

BY-LAW NO. 3
being the General By-law of
THE MIDDLESEX LAW ASSOCIATION
(hereinafter referred to as the "Association")

WHEREAS the Association was incorporated by Letters Patent pursuant to the *Corporations Act*;

AND WHEREAS the *Not-for-Profit Corporations Act, 2010* (Ontario) (the "**Act**") is now in full force and effect and applies to all existing and future not-for-profit corporations;

AND WHEREAS pursuant to the Act, the Association is required to bring its governing documents into compliance with the Act.

NOW THEREFORE BE IT ENACTED AND IT IS HEREBY ENACTED this By-Law No. 3 supersedes and replaces By-Law No. 2 adopted by the Association or its predecessors as follows:

ARTICLE I. INTERPRETATION

Section 1.01 Definitions. In this By-law, unless the context otherwise specifies or requires:

- (a) "**Act**" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) "**Articles**" means the articles of amendment filed under the Act, replacing the Association's Letters Patent, as amended from time to time;
- (c) "**Association**" means the corporation that has passed the By-laws under the Act or that is deemed to have passed the By-laws under the Act;
- (d) "**Board**" or "**Board of Trustees**" means the board of directors of the Association;
- (e) "**By-Laws**" means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force and effect;
- (f) "**Chair**" means chair of the Board or any meeting, as the case may be;
- (g) "**Lawyer Members**" means those members of the Association holding a L1 or L2 licence;

- (h) **"Library"** means the Library operated and maintained, either directly or indirectly, by and for the Association, its Members and all Class L1 or L2 Licensees of the Law Society of Ontario;
- (i) **"Member"** means collectively the Lawyer Members and Paralegal Members;
- (j) **"Officer"** means an officer of the Association;
- (k) **"Paralegal Members"** means those members of the Association holding a P1 licence;
- (l) **"Regulations"** means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Association to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations; and
- (m) **"Trustee"** means an individual occupying the position of director of the Association by whatever name he or she is called.

Section 1.02 Interpretation.

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

Section 1.03 Severability and Precedence

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

Section 1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

Section 1.05 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Association may be signed by:

- (a) any two of the President, the Vice-President or the Treasurer; or
- (b) any one of the Officers, together with any one Trustee;

and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Trustees shall have power, from time to time, by resolution to appoint any Officer or Officers or any person or persons on behalf of the Association either to sign contracts, documents and instruments in

writing generally or to sign specific contracts, documents or instruments in writing, provided that the Secretary and the Trustee representing Western University Faculty of Law shall not be entitled to bind the Association. Any Trustee or Officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

When required, the seal of the Association may be affixed to any instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Trustees, other than the Secretary.

Section 1.06 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or Trustee or Trustees, and in such manner, as the Board of Trustees may from time to time designate by resolution.

ARTICLE II. OBJECTIVES

Section 2.01 Objects of the Association

The objects of the Association are to operate as an association to represent the interests of the legal profession and licensees holding a Class L1, L2 or P1 license in the County of Middlesex for the purposes of:

- (a) protecting the character and status of the legal profession, promoting ethical practice and settling questions of professional usage and courtesy amongst its Members;
- (b) representing the Members of the Association in relations with the judiciary, the Law Society of Ontario, government agencies, other professional associations, the media and the public;
- (c) serving the needs of the Members of the Association by maintaining the Library for the use of such Members;
- (d) organizing, promoting and presenting programs for the continuing professional development of Members of the Association and sharing information for their mutual benefit;
- (e) promoting and facilitating the social interaction among the Members of the Association;
and

- (f) undertaking and promoting such other matters and activities which would best serve the interests and promote the welfare of the Association and its Members.

ARTICLE III. HEAD OFFICE

Section 3.01 Head Office

The head office of the Association shall be located in the City of London in the Province of Ontario, subject to change by special resolution in accordance with the Act.

ARTICLE IV. FINANCIAL

Section 4.01 Financial Year

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

Section 4.02 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.

ARTICLE V. TRUSTEES

Section 5.01 Duties and Number

The affairs of the Association shall be managed by a Board of Trustees and who shall constitute the directors of the Association under the Act. The Board of Trustees shall consist of the number of Trustees set out in the Articles or such other number of Trustees as may be determined from time to time by special resolution. Until otherwise determined by special resolution, the Board of Trustees shall consist of seventeen (17) Trustees, thirteen (13) of whom shall be elected by the Lawyer Members (the "**Lawyer Trustees**"), one (1) of whom shall be elected by the Paralegal Members (the "**Paralegal Trustee**"), one (1) Trustee shall be the immediate Past-President of the Association and the remaining two (2) Trustees shall be the Secretary of the Association and a representative from Western University Faculty of Law (the "**Western Trustee**") both of whom shall be appointed by the Board of Trustees. The Secretary and the Western Trustee shall not be entitled to vote at a meeting of the Board.

Section 5.02 Qualifications

Every Trustee shall be an individual who is eighteen (18) or more years of age and, other than the Secretary, shall be a Member of the Association or shall become a Member of the Association within ten (10) days after his or her election or appointment as a Trustee. No undischarged bankrupt shall become or remain a Trustee.

Section 5.03 Election

The Lawyer Trustees shall be elected by the Lawyer Members and the Paralegal Trustee shall be elected by the Paralegal Members at the first meeting of the Members and at each succeeding annual general meeting of the Members or as more often as may be required. The Members shall elect or appoint such number of Trustees as may be required to replace those

Trustees whose term of office has expired or whose office is determined to be vacant in accordance with Section 5.05. Any Trustee may stand for re-election.

Section 5.04 Term

Subject to the provisions of this Article, Trustees shall be elected for a term of approximately two (2) years, commencing on the date of the meeting at which they were elected or appointed and terminating at the second annual general meeting following such election or appointment unless otherwise terminated in accordance with this By-law.

Section 5.05 Vacancies

The office of a Trustee shall be vacated immediately:

- (a) if the Trustee does not, within ten (10) days after election or appointment as a Trustee, become a Member, or ceases to be a Member of the Association;
- (b) if the Trustee becomes bankrupt or insolvent;
- (c) if the Trustee is found to be incapable of managing property under Ontario law;
- (d) if the Trustee, by notice in writing to the Association, resigns from office, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
- (e) if, at a meeting of the Members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members at the meeting removing the Trustee before the expiration of the Trustee's term of office; or
- (f) if the Trustee dies.

Section 5.06 Filling vacancies

A vacancy occurring in the Board of Trustees shall be filled as follows, and the Trustee appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Trustee's predecessor:

- (a) if the vacancy occurs as a result of the Members removing a Trustee in accordance with Section 5.05(e) above, the Members may fill the vacancy by an ordinary resolution;
- (b) if there is not a quorum of Trustees or there has been a failure to elect the minimum number of Trustees set out in the articles, the Trustees in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Trustees in office, the meeting may be called by any Member; and
- (c) a quorum of Trustees may fill a vacancy among the Trustees.

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

Section 5.07 Committees

Committees may be established by the Board of Trustees as follows:

- (a) The Board may appoint an executive committee to deal with matters of an urgent nature where the President, or in his or her absence, the Vice-President, has determined that the matter is of sufficient urgency to be dealt with prior to the next scheduled Board meeting. The Executive Committee shall consist of the President, the Vice-President, the Treasurer, the Past President and at least one (1) other voting Trustee at large to be appointed at the first meeting of the Board following the annual general meeting of Members. Three (3) or more Trustees shall constitute a quorum for a meeting of the Executive Committee. The Paralegal Trustee shall not be eligible for appointment to the executive committee;
- (b) The Board of Trustees may appoint from their number a committee of Trustees and may delegate to the committee any of the powers of the Trustees except those powers set out in the Act that are not permitted to be delegated; and
- (c) Subject to the limitations on delegation set out in the Act, the Board of Trustees may establish any committee it determines necessary for the execution of the Board of Trustees' responsibilities. The Board of Trustees shall determine the composition and terms of reference for any such committee. The Board of Trustees may dissolve any committee by resolution at any time.

Section 5.08 Remuneration of Trustees

The Trustees shall serve as such without remuneration and no Trustee shall directly or indirectly receive any profit from occupying the position of Trustee, subject to the following:

- (a) Trustees may be reimbursed for reasonable expenses they incur in the performance of their Trustees' duties;
- (b) Trustees may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Trustees, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act; and
- (c) Notwithstanding the foregoing, no Trustee shall be entitled to any remuneration for services as a Trustee or in other capacity if the Association is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

ARTICLE VI. MEETINGS OF TRUSTEES

Section 6.01 Calling of Meetings

Meetings of the Trustees may be called by the President, Vice-President or any two Trustees at any time and at any place within the City of London on notice as required by this By-law.

Section 6.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Trustee, and no other notice shall be required for any such meetings.

Section 6.03 Notice

Except as may otherwise be provided in Section 6.04, notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in ARTICLE XIV of this By-law to every Trustee of the Association not less than two (2) days (exclusive of the day on which the notice is delivered or sent, but inclusive of the date of the meeting) before the meeting is to take place, provided that a Trustee may in any manner and at any time waive notice of a meeting and the attendance of a Trustee at a meeting of Trustees shall constitute a waiver of notice of the meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called, and provided further that meetings of Trustees may be held at any time without notice if all the Trustees are present (except where a Trustee attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Trustees waive notice before or after the date of such meeting. The notice of meeting convened as aforesaid shall specify the purpose of or the business to be transacted at the meeting.

Section 6.04 First Meeting Exception

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

Section 6.05 Error or Omission in Giving Notice

No error or incidental omission in giving notice of any meeting of Trustees shall invalidate such proceedings taken at such meeting.

Section 6.06 Adjournment

Any meeting of Trustees may be adjourned to a fixed time and place by the Chair of the meeting, with the majority consent of the meeting. Notice of any adjourned meeting of Trustees is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Trustees who formed a quorum

at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 6.07 Quorum

Trustees representing at least 50% + 1 of all Trustees entitled to vote shall constitute a quorum for the transaction of business. Notwithstanding any vacancy among the Trustees, a quorum of Trustees may exercise all the powers of Trustees.

Section 6.08 Chair

The President of the Association shall be the Chair and the Chair shall preside at Board meetings. In the absence of the President, the Vice-President shall act as the Chair, provided that, in the event the Vice-President is also absent, the Treasurer shall act as the Chair and provided further that, in the event the Treasurer is also absent, the Trustees present shall choose one of their number to act as the Chair.

Section 6.09 Voting

Except for the Secretary, each Trustee is authorized to exercise one (1) vote. Questions arising at any meeting of Trustees shall be decided by a majority of votes unless otherwise required by the Act. In case of an equality of votes, the Chair of the meeting, in addition to an original vote, shall have a second or casting vote.

Section 6.10 Participation by Telephonic or Electronic Means

If all the Trustees of the Association consent, a meeting of Trustees may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Trustee participating in such meeting by such means is deemed to be present at the meeting.

Section 6.11 Resolution in Lieu of Meeting

A resolution in writing signed by all of the Trustees entitled to vote on that resolution at a meeting of Trustees, or committees of Trustees, is as valid as if it had been passed at a meeting of Trustees or committee of Trustees.

ARTICLE VII. POWERS OF TRUSTEES

Section 7.01 Administer Affairs

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

Section 7.02 Expenditures

The Board of Trustees shall have power to authorize expenditures on behalf of the Association from time to time and may delegate, by resolution to an Officer or Officers of the Association, the right to employ and pay salaries to employees. The Board of Trustees shall have the power to make expenditures for the purpose of furthering the objects of the Association.

Section 7.03 Borrowing Power

The Board may from time to time:

- (a) borrow money upon the credit of the Association in such amounts and on such terms as may be deemed expedient or appropriate by way of loans, advances, overdraft or otherwise;
- (b) issue debentures or other securities of the Association;
- (c) pledge or sell such debentures or other securities for such sums and at such process as may be deemed expedient or advisable; and
- (d) mortgage, hypothecate, charge, pledge or give security in upon some or all of the property, real or personal, immovable and moveable, undertaking or rights of the Association, present or future, or any money borrowed or to be borrowed or any obligation or liability of the Association, present or future.

Section 7.04 Fund Raising

The Board of Trustees shall take such steps as they may deem necessary or advisable to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

Section 7.05 Agents and Employees

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

Section 7.06 Remuneration of Agents and Employees

The remuneration of agents, employees and committee Members shall, subject to the other provisions of this By-law, be fixed by the Board of Trustees by resolution.

ARTICLE VIII. OFFICERS

Section 8.01 Appointment

At the first meeting of the Board of Trustees following an annual general meeting of the Members, or as more often as may be required, the Board of Trustees shall appoint a President, a Vice-President and a Treasurer and such other officers as the Board of Trustees may deem

appropriate or advisable, all of whom shall be Trustees. In addition, the Board of Trustees shall appoint a Secretary who shall not be an elected Trustee and need not be a Member of the Association. The Board of Trustees may appoint an Executive Director who need not be a Member nor an elected Trustee. Two or more of the aforesaid offices may be held by the same person. Paralegal Members shall not be eligible to be appointed as an Officer of the Association.

Section 8.02 Vacancies

Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:

- (a) such Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Association or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that Officer ceasing to be a Trustee, if such is a necessary qualification of appointment;
- (d) the meeting at which the Trustees annually appoint the Officers of the Association;
- (e) that Officer's removal; or
- (f) that Officer's death.

If the office of any Officer of the Association shall be or become vacant, the Trustees may, by resolution, appoint a person to fill such vacancy.

Section 8.03 Remuneration of Officers

Save and except for the Executive Director, which may be a paid position, the Officers shall serve as such without remuneration and no Officer shall directly or indirectly receive any profit from occupying the position of Officer, provided that an Officer may be reimbursed for reasonable expenses incurred by the Officer in the performance of the Officer's duties.

Section 8.04 Removal of Officers

All Officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Trustees at any time, with or without cause.

Section 8.05 Duties of Officers May be Delegated

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

Section 8.06 Powers and Duties

All Officers shall sign such contracts, documents or instruments requiring their respective signatures in writing and shall respectively have and perform all powers and duties incidental to their respective offices and such other powers and duties respectively as may, from time to time, be assigned to them by the Board of Trustees. The duties of the Officers shall include:

- (a) **Executive Director.** The Board may appoint an Executive Director and shall be responsible for determining the compensation payable to such person. The Executive Director shall be the most senior ranking employee of the Association and shall be responsible for overseeing all of the Association's business and operation, including the supervision of all of the Association's staff, administrative functions and financial performance as well as such other specific tasks as the Board may properly assign to such person from time to time. The Executive Director shall report directly to the Board.
- (b) **President.** In the absence of an Executive Director, the President shall be the chief executive officer of the Association unless otherwise determined by resolution of the Board of Trustees. The President shall be a Trustee. If present, the President shall act as Chair and preside at all meetings of the Trustees and the Members and shall supervise the affairs and operations of the Association, sign all documents requiring the President's signature and shall have such other powers and duties from time to time prescribed by the Board of Trustees or incidental to the office of President.
- (c) **Vice-President.** The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall perform all such other duties from time to time prescribed by the Board of Trustees or incidental to the office of Vice-President.
- (d) **Treasurer.** Subject to the provisions of any resolution of the Board of Trustees, the Treasurer shall have the care and custody of all the funds, securities and other valuable effects of the Association and shall deposit the same in the name of the Association in such bank or banks or with such depository or depositories as the Board of Trustees may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records and shall ensure that full and accurate accounts of all receipts and disbursements of the Association are kept in proper books of account. The Treasurer shall render to the Board of Trustees whenever required, an account of all transactions performed during his or her term of office as the Treasurer and of the financial position of the Association. At the expiration or determination of the Treasurer's term of office, the Treasurer shall deliver up to his or her successor all books, papers, vouchers, monies and such other property of the Association as may be in the Treasurer's control. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the Board of Trustees in their uncontrolled discretion may require, but no Trustee shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Association to receive any indemnity thereby provided.

- (e) **Secretary.** The Secretary, who need not be a Member of the Association, shall give or cause to be given notices for all meetings of the Board of Trustees or the executive committee, if any, and Members when directed to do so, and shall have charge of the corporate seal of the Association, the corporate books of the Association and the documents and registers of the Association. The Secretary shall attend all meetings of the Board of Trustees and the Members to record all facts and minutes of such proceedings in the corporate books kept for that purpose, and shall perform such other duties prescribed by the Board of Trustees or incidental to the office of Secretary. The Secretary shall at all reasonable times allow any Member of the Association to inspect the corporate records of the Association in the Secretary's possession and to take extracts therefrom.
- (f) **Past President.** The immediate Past President of the Association shall stand as a non-elected or appointed Trustee and shall perform such duties as may be prescribed by the Board of Trustees from time to time.

ARTICLE IX. PROTECTION OF TRUSTEES AND OFFICERS

Section 9.01 Protection of Trustees and Officers

Except as otherwise provided in the Act, no Trustee or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Trustee or Officer or employee or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of the Trustee's or Officer's respective office or trust or in relation thereto, provided that they have:

- (a) complied with the Act, Articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

ARTICLE X. INDEMNITIES TO TRUSTEES AND OTHERS

Section 10.01 Indemnities to Trustees and Others

Every Trustee or Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any Association controlled by them and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- (a) all costs, charges and expenses whatsoever which such Trustee, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Trustee, officer or other person for or in respect of any act, deed matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Trustee, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

The Association shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

ARTICLE XI. CONFLICT OF INTREST

Section 11.01 Conflict of Interest

A Trustee who is in any way, directly or indirectly, interested in a material contract or transaction or proposed material contract or transaction with the Association shall make the disclosure required by the Act. Except as provided by the Act, no such Trustee shall attend any part of a meeting of Trustees during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction. In supplement of and not by way of limitation upon any rights conferred upon Trustees by Section 41 of the Act and specifically subject to the provisions contained in that section, it is declared that no Trustee shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Association or under any Association in which the Association shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Association as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Association in which the Trustee is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Association in which any Trustee shall be in any way directly or indirectly interested shall be voided or voidable and no Trustee shall be liable to account to the Association or any of its Members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

Section 11.02 Submission of Contracts or Transactions to Members for Approval

The Board of Trustees in its discretion may submit any contract, act or transaction with the Association for approval or ratification at any annual meeting of the Members or at any general meeting of the Members called for the purpose of considering the same and, subject to the provisions of Section 41 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Articles) shall be as valid and as binding upon the Association and upon all the Members as though it had been approved, ratified or confirmed by every Member of the Association.

ARTICLE XII. MEMBERSHIP

Section 12.01 Entitlement

Membership in the Association shall be available to those persons who:

- (a) are Licensees holding a Class L1, L2 or P1 License in good standing of the Law Society of Ontario;
- (b) carry on, have carried on, or are eligible to carry on the practice of law in whole or in part within the County of Middlesex in the Province of Ontario;
- (c) have paid the Membership fees of the Association; and
- (d) are interested in furthering the objectives of the Association.

Section 12.02 Class of Membership

The Membership of the Association shall consist of the following classes of Membership:

- (a) *New Members*, being those Members who, during the year the Membership is sought, are either:
 - (i) called to the Bar of Ontario during said year;
 - (ii) obtained a P1 licence during said year; or
 - (iii) commenced the practice of law in the County of Middlesex after June 30th of such year.
- (b) *Honorary Members*, being those Members who have been Members of the Association for forty-five (45) years or more, who shall be entitled to the benefits of Membership without payment of annual fees.
- (c) *Regular Members*, being those Members who are neither New Members nor Honorary Members and are not Members of any class determined or constituted in accordance with subsection (d) below.
- (d) Such other classes of Members as the Board of Trustees may from time to time determine or constitute, subject to ratification by the Members at the next general or special meeting of the Members.

Section 12.03 Membership

Upon being admitted to the Membership of the Association, an individual Member shall continue to be a Member of the Association until such time as he or she resigns or his or her Membership is terminated in accordance with the By-laws.

Section 12.04 Annual Fees

Membership fees, assessments and other similar obligations required to be paid to the Association in support of its activities shall be set from time to time by the Board of Trustees. Members shall be notified in writing of the Membership fees and assessments at any time payable by them and, if any are not paid within two (2) calendar months of such notice shall, after one month's written notice of such arrears, be liable to have his or her name deleted from the Roll of Members, by resolution of the Board of Trustees, and thus cease to be a Member of the association. The Member shall be entitled to be reinstated upon payment of all arrears.

Section 12.05 Special Purpose Levies

In addition to an annual fee, Members may also be required to pay levies for specific purposes as determined from time to time by the Board of Trustees in its discretion. Failure to pay such levies as may be required may, in the discretion of the Board of Trustees, constitute failure to maintain good standing in the Association.

Section 12.06 Failure to Pay Fees and Assessments

No Member whose annual fee is in arrears shall be entitled to:

- (a) vote at any meeting of Members;
- (b) be elected to or remain on the Board of Trustees; or
- (c) participate in Association events and meetings.

Section 12.07 Failure to Comply

Any Member failing to comply with the By-laws, rules or regulations of the Association shall, after one month's written notice specifying such non-compliance either mailed to the last known address or delivered to the last known email address of the Member, be liable to have his or her name deleted from the Roll of Members by resolution of the Board of Trustees. The Member shall be entitled to be reinstated upon compliance with the By-laws, rules and regulations as specified in the said notice. No Member who fails to comply with the By-laws, rules and regulations of the Association one month after delivery of the written notice referred to above shall be entitled to:

- (a) vote at any meeting of Members;
- (b) be elected to or remain on the Board of Trustees; or
- (c) participate in Association events and meetings.

Section 12.08 Suspension or Disbarment by Law Society

Any person who would otherwise be eligible to be a Member shall cease to be a Member while suspended or disbarred by the Law Society of Ontario and the Member's name shall be deleted from the Roll of Members during such suspension or disbarment.

Section 12.09 Notice of Deletion from the Roll

Notice of any deletion of a Member's name from the Roll of Members shall be given by posting the Member's name in a prominent place in the Library effective the day of posting or such other method of notice as may be determined by the Board of Trustees from time to time.

Section 12.10 Resignation

Any Member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of same with the Secretary of the Association. A resignation shall be effective from acceptance thereof by the Board of Trustees. In the case of resignation, a Member shall remain liable for payment of any outstanding Membership dues levied or which became payable by the Member to the Association prior to such person's resignation.

Section 12.11 Termination of Membership

The interest of a Member in the Association is not transferable and lapses and ceases to exist:

- (a) upon the Member ceasing to be entitled to be a Member in accordance with the terms of the By-laws;
- (b) upon the resignation of the Member from the Membership of the Association;
- (c) upon the failure of the Member to pay the Annual Membership Fees after one month's written notice specifying such failure;
- (d) upon the failure of the Member to comply with the By-laws, rules or regulations of the Association after one month's written notice specifying such non-compliance;
- (e) upon the death of the Member; or
- (f) if at a special meeting of Members, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the special meeting, provided that the Member shall be granted the opportunity to be heard at such meeting.

ARTICLE XIII. MEMBERS' MEETINGS

Section 13.01 Annual Meeting

Subject to compliance with section 52 of the Act, the annual meeting of the Members shall be held at such time as the Trustees may determine. The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;

- (c) hearing and receiving the reports and statements required by the Act and By-Laws of the Association to be read at the annual meeting, including the status of the Membership;
- (d) consideration of the financial statements;
- (e) electing or appointing Trustees to the Board;
- (f) report of the auditor or person who has been appointed to conduct a review engagement;
- (g) appointing the auditors or accountants of the Association; and
- (h) the transaction of such other business as may be properly brought before the meetings

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Association of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

Section 13.02 Special Meetings

Special meetings of the Members may be convened by order of (i) the President, (ii) the Board of Trustees, or (iii) upon receipt by the Secretary of a written request signed by not less than one-tenth (1/10) of the Members. The Board of Trustees shall call a special meeting of Members on written requisition of Members carrying not less than one-tenth (1/10) of the votes that may be cast at the meeting sought, unless the Act provides otherwise. Notice of any special meeting shall specify the business to be transacted at such meeting.

Section 13.03 Place of Meetings

All meetings of Members shall be held within the City of London at such place as the Board of Trustees may determine from time to time, or, in the absence of such determination, at the place where the head office of the Association is located.

Section 13.04 Notice

Subject to the Act, not less than ten (10) and not more than fifty (50) days' written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Trustee and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

Section 13.05 Waiver of Notice

A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a

meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Section 13.06 Error or Omission in Giving Notice

No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the Members of the Association shall invalidate any resolution passed or any proceedings taken at any meeting of Members.

Section 13.07 Transaction of Other Business

Except such business as may be specified in the notice of the meeting, no other business shall be transacted at the meeting without the unanimous consent of all Members present at such meeting.

Section 13.08 Quorum

A quorum at any meeting of the Members (unless a greater number of Members and/or proxies are required to be present by the Act, Articles or this By-law) shall be twenty (20) Members, such Members being present or represented by proxy. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting in accordance with Section 13.10 but may not transact any other business.

Section 13.09 Chair of the Meeting

The President shall act as the Chair of the meeting, provided that, in the event that the President is absent, the Vice-President shall act as the Chair of the meeting, and provided further that, in the event that the Vice-President is also absent, any Trustee who is present may act as Chair of the meeting. If no Trustee is present or if all the Trustees present decline to take the Chair then the persons who are present and entitled to vote shall choose one of their number to be the Chair.

Section 13.10 Adjournment

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 13.11 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Trustees, the auditor or the person who has been appointed to conduct a review engagement of the

Association, if any, and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Association to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 13.12 Voting of Members

Every question submitted to any meeting of Members shall be decided in the first instance on a show of hands or electronic ballot by a majority of votes unless otherwise specifically provided by the Act or by the By-laws. In the case of an equality of votes the Chair of the meeting shall have a second or casting vote in addition to the vote or votes to which the Chair may be otherwise entitled.

Each Member shall be entitled to one (1) vote at any meeting.

No Member shall be entitled in person or by proxy to vote at meetings of Members of the Association unless the Member has paid all dues or fees, if any, then payable by the Member.

Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct.

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

Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

Section 13.13 Proxies

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

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

A proxy may be in the following form:

The undersigned Member of the Middlesex Law Association hereby appoints _____ of or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the Members of the said Association to be held on the _____ day of _____, 20__, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____, 20__.

Signature of Member

The Trustees may, from time to time, make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or an adjourned meeting of Members is to be held and for particulars of such proxies to be delivered personally, mailed or sent electronically or in writing before the meeting or adjourned meeting to the Association or any agent of the Association for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. In the absence of such regulations, proxies may be lodged with the Secretary or a designate of the Secretary by sending electronically, mailing or personal delivery of the proxy no later than one (1) hour before the scheduled commencement of the meeting to which the proxy related. The Chair of any meeting of Members may, subject to any regulations to the contrary, in the Chair's discretion accept such electronic or written communication as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring such authority has been lodged with the Association, and any votes given in accordance with such electronic or written communication accepted by the Chair of the meeting shall be valid and shall be counted.

Section 13.14 Conduct of Meeting

All meetings shall be conducted in accordance with Roberts Rules of Order, Newly Revised, unless otherwise agreed by the majority of the Members.

Section 13.15 Resolution in Lieu of Meeting

A resolution in writing signed by all of the Members entitled to vote on that resolution at a meeting of Members, or committees of Members, is as valid as if it had been passed at a meeting of Members or committees of Members.

Section 13.16 Meetings Held By Electronic, etc. Means

If the Trustees or Members call a meeting of the Members, the Trustees or members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting

ARTICLE XIV. NOTICES

Section 14.01 Service

Any notice required to be sent to any Member or Trustee or to the auditor or person who has been appointed to conduct a review engagement of the Association shall be delivered personally, or sent by prepaid mail, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Association; and to such Trustee at his or her latest address as shown in the records of the Trustee or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address, provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

Section 14.02 Signature to Notices

The signature of any Trustee or officer of the Association to any notice or document to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

Section 14.03 Computation of Time

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

Section 14.04 Proof of Service

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope, wrapper or electronic communication containing the notice or other document was properly addressed as provided in Section 14.01 of this By-law and put into a Post Office, a letter box or sent to an electronic mail address. A certificate of an officer of the Association in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Trustee, Officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, Trustee, Officer or auditor of the Association as the case may be.

Section 14.05 Error of Omission in Giving Notice

The accidental omission to give any notice to any Member, Trustee, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE XV. AUDITORS

Section 15.01 Auditors

Subject to Section 76 of the Act, at each annual meeting, the Members shall by ordinary resolution appoint:

- (a) an auditor to hold office until the close of the next annual meeting; or
- (b) a person to conduct a review engagement of the Association.

If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the Members or by the Trustees if they are authorized to do so by the Members and the remuneration of an auditor appointed by the Trustees shall be fixed by the Trustees. The Members may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

ARTICLE XVI.ADOPTION AND AMENDMENT OF BY-LAWS

Section 16.01 Amendment to By-Laws

The Board may from time to time in accordance with the Act amend or repeal and replace this By-law.

ENACTED as By-Law No. 3 of the Association by the Trustees at a meeting duly called and regularly held on the 19th day of January, 2023.

WITNESS the seal of the Association.

Karen Hulan, President

Jacob Aitcheson, Vice-President

CONFIRMED as By-Law No. 3 of the Association by the Members at a meeting duly called and regularly held on the 28th day of February, 2023.

Karen Hulan, President

Jacob Aitcheson, Vice-President