

## **Consolidated By-Law No. 1B**

A by-law relating generally to the transaction of the affairs of  
**the Peel Law Association (the "Association")**  
[replacing by-laws No. 1 and 1A]

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

**ARTICLE I            DEFINITIONS & INTERPRETATION**

- Section 1.01        **Definitions.** In this by-law and all other by-laws of the Peel Law Association, unless the context otherwise specified or requires:
- (a) "Act" means the *Corporations Act*, R.S.O. 1990, c. C. 38, as amended, and every statute substituted for it;
  - (b) "the Association" means the Peel Law Association;
  - (c) "Board" means the Board of Directors of the Association;
  - (d) "By-law" means any by-law of the Association;
  - (e) "Meeting of the Membership" means an annual or special meeting of the members of the Association;
  - (f) "member" means a member of the Association, unless the context indicates a member of an Ontario County or District Law Association, or other organization;
  - (g) "Membership" refers to the members of the Association collectively;
  - (h) "Peel" means the Regional Municipality of Peel.
- Section 1.02        **Terms.** All terms contained in the by-laws defined in the Act shall have the meanings given to such terms in the Act.
- Section 1.03        **Words.** Words importing the singular shall include the plural and vice versa. Words importing the masculine shall include the feminine and neuter. Words importing persons shall include corporations, companies, partnerships, syndicates, trusts and any number of persons.
- Section 1.04        **Headings.** The headings used in the by-laws are for reference purposes only. Headings are not considered in construing the terms the by-laws or deemed in any way to clarify, vary or explain the effect of any such terms.

**ARTICLE II            GENERAL**

- Section 2.01        **Mission.** The mission of the Association is to promote, protect and advance the interests of its members by providing resources to enhance the practice of law.
- Section 2.02        **Objectives.** The objectives of the Association are as follows:
- (a) to provide a library with a full range of up-to-date services;
  - (b) to provide and promote affordable, quality continuing legal education;

- (c) to provide timely communication concerning matters of interest to its members;
- (d) to speak out on behalf of its members; and
- (e) to promote collegiality among its members by presenting a variety of social and recreational activities.

Section 2.03 **Head Office.** The Board may by resolution set the head office location for the Association within Peel.

Section 2.04 **Seal.** The seal, an impression of which is stamped in the margin, shall be the seal of the Association.

Section 2.05 **Books and Records.** The Board shall ensure that all necessary books and records of the Association required by the Act, the by-laws of the Association or by any other applicable statute or law are regularly and properly kept.

### **ARTICLE III MEMBERSHIP IN THE ASSOCIATION**

Section 3.01 **Classifications.** There shall be the following classifications of members in the Association:

- (a) **Regular Members:** Any lawyer in good standing of the Law Society of Upper Canada with an office or place of business in Peel.
- (b) **Out-of-County Member:** Any lawyer in good standing of the Law Society of Upper Canada who is also a member in good standing of an Ontario county or district law association without an office or place of business in Peel.
- (c) **Newly Called Members:** Any lawyer in good standing of the Law Society of Upper Canada called to the Bar five years or less with an office or place of business in Peel.
- (d) **Student Members:** Any person who is a candidate for licensing as a lawyer and who is participating in an experiential training program of the Law Society of Ontario, including but not limited to:
  - (i) articles of clerkship, or
  - (ii) a Law Practice Program (as defined by the Law Society of Ontario).

*[Amended 21 February 2019 by adding 3.01(d)]*

- (d) **Special Members:** Any person not eligible in one of the other classifications and who is, in the Board's discretion, entitled to special consideration. The Board may, as a condition of admitting any special member, provide for such privileges, benefits, voting and other rights as the Board deems appropriate.

- (e) **Honorary Members:** Any person may be admitted as an honorary member of the Association under the by-laws of the Association. When used in this by-law, “member” shall not include honorary members unless specifically stated otherwise. Honorary members are not entitled to receive notice of or attend or vote at any Meeting of the Membership of the Association. The Board may, at its discretion, grant such other privileges of membership to an honorary member as the Board deems appropriate.
- (f) **Retired Members:** Any person who has retired, in good standing, as a lawyer as regulated by the Law Society of Upper Canada (a.k.a. “Law Society of Ontario”), who is fifty-five (55) years of age or older, and who is not practicing as a paralegal, may become a Retired Members who shall have the same rights as other members, not serve on the Board of Director and not have a vote, and are referred to as a “member” in the By-Laws.

*[Amended 23 February 2018 by adding 3.01(g)]*

Section 3.01.1 The Board of Directors may establish requirements for applicants for membership to demonstrate that they meet the relevant criteria.

*[Amended 21 February 2019 by adding 3.01.1]*

Section 3.02 **Definitions.**

- (a) An “office or place of business” means dedicated office space used by the lawyer regularly. That phrase does not include a mailing address or the use of space for meetings. There must be a real and substantial use of the location to practice law.
- (b) **Member in Good Standing.** A lawyer who is under an administrative suspension shall be deemed to be a lawyer in good standing of the Law Society of Upper Canada, for the purposes of the by-laws.

Section 3.03 **Applications.** Application for membership in the Association is open to persons who are eligible in any of the classifications of members set out in this by-law. Acceptance of an application for membership requires the approval of the Board or any committee or person specifically appointed by the Board to be responsible for it.

Section 3.04 **Dues.** The Board may fix annual dues or fees payable by the members. Members' dues for fees (the "Dues") need not be the same annual sum for each class of membership. The members shall be given ninety days written notice of the applicable Dues payable by them.

- Section 3.05      **Default.** If Dues of a returning member remain unpaid for 91 days after the date of such notice, members in default automatically stop being members of the Association. Any such defaulting member may, on payment of all unpaid Dues, be reinstated as a member by the Association.
- Section 3.06      **Privileges.** All members, other than honorary and special members, are entitled to any privileges, rights and benefits of a member of the Association, including full library privileges.
- Section 3.07      **Resignation.** Any member may resign from membership in the Association on notice in writing to the Secretary of the Association.
- Section 3.08      **Rules.** The Board may establish rules and regulations related to the use of Association facilities or other privileges or benefits of membership.
- Section 3.09      **Suspension.** By a resolution of at least two-thirds of the Directors present at a meeting of the Board, all or some of the privileges and benefits of a member may be suspended for breaching the rules or regulations of the Association.

**ARTICLE IV                    ANNUAL MEETINGS OF MEMBERSHIP**

- Section 4.01      **Place and Time.** The annual Meeting of the Membership shall be held at any place within Peel, on such day in each year and when as fixed by the Board.
- Section 4.02      **Financial Statements.** At annual Meetings of the Membership there shall be presented a financial statement of the Association and such other information or reports about the Association's affairs as the Act may require or the Board may decide.

**ARTICLE V                    SPECIAL MEETINGS OF MEMBERSHIP**

- Section 5.01      **Request.** The Secretary shall call a Special Meeting of the Membership upon request:
- (a) by the President or a Vice-President;
  - (b) on resolution of the Board; or
  - (c) by written request of not less than five per cent of the Membership.

- Section 5.02      **Place and Time.** A Special Meeting of the Membership may be held at any date and time and at any place within Peel.

**ARTICLE VI                    CONDUCT OF MEETINGS OF THE MEMBERSHIP**

- Section 6.01      **Rules of Order.** The meetings shall be governed by *Robert's Rules of Order*, except as provided by by-law or by resolution from time to time.

- Section 6.02      **Notice.** Members shall be given at least ten days written notice of Meetings of the Membership.
- Section 6.03      **Contents of Notice.** The notice of a meeting shall include the date, hour and place of the meeting and the general nature of the meeting business.
- Section 6.04      **Notice of Special Business.** Notice shall be given of the nature of any special business intended to be raised at a Meeting of the Membership and, where appropriate, the text of any related motion.
- Section 6.05      **Special Business Defined.** “Special business” consists of any of the following:
- (a) any proposed amendment to the by-laws of the Association;
  - (b) the removal of a Director or Officer from office;
  - (c) any motion for an expenditure of over \$10,000, other than those in the budget submitted by the Board; and
  - (d) such other business specified by by-law.
- Section 6.06      **Process for Notice of Special Business.** Notice of special business shall be given to the Secretary at least seven business days before the meeting of the Membership and the Secretary shall give notice to the members at least three business days before the said meeting.
- Section 6.07      **Voting by Proxy.** Notice of each Meeting of Membership shall state the member may vote by proxy and shall include the form of proxy to be used for such purpose.
- Section 6.08      **Procedures for Proxies.** All proxies, to be effective, are to be returned to the offices of the Association before 12:00 pm on the business day preceding the date of the meeting.
- Section 6.09      **Errors.** The accidental omission to give notice of any meeting or the non-receipt of any notice by anyone entitled to receive notice shall not invalidate any resolution passed or any proceedings taken at any Meeting of Membership, so long as the omission was made in good faith and notice of the meeting was posted on the home page of the Association website.
- Section 6.10      **Voting.** Subject to the provisions, by-laws that specifically require otherwise, a majority of votes decide every question presented to any Meeting of Membership.
- Section 6.11      **Deciding Vote.** If there is an equality of votes the chairperson has a second vote.

- Section 6.12 **Requirement for Voting.** No Member of the Association can vote at a Meeting of the Membership unless the member's dues are paid.
- Section 6.13 **Voting Method.** Except as provided otherwise in the by-law, the chairperson may decide to conduct the vote by show of hands, poll or secret ballot.
- Section 6.14 **Request for Poll.** In any vote by show of hands, a declaration by the chairperson of the outcome shall be decisive evidence of the fact without proof of the number of votes recorded for or against the motion. However, any member present at the meeting may demand a poll to confirm the results of a vote by show of hands.
- Section 6.15 **Chair.** If the President and Vice-President(s) are absent, the members present shall choose another Director as a chairperson of the meeting. If no Director is present or if all Directors present decline to act as chairperson the members shall choose one of the members as chairperson.
- Section 6.16 **Election of Chair.** If at any meeting a vote is taken on electing a chairperson or about adjournment, it shall be taken immediately without adjournment.
- Section 6.17 **When Vote Demanded.** If a vote is demanded on any other question it shall be taken in the manner and at the time as the chairperson directs.
- Section 6.18 **Decisions.** The result of a vote is deemed the decision of members at the meeting at which the vote was demanded.
- Section 6.19 **Adjournment.** By resolution at any meeting, the meeting may be adjourned to a fixed time and place. Unless the adjournment date is less than seven days from the date of the original meeting, notice of the date and place of the new meeting shall be given to the Membership. Any business may be dealt with at any adjourned meeting which might have been dealt with at the original meeting under the notice calling the original meeting.
- Section 6.20 **Quorum.** The presence of two members in good standing shall be a quorum of any Meeting of the Membership for the choice of a chairperson and adjourning the meeting. For all other purposes, the presence of twenty-five members in good standing is necessary to make up a quorum and no business shall be transacted at any meeting unless the necessary quorum is present at the start of business.
- Section 6.21 **Subject to a motion passed by the members attending the Meeting, Meetings of the Membership shall only be open, to:**
- (a) members of the Association,

- (b) the chief administrative employee of the Association and the Auditor of the Association, and
  - (c) others by invitation of the chairperson of the meeting
- [Amended 21 February 2019 by adding 6.21]*

**ARTICLE VII BOARD OF DIRECTORS**

Section 7.01 **Directors.** A Board of eleven Directors shall manage the affairs of the Association. To be eligible for election or appointment as a Director, an individual shall be a member of the Association at their election or appointment or within ten days of their election or appointment. Every Director and:

- (a) shall be at least eighteen (18) years of age;
- (b) shall not be bankrupt nor the subject of a receiving order; and
- (c) shall not be the subject of a court order declaring him or her mentally incompetent or incapable of managing their own affairs.

*[Amended 27 February 2020]*

Section 7.02 **Powers.** Unless otherwise provided in the Act or these by-laws, the Board may do everything the Association could.

Section 7.03 **Rotation.** Directors are elected under the by-laws and shall retire in rotation. At every annual Meeting of the Membership of the Association:

- (a) there shall be at least five vacant Director positions; and
- (b) an election of Directors shall be held for all vacant Director positions.

Section 7.04 **Term.** A Director's term continues until the third annual meeting after the date of the meeting of their election or until the election or appointment of his or her successor, whichever is later.

Section 7.05 **Exception.** If a Director is appointed or elected to complete less than eighteen months of the term of a departing Director, the remaining term will not be considered a term of office for the purposes of limitation on terms of a Director set out in these by-laws.

Section 7.06 **No Remuneration.** The Directors shall serve without pay but may receive repayment for reasonable expenses incurred performing his or her duties. No Director shall directly or indirectly receive any profit from his or her position.

Section 7.07 **Transition.** In order to put into affect the reduction of the number of Directors from fifteen to eleven as provided in the amendment to Section 7.01, the provision regarding Rotation in Section 7.03

shall be temporarily modified to provide that each year one vacant Director position shall not be filled, for four years commencing in the year 2021.

*[Amended 27 February 2020]*

- ARTICLE VIII ELECTION, APPOINTMENT AND REMOVAL OF DIRECTORS**
- Section 8.01 **Re-Election.** A retiring Director or a Director removed from office is eligible for re-election to the Board if otherwise qualified.
- Section 8.02 **Limitation of Terms.** Despite the foregoing no Director who has served three consecutive terms of office is eligible for re-election unless twelve consecutive months have passed since he or she was last a Director.
- Section 8.03 **Method of Election.** Any election of Directors shall be by ballot, unless the members decide at the meeting by a two-thirds vote to conduct the election by a show of hands.
- Section 8.04 **Election.** The available Directors' positions shall be filled by those candidates receiving the largest number of votes. If two or more candidates receive an equal number of votes for the last available position, balloting will continue by the members present to elect the candidate.
- Section 8.05 **Acclamation.** If, at the annual Meeting of the Membership, the number of candidates for the position of Director equals or is less than the number of vacancies, then the chair of the meeting shall be deemed to have cast one vote in favour of the candidates and they shall be thereby elected as Directors.
- Section 8.06 **Vacancy.** If there is a vacancy on the Board, the Board may appoint a replacement Director from qualified members. Otherwise, the vacancy shall be filled at the next Meeting of the Membership.
- Section 8.07 **Term of Replacement Director.** Any Director appointed or elected to fill a vacancy shall hold office for the unexpired term of the Director who finished as a Director.
- Section 8.08 **Cease to Act.** A Director shall stop being a Director of the Association if any of the following occurs:
- (a) the Director ceases to meet the requirements for being a Director set out in this by-law;
  - (b) the Director dies;
  - (c) the Director misses three consecutive meetings or fifty per cent of the regularly scheduled meetings of the Board, and the Board decides by resolution to remove the Director;

- (d) the Director delivers a written resignation to the Secretary of the Association; or
- (e) the Director stops being a Member of the Association.

Section 8.09 **Removal.** At a Meeting of the Membership, a Director may be removed before completing his or her term, by a resolution of at least two-thirds of the votes cast at the meeting. A majority of votes cast at the meeting will elect a replacement Director. The replacement Director will complete the rest of the term of the removed Director.

**ARTICLE IX MEETINGS OF THE BOARD OF DIRECTORS**

Section 9.01 **Location and Times.** Meetings of the Board may be held at any place in Peel, on the dates and times decided by the Board.

Section 9.02 **Meeting Forums.** Meetings of the Board may be conducted in person, telephonically or electronically using interactive Internet based forums.

Section 9.03 **Rules of Order.** The meetings shall be governed by *Robert's Rules of Order*, except as provided by by-law or by resolution, from time to time.

Section 9.04 **Schedule and Notice.** The Board shall, by resolution, set the dates, times and places of the regular meetings of the Board. The Secretary shall give notice of the schedule of the regular meetings of the Board, at least ten days before the first meeting in the said schedule.

Section 9.05 **Request for Special Meeting.** Any of the following may request a meeting of Board:

- (a) the President;
- (b) a Vice-President; or
- (c) any two Directors, and

the request shall set out the special issues to be discussed at the meeting and the text of any related motions.

Section 9.06 **Secretary to Call Special Meeting.** On such request, the Secretary, within seven days of receipt, shall call a special meeting of the Board. Notice of a special meeting of the Board shall be given to all Directors at least three business days prior to the meeting.

Section 9.07 **Notice of Special Meeting.** Notice of special meeting of the Board may be given by making an announcement at a Meeting of the Membership and need not be made three business days in advance of the special meeting of the Board.

- Section 9.08 **Waiver of Notice.** Directors may waive notice of any meeting of the Board or any irregularity in the notice of such meeting or in the conduct of such meeting. A waiver is valid whether made before or after the meeting to which the waiver relates.
- Section 9.09 **Quorum.** A majority of Directors shall form a quorum for transacting business at a meeting of the Board. A majority of the votes cast at any meeting of the Board will decide any question. In case of equality of votes, the chair of the meeting shall have a second vote.
- Section 9.10 **Notice of Special Business.** Notice shall be given of the nature of any special business intended to be raised at a meeting of the Board and, where appropriate, the text of any related motion.
- Section 9.11 **Special Business Defined.** "Special business" consists of any of the following:
- (a) any proposed amendment to the by-laws of the Association;
  - (b) the removal of a Director or an Officer from office;
  - (c) suspension of the privileges or benefits of a member;
  - (d) authorization of any single transaction of a value of over \$10,000;
  - (e) authorization to incur expenditures above the line item in the budget of more than \$5,000;
  - (f) dismissal of any employee of the Association; and
  - (g) such other business that may be specified by resolution of the Board, upon notice in advance to the Directors.
- Section 9.12 **Process for Notice of Special Business.** Notice of special business shall be given to the Secretary at least seven business days before the meeting of the Board and the Secretary shall give notice to the Directors at least three business days before the said meeting.
- Section 9.13 **No Proxies.** No proxies may be used by Directors at Board meetings.
- Section 9.14 **Written or Email Resolutions.** Subject to the Act, the letters patent and the by-laws, a written or email resolution is as valid as if passed at a meeting of the Board, if:
- (a) all Directors approve the motion and the passing of the resolution; and
  - (b) the Director's approval is evidenced by
    - (i) his or her written signature to a document containing the text of the motion; or

- (ii) his or her electronic signature in an e-mail containing the text of the motion, sent from the Director's email address on record with the Association.

**ARTICLE X MINUTES OF BOARD OF DIRECTORS MEETINGS**

Section 10.01 **Viewing.** A Member of the Association is entitled to view the approved minutes of meetings of the Board, unless the Board decides otherwise by resolution. If all or part of the minutes of a meeting of the Board is not to be made available to the Members, then the records available to the Membership shall indicate that all or part of the minutes is withheld.

Section 10.02 **Distribution of Drafts.** Draft minutes of the Board meetings, not yet approved, shall be distributed to Directors at least three business days before the next meeting of the Board.

Section 10.03 **Approval.** The approved minutes of Board meetings, in their entirety, shall be available to all Directors upon request.

**ARTICLE XI COMMITTEES OF THE BOARD OF DIRECTORS**

Section 11.01 **Establishment.** The Board may set up those committees as it considers necessary to help it in carrying on the affairs of the Association. The Board shall prescribe the duties of the committees and the manner of their operation.

Section 11.02 **External Committees.** As well as internal committees that deal specifically with the affairs of the Association, the Board may appoint and remove members to represent the Association on external committees.

Section 11.03 **Change of Appointees.** When a member appointed to an external Committee by the Board stops being a member or is removed from the Committee by the Board, the Secretary will give notice to the external Committee the individual no longer represents the Association.

**ARTICLE XII OFFICERS**

Section 12.01 **Election.** The Board shall, annually or more often if needed, elect a President and one or more Vice-Presidents, a Secretary and a Treasurer. All of these officers must be members of the Board. The Board may appoint the same person as the Secretary-Treasurer. The Board may appoint other officers and agents as they consider necessary who shall have such authority and shall perform such duties as prescribed by the Board.

Section 12.02 **Removal.** The Board may, by resolution of at least three-quarters of Directors present at a meeting of the Board, remove an officer from the position.

- Section 12.03     **Unable to Act.** Where any officer is absent or unable to act, the Board may delegate all or any of the powers of the officer to any other officer or to any Director for such time as the officer is absent or unable to act.
- Section 12.04     **The President.** The President shall:
- (a)    preside as chair at all Meetings of the Board and of the Membership, when present;
  - (b)    be the chief executive officer of the Association;
  - (c)    represent the Association in dealings with The County and District Law Presidents' Association, or any successor organization; and
  - (d)    have such other powers and responsibilities as may be delegated by or authorized by the Board.
- Section 12.05     **The Vice-President(s).** The Vice-President(s) shall:
- (a)    exercise the duties and powers of the President during the absence or incapacity of the President; and
  - (b)    have such other powers and responsibilities as may be delegated by the President or authorized by the Board.
- Section 12.06     **If More than One Vice-President.** Where there is more than one Vice-President, the order of precedence shall be specified.
- Section 12.07     **The Secretary.** The Secretary shall:
- (a)    act as secretary of all meetings of the Board and of the Membership, when present;
  - (b)    have charge of the minute books of the Association and the documents and registers referred to in the Act; and
  - (c)    perform all duties incidental to his or her office or that is properly required of him or her by the Board.
- Section 12.08     **The Treasurer.** The Treasurer shall:
- (a)    ensure that appropriate financial controls are in place for the disbursement of the funds of the Association;
  - (b)    have the care and custody of all the funds and securities of the Association, subject to the terms of any resolution of the Board;
  - (c)    oversee the deposit of such funds in the name of the Association in banks or depositories as the Board may direct;
  - (d)    oversee the collection of all fees and all disbursement of funds;

- (e) oversee the keeping of accounting records required by the Act;
- (f) shall table the financial statements of the Association for the preceding financial year at the Annual Meeting of the Membership; and
- (g) perform all duties incidental to his or her office or that is properly required of him or her by the Board.

Section 12.09

**Vacancy.** If any office becomes vacant because of death, resignation, removal or disqualification the Board shall appoint another Director to fill the vacancy.

### ARTICLE XIII

### PROTECTION OF DIRECTORS AND OFFICERS

Section 13.01

**Indemnity.** Every Director and Officer of the Association who has acted honestly shall be indemnified and saved harmless out of the funds of the Association from and against:

- (a) all costs, charges and expenses whatsoever that the Director sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against the Director in relation to any act, deed, matter or thing whatsoever, made, done or permitted by the Director in relation to the execution of the duties of the Director, including any duties as an Officer of the Association; and
- (b) all other costs, charges and expenses that are sustained or incurred by the Director in relation to the affairs of the Association, except any costs, charges or expenses as are occasioned by the wilful neglect, default or lack of authority of the Director.

Section 13.02

**No Liability.** No Director shall be liable to the Association for any loss, damage or expense happening to the Association, unless caused by the Director's acts or omissions in bad faith, fraudulent act or willful neglect.

Section 13.03

**Directors' Insurance.** Subject to applicable law, the Association shall purchase and maintain insurance for the Directors and Officers of the Association against any liability incurred by the Director or Officer, in the capacity as a Director or Officer of the Association, except where liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Association.

### ARTICLE XIV

### NOTICES

Section 14.01

**Method.** Where notice is required under these by-laws, notice may be given by personal service, prepaid mail, fax or e-mail. The Association can rely on the address, fax number or email as it appears in the records of the Association.

- Section 14.02 **When Effective.** Personal service is effective immediately. Prepaid mail delivery is effective five days after posting. Fax delivery is effective on successful transmission. Email is effective upon sending, unless a message is sent that the email failed to reach its addressee.
- Section 14.03 **Counting Days.** When counting the days for service of a notice the day of service or posting or transmitting is not counted.
- Section 14.04 **Business Days Defined.** In this by-law “business days” means Monday through Friday except where such days fall on statutory holidays.
- Section 14.05 **Signature.** The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten, printed or electronic.
- Section 14.06 **Certificate.** A certificate of any officer or authorized employee of the Association about service of any notice under the by-laws is decisive evidence. Such certificate is binding on every member, Director, officer or auditor of the Association.

## **ARTICLE XV FINANCIAL MANAGEMENT**

- Section 15.01 **Use of Moneys.** Subject to the Letters Patent of the Association, all moneys of the Association shall be used for the objectives of the Association and in such manner as the Board may deem necessary for managing the affairs of the Association.
- Section 15.02 **Signatures - Cheques.** All cheques; drafts; or orders to pay money; all notes and acceptances; and bills of exchange, requires the signatures of two persons designated by the Board, but:
- (a) shall include at least one Director of the Association; and
  - (b) may include an employee of the Association.
- Section 15.03 **Signatures - Other.** The Board is allowed by resolution to appoint any person for the Association either to enter and sign contracts, documents or instruments in writing or to sign specific contracts, documents or instruments in writing.
- Section 15.04 **Audit.** Auditor of the Association, being a member of the Canadian Institute of Chartered Accountants, shall be appointed at the annual Meeting of the Membership, to audit all accounts for the next ensuing financial year of the Association, and all the accounts and all books of accounts maintained by the Association shall be submitted to them for their examination and their report prior to the next Annual Meeting.
- Section 15.05 **Board to Manage Finances.** The Board shall manage the financial affairs and may, by resolution of the Board, carry out

such transactions and enter into such contracts as may be necessary for the management of the Association's affairs.

- Section 15.06     **Powers of Board.** The Board may from time to time:
- (a) borrow money upon the credit of the Association;
  - (b) issue, reissue, sell or pledge debt obligations of the Association; and
  - (c) mortgage, hypothecate, pledge or otherwise create security interest in all or any property of the Association owned or subsequently acquired, to secure any debt obligations of the Association.

Section 15.07     **Fiscal Year.** The fiscal period of the Association shall end on December 31st each year.

## **ARTICLE XVI     AMENDMENTS**

Section 16.01     **Amendments to By-Law.** This by-law may only be amended or repealed by resolution passed at a Meeting of the Membership, by an affirmative vote of at least two-thirds of those members present at the Meeting. The amendment shall come into effect on the date the resolution is so passed, unless the amendment indicates otherwise.

Section 16.02     **Repeal.** On the date this by-law comes into force, the previous By-Law No. 1 and By-Law No.1A ("previous by-law") are repealed.

Section 16.03     **Previous Acts Unaffected.** This repeal shall not affect the past operation of the previous by-laws. This repeal shall not affect the legality of any act done or right, privilege, obligation or liability acquired or incurred under the previous by-laws. This repeal shall not affect the legality of any contract or agreement made under the previous by-laws before being repealed. Anyone acting under the previous by-laws shall continue to act as if appointed under this by-law. All resolutions of the Shareholders or Directors with continuing effect passed under the previous by-laws shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

Amended by the Membership:

- on 22 February 2018 [section 3.01(g)]
- on 21 February 2019 [sections 3.01(d); 3.01.1; and 6.21]
- on 27 February 2020 [sections 7.01 and 7.07]

Confirmed on 17 February 2021

Paula Bateman  
President

Joanne Lagoudis  
Secretary