

# COUNTY OF CARLETON LAW ASSOCIATION - ASSOCIATION DU BARREAU DU COMTE DE CARLETON

## BY-LAW NO. 2

A By-Law for the general management of the affairs of the County of Carleton Law Association/ Association du Barreau du Comté de Carleton.

BE it enacted that By-Law No. 1 be repealed and replaced with this by-law:

### INTERPRETATION

1. In this By-Law:

“Act” means the *Corporations Act* (Ontario) and any regulations made thereunder, as amended, re-enacted, or replaced from time to time, and means any successor legislation governing the creation, content and amendment of the bylaws of the Association.

“Association” means the County of Carleton Law Association/ Association du Barreau du Comté de Carleton.

“Board” means the Board of Trustees of the Association.

“By-Law” means this by-law, all other by-laws of the Association as amended, and which are, from time to time, in force.

“Trustee” means a member of the Board. Trustee shall have the same meaning as “director” in the Act.

“Member” means voting and non-voting members of the Association, unless otherwise indicated.

2. In construing a provision of this By-Law, the English and French versions are equally authentic and authoritative. Where it appears that the two versions of the By-Law differ in their meaning, preference shall be given to the version that, according to the true spirit, intent and meaning of the By-Law, best assures the attainment of its objects.

3. Other than as specified in Section 1 above, all terms contained in this By-Law that are defined in the Act shall have the meanings given to such terms in the Act.

### OBJECTS OF THE ASSOCIATION

4. The Association shall be carried on without the purpose of financial gain for its members and any profits or accretions in the capital of the Association shall be used to promote and advance the interests of the members of the Association.

5. For those purposes, the Association shall:

- a) Administer the facilities of the Association including the Library, Barristers’ Lounge and Robing Rooms;
- b) Encourage, develop and manage programs for the professional education of members of the Association; and
- c) Promote and organize activities that advance the social, professional and economic interests of the Association and of its members.

## **BOARD OF TRUSTEES**

### **RESPONSIBILITIES AND POWERS OF THE BOARD**

6. The Board of Trustees shall be responsible for the general management of the affairs of the Association, and shall, from time to time, make, alter and repeal resolutions, rules, policies and regulations concerning the management of the Association.
7. The Board shall have the power to employ such persons as it may think necessary. The Board shall fix the compensation of the Association's employees, if any, and pay that compensation out of the funds of the Association. The Board shall have the power to define the responsibilities of the Association's employees and to remove or discharge them.
8. The Board shall have the power to allow or to deny members, articling students, employees of the Association, or members of the public access to, or use, of, the facilities of the Association for such periods and subject to such restrictions as the Board may think fit.

### **COMPOSITION OF THE BOARD**

9. The Board shall consist of thirteen Trustees, all of whom shall be voting members of the Association.
10. Five of the Trustees shall be trustees by virtue of their office. These trustees shall also be the Officers of the Association, appointed as set out in this By-Law.
11. The remaining eight Trustees shall be elected by the membership as set out in this By-Law.

### **BOARD MEETINGS**

12. Meetings of the board may be called by the President at any time, and any place on the notice required in this by-law for trustee meetings.
13. The Board shall meet at least once in each month, except the months of July and August, at a time and place set by the President. Notice may be sent by prepaid mail, facsimile, email or other electronic means to any director at their latest address shown in the records of the Association. Notice shall be given at least 7 days prior to the meeting being held. Notice may be waived at any time in writing by the director entitled thereto.
14. A majority of trustees shall constitute a quorum at all meetings of the Board.
15. Unless the Board directs otherwise, Trustees may participate in Board meetings by video link, telephone, or any other form of electronic communication that permits all participants to communicate adequately with each other.
16. A written resolution may be distributed to all of the Trustees by e-mail or fax and, if signed in counterpart by all Trustees, shall be treated in all respects as if it had been passed at a Board meeting.
17. Each Trustee shall be entitled to one (1) vote.

18. Questions arising shall be decided by a majority of the votes cast at a meeting of trustees.

19. On an equality of votes, the President shall have a casting vote.

#### **VACANCIES**

20. The office of a trustee shall be vacated immediately if:

- a) the Trustee resigns by delivering a notice of resignation to the President or the Executive Director, which resignation shall be effective at the time it was received or at the time specified in the notice, whichever is later;
- b) the Trustee ceases to be a member in the Association;
- c) the Trustee is found to be in breach of any board policy or rules of conduct by a vote of the majority of the other Trustees present at a duly constituted board meeting;
- d) the Elected Trustee is removed from office by an ordinary resolution of the voting members at a Special Meeting called for the purpose of deciding on the removal of the Trustee; or
- e) the Trustee dies or fails to maintain the qualifications of trustees pursuant to the Act.

#### **FILLING VACANCIES**

21. If a quorum of Trustees remains in office, one or more vacancies amongst the elected Trustees on the Board, however caused, may be filled by the Trustees by ordinary resolution at a duly constituted meeting from among the voting members of the Association.

22. If there is not a quorum of Trustees, or there has been a failure to elect the minimum number of trustees as set out in the articles, then the remaining Trustees shall forthwith call a special meeting of the voting members to fill the vacancy.

23. Notwithstanding any vacancy on the Board, the Board shall discharge its duties, responsibilities, and obligations as if no vacancy existed.

#### ***ELECTION OF TRUSTEES***

##### **TERM OF OFFICE**

24. Each elected Trustee shall be elected to hold office until the next Annual General Meeting after that Trustee was elected, or until such later time as their successors are elected or appointed. Individuals appointed as officers of the Association, as further described in section 44-46 below, shall be appointed as Trustees by virtue of their office. They shall hold office as Trustee for as long as they occupy their position as an Officer of the Association.

##### **REMUNERATION OF TRUSTEES**

25. The trustees shall serve without remuneration and no trustee shall directly or indirectly receive any profit from occupying the position of trustee, provided that trustees may be reimbursed for reasonable expenses they incur in the performance of their duties.

## **NOMINATIONS AND CANDIDATE SELECTION**

26. The call for nominations for the positions of Trustee shall be made in writing and delivered personally, electronically or as otherwise specified by the Secretary to the person or place designated by the Secretary on or before a date selected by the Secretary. There shall be no further nominations accepted after said date. Following the call for nominations, the nominee may then supply a brief note outlining the biography and concerns of the nominee.
27. If after the call for nominations, there are eight or fewer nominations for the elected Trustees' positions on the Board, then these nominees shall be presented as a slate of candidates to be put forth to the members at the next annual general meeting. Should there be fewer than eight nominations, the remaining positions shall be treated as vacant, and filled by the newly elected board as set out in this By-Law regarding trustee vacancy.
28. If after the call for nominations there are more than eight (8) nominations, the names of those nominated shall become candidates, and their names shall be placed on a ballot and circulated to members personally, electronically or as otherwise determined by the Secretary. Members shall be entitled to vote via electronic ballot for the eight (8) nominees they wish to be included on the slate of candidates that will be presented at the next annual general meeting for election. The selection of the slate shall be open for a period determined by the Secretary in advance, after which time the ballot process will be closed.
29. All ballots will be counted and the slate of candidates will be chosen as follows:
  - a) Seven (7) of the slate positions shall be filled by the nominees receiving the seven highest vote totals; and
  - b) The eighth (8<sup>th</sup>) slate position shall be filled from among the remaining nominees. The nominee receiving the highest vote total having been called to the Ontario Bar for fewer than seven years as of the date of the commencement of the term for which the election is being held ("recent call") shall receive the eighth (8<sup>th</sup>) slate position.
30. If none of the remaining nominees meets the criterion for a "recent call", then the eighth slate position shall be filled by ordinary resolution of the then existing board.

## **VOTING**

31. The candidates chosen through the process detailed in Sections 28 – 30 above, shall be placed on a slate of candidates to be presented to the members for election at the next annual general meeting.
32. In the event that the members vote for the slate of candidates presented at the annual general meeting, those candidates shall become the elected trustees of the Association.
33. In the event that the members vote down the slate of candidates at the annual general meeting, the Chair of the meeting shall finish the remainder of the business on the agenda or arising at the meeting, and shall then adjourn the meeting and the nomination and election process as set forth above shall recommence and continue until such time as a slate of candidates is elected.

## **OFFICERS**

34. The Officers of the Association shall be a President, a Vice-President, a Treasurer, a Secretary and a Past President. Each Officer shall hold office until a successor is appointed. Each Officer must be a member of the Association and shall be appointed as a Trustee of the Association by virtue of his/her office.
35. The performance of any duty imposed by any By-Law on an Officer may, where appropriate, be delegated to another Officer or to the Executive Director.

## **DUTIES OF THE PRESIDENT**

36. The President shall preside at all meetings of the Association and of the Board. Between meetings of the Board, the President shall also be charged with the general management and supervision of the affairs and operations of the Association.

## **DUTIES OF THE VICE-PRESIDENT**

37. During the absence or incapacity of the President, the duties and powers of the President may be exercised by the Vice-President, and if the Vice-President exercises any of such duties or powers, the absence or incapacity of the President shall be presumed. In the absence of both the President and the Vice-President, temporary Presiding Officer, selected by the Board, shall preside at any meetings of the Association or of the Board.

## **DUTIES OF THE SECRETARY**

38. The Secretary shall prepare and transmit notices to all members of the Association, in the case of all meetings of the Association, and to all Trustees, in the case of all meetings of the Board, attend all these meetings, and keep a correct record of all these proceedings.
39. The Secretary shall have custody of the seal of the Association, and shall, when authorized by resolution of the Board, seal all documents which are directed to be sealed.

## **DUTIES OF THE TREASURER**

40. The Treasurer shall have charge of the funds of the Association and shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account. The Treasurer shall deposit all monies or other valuable effects in the name and to the credit of the Association in the bank or banks designated by the Board.
41. The Treasurer shall ensure that appropriate financial controls are in place for the disbursement of the funds of the Association.
42. At the Annual General Meeting, the Treasurer shall table the financial statements of the Association for the preceding financial year.

## **DUTIES OF THE PAST PRESIDENT**

43. The Past President shall discharge such duties as the President or the Board may assign from time-to-time.

## **APPOINTMENT OF OFFICERS**

### **TERM OF OFFICE**

44. Officers shall be appointed by the Board for a term of five years, spending one year in each of the Officer's positions, in the following progression:

Year One: Secretary  
Year Two: Treasurer  
Year Three: Vice-President  
Year Four: President  
Year Five: Past President

45. No one may serve more than one term as an Officer. No Officer may serve for a term longer than five years plus one additional year, if approved by the Board as set out in bylaws 44-46 below, unless the appointment is approved by a vote of two-thirds of the voting members present at an Annual General Meeting of the Association.

### **PROGRESSION VACANCY**

46. To fill the vacancy created by the annual progression of Officers, at the conclusion of the annual term for the elected Trustees, the elected Trustee with the greatest number of consecutive years of service as an elected Trustee shall be appointed by the Board to serve as an Officer, commencing at the next Annual General Meeting, in the position of Secretary. If two or more elected Trustees tie for the greatest number of consecutive years of service as an elected Trustee, then, unless the two Trustees agree as to who will become an Officer, the Executive Director shall break the tie by drawing lots in the presence of those Trustees, or their representatives. If any Officer cannot or wishes not to serve in the next position he or she will progress to in the next year, he or she may, with the permission of the Board, remain in the last executive position for one additional year and the Board will appoint another Officer to the position he or she would otherwise have progressed to after which progression will continue as outlined above.

### **OTHER VACANCIES**

47. Vacancies in Officer positions created by resignation or removal shall be filled, (1) first, by advancing the sequential progression of the Officers. The vacancy or vacancies remaining shall then be filled by appointing to the vacant positions, in sequence, the elected Trustees with the greatest number of consecutive years= service as an elected Trustee. If two or more elected Trustees tie for the greatest number of consecutive years of service as an elected Trustee, then, unless the two trustees agree as to who will become an Officer, the Executive Director shall break the tie by drawing lots in the presence of those Trustees, or their representatives. (2) If any Officer who would otherwise be elevated as the result of sequential progression as outlined above cannot or wishes not to serve in this capacity, he or she may decline, and the board will appoint another Officer to fill the vacancy.
48. An Officer appointed to fill a vacancy shall serve for the time remaining in the term of the Officer being replaced and will progress to the next level based on the sequential progression of the Officer who was replaced unless the Board directs otherwise. If any executive level is skipped as a result of this process the term of the Officer who has skipped a level will be shortened accordingly

## **RESIGNATION OR REMOVAL OF OFFICERS**

49. An Officer may resign at any time by delivering a notice of resignation to the President or the Executive Director.
50. An Officer who ceases to be a member of the Association shall cease to be an Officer at that time.
51. An Officer who is removed as a Trustee shall cease to be an Officer at that time.
52. An Officer may otherwise be removed from office only by a vote of two-thirds of the Trustees present at a duly constituted meeting of trustees.

## **EXECUTIVE DIRECTOR**

53. The Association may employ an Executive Director to manage the day-to-day administration of the Association's affairs, including the operation of the Library, and to discharge any other administrative responsibilities the Board may direct.

## **COMMITTEES**

### **EXECUTIVE COMMITTEE**

54. The Officers of the Association shall form the Executive Committee.
55. The Executive Committee shall coordinate the general management and advise with respect to the supervision of the affairs and operations of the Association.
56. The President and the other Officers shall consult with the Executive Committee before proposing any matter to the Board for its approval.
57. The Executive Committee shall meet at least once every three months, at a time and place set by the President on reasonable notice.
58. Three Officers shall constitute a quorum at all meetings of the Executive Committee.

### **OTHER COMMITTEES**

59. The Board may establish and maintain, from time to time, other Committees for the better administration of the affairs of the Association. The Board shall determine the powers and authority of these Committees, and the rules and regulations under which they shall operate.
60. The President shall appoint the Chair and the members of all Committees.
61. The Board has the right to dissolve any Committee by ordinary resolution at any time.

## **AUDITORS**

62. Auditors of the Association, being members of the Canadian Institute of Chartered Accountants, shall be appointed by the voting members by ordinary resolution at the Annual General Meeting 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 General Meeting.

## **RECORDS**

63. The Board shall ensure that the books and records of the Association are maintained in accordance with this By-Law and any applicable legislation.
64. All members shall have access to corporate records as required by the Act.
65. Every Officer of the Association shall, at the conclusion of that Officer's term of office, deliver to the successor all books, papers, monies and documents concerning the Association and in the possession of the Officer, and the successor shall then be responsible for the keeping of all these books, papers, monies and documents.

## **ASSOCIATION MEETINGS**

66. Unless otherwise provided in this By-Law, all meetings of the Association shall be called by delivery of a notice in writing by mail, fax, or e-mail to each member of the Association at the last known residential or business address of the member in the records of the Association. The notice shall state the time and place of the meeting and shall be given not less than ten days and not more than fifty days before the date of the meeting.
67. At all meetings of the Association, each voting member present shall be entitled to one vote. No vote by proxy will be permitted.
68. A quorum of twenty-five (25) voting members in good standing of the Association shall be necessary to properly constitute any meeting of the Association.
69. At all meetings of the Association, the question before the meeting shall be decided by a majority of those voting members present unless these By-Laws otherwise provide. All votes at meetings shall be taken by ballot if so demanded by the President or by at least ten voting members present. If no demand is made, then the vote shall be taken in the usual way by a show of hands.

## **ANNUAL GENERAL MEETING**

70. Each Annual General Meeting of the Association shall be held each year in compliance with the time limits required by the Act, and subject thereto, at a place in Ontario and time set by the Board.
71. Not less than twenty one (21) days before the meeting, the members shall be provided with the approved financial statements and auditor's report of the Association.
72. The only persons entitled to attend members meetings are the members, the trustees, the auditors and others who are entitled to be present pursuant to the Act or are invited by the Chair of the meeting.
73. The Board shall table at the Annual General Meeting:
  - (a) financial statements of the Association for the preceding financial year;

- (b) the Auditors' Report for the preceding financial year; and
- (c) the President's Report on the activities of the Association for the preceding year.

- 74. Members may not attend any meeting of members by electronic means.
- 75. Each voting member shall be entitled to one vote.
- 76. On an equality of votes, the Chair of the meeting shall have the casting vote.

### **SPECIAL MEETINGS**

- 77. Special Meetings of the Association shall be called by the President or, in the President's absence, by the Vice-President, at the direction of the Board or upon the written request of any five voting members of the Association, stating the object of such meeting.
- 78. A date and location for the special meeting will be set by the Trustees at a time not more than 60 days from the receipt of any valid request in accordance with this By-law and in accordance with the same notice provisions as apply to association meetings.

### **MEMBERSHIP FEES AND PRIVILEGES**

- 79. Subject to the articles, there shall be two (2) classes of membership in the Association, namely Voting Members and Non-Voting Members. Applicants shall forward their applications to the Secretary. The trustees, by ordinary resolution, shall approve or deny the admission of applicants.
- 80. Voting membership shall be available to any barrister or solicitor being a member of any Law Society of any Province or Territory of Canada and either residing in Ottawa or being engaged or employed in the practice of law in Ottawa who pays the prescribed annual fee. Voting members are permitted to vote at all meetings the Association and to serve as Trustees or Officers of the Association.
- 81. Non-voting membership shall be available to the following persons: (a) articling students in Ontario or who is enrolled in the Law Society of Upper Canada's articling equivalency program; (b) law students enrolled and in good standing at an Ontario law school; (c) licensed paralegals who are employed or carry on business in Ontario, and (d) any barrister or solicitor being a member of any Law Society of any Province or Territory of Canada, who does not qualify as a voting member under Section 80 above, and who pay the prescribed annual fee. Non-Voting members are not permitted to vote at any meeting of the Association and may not serve as a Trustee or Officer of the Association.
- 82. By applying for membership in the Association, each member of the Association subscribes to these By-Laws and agrees to be bound by the rules and regulations of the Association.
- 83. The annual fees for each category of membership in the Association shall be fixed from time to time by the Board of trustees of the Association. The decision of the Board of Trustees in this regard may be reviewed at a special meeting of members called in accordance with this By-law within 30 days of the announcement of any such decision on the CCLA website.

84. If any member fails to pay the annual fees by the time prescribed for payment, the Treasurer shall notify that member in writing of the default. If the amount is not paid within 30 days after that notification, that member's membership in the Association shall be terminated. The Board may also direct that the former member may not be readmitted to membership without payment of all fees in arrears.
85. If any member, in the opinion of the Board, wilfully infringes the By-Laws or the rules and regulations of the Association, then the Board may ask that member to resign. If the member does not resign within a month after the request, the Board may call a Special Meeting of the Association and, if two-thirds of those voting members in good standing present in person vote for the expulsion of the member, then the member shall cease to be a member of the Association.
86. A membership in the Association is terminated:
- a) When a member dies or resigns;
  - b) When a member fails to maintain the qualifications of membership under Sections 80 and 81 above;
  - c) When a member fails to pay his/her membership fees within 30 days of the notification under Section 84 above;
  - d) When a member is expelled in accordance with Section 85 above; or
  - e) The Association is liquidated or dissolved.

Any member who withdraws, resigns or is expelled under this By-Law shall cease to be a member of the Association, and shall forfeit all right or claim in or to its property or funds, and shall cease to be entitled to use any facility of the Association, or obtain any benefit accruing to a member of the Association.

#### **APPLICATION OF MONEYS**

87. Subject to the provisions contained in the Declaration of Incorporation of the Association, all moneys of the Association shall be applied to such purposes and in such manner as the Board may deem necessary for managing the affairs of the Association.

#### **SEAL**

88. The Association shall have a seal upon which shall be stamped with words and figures, "The County of Carleton Law Association/Association du Barreau du Comté de Carleton, 1888."

#### **BORROWING POWERS**

89. 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.

#### **INDEMNIFICATION**

90. Every Trustee 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 Trustee sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against the Trustee in relation to any act, deed, matter or thing whatsoever, made, done or permitted by the Trustee in relation to the execution of the duties of the Trustee, including any duties as an Officer of the Association; and
  - b) all other costs, charges and expenses that are sustained or incurred by the Trustee 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 Trustee.

#### **ALTERATION OF BY-LAWS**

91. No By-Law shall be made, altered or repealed at any meeting of the Association unless notice of such intended changes be provided to members in accordance with the Act and the notice provisions provided for herein, and such changes are approved by a special resolution at the meeting of members.

#### **POSTING OF BY-LAWS**

92. The By-Laws and any rules and regulations concerning the management of the Library and of the Barristers' Lounge shall be available on the Association's website for viewing by the membership.

#### **ERROR OR OMISSION IN GIVING NOTICE**

93. No error or omission in giving notice of any Board meeting or any Members meeting shall invalidate the meeting or void any proceeding taken at the meeting.

#### **EXECUTION OF CONTRACTS**

94. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by officers appointed by the Trustees, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Trustees shall have power from time to time by resolution to appoint officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing.

#### **RULES AND REGULATIONS**

95. The board may prescribe such rules and regulations not inconsistent with these by-laws or the Act relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

#### **INVALIDITY**

96. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

## **DISPUTE RESOLUTION**

97. In the event that a dispute or controversy among members, trustees, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, trustees, officers, committee members, employees or volunteers as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy may, if agreed upon by the parties to the dispute, be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.