

THE PEEL LAW ASSOCIATION BY-LAW

Consolidated By-Law No. 1C

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

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

ARTICLE 1 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:*

"Act" means the *Not-For Profit Corporation Act*, R.S.O. 2010, c. C. 15, as amended, and every statute substituted for it;

"Association" means the Peel Law Association;

"Board" means the board of directors of the Association;

"Business Day" means Monday through Friday, except if a day falls on a statutory holiday. If a period is less than seven (7) days, then only business days shall be counted.

"By-law" means a by-law of the Association;

"Dues" means the fees or dues that the Board fixes for Members to pay as part of their membership obligations.

"LSO" means Law Society of Ontario;

"Meeting of the directors" means a meeting of the board;

"Meeting of the Membership" means an annual meeting or special meeting of the Members of the Association;

"Member" means a member of the Association;

"Membership" means the Members of the Association collectively;

"membership" means membership in the Association;

"Peel" means the Regional Municipality of Peel.

"Rules" means rules and regulations related to (i) the use of Association's facilities, (ii) membership privileges and benefits, and (iii) the conduct of the Members in their capacity as members of the Association. The Rules include the Harassment and Discrimination Policy and the Disruptive Behaviour Policy.

- Section 1.02 **Terms.** All terms contained in the By-laws defined in the Act shall have the meanings given to those 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.
- Section 1.04 **Headings.** The headings used in the By-law are for reference purposes only. Headings are not to be considered in construing the By-law or deemed in any way to clarify, vary, or explain the effect of any of its provisions.
- Section 1.05 **Signature.** If a document must be signed by a director, Member, or employee of the Association, it may be signed electronically.

ARTICLE 2 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 promote civility in our profession;
- (d) to promote diversity and inclusivity in our Association and among its members;
- (e) to provide timely communication concerning matters of interest to its members;
- (f) to speak out on behalf of its members; and
- (g) to promote collegiality among its members by presenting a variety of social and recreational activities.

Section 2.03 The Peel Law Association has two “divisions” with different funding and services:

- (a) the Library; and
- (b) the Association.

Section 2.04 **Public Benefit Corporation.** The Peel Law Association may operate as a public benefit corporation as defined by the Not-For-Profit Corporation Act (as it receives grants from an external agency and has received sponsorships from non-Members of more than \$10,000).

Section 2.05 **Limit on Commercial Purposes.** Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the Association. No part of a Association'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 Association except in furtherance of its activities or as otherwise permitted by the Act.

Section 2.06 **Head Office.** The Board may by resolution set the head office location for the Association within Peel.

Section 2.07 **Seal.** The Association shall operate without a seal.

Section 2.08 **Books and Records.** The Board shall ensure that it regularly and properly keeps all necessary books and records of the Association required to be kept by the Act, the By-laws, and any other applicable law. Books and records may be kept electronically.

ARTICLE 3 **MEMBERSHIP IN THE ASSOCIATION**

Section 3.01 **Classifications.** There shall be the following classifications of Members in the Association: voting and non-voting. These can be divided into the following subcategories:

- (a) **Regular Members (voting):** Any lawyer in good standing with

the LSO;

- (b) **Out-of-County Members (voting):** Any lawyer:
 - (i) in good standing with the LSO
 - (i) who is also a member in good standing of an Ontario county or district law association.
- (c) **Newly Called Members (voting):** Any lawyer;
 - (i) in good standing with *the* LSO
 - (ii) called to the Bar five years or less.
- (d) **Student Members (voting):** Any person who is a candidate for licensing as a lawyer and:
 - (i) who is participating in an experiential training program of the LSO, including but not limited to articles of clerkship, or a Law Practice Program (as defined by the LSO), or
 - (ii) a person who:
 - A. is registered with the National Committee on Accreditation to obtain a Certificate of Qualification; and
 - B. is or has been licensed as a lawyer in a jurisdiction outside Ontario
- (e) **Retired Members (non-voting):** Any person who:
 - (i) has retired as a lawyer,
 - (ii) was, before retirement in good standing as a lawyer as regulated by the LSO,
 - (iii) is not practicing as a paralegal,may become a Retired Member who shall have the same rights as other Members, but may not serve on the Board and does not have a vote as a Member
- (f) **Special Members (voting / non-voting):** 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 whatever privileges, benefits, voting and other rights as the Board deems appropriate.
- (g) **Honorary Members (non-voting):** Any person may be admitted as an Honorary Member of the Association under the By-laws. 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. The Board may, at

its discretion, grant any other privileges of membership to an Honorary Member as the Board deems appropriate.

- Section 3.01.1 **Confirmation.** The Board may establish requirements for applicants for membership to demonstrate that they meet the relevant criteria.
- Section 3.02 **Change.** Persons who meet the criteria for a membership category when they become or renew as Members may continue to be Members for the remainder of that year even if they cease to meet those criteria during that year. However, Members who are suspended (other than as an administrative suspension), lose their rights as Members during the suspension; Members who are disbarred, permanently lose their rights as Members.
- Section 3.03 **Definitions.**
- (a) **Member in Good Standing.** A lawyer who is under an administrative suspension for less than one year shall be deemed to be a lawyer in good standing with the LSO, for the purposes of the By-laws.
- Section 3.04 **Applications.** Application for membership is open to persons who are eligible in any of the classifications of Members set out in the By-law. Acceptance of an application for membership requires the approval of the Board or any committee or person the Board specifically appoints to be responsible for it.
- Section 3.05 **Term.** Membership is for the calendar year.
- Section 3.06 **Dues.** The Board may fix annual Dues or fees payable. The Dues need not be the same annual sum for each class of membership.
- Section 3.07 **Privileges.** All Members are entitled to any privileges, rights, and benefits of a Member, including full library privileges, except for:
- (a) Special Members, dependent on the terms of the Board resolution approving their membership; and
- (b) Honorary Members.
- (c) Voting rights if those rights do not attach to a particular classification of Members.
- Section 3.08 **Resignation.** Any Member may resign from membership on notice in writing to the Secretary.
- Section 3.09 **Rules.** The Board may establish the Rules.
- Section 3.10 **Suspension.** All or some of the privileges and benefits of a Member may be suspended or terminated:
- (a) for breaching the Rules - by a resolution of at least two-thirds of the directors present at a Board meeting;

- (b) for failure of a Member to pay invoices that are payable pursuant to Board policies - administratively by the Executive Officer.

Notice. The privileges and benefits of a Member may be suspended or terminated only on 15 days written notice, delivered electronically. A Member who objects to the termination or suspension has the right to be heard by the Board by written submissions, delivered electronically to the President and the Secretary at least 5 days before the consideration of the termination by the Board.

ARTICLE 4 ANNUAL MEETINGS OF MEMBERSHIP

Section 4.01 **Place and Time.** The annual meeting of the Membership (also known as the Annual General Meeting) shall be held at any place within Peel (unless conducted entirely by electronic audio-visual means), on a day in each year that the Board sets

Section 4.02 **Financial Statements.**

- (a) The audited financial statements of the Association,
 - (b) proposed budget, and
 - (c) any other information or reports about the Association's affairs as the Act may require or the Board may decide
- shall be made available for viewing, upon request, to the Members, at least five (5) days before the annual meeting.

ARTICLE 5 SPECIAL MEETINGS OF MEMBERSHIP

Section 5.01 **Request.** The Secretary shall call a special meeting of the Membership upon:

- (a) request by the President or a Vice-President;
- (b) resolution of the Board; or
- (c) receipt of a written request by no fewer than ten (10) percent of the Members.

Section 5.02 **Place and Time.** A special meeting of the Membership may be held at any date and time (after the expiry of the notice period) and at any place within Peel (unless held entirely by electronic audio-visual means).

ARTICLE 6 CONDUCT OF MEETINGS OF THE MEMBERSHIP

Section 6.01 **Electronic Meetings.** At the discretion of the Board, Meetings of the Membership may be conducted

- (a) in-person,

- (b) by interactive, electronic, audio-visual technology, or
- (c) a combination of the two.

Section 6.02 **Rules of Order.** The Meetings shall be governed by *Robert's Rules of Order*, except as provided otherwise by By-law, or by resolution of the membership, from time to time.

Section 6.03 **Notice.** Members shall be given at least ten (10) days written notice of Meetings of the Membership.

Section 6.04 **Contents of Notice.** The notice of a Meeting of the Membership shall include:

- (a) the date and time;
- (b) the place (if conducted wholly or in part in-person); and
- (c) if the Meeting is to be conducted wholly or in part by electronic, audio-visual means, an appropriate Meeting invite.

Section 6.05 **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, if appropriate, the text of any related motion.

Section 6.06 **Special Business Defined.** Special business consists of any of the following:

- (a) any proposed amendment to the By-laws;
- (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 that the Members have approved; and
- (d) any other business specified by By-law.

Section 6.07 **Notice of Special Business.**

- (a) Unless requested by the Board, notice of special business shall be given to the Secretary at least seven Business Days before the Meeting of the Membership.
- (b) The Secretary shall give notice to the Members of the special business, at least three (3) Business Days before the Meeting of the Membership.

Section 6.08 **Errors.** The accidental omission to give notice of any Meeting of the Membership 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, if the omission was not the result of bad faith and notice of the Meeting was posted on the home page of the Association website.

Section 6.09 **Voting.** Subject to the provisions of the By-laws that specifically require otherwise, a majority of votes decide every question presented to any Meeting.

- Section 6.10 **Deciding Vote.** If there is an equality of votes, the chair of the meeting has a second vote.
- Section 6.11 **Requirement for Voting.** No Member can vote at a Meeting unless the Member is in good standing as a Member, their Dues are paid in full, and has voting privileges.
- Section 6.12 **Voting Method.** Except as provided otherwise in the By-law or a motion of the Membership at the Meeting, the chair of the Meeting may decide to conduct the vote by show of hands, poll, or secret ballot.
- Section 6.13 **Request for Poll.**
- (a) In any vote by show of hands, a declaration by the chair of the outcome shall be decisive evidence of the fact without proof of the number of votes recorded for or against the motion.
 - (b) However, any member present at the Meeting may demand at the Meeting a poll to confirm the results of a vote by show of hands.
- Section 6.14 **Chair.** The Chair for the Meeting shall be:
- (a) the President;
 - (b) In the absence of the President, one of the Vice-Presidents;
 - (c) In the absence of the President and the Vice-Presidents, another director that Members attending the Meeting shall choose;
 - (d) In the absence of all of the above and if all directors present at the meeting decline to act as chair, any Member attending the Meeting that the Members attending the Meeting shall choose.
- Section 6.15 **Election of Chair.** If at any Meeting a vote is taken on electing a chair or about adjournment, it shall be taken immediately without adjournment.
- Section 6.16 **When Vote Demanded.** If a vote is demanded on any issue, other than the election of the chair or adjournment, it shall be taken in the manner and at the time as the chair of the Meeting directs.
- Section 6.17 **Decisions.** The result of a vote is deemed the decision of Members at the Meeting at which the vote was demanded.
- Section 6.18 **Adjournment.**
- (a) By resolution at any Meeting, the Meeting may be adjourned to
 - (i) a fixed time and place; or
 - (ii) at the conclusion of the business, without fixed time or place.
 - (b) 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.

- (c) 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 6.19

Quorum.

- (a) The presence of two voting Members in good standing shall be a quorum of any Meeting for the choice of a chair and adjourning the Meeting.
- (b) For all other purposes, the presence of twenty-five (25) voting Members in good standing or 50% of the voting Members, whichever is less, is necessary to make up a quorum and no business shall be transacted at any Meeting unless the necessary quorum is present.

Section 6.20

Subject to a motion passed by the Members attending the Meeting of the Membership, Meetings shall only be open, to:

- (a) Members,
- (b) the Executive Officer of the Association,
- (c) the auditor of the Association, and
- (d) others by invitation of the chair of the Meeting.

ARTICLE 7

BOARD OF DIRECTORS

Section 7.01

Number of Directors. A Board of eleven (11) directors shall manage the affairs of the Association.

Section 7.02

Eligibility for Directorship. To be eligible for election or appointment as directors, individuals shall, at their election or appointment or within ten days of their election or appointment, be voting Members of, and in good standing with, the Association. Every director

- (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 the director to be mentally incompetent or incapable of managing the director's own affairs.

Section 7.03

Powers. Unless otherwise provided in the Act or the By-laws, the Board may do everything the Association could.

Section 7.04

Term. Directors' terms are for three (3) years. They

- (a) start at the end of the Meeting at which they are elected and
- (b) end at the end of the third annual Meeting after the date of the Meeting of their election.

- Section 7.05 **Exception.** If a director is elected to fill a vacancy of a director who has not completed a three (3) year term, the director shall only be elected for the remainder of that three (3) year term.
- Section 7.06 **Limitation.**
- (a) No Member shall serve as director for more than nine (9) consecutive years.
 - (b) However, if a director is appointed by the Board to fill a vacancy for less than one year, that period will not be considered a term of office for the purposes of the limitation on terms of a director set out in the By-laws.
- Section 7.07 **Rotation.** The election of directors shall be staggered over three (3) years, with only about one-third (1/3) of directors' terms expiring in a given year. This does not include directors elected to finish the term of a previously elected director.
- ARTICLE 8 ELECTION, APPOINTMENT AND REMOVAL OF DIRECTORS**
- Section 8.01 **Method of Election.** Any election of directors shall be by paper ballot or secure electronic means, unless the Members decide at the Meeting by a two-thirds vote to conduct the election by a show of hands.
- Section 8.02 **Election Results.**
- (a) The available directors' positions shall be filled by those candidates receiving the largest number of votes.
 - (b) 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.
 - (c) If positions of less than three (3) years are to be filled, then the successful candidates with the fewest votes in an election shall be elected to these positions.
- Section 8.03 **Acclamation.** If the number of candidates for the position of director equals or is less than the number of vacancies, then the Meeting chair shall be deemed to cast the only vote in their favour and they shall be deemed elected by the Membership as directors.
- Section 8.04 **Vacancy Prior to Annual Meeting of the Membership.**
- (a) If there is a vacancy on the Board, the Board may appoint a temporary replacement director from qualified Members.
 - (b) Otherwise, the vacancy shall be filled at the next Meeting of the Membership.
- Section 8.05 **Term of Replacement Director.** Any director appointed to fill a vacancy shall hold that position until the next annual Meeting of the

Membership.

- Section 8.06 **Limitation.** A maximum of one-third (1/3) of the number of directors may be appointed in this way.
- Section 8.07 **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 the By-law;
 - (b) the director dies;
 - (c) the director is removed by the Board as set out below;
 - (d) the director delivers a written resignation to the Secretary; or
 - (e) the director stops being a Member.
- Section 8.08 **Removal by Board.** The Board, by a vote of at least two-thirds (2/3) of the directors present, may remove a director, on the following grounds:
- (a) The director missed three (3) or more of the scheduled meetings of the Board in the director's term of 12 months immediately following the annual Meeting of the Membership; or
 - (b) The director breached the Rules.
- Section 8.09 **Removal by Membership.** At a Meeting of the Membership, a director may be removed before completing the director's term, by a resolution of the majority of the votes cast at the Meeting.

ARTICLE 9 MEETINGS OF THE BOARD OF DIRECTORS

- Section 9.01 **Location and Times.** Meetings of the Board may be held at any place (subject to the meetings being held entirely by electronic, audio-visual means) in Peel, on the dates and times the Board decides
- Section 9.02 **Meeting Forums.** Meetings of the Board may be conducted:
- (a) in-person,
 - (b) by interactive, electronic, audio-visual means; or
 - (c) a combination of the two.
- 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 of the Board from time to time.
- Section 9.04 **Schedule and Notice.**
- (a) The Board shall set the dates, times, and places of the regular meetings of the Board.
 - (b) The President and the Secretary may modify this schedule from

time to time, unless the Board directs otherwise.

- (c) The Secretary shall give notice of the regular meetings of the Board, at least ten (10) days before the meeting at which the schedule of meetings is presented.

Section 9.05 There shall be a minimum of six (6) Board meetings each year.

Section 9.06 **Request for Special Board Meeting.** Any of the following may request a special meeting of Board:

- (a) the President;
- (b) a Vice-President; or
- (c) any two directors

The request shall set out:

- The need for a Special Board meeting; and
- any special issues to be discussed at the meeting, with the text of any related motions.

Section 9.07 **Calling Special Board Meeting.**

- (a) On this request, the Secretary, within seven (7) days of receipt, shall call a special meeting of the Board.
- (b) Notice of a special meeting of the Board shall be given to all directors at least three Business Days prior to the meeting.
- (c) Notice of a special meeting of the Board may be given by making an announcement at a Meeting and need not be made three (3) Business Days in advance of the special meeting of the Board.

Section 9.08 **Waiver of Notice.** Directors may waive:

- (a) notice of any meeting of the Board;
- (b) any irregularity in the notice of a meeting;
- (c) the distribution of any material; or
- (d) the conduct of the meeting.

A waiver is valid whether made before or after the meeting to which the waiver relates.

Section 9.09 **Quorum.** A majority of the current directors shall form a quorum for transacting business at a meeting of the Board.

Section 9.10 **Vote.** 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 9.11 **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, if appropriate, the text of any related motion.

Section 9.12 **Special Business Defined.** "Special business" consists of any of the following:

- (a) any proposal to recommend to the Membership an amendment

to the By-laws;

- (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 exceeding \$5,000 of the budgeted line item;
- (f) dismissal of any employee of the Association; and
- (g) any other business that may be specified by motion of the Board.

Section 9.13 **Notice of Special Business.**

- (a) Unless the request is made by the President, a request to deal with special business shall be given to the Secretary at least seven (7) Business Days before the meeting of the Board.
- (b) The Secretary shall give notice to the directors at least three Business Days before the meeting.

Section 9.14 **No Proxies.** No proxies may be used by directors at Board meetings.

Section 9.15 **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) directors' approvals are evidenced by
 - (i) their written signatures to a document containing the text of the motion; or
 - (ii) their electronic signature in an e-mail containing the text of the motion, sent from the directors' email addresses on record with the Association.

ARTICLE 10 MINUTES OF BOARD MEETINGS

Section 10.01 **Prepared.** Minutes of all Board meetings shall be prepared, approved by the Board, and retained in the corporate records.

Section 10.02 **Viewing.** A Member is entitled to view the approved minutes of meetings of the Board, but not the minutes of in-camera discussions, The minutes available for viewing shall set out the topic of in-camera discussions and, if not clear from the topic, the reason why they are in camera; and any motion passed as a result of those in-camera

discussions.

Section 10.03 **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 10.04 **Access by directors.** The approved minutes of Board meetings, including any in-camera minutes, shall be available to all directors upon request.

ARTICLE 11 COMMITTEES OF THE BOARD

Section 11.01 **Committees.** The following are the committees of the Board:

(a) Core:

- (i) Governance
- (ii) Finance
- (iii) Personnel
- (iv) Member Outreach (including Member Outreach and Event Planning)

(b) Services:

- (i) Library (including Peel Briefs)
- (ii) Legal Education
- (iii) Digital/Technology (including Website)

Section 11.02 **Subcommittees and Task Forces.** The Board may, from time to time, establish and dissolve subcommittees and task forces.

Section 11.03 **Powers.** The role of Committees is primarily to investigate and consider issues and advise the Board. The Committees may also assist with operational, rather than managerial, matters. They only make decisions within the authority of the Board and if authorized by the Board. They are to report regularly to the Board.

Section 11.04 **Appointment.** Subject to any motion of the Board, the President may appoint directors and non-director Members to serve on the committees and may remove those directors and non-director Members from committees.

Section 11.05 **External Committees.** In addition, the Board may nominate and withdraw nominations of directors or Members to serve on external committees.

ARTICLE 12 OFFICERS

Section 12.01 **Election.** Annually after the annual meeting of the Members, the Board shall elect the officers of the Association: a President; one or more Vice-Presidents; a Secretary; and a Treasurer.

- (a) All of these officers must be directors.
 - (b) The Board may appoint other officers and agents as it considers necessary. The appointees shall have the authority, and perform those duties, that the Board prescribes.
- 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.** If any officer is absent or unable to act or is removed from office, the Board may:
 - (a) elect a replacement, or
 - (b) delegate all or any of the powers of the officer to any other officer or to any director for whatever time as the officer is absent or unable to act.
- Section 12.04 **The President.** The President shall:
 - (a) when present, preside as chair at all meetings of the Board and Meetings,
 - (b) represent the Association in dealings with the Federation of Ontario Law Associations, or any successor organization; and
 - (c) have any other powers and responsibilities that the Board may delegate or authorize.
- 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 any other powers and responsibilities as the President may delegate or the Board authorize.
- Section 12.06 **If More than One Vice-President.** If there is more than one Vice-President, the order of precedence shall be specified.
- Section 12.07 **The Treasurer.** The Treasurer shall:
 - (a) ensure that appropriate financial controls are in place for the disbursement of the funds of the Association;
 - (b) oversee the financial operations of the Association, including:
 - (i) the care and custody of all the funds and securities of the Association, subject to the terms of any resolution of the Board;
 - (ii) the deposit of funds in the name of the Association in banks or depositories as the Board may direct;
 - (iii) the collection of all fees and all disbursement of funds;

(iv) the keeping of accounting records;

- (c) present the financial statements of the Association for the preceding financial year, at the annual meeting of the membership;
- (d) prepare the annual budget; and
- (e) perform all duties incidental to the office or that the Board properly requires to be performed.

Section 12.08 **Assistance.** The Executive Officer may assist the Treasurer with these responsibilities, but the Treasurer shall ensure that they are performed.

Section 12.09 **The Secretary.** The Secretary shall:

- (a) act as secretary of all Meetings and meetings of the Board, when present;
- (b) ensure accurate minutes of Meetings of the Membership and meetings of the Board are kept;
- (c) ensure notices and materials are provided as required under the By-laws;
- (d) ensure the safe storage of the corporate records of the Association, including the minute books of the Association and the documents and registers referred to in the Act;
- (e) perform all duties incidental to the office or that the Board properly requires to be performed.

Section 12.10 **Assistance.** The Executive Officer may assist the Secretary with these responsibilities, but the Secretary shall ensure that they are performed.

Section 12.11 **Vacancy.** If any office becomes vacant because of death, resignation, removal, or disqualification, the Board shall appoint another director to fill the vacancy.

Section 12.12 **Executive Officer.** The Board may appoint an Executive Officer who shall be responsible for the day-to-day administration and operation of the Association's affairs including the supervision of the Association's staff members, its administrative functions, and the operation of the Association lounge, and robing rooms in accordance with the objectives and policies the Board approves and shall discharge any other administrative and operational responsibilities as the Board may direct.

ARTICLE 13 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 made in bad faith, fraudulently, or through willful neglect.

Section 13.03 **Directors' Insurance.** Subject to applicable law, the Association shall ensure that insurance is in place for the directors and officers of the Association against any liability incurred by directors or officers, in their capacity as a directors or officers of the Association, except if 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 14 NOTICES

Section 14.01 **Method.** If:

- (a) notice is required to be given, or
 - (b) documents provided,
- under the By-laws or the Act, notice may be given by personal service, prepaid mail, fax, or email. The Association can rely on the address, fax number, or email as it appears in the records of the Association.

Section 14.02 **When Notice Effective.**

- (a) Personal service is effective immediately.
- (b) Prepaid mail delivery is effective five days after posting.
- (c) Email is effective upon sending.

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.** If a period is less than seven (7) days, then only Business Days shall be counted. "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 wholly or partly written, stamped, typewritten or printed or electronic.
- Section 14.06 **Certificate.** A certificate of any officer or authorized employee of the Association about service of any notice or delivery of document under the by-laws is decisive evidence. Such certificate is binding on every member, director, officer, or auditor of the Association.

ARTICLE 15 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 whatever 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, and:
- (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 may by resolution 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. Unless indicated otherwise, electronic signatures are acceptable.
- Section 15.04 **Audit.** The finances of the Association shall be audited each year. The Auditor:
- (a) shall be a chartered professional accountant licensed by CPA Ontario (or any successor organisation) to practice public accounting in Ontario.;
 - (b) shall be appointed at the annual Meeting of the Membership, unless that authority is delegated, by resolution, to the Board from time to time;
 - (c) and shall 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 oversee the financial affairs and may, by resolution of the Board, carry out transactions and enter into 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) enter into contracts to purchase goods or services;
- (c) issue, reissue, sell or pledge debt obligations of the Association; and
- (d) 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 16 AMENDMENTS

Section 16.01 **Amendments to By-Law.** The 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 **Previous Acts Unaffected.**

- (a) This repeal shall not affect:
 - (i) the past operation of the previous by-laws;
 - (ii) not affect the legality of any act done or right, privilege, obligation or liability acquired or incurred under the previous by-laws; and
 - (iii) the legality of any contract or agreement made under the previous by-laws before being repealed.
- (b) Anyone acting under the previous by-laws shall continue to act as if appointed under this by-law.
- (c) All resolutions of the Members 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.

Section 16.03 **Repeal.** On the date this By-law comes into force, all previous by-laws are repealed.

Section 16.04 **Effective Date.** This By-law comes into effect at the time of voting.

