

Criminal Lawyers' Association

BY-LAW NO. 1.

Last approved by the Membership - November 27, 2009

A by-law relating generally to the transaction of the affairs of the Criminal Lawyers' Association.

PREAMBLE AND MISSION STATEMENT

The Criminal Lawyers' Association (CLA), incorporated in Ontario in 1971 under letters patent, is an organization of Ontario criminal defence lawyers formed solely for charitable, educational, scientific and legislative purposes.

The objectives of the association are:

- To foster and represent a strong and independent criminal defence bar and to preserve and defend the adversarial system of criminal justice;
- To honour and safeguard the legal rights enshrined in the Canadian Charter of Rights and Freedoms;
- To encourage study and research in the field of criminal defence practice;
- To disseminate by lectures, seminars and publications, any theories, techniques and technologies that support or promote the practice of criminal defence law;
- To sponsor meetings of members of the criminal defence bar and others concerned with the quality of criminal justice, to provide a forum for the exchange of ideas and information regarding the administration of criminal justice;
- To represent the interests of the criminal defence bar before the executive, legislative and judicial bodies which determine or influence criminal justice policy for the various levels of government.

BE IT ENACTED as a by-law of the Criminal Lawyers' Association as follows:

HEAD OFFICE

1. The head office of the Association shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

ORGANIZATION

3. (a) The Association shall be composed of members as defined in section 29 of these by-laws.
- (b) Each of the following areas shall be designated as a Local Region of the Association:
 - (i) Toronto
 - (ii) Ottawa
 - (iii) Kingston
 - (iv) Sudbury
 - (v) Sault St. Marie - Temiskaming
 - (vi) Thunder Bay - Kenora
 - (vii) Windsor
 - (viii) London
 - (ix) Waterloo - Wellington
 - (x) Hamilton
 - (xi) Niagara
 - (xii) Halton
 - (xiii) Huronia/Muskoka
 - (xiv) Durham - Victoria - Peterborough
 - (xv) Peel
 - (xvi) York Region
 - (xvii) Simcoe
 - (xviii) Rideau - St. Lawrence
- (c) The Governing Body, subject to ratification by a vote of the members, shall have the power to designate additional Local Regions and to define the territorial boundaries of each Local Region, following consultation with the members from that Region, and with the members from any Local Region whose boundaries abut the said Region. The Governing Body may terminate the designation of any Region, and amalgamate it with such other Local Region as seems appropriate subject to ratification by a vote of the full members.
- (d) Members of each Local Region shall have the right to form a Local Association for the purpose of:
 - (i) carrying on the aims of the Association in the Local Region;
 - (ii) meeting at regular intervals for educational and social purposes;
 - (iii) nominating directors to the Governing Body to be elected in accordance with 6(c);
 - (iv) electing officers of the Local Association;
 - (v) meeting with the local judiciary and/or court officials in order to resolve purely local issues of interest to the practice of criminal law; and
 - (vi) advising the Governing Body, through their directors, of any issues which, in their opinion, ought to be advanced or resolved by the Governing Body.

- (e) Each Local Region may, subject to the approval of the Governing Body, adopt a name, form an organization, and enact by-laws which are compatible with the aims and by-laws of the Association.
- (f) Any group of members may apply to the Governing Body to designate a new Local Region and to define its boundaries.

GOVERNING BODY

- 4. (a) The Governing Body shall be comprised of the Executive and the Directors.
- (b) The Executive shall be comprised of the President, three (3) Vice-Presidents, the Secretary, the Assistant Secretary, the Treasurer, and, subject to Section 4 (c), the Past President.
- (c) The President who held office in the term prior to that for which the current President was elected, if not also the current President, shall be a member of the Executive during the current term.
- (d) No more than two (2) Vice-Presidents shall be elected from among the members of the Toronto Local Region, and at least one (1) Vice-President shall be elected from among the members other than the members from the Toronto region.
- (e) The Directors shall be comprised of the Local Directors, the Provincial Directors and the Recent Call Directors.
- (f) Each Local Region, except Toronto, may elect one Local Director to the Governing Body. The Governing Body may, however, upon application by any Local Region, permit up to three (3) Directors to be elected from that Region, based on its population or the complexity of local issues; and the Governing Body, subject to a vote of the full members may, for any reason, reduce the number of Directors from any Local Region, other than Toronto, to no fewer than one (1). There shall be eight (8) Local Directors elected from the Toronto Region.
- (g) Provincial Directors may be elected in accordance with Sections 5 (h) and 5 (i).
- (h) Members of the Governing Body shall serve for a term of two (2) years. Any member of the Governing Body elected under Sections 7., 8. and 9. shall serve only the remainder of the two-year term in which elected. No person shall hold the position of President for more than two (2) full consecutive terms, in addition to any partial term pursuant to Section 7.

ELECTION OF THE EXECUTIVE

- 5. (a) At a date no less than ninety days prior to the date of the annual meeting, the Executive shall cause the Secretary to send by mail, to all full members in good standing, a notice indicating that nominations to the Executive should be received and the positions for which nominations are open for the particular election referred to. Nominations shall be received by the Secretary at the date no later than thirty days

- prior to the date of the annual meeting. The Secretary, upon the close of the nominations, shall forthwith prepare a secret ballot which shall be mailed to all full members in good standing of the Association, no later than twenty-one days prior to the date of the annual meeting. The ballots, in order to be recorded as a vote, must be received by the Secretary no later than 6:00 P.M. on the preceding day and time of the Annual Meeting.
- (b) No person may be nominated for more than one position either as a Director or an Officer of the Association.
 - (c) The Ballot shall allow one vote each for the positions which are subject of that year's elections.
 - (d) Each full member may vote for each available position on the Executive.
 - (e) In the case of a tie, the then presiding President of the Association shall cast a tie-breaking vote.
 - (f) Any nomination must be accompanied by the consent in writing of the person so nominated to stand for office, and by the signature of a seconder to the nomination.
 - (g) All secret ballots shall be counted on the day prior to the annual meeting, in the presence of not less than two scrutineers appointed by the Governing Body, and the results shall be announced at the annual meeting and conveyed to the members.
 - (h) Where a member, who is nominated for the office of President, is not elected to that office, but obtains at least thirty (30) per cent of the votes cast for that office, he or she shall, as a result, automatically be elected to membership in the Governing Body as a Provincial Director.
 - (i) Where a member, who is nominated for the office of Vice-President, is not elected to that office but obtains at least thirty (30) per cent of the votes cast for that office, he or she shall, as a result, automatically be elected to membership in the Governing Body as a Provincial Director.

ELECTION OF DIRECTORS

6.1 Local Directors

- (a) Where a previous agreement has been made with a Region by the Association, with a continuing proviso that the Region continues to represent and embrace all paid up members of the Association within the region, subject to review by the Governing body, that Region may continue to elect its Local Director to the Governing Body in accordance with its own by-laws.
- (b) Each full member of the association shall vote only for the Local Director(s) in the Local Region in which he or she practises law as determined by the address on file with the association.

- (c) At a date not less than ninety days prior to the Annual Meeting the Executive shall cause the Secretary to send by mail, to all full members in good standing, a notice indicating that member's Region and further indicating that nominations for that Region's Director(s) shall be forwarded to the Secretary to arrive at a date no later than 30 days before the date of the Annual meeting.
- (d) The Secretary, upon the close of nominations, shall forthwith prepare a secret ballot for each Region which shall be mailed to all full members in good standing of each respective Region twenty-one days before the annual meeting.
- (e) The ballots, in order to be recorded as a vote, must be returned to the head office of the Association in a sealed envelope to arrive no later than six o'clock of the day before the annual meeting.
- (f) The ballots are to remain sealed until counted by independent scrutineers, who shall report their findings by sealed envelope to the President.
- (g) The results shall be announced by the President at the annual meeting at the same time and in the same manner as the results of the election of the executive.
- (h) Any tie in the election of a Director shall be decided by a draw held at the first meeting following the annual meeting.
- (i) Any nomination of a Director must be accompanied by a letter of consent signed by the nominee and by a letter signed by the seconder of the nomination.

6.2 Recent Call Directors

- (a) Two (2) members shall be elected to serve as Recent Call Directors, one (1) of whom shall be elected from among the members in the Toronto Region and one (1) of whom shall be elected from among the members other than the members from the Toronto region.
- (b) Any full member that has not completed seven years at the Bar as at the date of the proposed election may stand for election as a Recent Call Director.
- (c) At the first annual meeting where the Recent Call Director position is approved, nominations for the two interim Recent Call Directors will be taken from the floor. Nominees must agree to let their name stand and the nomination must be seconded. Once there are no more nominations from the floor, the nominations are closed. A vote to fill the two positions will be taken by a show of hands of those full members present. The two Interim Recent Call Directors will serve only until the next general election. Election of the subsequent Recent Call Directors will follow the procedure set out in Section 6.2 (d) through (h).
- (d) At a date no less than ninety days prior to the date of the annual meeting, the Executive shall cause the Secretary to send by mail, to all full members in good standing, a notice indicating that nominations to the positions of Recent Call Director should be received and the positions for which nominations are open for the particular election referred to. Nominations shall be received by the Secretary at the date no

later than thirty days prior to the date of the annual meeting. The Secretary, upon the close of the nominations, shall forthwith prepare a secret ballot which shall be mailed to all full members in good standing of the Association, no later than twenty-one days prior to the date of the annual meeting. The ballots, in order to be recorded as a vote, must be received by the Secretary no later than 6:00 P.M. on the preceding day and time of the Annual Meeting.

- (e) The ballots are to remain sealed until counted by independent scrutineers, who shall report their findings by sealed envelope to the President.
- (f) The results shall be announced by the President at the annual meeting at the same time and in the same manner as the results of the election of the executive and the other Directors.
- (g) Any tie in the election of a Recent Call Director shall be decided by a draw held at the first meeting following the annual meeting.
- (h) Any nomination of a Recent Call Director must be accompanied by a letter of consent signed by the nominee and by a letter signed by the seconder of the nomination.

REPLACEMENT OF OFFICERS AND DIRECTORS

- 7. In the event that the President resigns, or for any reason is unable to complete the term for which he or she was elected, he or she shall be replaced in the following manner:
 - (a) The Vice-Presidents shall meet to nominate from among themselves, a candidate or candidates for the office of President. The three Vice-Presidents will then vote for the new President.
 - (b) In the event of a tie or a lack of a majority from the vote under Section 7 (a), there shall be a new vote called for the candidates nominated under Section 7 (a), and each Director and each member of the Executive shall be entitled to one (1) vote, by secret ballot, and if one candidate secures a majority of the votes so cast, he or she shall become President for the balance of the term which the outgoing President did not complete.
 - (c) In the event that no candidates are nominated under Section (a), or no President is elected under Sections 7 (b), any other member of the Executive and any Director may nominate any member of the Executive or any Director as a candidate for the office of President, and there shall be an election for the office of President from among those candidates, in accordance with Section 7 (b).
 - (d) In the event that no President is elected under the aforesaid procedures, the Secretary shall notify all members of the Association of the vacancy in the office of President, and shall call for nominations for the position within 30 days of the date of mailing of the notice; and an election shall be held, in accordance with Section 5, to the extent possible, and completed within 30 days of the close of nominations.

8. In the event that a Vice-President or other member of the Executive, other than the President, resigns, or for any reason is unable to complete the term for which he or she was elected, he or she shall be replaced in the following manner:
 - (a) In the case of a Vice-President from outside of Toronto, any member of the executive and any Director may nominate a candidate from among the Local Directors for the Local Regions other than Toronto, and all members of the executive and all Directors from all Regions shall be entitled to one (1) vote, by secret ballot, and the candidate who gains the greatest number of votes shall be elected to the office of Vice-President.
 - (b) In the case of a Vice-President from the Toronto Region or any other member of the Executive, other than the President or Past President, any member of the Executive and any Director may nominate a candidate from among all of the Local Directors, and the vacant office shall be filled by a vote in accordance with Section 8 (a).
9.
 - (a) In the event that a Local Director resigns, or is elected to a position on the Executive, or for any reason is unable to complete the term for which he or she was elected, the Secretary shall notify all members of that Local Region of the vacancy, and there shall be an election for that position for the balance of the term, in accordance with Section 6, to the extent possible.
 - (b) Should a Toronto Director be unable to continue in his or her office as a Director and therefore a vacancy occurs, such vacancy shall be filled by the Governing Body appointing the candidate in that Director's Region who polled the next highest number of votes. Where there was a tie, a draw shall be held to determine the person to fill the vacancy. Where only one candidate had run for the Director's position, the Governing Body, after consultation with the Region's members, shall appoint a new Director.
 - (c) Should a Recent Call Director be unable to continue in his or her office as a Director and therefore a vacancy occurs, such vacancy shall be filled by the Governing Body appointing the candidate who polled the next highest number of votes. Where there was a tie, a draw shall be held to determine the person to fill the vacancy. Where only one candidate had run for the Director's position, the Governing Body, after consultation with the Region's members, shall appoint a new Director. A Recent Call Director from the Toronto Region who is unable to continue must be replaced by another candidate from the Toronto Region, and a Recent Call Director from outside the Toronto Region who is unable to continue must be replaced by another candidate from a Region other than Toronto.

IMPEACHMENT

10. Any member of the Executive and/or Provincial Directors may be removed from office on the grounds of gross misconduct, abuse of office, or failure to execute the directives of the Governing Body.
11. Any five (5) Directors and/or members of the Executive may petition the Secretary or Assistant Secretary to remove a member of the Executive and/or Provincial Directors from office. Upon receipt of such a petition, the Secretary or Assistant Secretary shall

forthwith call a special meeting of the Governing Body, which shall take place within thirty days of the notice, and which shall state the purpose of the meeting, the name of the officer in question, and the grounds for impeachment.

12. The special meeting shall be chaired by the President, unless the President is the subject of the impeachment motion, in which case the meeting shall be chaired by a Vice-President, who shall be chosen by a majority vote of the Vice-Presidents, or, if they are unable to do so, by a majority vote of the Governing Body. The Executive and/or Provincial Director who is the subject of the impeachment motion shall be entitled to address the Governing Body in answer to the allegations against him or her, but shall then absent himself or herself from the room while a vote for or against impeachment occurs.
13. No member of the Executive and/or Provincial Director shall be removed from office unless 75 per cent of the Executive and Local Directors vote, by secret ballot, in favour of impeachment.
14. In the event that a President or Vice-President is removed from office, he or she shall be replaced in accordance with Sections 7 or 8 as the case may be.
15. The Governing Body may formulate such additional rules of procedure as may be necessary and expeditious to the determination of the impeachment issues, provided that such rules are not inconsistent with this by-law.
16. (a) Any five (5) members of any Local Region may petition the Governing Body to remove a Local Director for misconduct, and the Governing Body shall hold a hearing, at which the Local Director in question shall be permitted to address the Governing Body in answer to the allegations against him or her. The Governing Body, by a majority vote, may remove a Local Director from office, and order that a new election be held in that Region, in order to elect a Local Director for the balance of the term. The provisions of Sections 10 to 15 shall apply, *mutatis mutandis*, to any petition under this Section.

(b) Any five (5) members from the Toronto Region may petition the Governing Body to remove the Recent Call Director from the Toronto Region for misconduct, and the Governing Body shall hold a hearing, at which the Recent Call Director in question shall be permitted to address the Governing Body in answer to the allegations against him or her. The Governing Body, by a majority vote, may remove a Recent Call Director from office, and order that a new election be held, in order to elect a Recent Call Director for the balance of the term. The provisions of Sections 10 to 15 shall apply, *mutatis mutandis*, to any petition under this Section.

(c) Any five (5) members from outside the Toronto Region may petition the Governing Body to remove the Recent Call Director from outside the Toronto Region for misconduct, and the Governing Body shall hold a hearing, at which the Recent Call Director in question shall be permitted to address the Governing Body in answer to the allegations against him or her. The Governing Body, by a majority vote, may remove a Recent Call Director from office, and order that a new election be held, in order to elect a Recent Call Director for the balance of the term. The provisions of Sections 10 to 15 shall apply, *mutatis mutandis*, to any petition under this Section.

QUORUM AND MEETINGS OF THE GOVERNING BODY

17. Twelve members of the Governing Body shall form a quorum for the transaction of business. Except as otherwise required by law, the Governing Body may hold its meetings at such place or places as it may determine from time to time. No formal notice of any such meeting shall be necessary if all the members of the Governing Body are present, or if those absent have signified their consent to the meeting being held in their absence. The Governing Body's meetings may be formally called by the President or a Vice-President, or by the Secretary on direction in writing of three directors. Notice of such meetings shall be delivered, telephoned, sent by telephone transmission of a facsimile or by electronic mail of the notice calling the meeting to each member of the Governing Body not less than one day before the meeting is to take place, or shall be mailed to each member of the Governing Body not less than five days before the meeting is to take place. Strict compliance with this notice provision shall not be necessary if reasonable and diligent efforts to give actual notice have been made. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Governing Body may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A meeting of the Governing Body may also be held, without notice, immediately following the annual meeting of the Association. The Governing Body may consider or transact any business either special or general at any meeting of the Governing Body.

Meeting attendance: (a) if the Director fails to attend any two (2) consecutive meetings of the Board without reasons acceptable to the Board –or–
(b) if the Director fails to attend more than 25% of the board meeting within a calendar year without reasons acceptable to the Board.

When a director fails to meet the required attendance level, the attendance record will be presented to the board and subject to a majority vote, the Director may be removed from their position.

ERRORS IN NOTICE, GOVERNING BODY

18. No error or omission in giving such notice for a meeting of the Governing Body shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director or officer may at any time waive notice of any such meeting and may ratify and approve of any or all proceeding taken or had thereat.

VOTING, GOVERNING BODY

19. Questions arising at any meeting of the Governing Body shall be decided by a majority of votes of those present at the meeting, and shall be presided over by the President who shall vote only in case of a tie vote. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his duties may

be performed by a Vice-President or such other member of the Governing Body as it may from time to time appoint for the purpose.

POWERS

20. The Governing Body 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 Charter or otherwise authorized to exercise and do.

REMUNERATION OF THE GOVERNING BODY

21. (a) Members of the Governing Body shall receive no remuneration for acting as such.
- (b) The Governing Body may, from time to time, determine and authorize the payment of expenses of out of town members for attending meetings and for any member for attending meetings of other organizations, government or otherwise, when such member is authorized to make representations on behalf of the Association.
- (c) Notwithstanding Section 21. (a), the Governing Body may authorize a honorarium to be paid to the President in consideration for the work associated with the position, the amount to be determined at their discretion.

DUTIES OF THE PRESIDENT

22. The President shall, when present, preside at all meetings of the members of the Association. The President, with the Secretary or other officers appointed by the Board of Directors for the purpose, shall sign all by-laws and membership certificates. The President shall make all public statements in regard to the Criminal Lawyers' Association policy and positions or delegate a member of the Executive to do so. During the absence or inability of the President, his duties and powers may be exercised by a Vice-President or Director designated by the Governing Body at a meeting called for that purpose.

DUTIES OF THE SECRETARY AND ASSISTANT SECRETARY

23. (a) The Secretary shall be ex-officio clerk of the Governing Body. S/he shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall, from time to time, provide memorandums of the meetings of the Governing body, as approved by the President, for inclusion in any official "web site" of the Association. S/he shall be the custodian of the seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association which S/he shall deliver up only when authorized by a resolution of the Governing Body to do so and to such person or persons as may be named in the resolution, and S/he shall perform such other duties as may from time to time be determined by the Governing Body. The Secretary may delegate with supervision, all or part of these responsibilities to a paid administrator.

- (b) The Assistant Secretary shall assist the Secretary in his/her responsibilities.

DUTIES OF THE TREASURER

24. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Governing Body. S/he shall disburse the funds of the Association under the direction of the Governing Body, taking proper vouchers therefore and shall render to the Governing Body at the regular meetings thereof or whenever required of him, an account of all his/her transactions as Treasurer, and of the financial position of the Association. S/he shall also perform such other duties as may from time to time be determined by the Governing Body. The Treasurer may delegate with supervision, all or part of these responsibilities to a paid administrator.

DUTIES OF THE OTHER OFFICERS

25. The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Governing Body requires of them.

CONFLICT OF INTEREST

26. The Duty to the client is paramount, and the President or any other member of the Governing Body of the Criminal Lawyers' Association (hereinafter called "the Director"), shall not be precluded from accepting any brief on behalf of any client in their capacity as a Barrister and Solicitor. In the event that the representation of a client comes into conflict with a position adopted by, or an existing policy of the Association, the Director should immediately declare the existence of the apparent conflict and the Director shall not participate in any discussion or vote on anything relating to the matter, unless the Governing Body votes otherwise.

If the apparent conflict is that of the President, a Vice-President shall be designated by the Governing body to advance the position of the Association.

EXECUTION OF DOCUMENTS

27. Deeds, transfers, licences, contracts and engagements on behalf of the Association shall be signed by either the President or a Vice-President and by the Secretary, and the Secretary shall affix the seal of the Association to such instruments as require the same.

Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, a Vice-President, Treasurer or by any person authorized by the Governing Body.

Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the Governing Body may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Association may or shall be executed.

BOOKS AND RECORDS

28. The Governing body shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

29. (a) A full member of the Association shall be a member in good standing with the Law Society of Upper Canada, paid up as to fees and assessments, a significant portion of whose practice is devoted to the defense of criminal charges or a lawyer who devotes a significant portion of their efforts to the interests of the defense bar. No full-time Crown Attorney shall be a member of the Criminal Lawyers' Association. Only full members of the association have voting privileges and have the right to serve as an elected member of the governing body.
- (b) An honorary member of the Association shall be a lawyer or other person, who is elected by resolution of the Governing Body. Such honorary member shall not have a vote at the meetings of the Association. Every Past-President of the Association shall become without further process an honorary member. Nothing in this paragraph precludes an honorary member from being a full member of the Association.
- (c) An observer member shall be any person who shall apply for such membership and be granted same by the Governing Body. Such member shall pay dues as designated from time to time by the Governing Body.
- (d) A student member shall be a student-at-law or student in an accredited law school. Such member shall pay dues as designated from time to time by the Governing Body.
- (e) Applications for membership shall be subject to approval by a majority of the Governing Body and shall be in the form designated by the Governing Body. The application shall be forwarded, together with a fee as shall be from time to time determined by the Governing Body, to the Secretary of the Association who shall present such application for the approval of the Governing Body at the next meeting of the Governing Body after the receipts thereof.
- (f) All renewals of full members shall be accompanied by a certificate or other form as designated by the governing body as in paragraph (a) hereof.
- (g) Membership shall not in any way be restricted by member's gender, sexual orientation, race, colour, creed or religion.

TERMINATION OF MEMBERSHIP

30. (a) Every full member shall be a member in good standing of the Law Society of Upper Canada.
- (b) Any suspension of the membership designated in paragraph 30 (a) shall suspend the voting rights of a member until such suspension is terminated.
- (c) Any member under section 29 may have his/her membership revoked by a majority vote of the governing body.

DUES

31. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by the vote of the Governing Body. The Treasurer shall notify the members of the dues or fees at any time payable as outlined in the association's Policies and Procedures Manual and if they are not paid within 90 days of the date of such notice the members in default shall thereupon automatically cease to be members until such fees and other arrears are paid.

ANNUAL AND OTHER MEETINGS OF MEMBERS

32. (a) The Annual Meeting shall be held no later than the first of December at the head office of the Association or elsewhere in Ontario as the Governing Body shall appoint. Any other general meetings shall be held at such time and place as the governing Body may appoint provided that any general or annual meeting called to amend the by-laws of the Association shall be held with Metropolitan Toronto in the Province of Ontario.
- (b) At every annual meeting, in addition to any other business that may be transacted, the report of the Governing Body, the financial statement and the report of the auditors shall be presented, elections held in accordance with these by-laws, and Auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may transact and consider any business either special or general, except the amendment of these by-laws unless proper notice has been given therefore, at any meeting of members. The Governing Body or the President or a Vice-President shall have power to call at any time a general meeting of the Association. The Secretary of the Association shall call such a meeting when required to do so in writing by no less than 10 % of the full members. No public notices or advertisement of the Members' meeting annual or general shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or facsimile, 15 days before the time fixed for holding such meeting.

ERROR OR OMISSION IN NOTICE

33. No error or omission in giving notice of any annual or general meeting or adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meetings and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to

any member, director or officer or any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Association.

ADJOURNMENTS

34. Any meeting of the Association or of the Governing Body may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

35. A quorum for the transaction of business at any meeting of members shall not be less than 10% of the full members.

VOTING OF MEMBERS

36. (a) Subject to the provisions, if any, contained in the Letters of Patent of the Association, each full member of the Association shall at all meetings of members be entitled to one vote. Either the members at a general meeting, or the Governing Body, may allow or require any particular question put before the members to be voted by proxy so as to allow the whole of the full membership to vote on the question whether present at a general meeting or not. Where a vote by proxy is to be held, such proxy may only be given to a full member in good standing of the Association who, before voting, shall produce and deposit with the Secretary sufficient appointment in writing from his/her constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Association unless s/he has paid all dues or fees, if any, then payable by him/her.
- (b) At all meetings of members, every question shall be decided by a majority of the votes of the full members present unless otherwise required by the by-laws of the Association, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights have one vote, and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. The Chair shall not vote except in the case of a tie vote.

FINANCIAL YEAR

37. Unless otherwise ordered by the Governing Body, the fiscal year of the Association shall terminate on the 31st day of March in each year.

CHEQUES

38. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Governing Body and any two of such officers or agents may endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any two of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

NOTICE

39. Whenever under the provisions of the by-laws of the Association, notice is required to be given, such notice may be given either personally or facsimiled or by telephone transmission of a facsimile, electronic mail or by depositing same in a post office or a public letterbox, in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Association. A notice or other document so sent by post shall be held to be sent at a time when the same was deposited in a post office or public letter box as aforesaid, or if facsimiled shall be held to be sent when the same was handed to the telegraphed company or its manager. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Association.

BORROWING

40. The Governing Body may from time to time:
- (a) borrow money on the credit of the Association; or
 - (b) issue, sell or pledge securities of the Association; or
 - (c) share, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money or other debts, or any other obligation or liability of the Association.
41. From time to time, the directors may authorize any director, officer or employee of the Association or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the Governing Body may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

INTERPRETATION

42. In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa, and references to persons shall where appropriate include firms and corporations.

INDEMNIFICATION

43. The Association shall take all necessary steps to carry sufficient liability insurance to cover members of the Governing Body and their agents against any error in judgment, or for failure to take action on advice of counsel, or for anything done or omitted to be done in good faith. Directors shall be advised of any lapse or lack thereof in the insurance coverage.

AMENDMENT

44. These by-laws may be amended at any regular meeting called in accordance with these by-laws, a quorum being present, by a two-thirds vote of all members present either in person or by proxy, provided that notice of such proposed amendment shall have been mailed to each member at least fifteen days before such meeting. No amendment or addition to these by-laws can be made unless it has been presented to the Governing Body by notice in writing addressed to the Secretary at the head office of the Association at least thirty days before any meeting of the Association. The Governing Body may or may not support such amendment by resolution but shall see that appropriate notice of the amendment shall be forwarded to the members as required by this by-law.

Passed by the Governing Body this 21st day of October 2009.

President

Secretary

Approved by the Membership this 27th day of November 2009.

President

Secretary