

BY-LAW NO. 1**A By-Law relating generally to the conduct of the affairs of the Brant Law Association**

WHEREAS the corporation was incorporated by Letters Patent issued by the Minister of Consumer and Commercial Relations on the 17th day of August, 1990, for the following objects:

- (1) 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;
- (2) To organize, promote and present programmes for the continuing legal education of the members;
- (3) To publish and circulate newsletters and other materials for the information and legal education of the members;
- (4) To provide a forum for communication among members through publications, special interest sections, special events and ancillary membership services;
- (5) To represent the members in relations with the judiciary, Law Society of Upper Canada, lawyers associations, government agencies, the media, and the public.

BE IT ENACTED as a by-law of the Brant Law Association as follows:

1. Interpretation

1.01 In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- (1) the singular includes the plural;
- (2) "**Board**" means the Board of Directors of the Corporation;
- (3) "**Corporation**" means the Brant Law Association;
- (4) "**Corporations Act**" means the **Corporations Act**, R.S.O. 1990, c C-38, and any statute amending or enacted in substitution therefore, from time to time;
- (5) "**Documents**" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, movable or immovable, agreements, leases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.
- (6) "**Members**" means those members entitled to vote and eligible to become directors or hold office as set out in Article 9.

1.02 Headings used in the by-laws of the Corporation are for convenience of reference only and shall not affect the construction or interpretation thereof.

1.03 If any of the provisions contained in this by-law are inconsistent with those contained in the Letters Patent, the provisions contained in the Letters Patent shall prevail.

2 **Head Office**

The head office of the Corporation shall be in the City of Brantford, in the Province of Ontario and at such place therein as the Board may from time to time by resolution determine.

3. Seal

The seal which is impressed hereon shall be the corporate seal of the Corporation.

4. **Directors**

4.01 The affairs of the Corporation shall be managed by a Board composed of persons who are Members of the Corporation. Until changed in accordance with the Corporations Act and the by laws, the board shall consist of not fewer than seven (7) directors and not more than eleven (11) directors.

4.02 Directors, subject to the provisions of Section 4.04, shall be elected in the manner set out in Article 7. Each Director, subject to the provisions of the Letters Patent, shall hold office until the second annual meeting after elections and until his or her successor has been elected and qualified.

4.03 **Qualifications**

Each Director shall:

- (1) be at the date of, or become within ten days after his or her election, and thereafter remain through his or her term, a Member of the Corporation ;
- (2) be at least 18 years of age; and
- (3) not be an undischarged bankrupt or a mentally incompetent person.

If a person becomes bankrupt or is found to be a mentally incompetent person, he or she thereupon ceases to be a Director, and the vacancy so created may be filled in the manner described by Section 4.04.

4.04 **Vacancies**

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors from among the Members of the Corporation. If no quorum of Directors exists, the remaining Directors shall forthwith call a general meeting of the Members to fill the vacancies on the Board.

4.05 **Removal of Directors**

Members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director elected by the Members or appointed in accordance with the provisions of Section

4.04 hereof, before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any Member in his or her stead for the remainder of the term. The Executive Committee shall report the attendance record of each Director at each annual meeting.

4.06 **Quorum**

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than two-fifths of the members of the Board.

4.07 **Meetings**

Meetings of the Board and of the Executive Committee may be held at any place within the City of Brantford as is designated in the notice calling the meeting. Meetings of the Board may be called by the President, Vice President or by the Secretary upon the direction in writing of two Directors.

4.08 **Notice**

Subject to the provisions of Section 4.07, notice of Board and any Executive Committee meetings shall be delivered, telephoned, emailed or sent by facsimile transmission not less than one (1) day before the meeting is to take place or shall be mailed to each Director not less than ten (10) days before the meeting is to take place. The Statutory Declaration of the Secretary or of the President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice in their absence.

4.09 **Voting**

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chairman, in addition to his or her original vote, shall not have a second or deciding vote. At all meetings of the Board every question shall be decided by a show of hands unless a poll on the question is required by the Chairman or requested by any Director. A Declaration by the Chairman that a resolution has been carried and an entry to that effect in the minute book is conclusive evidence of the fact without proof of the number or proportion of votes in favour of or against the resolution.

4.10 ***Remuneration of Directors***

The Directors of the Corporations shall serve without remuneration, and no Director shall directly or indirectly receive any profits from his or her position as such; provided that Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

4.11 **Powers**

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into; delegate

any of its powers to the Executive Committee and delegate administrative powers to officers and committees; save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

5. Executive Committee

5.01 There shall be an Executive Committee composed of the officers who are members of the Board of Directors.

5.02 The Executive Committee shall exercise such powers and perform such duties as may be assigned to it by the Board of Directors. It shall implement and administer such policies as are set down by the Board.

5.03 The Executive Committee may meet for special purposes and may be empowered to act as authorized by the Board of Directors between meetings or during any period when the Board of Directors is unavailable.

5.04 Minutes shall be kept of all meetings of the Executive Committee and actions taken by the Executive Committee shall be reported to the next regular meeting of the Board of Directors.

5.05 A simple majority of the Executive Committee members shall constitute a quorum for any regular or special meeting of the Executive Committee. In the case of an equality of votes, the Chairman, in addition to his or her original vote, shall not have a second or deciding vote.

6. Board Meetings

6.01 The Board of Directors shall meet regularly at least on a quarterly basis.

6.02 Notice for every regular meeting of the Board shall be given to every Director in accordance with Section 4.08.

6.03 Notice for every special meeting of the Board of Directors shall be given to every Director not less than forty eight (48) hours in advance of the time set, in the manner set out in Section 4.08. Any accidental omission or failure to notify a Director shall not invalidate any resolution passed or any action taken at a meeting at which a quorum of the Board of Directors is present. Special meetings of the Board may be called at any time by the President or any two directors.

7. Election of Board

7.01 Subject to the provisions of the *Corporations Act*, Directors, other than ex officio Directors, if any, shall be elected by Members.

7.02 A Director, if otherwise qualified, is eligible for election for up to four (4) consecutive full two (2) year terms and thereafter is not eligible for re-election until a period of eleven (11) months has lapsed from the date of his or her retirement.

7.03 At each annual meeting a number of Directors equal to the number of Directors retiring shall be elected for terms of two (2) years by and from among the Members.

7.04 Candidates for the office of Director shall include:

- (1) the candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Executive Committee; and
- (2) the persons whose names are put in nomination by any Member at any time before nominations are closed at the meeting of Members at which the election of Directors is held.

7.05 Where:

- (1) the number of candidates nominated is equal to the number of vacancies to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the vacancies ; and where
- (2) the number of candidates nominated is greater than the number of vacancies to be filled, the election shall be by ballot.

7.06 The Board shall prescribe the form of nomination paper and the form of a ballot.

8. **Officers**

8.01 There shall be a President, Vice President, Treasurer, Secretary and such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the office of President and Vice President. The officers shall be elected to the Board of Directors from among their number at the first meeting of the Board after the election of such Board of Directors, provided that in default of such election, the members of the Board shall hold office until their successors are elected. Each officer shall be elected for two (2) years.

8.02 The President shall, when present, preside as Chairman at all meetings of the Board, Executive Committee and the Annual Meeting of Members. The President shall supervise the affairs and operations of the Corporation and with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates and have the other powers and duties from time to time prescribed by the Board or Executive Committee or incident to his or her office.

8.03 During the President's absence or inability to act his or her duties and powers may be exercised by the Vice President. If the Vice President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed without reference thereto. The Vice President shall also perform the other duties from time to time prescribed by the Board or Executive Committee or incident to his or her office.

8.04 The Secretary shall be the ex officio clerk of the Board or Executive Committee, and shall attend all meetings of the Board and of the Executive Committee and at all meetings of the Members of the

Corporation, shall enter or cause to be entered all facts and minutes of those proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to Members and to Directors. The Secretary shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation. The Secretary shall perform the other duties from time to time prescribed by the Board or Executive Committee or incident to his or her office.

8.05 The Treasurer shall ensure full and accurate accounts of all receipts of the Corporation and proper books of account are kept and shall ensure all monies or other valuable assets to the credit of the Corporation are deposited in the bank or banks from time to time designated by the Board or Executive Committee. The Treasurer shall ensure the funds of the Corporation are disbursed under the direction of the Board or Executive Committee, taking proper vouchers therefore and shall render to the Board or Executive Committee, whenever required of the Treasurer, an account of all his or her transactions as Treasurer and of the financial position of the Corporation. The Treasurer shall cooperate with the auditors of the Corporation during any audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or Executive Committee or incident to his or her office.

9. **Membership**

9.01 There shall be two classes of membership in the corporation:

- (1) Members;
- (2) Honourary Members ;

9.02 All lawyers in good standing with the Law Society of Upper Canada practicing in the City of Brantford or in Brant County may be admitted as Members.

9.03 From time to time, the Board may admit for life or lesser terms without payment of any fee or assessment, as an Honourary Member, a person who, in the opinion of the Board, has made an outstanding contribution to the quality of legal practice and institutions in the City of Brantford or in Brant County.

9.04 **Voting Class** Honourary Members shall **not** be entitled to vote in any proceeding of the Corporation.

9.05 **Holding Office** Honourary Members shall **not** be qualified to be elected as a Director or to hold office in the Corporation as an Officer.

9.06 **Liability of Members** Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing related to or connected with the Corporation.

9.07 Revocation of Membership Any member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the Members present at an annual or other general meeting of members.

9.08 Termination of Membership A membership in the Corporation automatically terminates upon the happening of any of the following events:

- (1) if the person, in writing, resigns as a member of the Corporation;
- (2) if the member dies;
- (3) if a person is expelled from the Corporation pursuant to section 9.07; or
- (4) if an assessment under the authority of section 9.09 remains unpaid for more than sixty (60) days after notice of the assessment has been given to the member.

Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 9.09 prior to termination of his or her membership.

9.09 Membership Dues Membership dues, assessments and similar obligations ("assessments") may only be levied if authorized by:

- (1) three-quarters (3/4) of the members of the Board; and
- (2) two-thirds (2/3) of the votes of Members eligible to vote at an annual or other general meeting, notice of which shall include notice of intention to seek such authority.

Notice of an assessment shall be mailed, emailed or sent by facsimile transmission to each Member.

Provided, however, that no assessments may be levied against any Honorary Member.

10. Annual Meeting

The annual meeting of the Members shall be held each year within the City of Brantford or within Brant County, at the time, place and date determined by the Board, no later than June 30 of the succeeding year, for the purpose of:

- (1) hearing and receiving reports and statements required by the *Corporations Act* to be read at and laid before the Corporation at an annual meeting;
- (2) electing such Directors as are to be elected at such annual meeting;
- (3) appointing the auditor and affixing or authorizing the Board to fix remuneration;
- (4) approving the financial statements and the report of the auditors brought before the meeting; and
- (5) transacting any other business properly brought before the meeting.

11. General Meeting

The Board at any time may call a general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of Members may also be called by Members as provided in the *Corporations Act*.

12. Notice of Meeting

Notice of the time and place of the annual and special general meetings shall be delivered, telephoned, emailed or sent by facsimile machine to all registered Members at least ten (10) days prior to the date of the meeting.

13. **Quorum** Eight (8) Members present in person constitute a quorum at a meeting of Members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

PROVIDED HOWEVER that where:

- (1) less than eight (8), but two (2) or more, persons are present in person after one-half hour after the commencement time specified in the notice calling the meeting of Members; and
- (2) the business transacted is limited to the selection of a Chairman and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting, then two (2) persons present in person constitute a quorum.

PROVIDED FURTHER that at the meeting at the date, time and place specified in the motion to adjourn referred to in subsection 13(2), numbers of persons present required for quorum shall be divided by two.

14. Voting by Members

Unless otherwise required by the provisions of the *Corporations Act* or the by-laws of the Corporation, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members. In the case of an equality of votes, the Chairman presiding at the meeting does not have a second or deciding vote.

15. Proxies

Every Member entitled to vote at meetings of Members may by means of a proxy appoint a person from among the Members as his or her nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the Member or his or her attorney authorized in writing, or, if the member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date. Subject to the requirements of the *Corporations Act*, a proxy may be in

such form as the Board from time to time prescribes or in such other form as the chairman of the meeting may accept as sufficient, and shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

16. Show of Hands

At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the chairman or requested by any Member. Upon a show hands, every Member or proxy holder for a Member, present in person, shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the chairman that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

17. Chairman of Meeting

In the absence of the President, or the Vice-President, the Members entitled to vote present at any meeting of Members shall choose another Director as chairman and if no director is present or if all the Directors present decline to act as chairman, the Members present shall choose one of their number to be chairman.

18. Polls

If at any meeting a poll is requested on the election of a chairman or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

19. Adjournments

Any meeting of Members may be adjourned to any time and from time to time, and any business may be transferred at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

20. Committee

Standing Committees

- (1) The Board of Directors shall determine the standing and special committees which are necessary to the functioning of the Corporation. All committees shall be appointed by the Board of Directors.
- (2) The standing committees and special committees shall communicate and report their decisions for approval to the Board of Directors.

21. Execution of Documents

21.01 **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 the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

21.02 **Execution of Documents** Documents requiring execution by the Corporation may be signed by the President or a Vice-President and the Secretary or the Treasurer or any two (2) Directors, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

21.03 **Books and Records** The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

22. Banking Arrangements

22.01 The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- (1) operate the Corporation's account with the banker;
- (2) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (3) issue receipts for and orders relating to any property of the Corporation;
- (4) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (5) authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

22.02 **Deposit of Securities** The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the

Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

23. Borrowing by the Corporation

23.01 Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may:

- (1) borrow money on the credit of the Corporation;
- (2) issue, sell or pledge securities of the Corporation; or
- (3) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation,

Provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

23.02 From time to time the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

24. Financial Year

24.01 The financial year of the Corporations shall terminate on the 31st day of December in each year or on such other date as the Board may from time to time by resolution determine.

25. Notice

25.01 In computing the date when notice must be given under any provisions of the by-laws requiring a specific number of days notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

25.02 The accidental omission to give notice of any meeting or any adjourned meeting of the Board, Executive Committee or Members of the non-receipt of any notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Directors, Member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

26. **By-laws and Amendment, Etc.**

26.01 **Enactment** By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the *Corporations Act*.

27. **Repeal of Prior By-laws**

27.01 **Repeal.** Subject to the provisions of sections 27.02 and 27.03 hereof, all prior by-laws of the Corporation heretofore enacted or made are repealed.

27.02 **Exception** The provisions of section 27.01 shall not extend to any by-law heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

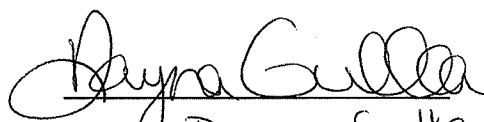
27.03 **Proviso** Provided however that the repeal of prior by-laws shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

28. **Effective Date**

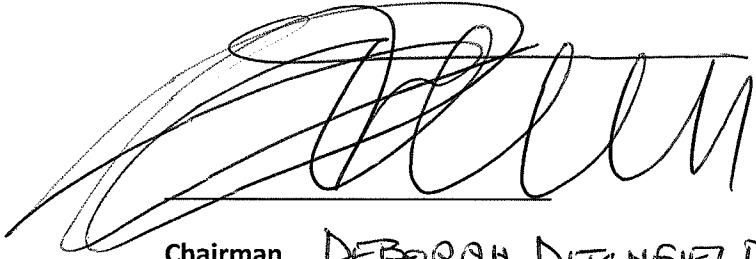
28.01 This by-law shall come into force without further formality upon its enactment.

Enacted as By-law No. 1 by the Directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 15th day of April, 2014.

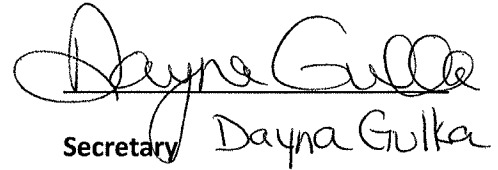

Chairman **DEBORAH DITCHFIELD**


Secretary **Dayna Gulka**

The foregoing By-law No. 1 as enacted by the Directors of the Corporation is hereby ratified, sanctioned, confirmed, and approved without variation by the unanimous affirmative vote of all Members entitled to vote at a meeting of Members duly called regularly held at the Brant County Courthouse, in the City of Brantford, in the Province of Ontario and at which a quorum was present on the 15th day of April, 2014.



Chairman DEBORAH DITCHFIELD



Secretary

Dayna Gulka