidents:
- (i) Shall have served as a member of the Board for at least [INSERT] (**) years;
 - (ii) Shall, in the absence of the President, preside at all meetings of the Executive Committee;

- (iii) Shall be a member, and integrate the work, of all standing Committees not chaired by the President and they shall obtain periodic reports from all such Committee chairs;
- (iv) Shall oversee and coordinate the efforts of the Committees for which they are responsible. In consultation with the President, the Vice Presidents shall take responsibility for such standing and ad hoc Committees as they may agree provided, however, that all Committees of the Association shall report to one or the other of the President or Vice Presidents. The Vice Presidents shall be a member of all standing and ad hoc committees except as herein provided;
- (v) Shall assume the duties and powers of the presidency, as set forth in Section (a) of this Section, in the event that the President is unable to perform the duties of their office or is unavailable by reason of illness, temporary physical or mental incapacity, ceases to be President for any reason or is otherwise temporarily unavailable. They shall assume the office of the presidency in the event that either (a) the president dies or is permanently incapacitated, or (b) the president submits their resignation to the Board; and
- (vi) May sign cheques.
- (c) The Treasurer:
 - (i) Shall ensure the payment of all expenses incurred by or on behalf of the Association which have been authorized by the Association's annual budget, and any non-budgeted items as approved by the Board or subject to the President's authority under Section (a)(iv). All such disbursements shall be supported by properly authorized and approved vouchers. The Treasurer shall maintain an accurate record of all disbursements;
 - (ii) Shall be responsible for all books, belonging to the Association pertaining to their office, which books and documents shall be opened for inspection and examination by the Audit/Finance Committee and/or the Board;
 - (iii) Shall be responsible for all monies and securities belonging to the Association.
 - (iv) Shall invest all funds, subject to the approval of the Board. Any transfer of funds shall require the signature of at least two Officers;
 - (v) May sign cheques;
 - (vi) Shall report to the Board at its regularly scheduled meetings, as to the Association's financial status;
 - (vii) Shall chair the Audit/Finance Committee;

- (viii) Shall be responsible for implementing financial controls, including but not limited to those stipulated by the accountant or auditor of the Association;
- (ix) Shall invoice all amounts owing to the Association, shall receive and record all monies paid into the Association and deposit same; and
- (x) Preferably should have a financing or accounting background or experience and have served on the Board for at least two (2) years.
- (d) The Secretary:
 - (i) Shall keep a record of all of the proceedings of the Executive Committee, Board, and of all the proceedings of the meetings of the Association;
 - (ii) May sign cheques;
 - (iii) Shall be in charge of all correspondence of the Board and the Executive Committee;
 - (iv) Shall have custody of the corporate seal (if any), insurance policies, and all official documents belonging to the Association, which shall be safely stored in the Association office;
 - (v) Shall arrange for the Association to have in force any and all insurance prescribed by the Board;
 - (vi) Shall ensure that an up-to-date listing of all Members is maintained, including their names, addresses (electronic and municipal) and telephone numbers; and
 - (vii) Preferably should have served on the Board for at least [INSERT] (**) years.

Pursuant to Section 34 hereof and to the extent necessary to ensure the efficient operation of the Association, the Officers shall be authorized to delegate such administrative and operational duties to employees or agents of the Association.

PROFESSIONAL STAFF

36. Professional Staff. There shall be:

- (a) an executive director or similar role (the “**Executive Director**”) of the Association who, under the direction of the President, shall be responsible for the administrative activities of the Association; or
- (b) such other members of the professional staff having such duties and responsibilities instead of an Executive Director, as the Board may from time to time determine.

The Board shall have the sole power to appoint the Executive Director, and may give such directions, if any, as to the terms of the initial contract with any such appointee as it sees fit. When a vacancy occurs in any of the positions referred to in this Article, the President shall designate an existing committee or appoint a search committee for the purpose of recommending one or more candidates to fill such vacancy. In the case of a search committee, the President shall report the names of its chair and other members to the Board prior to the commencement of its activities.

The Board may give any Committee designated or appointed pursuant to section 17 such directions with respect to its activities as the Board may consider desirable and the Committee shall conduct its investigations in accordance with any such directions and report its recommendation to one or more candidates to the Board.

The employment of any person holding any of the positions referred to in Section 36 shall not be terminated without the prior approval of the Executive Committee, who shall have the power to make any termination arrangements that it considers desirable.

FOR THE PROTECTION OF TRUSTEES AND OFFICERS

37. For the Protection of Trustees and Officers. Except as otherwise provided in the Act, no Trustee or Officer shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other Trustee, Officer or employee;
- (b) any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited;
- (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association;
- (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Trustee's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Trustee's or Officer's own wilful neglect or default.

INDEMNITIES TO TRUSTEES AND OTHERS

38. Indemnities to Trustees And Others. Every Trustee or Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association, shall from time to time and 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 such Trustee, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Trustee, Officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Trustee, Officer or other person sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Association shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law. If required by any person who seeks to be indemnified by the Association pursuant to the provisions of this Section, the Association shall advance the monies required by such person necessary to defend him/herself in respect of any action or legal proceeding.

INTERESTED TRUSTEE CONTRACTS

39. Conflict of Interest. A Trustee who is in any way directly or indirectly interested in a contract or proposed contract with the Association shall make the disclosure required by the Act. Except as provided by the Act, no Trustee who is in any way directly or indirectly interested in a contract or proposed contract shall vote on any resolution to approve such contract. In supplement of and not by way of limitation upon any rights conferred upon Trustees by the Act and specifically subject to the provisions contained in that section, it is declared that no Trustee shall be disqualified by any such office from, or vacate any such office by reason of being directly or indirectly interested or contracting with the Association as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Association in which the Trustee is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act and any other applicable legislation, no contract or arrangement entered into by or on behalf of the Association in which any Trustee shall be in any way directly or indirectly interested shall be avoided or voidable and no Trustee shall be liable to account to the Association or any of its Members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

40. Submission of Contracts or Transactions to Members for Approval. The Board in its discretion may submit any contract, act or transaction with the Association for approval or ratification at any Annual Meeting of the Members or at any general meeting of the Members called for the purpose of considering the same and, subject to the provisions of the Act, any such contract,

act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act, the Articles or the By-laws) shall be as valid and as binding upon the Association and upon all the Members as though it had been approved, ratified or confirmed by every Member.

MEMBERSHIP AND DUES

41. Membership - The categories of membership shall be as follows:

(a) See Appendix "C" and "D" for examples.

All Members shall pay such contributions and assessments as shall be determined from time to time by the Board. The Executive Committee and/or the Executive Director may, at its discretion, decrease such amounts based upon a Member's inability to pay the full amount otherwise due. The Board shall publish a schedule of all fees that shall include contributions applicable to each class of membership and to each year of membership of Members.

Contributions and assessments for all memberships shall be recommended annually by the Audit/Finance Committee, whose determination shall be subject to approval of the Executive Committee and the Board.

If there are any monies due and owing to the Association for a period of three months, upon written notice by the Secretary a Member shall be deemed not in good standing. A Member not in good standing shall be dropped from the membership roll if in arrears for one (1) year. In the case of hardship, exceptions may be made in any or all the foregoing as hereinafter provided.

PRIVILEGES AND DUTIES OF MEMBERSHIP

42. Voting. Except as herein provided, a Member in good standing shall have the right to cast one vote at all general and special Association meetings and Association elections. Eligible Members shall entitle each [INSERT CATEGORY OF MEMBER] Member to one (1) vote. [INSERT CATEGORY OF MEMBER] members and [INSERT CATEGORY OF MEMBER] members shall not be entitled to vote. Every Member in good standing shall be entitled to vote at any meeting as hereinbefore provided and may vote by proxy only on any proposition to sell, mortgage or lease any of the Association's property or for the Association's consolidation with another Association. Each proxy shall be exercised in writing by the Member conferring same and shall be given only to a Member in good standing, which proxy is valid until the conclusion of the meeting for which the proxy was given or any adjourned meeting thereof.

43. Right to Hold Office. Only a Member in good standing shall be eligible to hold an elective or appointive office, except as otherwise provided herein.

MEMBERS' MEETINGS¹²

44. Annual Meeting. Subject to compliance with the Act, the Annual Meeting of the Members for the purposes of acting on the budget, nominations for office and trusteeships and for the transaction of such other business as may come before it, shall be held not later than December 31st of each year (the “Annual Meeting”).
45. Special Meetings - Special meetings of the Association shall be called by the President or the Board on its own motion or by the President, when so authorized by [INSERT] (***) Officers or Trustees or on written request to the President of [INSERT] (***) Members in good standing, stating the object thereof.
46. Notice of Meeting. Subject to the Act, the President shall notify the membership of the time and place of the Annual Meeting, therein specifying the nature of the business to be transacted thereat. Notice thereof shall be sent in writing at least ten (10) days prior in the manner specified in Section 59 to each voting Member of any annual or special general meeting of Members.
47. Business at Annual or Special Meeting. No business shall be transacted at an annual or special meeting except as provided in said notice. The notice for the Annual Meeting shall contain the slate of Trustees and Officers proposed by the Nominating Committee indicating the positions for which they have been nominated and the proposed tenure of the Trustees, a copy of any proposed amendments to the By-Laws, a copy of any resolution for the approval of the Association as required, copy of the financial statements for the most recently completed fiscal year and a notice that copies of the proposed budget for the next fiscal year are available for review at stated times at the Association’s office. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
48. Waiver of Notice. A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
49. Error or Omission in Giving Notice. No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the Members of the Association shall invalidate any resolution passed or any proceedings taken at any meeting of Members.

¹² As a result of changes made in the Less Red Tape, Stronger Economy Act, 2023, a corporation can now host its meetings in-person, online, by telephone, or by any combination of in-person attendance and one or more virtual means, provided the participants are able to communicate, simultaneously and instantaneously at said meetings. As such, the By-laws must contain rules and procedures for calling and holding of virtual and hybrid meetings of directors and members including the procedure for electronic voting and methods of giving notice. Subject to the by-laws, the default method of collecting votes will be by a show of hands unless an attendee entitled to vote at the meeting (e.g., a director or member) demands a ballot. Alternatively, the Association can collect votes at board and members’ meetings by telephonic or electronic means.

50. Quorum. A quorum at any meeting of the Members (unless a greater number of Members and/or proxies are required to be present by the Act or by the Articles or any other By-law) shall be the lesser of ten percent (10%) of the Members or ten (10) Members in number or representing by proxy such number of Members. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Section 61 with regard to notice shall apply to such adjournment.

51. Voting of Members. Every question submitted to any meeting of Members shall be decided in the first instance on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws. In the case of an equality of votes the chair of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

No Member shall be entitled either in person or by proxy to vote at meetings of Members of the Association unless the Member has paid all contributions and pledges, if any, then payable by the Member, or unless suitable arrangements for the payment of same have been made.

At any meeting unless a poll is demanded a declaration by the chair of the meeting that a resolution 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.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Trustees, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

52. Proxies. Votes at meetings of the Members may be given either personally or by proxy. At every meeting at which a Member is entitled to vote, every Member and/or person appointed by proxy to represent one or more Members who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Articles, every Member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each Member who is entitled to vote at the meeting and who is represented by such proxyholder.

A proxy shall be executed by the Member or the Member's attorney authorized in writing. A person appointed by proxy must be a Member. A proxy may be in the following form:

The undersigned Member of [INSERT NAME] ASSOCIATION hereby appoints [INSERT NAME OF APPOINTEE] of [INSERT CITY AND PROVINCE] or failing the person appointed above, [INSERT SUBSTITUTE APPOINTEE] of [INSERT CITY AND

PROVINCE] as the proxy of the undersigned to attend and act at the meeting of the Members of the said Association to be held on the [INSERT DAY] day of [INSERT MONTH], [INSERT YEAR], and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this day of , 2 .

Signature of Member

The Trustees may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held and for particulars of such proxies to be sent by e-mail or other electronic means or in writing before the meeting or adjourned meeting to the Association or any agent of the Association for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of Members may, subject to any regulations made as aforesaid, in the chair's discretion accept e-mail or other electronic means or written communication as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring such authority has been lodged with the Association, and any votes given in accordance with such e-mail or other electronic means or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

53. Order of Business. The following shall be the order of business at the Annual Meeting:

- (a) Reading of the minutes of previous meeting and acceptance thereof.
- (b) Message of the Executive Director and action thereon.
- (c) Annual report of the President and action thereon.
- (d) Annual report of the Treasurer and submission of the proposed budget for the next year by the Audit/Finance Committee, and action thereon.
- (e) Report of the Nominating Committee and presentation of the slate of Trustees and Officers to be elected. If there are no nominations from the floor, as provided in Section 8, then the slate presented by the Nominating Committee shall be deemed elected. Elections shall be conducted in accordance with Section 9.
- (f) Other reports and communications and action thereon, if any.
- (g) Miscellaneous business.

54. Rules - All meetings of the Association, of the Board, and of the Executive Committee, shall be conducted in accordance with Nathan's Company Meetings including Rules of Order.

CUSTODY AND VOTING SHARES AND SECURITIES

55. Voting Shares and Securities. All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Association may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the Board shall from time to time determine. The Officers of the Association may also from time to time execute and deliver for and on behalf of the Association proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board.

56. Custody of Securities. All shares and securities owned by the Association shall be lodged (in the name of the Association) with a chartered bank or a trust company or in a safety deposit box or, if authorized by the Board, with such other depositories or in such other manner as may be determined from time to time by the Board.

All share certificates, bonds, debentures, notes or other obligations belonging to the Association may be issued or held in the name of a nominee or nominees of the Association (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

EXECUTION OF INSTRUMENTS

57. Execution of Instruments. Subject to the prior approval of the Executive Committee, or the Board, as the case may be, contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two (2) Officers. All contracts, documents and instruments in writing signed shall be binding upon the Association without any further authorization or formality. The Executive Committee, or Board, as the case may be, shall have power from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to 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, share warrants, stocks, bonds, debentures or other securities and all paper writings.

CHEQUES, DRAFTS, NOTES, ETC.

58. Cheques, Drafts, Notes, Etc. 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 or person or persons, whether or not Officers of the Association and in such manner as set out in the Spending Protocol or as the Board may from time to time designate by resolution.

NOTICES

59. Service. Any notice or other document required by the Act, the Regulations, the Articles or the By-laws to be sent to any Member or Trustee or to the auditor shall be delivered personally or sent by prepaid mail or by e-mail or other electronic means to any such Member or Trustee at their latest address as shown in the records of the Association and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Trustee known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. In the event of the mailing of any notice or other document, a period of one (1) week shall be allowed for the delivery of such notice or other document.

60. Signature to Notices. The signature of any Trustee or Officer of the Association to any notice or document to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed or electronically affixed.

61. Computation of Time. Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Articles of the Association the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

62. Proof of Service. With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed and put into a Post Office or into a letter box. A certificate of an Officer of the Association in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Trustee, Officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, Trustee, Officer or auditor of the Association as the case may be.

RULES AND REGULATIONS

63. Rules and Regulations. The Board may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Association and other matters provided for in these By-laws as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the Members of the Association when they shall be confirmed and in default of confirmation at such Annual Meeting of Members shall at and from that time cease to have force and effect.

AUDITORS

64. Auditors. The Members shall at each Annual Meeting appoint an auditor or accountant to review the accounts of the Association for report to Members who shall hold office until the next following Annual Meeting; provided, however, that the Trustees may fill any casual vacancy in the office of the auditor or accountant. If an appointment is not made, the auditor or accountant must continue until a successor is appointed. The remuneration of the auditor or accountant shall be fixed by the Board if they are authorized to do so by the Members. The Members may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor or accountant before the expiration of the auditor's or accountant's term of office and shall by a majority of the votes cast at that meeting appoint another auditor or accountant in such auditor's or accountant's stead for the remainder of the term.

FINANCIAL YEAR

65. Financial Year. The financial year of the Association shall terminate on the [DATE] day of [MONTH] in each year or on such other date as the Members of the Board may from time to time by resolution determine.

AMENDMENT OF BY-LAWS

66. Amendments to By-Laws. All propositions or proposals to alter, amend or repeal any of the foregoing By-laws shall be in accordance with the following procedures before being deemed adopted:

- (a) The President shall designate a committee to draft proposed changes to the Association's By-laws. These changes shall be submitted to the Board for its approval, requiring a vote of two-thirds (2/3) of those present and voting. It must then be presented at the next meeting (annual or special) of the Association and must receive a two-thirds (2/3) vote of the Members present and voting at such meeting, a quorum being present. The notice of such meeting to consider such proposal shall include the text of such proposed amendment or change.
- (b) Any Member may propose changes to the Association's By-laws. Such changes shall be submitted to the Board for its approval, requiring a vote of two-thirds (2/3) of those present and voting. It must then be presented at the next meeting (annual or special) of the Association and must receive a two-thirds (2/3) vote of the Members present and voting at such meeting, a quorum being present. The notice of such meeting to consider such proposal shall include the text of such proposed amendment or change.

- (c) Should the Board not approve the proposed changes as submitted under Section (b) above, such changes may be submitted in writing to the Board, signed by at least thirty (30) Members.

ENACTED as a by-law of the Association this (*) day of [insert], 2026.

APPENDIX “B”

PURPOSES – TORONTO LAWYER’S ASSOCIATION

- (a) *To promote and represent the interests of lawyers primarily practicing in the Toronto Region, and to promote social, harmonious and professional discourse among its members;*
- (b) *To maintain and operate one or more law libraries, provide library and related services;*
- (c) *To provide facilities, services, and other conveniences primarily for its members;*
- (d) *To develop and conduct continuing legal education, professional development, networking, charitable, and community outreach programs and events primarily for its members;*
- (e) *To establish, produce and distribute a variety of news services, information resources, legal journals and related publications primarily for its members; and*
- (f) *To promote the common interests, concerns and public contribution of its members to the Ontario bench and bar, all levels of government and the public at large.*

OBJECTS¹⁷ - THE COUNTY OF CARLETON LAW ASSOCIATION

- 4. *The Association shall be carried on without the purpose of financial gain for its members, and any profits or accretions in the capital of the Association shall be used to promote and advance the interests of the members of the Association.*
- 5. *For those purposes, the Association shall:*
 - (a) *Administer the facilities of the Association, including but not limited to the Library, Lounge, Meeting Rooms & Robing Rooms;*
 - (b) *Encourage, develop, and manage programs for the professional education of members of the Association;*
 - (c) *Promote and organize activities that advance the social networking/collegiality, networking, professional, and economic interests of the Association and of its members; and*
 - (d) *Advocate on behalf of the membership and broader legal community.*

¹⁷ Should now be retitled as “PURPOSES”.

OBJECTS¹⁸ - HAMILTON LAW ASSOCIATION

1.01 Objects of the Association

The objects of the Association as set out in its Articles are:

- a) to serve the professional needs of the Members by maintaining a Law Library for the shared use of the Members, and authorized members of the public;*
- b) to organize, promote and present programs for the continuing legal education of Members;*
- c) to publish and circulate newsletters and other materials for the information and legal education of the Members;*
- d) to receive, hold and dispose of funds received by the corporation by way of bequest, gift, donation or grant, for the purposes and objects of the Association;*
- e) to provide a forum for communication among Members through publications, special interest sections, special events and through ancillary membership services;*
- f) to represent the Members in relations with the judiciary, Law Society, government agencies, the media and the public; and*
- g) to generally undertake and promote such other matters or activities of a nonprofit nature which would best serve the interests of the Members as Barristers and Solicitors of Ontario.*

¹⁸ Should now be retitled as “PURPOSES”.

APPENDIX “C”

CLASS OF MEMBERS – HAMILTON LAW ASSOCIATION

10.01 Classes of Members

Membership in the Association shall consist of individuals who are either Barristers or Solicitors in good standing with the Law Society of Ontario or members of the Judiciary, and who have been accepted into membership in the Association by resolution of the Board. Corporations shall not be eligible for membership in the Association. There shall be sixteen (16) classes of membership, which are as follows:

- a) Regular Full-Time Members;
- b) Regular Crown Members;
- c) Regular Part-Time Members;
- d) Regular New Members;
- e) Regular Not Engaged in Remunerative Work Members;
- f) Regular Life Members;
- g) Associate Full-Time Members;
- h) Associate Full-Time Discount Members;
- i) Associate Crown Members;
- j) Associate Non-Practicing Members;
- k) Associate Part-Time Members;
- l) Associate Not Engaged in Remunerative Work Members;
- m) Associate Judiciary Members;
- n) Associate Life Members;
- o) Associate Student Members; and
- p) Associate Honourary Members.

APPENDIX “D”

TERMS AND CONDITIONS OF MEMBERS – HAMILTON LAW ASSOCIATION

10.02 Regular Full-Time Members

All Regular Full-Time Members shall be lawyers who are members of the Law Society of Ontario who are engaged in the practice of law and carry on business primarily within the City of Hamilton, with an office located therein, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Regular Full-Time Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the *Act*.

10.03 Regular Crown Members

All Regular Crown Members shall be lawyers practicing as assistant Crown Attorneys in the City of Hamilton, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Regular Crown Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the *Act*.

10.04 Regular Part-Time Members

All Regular Part-Time Members shall be lawyers who provide satisfactory proof to the Executive Director that they are working either at the practice of law or at other remunerative work on a part-time basis within the City of Hamilton, with an office located therein, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Regular Part-Time Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the Act.

10.05 Regular New Members

All Regular New Members shall be lawyers who have been called to the bar in the present year, or have not been members of the Association in the past, who practice law within the City of Hamilton, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Regular New Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the Act.

10.06 Regular Not Engaged in Remunerative Work Members

All Regular Not Engaged in Remunerative Work Members shall be members of the Law Society of Ontario who are not currently engaged in remunerative work or are retired, or on maternity, paternity, or adoption leave working in the City of Hamilton, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Regular Not Engaged in Remunerative Work Members shall be entitled to vote at all

meetings of the Members, except as may be expressly provided by the Act.

10.07 Regular Life Members

All Regular Life Members shall be lawyers who have been in practice for over fifty (50) years, of which at least twenty five (25) were spent as a member of the Association practicing law primarily within the City of Hamilton, and are presently engaged in the practice of law, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Regular Life Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the Act.

10.08 Associate Full-Time Members

All Associate Full-Time Members shall be lawyers who are members of the Law Society of Ontario who carry on business primarily outside of the City of Hamilton, who practice law and are not members of the law association in their area, or are otherwise engaged in full-time remunerative work including those employed in education, government or corporations or as mediators, arbitrators, or conciliators, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Full-Time Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the Act.

10.09 Associate Full-Time Discount Members

All Associate Full-Time Discount Members shall be lawyers who are members of the Law Society of Ontario who carry on business primarily outside of the City of Hamilton, who practice law and are existing members in good standing of the law association in their area, or are otherwise engaged in full-time remunerative work including those employed in education, government or corporations or as mediators, arbitrators, or conciliators, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Full-Time Discount Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the Act.

10.10 Associate Crown Members

All Associate Crown Members shall be lawyers practicing as assistant Crown Attorneys outside the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Crown Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the Act.

10.11 Associate Non-Practicing Members

All Associate Non-Practicing Members shall be lawyers who are members of the Law Society of Ontario who are engaged in full-time remunerative work and are not engaged in the practice of law, including those employed in education, government or corporations as mediators, arbitrators,

or conciliators within the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Non-Practicing Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the Act.

10.12 Associate Part-Time Members

All Associate Part-Time Members shall be lawyers who provide satisfactory proof to the Executive Director that they are working either at the practice of law or at other remunerative work on a part-time basis outside the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Part-Time Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the Act.

10.13 Associate Not Engaged in Remunerative Work Members

All Associate Not Engaged in Remunerative Work Members shall be lawyers who are or were members of the Law Society of Ontario and are not currently engaged in remunerative work or are retired, or on maternity, paternity, or adoption leave working outside the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Not Engaged in Remunerative Work Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the Act.

10.14 Associate Judiciary Members

All Associate Judiciary Members shall be granted to all members of the Bench, including those who are retired, as determined by the Board in its sole discretion, or members of the Judiciary, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Judiciary Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the Act.

10.15 Associate Life Members

All Associate Life Members shall be granted to lawyers who have been in practice for over fifty (50) years, of which at least twenty five (25) were spent practicing in the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Life Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the Act.

10.16 Associate Student Members

All Associate Student Members shall be law students, LPP candidates, or NCA candidates living in the Region and employed by a principal or a firm within the Region and having an office located therein, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and

who pay the required annual dues of the Association. Associate Student Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the Act.

10.17 Associate Honourary Members

All Associate Honourary Members shall be individuals who have been granted membership at the sole discretion of the Board for a one (1) year period, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Student Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the Act.

10.18 Privileges Granted to Non-Members

The Board may by resolution grant privileges from time to time to members of the Judiciary who are not Members of the Association, former Members of the Association who are worthy of honorary status, law students or others on such terms and conditions as the Board may determine from time to time. Such individuals shall have such privileges as the Board may determine but shall not be Members of the Association and shall not have any voting rights. These privileges may include use of the Law Library and access to other services of the Association.

10.19 Annual Fees

Members shall pay such annual fees as the Board may by resolution determine from time to time.