

HAMILTON LAW ASSOCIATION BY-LAW 2-2011

A BY-LAW TO REPEAL AND REPLACE BY-LAW 1-97 Being a By-law to regulate the affairs of The Hamilton Law Association

WHEREAS the Hamilton Law Association (hereinafter “the Association”) is incorporated as a Corporation without share capital pursuant to Part III of *The Corporations Act*, R.S.O. 1990, Chapter C.38 for the purposes and objects of a professional association of Barristers and Solicitors and to provide a Law Library and legal education for the best interests of its members;

AND WHEREAS pursuant to Section 47 of By-law 1-97, passed the 27th day of May, 1997, and ratified the 12th day of June, 1997, the Board of Trustees may from time to time amend this by-law but such amendment shall not come into force until confirmed by two-thirds of the votes cast at an Annual Meeting of the members of the Association or a meeting of the members duly called for the purpose of considering such by-law amendment;

AND WHEREAS the Board of Trustees deems it advisable to repeal and replace the procedural by-law described above and to consolidate it to include By-law 1-99, passed the 12th day of May, 1999, and ratified the 29th day of June, 1999; By-law 1-2005, passed the 25th day of April, 2005, and ratified the 2nd day of June, 2005; By-law 1-2007, passed the 8th day of March, 2007, and ratified the 31st day of May, 2007; By-law 2-2007, passed the 12th day of September, 2007, and ratified the 29th day of May, 2008; By-law 1-2009, passed the 13th day of May, 2009, and ratified the 28th day of May, 2009; and By-law 1-2011 passed the 13th day of April, 2011, to be ratified the 2nd day of June, 2011.

NOW THEREFORE BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of The Hamilton Law Association (hereinafter called the “Association”) as follows:

THAT By-law 1-97, passed the 27th day of May, 1997, and ratified the 12th day of June, 1997, By-law 1-99, passed the 12th day of May, 1999, and ratified the 29th day of June, 1999; By-law 1-2005, passed the 25th day of April, 2005, and ratified the 2nd day of June, 2005; By-law 1-2007, passed the 8th day of March, 2007, and ratified the 31st day of May, 2007; By-law 2-2007, passed the 12th day of September, 2007, and ratified the 29th day of May, 2008; By-law 1-2009, passed the 13th day of May, 2009, and ratified the 28th day of May, 2009; and By-law 1-2011 passed the 13th day of April, 2011, to be ratified the 2nd day of June, 2011, be and are hereby repealed and replaced with the following:

OBJECTS

Objects of the Association

1. The objects of the Association shall be:
 - a) to serve the professional needs of the members of the Association by maintaining a Law Library for the shared use of the members, and authorized members of the public;

- b) to organize, promote and present programs for the continuing professional development of members of the Association;
- c) to publish and circulate newsletters and other materials for the information and professional development of the members of the Association;
- d) to receive, hold and dispose of funds received by the Association by way of bequest, gift, donation, grant or otherwise, for the purposes and objects of the Association;
- e) to provide a forum for communication among members through publications, special interest sections, special events and through ancillary membership services;
- f) to represent the members of the Association in relations with the Judiciary, Law Society, Government Agencies, the media and the public; and
- g) to generally undertake and promote such other matters or activities in a non-profit manner which would best serve the interests of the members of the Association as Barristers and Solicitors of Ontario.

MISSION

Mission

2. The mission statement for the Association shall be that the Association exists to enable its members to become successful, respected and fulfilled in their profession.

HEAD OFFICE

Head Office

3. The Head Office of the Association shall be in the District Court House in the City of Hamilton, in the Province of Ontario.

SEAL

Corporate Seal

4. The Corporate Seal, an impression of which is stamped in the margin hereof, shall be the Seal of the Association.

INTERPRETATION

Definitions

5. In this By-law:
 - a) "Association" means The Hamilton Law Association;
 - b) "Board" means the Board of Directors of the Association who shall be designated as "Trustees";
 - c) "Members" means Barristers and Solicitors who are members of the Association pursuant to its By-laws of the Association. These members shall be designated as regular members. "Judiciary Members" means members of the Bench including those retired. "Honorary Members" means persons admitted to limited membership in the Association pursuant to the By-laws of the Association. "Student Members" means persons admitted to limited membership pursuant to the By-laws of the Association; and
 - d) "Region" means The Regional Municipality of Hamilton-Wentworth.

BOARD OF TRUSTEES

6. a) The Board shall consist of twelve (12) Trustees , one of whom shall be the President, one of whom shall be the Vice-President, one of whom shall be the Secretary-Treasurer, plus the Immediate Past President (who shall not be included in the aforementioned number), all of whom shall be elected as follows:

Election of Trustees

- i. At each Annual Meeting of the members, Trustees shall be elected for a term of three years to replace the Trustees whose terms have expired in that year;
 - ii. the President, Vice-President and Secretary-Treasurer shall be elected for a term of one year at each Annual Meeting of the members; and
 - iii. upon expiration of the term of the President, such person shall serve as Immediate Past President as a Trustee ex-officio for a term of one year.
- b) Any member in good standing, whether a Trustee or not, is eligible to be elected as President, Vice-President or Secretary-Treasurer. In the event that a non-Trustee is elected to either office, such person shall be deemed to be a Trustee (whether elected a Trustee or not) and the term of such Trustee shall be deemed to run concurrently with the term of such person as President or Vice-President.

Term of Trustees

- c) No Trustee shall serve more than two consecutive terms of three years each as Trustee plus any terms served while holding the office of President, Vice-President, Secretary-Treasurer, or Past President.

Vacancies of the Board

- d) Vacancies on the Board of Trustees or among the Officers of the Association, caused by death, resignation, removal of one's legal practice from the Region, or otherwise ceasing to be a member, shall be filled by resolution of the Board, for the remainder of the term so vacated at a regular meeting of the Board.

Powers of the Board

- e) The Board shall manage the affairs of the Association and may from time to time make all such rules and regulations as may be required respecting such affairs, including but not limited to:
- i. the development and awarding of awards for members;
 - ii. to develop and execute fundraising initiatives and programs where necessary; and
 - iii. to set in consultation with the Secretary-Treasurer membership dues and sanctions for non or late payments.

Committees

- f) The Board may from time to time appoint Committees for such purposes and with such terms of reference as it deems advisable.

Staff

- g) Within a reasonable time following the coming into force of this by-law, the Board may appoint such staff of the Association as it may from time to time deem advisable. The Board may delegate to such persons such administrative authority and duties as the Board deems advisable, may establish such staff responsibilities, tasks and procedures as the Board deems advisable and the Board shall fix and cause to be paid remuneration to such persons, out of the funds of the Association. The Board shall have the authority to suspend, remove or discharge the staff appointed as aforesaid. Without limiting the generality of the foregoing, and subject only to Section 44 hereof, the Board may appoint an Executive Director, a Librarian and such other staff, or any combination thereof, as may be necessary and expedient to carry out the objects and achieve the mission statement of the Association.

Rules and Regulations

- h) The Board on recommendation of the Executive Committee shall from time to time make rules and regulations for the admittance to, operation and maintenance of the Law Library of the Association.

Classes of Members

- i) The Board has authority to admit to membership in the Association persons qualified as Barristers and Solicitors or Judiciary in Ontario and to designate classes of members of the Association including regular members, judiciary members, honorary members and student members with such privileges for the use of the Law Library, other services of the Association and voting privileges as it may by resolution deem advisable.

Admission to Membership

- j) The Board has authority to admit as members of the Association such other persons approved by the Board, and to the privilege of the use of the Law Library and other services of the Association for such period of time and subject to such restrictions as the Board may from time to time deem advisable. Such other persons may include Students-at-Law, Articled Clerks or other persons employed in the offices of members of the Association, and for admittance to the Law Library and use of other services of the Association, designated members of the public as the Board may from time to time determine by resolution.

**MEETINGS OF THE BOARD OF TRUSTEES
AND EXECUTIVE COMMITTEE**

Meetings of the Board and Executive Committee

- 7. The Board or the Executive Committee shall meet at least once each month in each year, except in the months of July and August, and at such time and place as the Board may by resolution determine or the President direct.

Quorum of Board

- 8. Six (6) members of the Board and four (4) members of the Executive Committee shall constitute a quorum for the transaction of business by the Board and the Executive

Committee respectively. The Board and the Executive Committee respectively, may adopt such rules of procedure for its meetings as it deems advisable and shall be guided by Roberts Rules of Order.

Absence of Trustee

9. The absence of any member of the Board from three (3) consecutive meetings of the Board or the Executive Committee without excuse acceptable to the Board shall result in the Trustee ceasing to hold office, and such person's place shall be filled for the remainder of the term by resolution of the Board.

OFFICERS OF THE ASSOCIATION

Officers

10. The Officers of the Association shall consist of the President, Vice-President, Secretary-Treasurer and Immediate Past President.

Term of Office

11. The President, the Vice-President and the Secretary-Treasurer of the Association shall hold office for one year from the date of the Annual Meeting of the members of the Association at which they were elected.

Immediate Past President

12. The Immediate Past President shall hold office, on an ex-officio basis, for a term of one year from the date of the Annual Meeting of the members of the Association at which the President was elected.

President

13. The President is the Chief Executive Officer of the Association and shall have the general supervision and charge and day-to-day direction of the business and affairs of the Association except only for such matters and duties as by by-law or resolution shall be transacted or performed by the Board, the Executive Committee or by the members at general meetings of the Association. He or she shall preside over all meetings of the Association and of the Board of Trustees and in his or her absence such duties shall be performed by the Vice-President who while so acting shall have all the duties and powers of the President, and in the absence of both the President and the Vice-President, a Chair pro tem shall be elected by the Board to preside at Board meetings and to discharge the duties of the President during such absence.

Vice-President

14. The Vice-President during the absence or inability to act of the President shall perform all the duties of the President and shall have all powers of the President during such absence or inability of the President to serve. The Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate or that the Board may prescribe.

Secretary-Treasurer

15. The Secretary-Treasurer shall enforce the rules and regulations of the Association and shall bring any breach thereof to the attention of the Board. The Secretary-Treasurer shall have the custody of the Corporate Seal of the Association, and shall, when

authorized by resolution of the Board seal all documents, contracts and papers. The Secretary-Treasurer shall receive and account for all the money of the Association due and owing to the Association, and pay all orders, invoices and accounts directed by the Board to be so paid, and shall present a correct statement of finances of the Association to the Board as requested by the President and annually shall present a statement of the finances of the Association at the Annual Meeting of the members. The Secretary-Treasurer shall keep such books of account as may be directed by the Board.

MEMBERS

Approval of Members

16. The Association shall consist of such members as may be approved by the Board from time to time. The names of such members shall be added or deleted by resolution of the Board as members of the Association as may from time to time be necessary by virtue of their being eligible to be or ceasing to be members of the Association.

Classes of Members

17. Members may only be admitted to membership by the Board. Such members shall be classified as regular members, judiciary members, honorary members, or student members. All regular members shall be Barristers and Solicitors in good standing with the Law Society of Upper Canada and who agree to comply with the provisions of the Articles of Incorporation, and agree to be bound by the By-laws, rules, regulations and Standards Guide of the Association, and who pay the required annual dues for members of the Association.

Honorary

18. Honorary members may be admitted to limited membership by the Board as non-voting members without payment of annual fees.

Student Members

19. The Board may by resolution admit student members to limited membership in the Association but such members shall not have voting rights or pay membership dues. Such members shall, however, be liable to pay fees charged by the Association for its programs or Committee activities. Student members shall be entitled to attend all educational and social functions of the Association upon payment of the appropriate charges and to receive the Association's Newsletter. Student members shall not be eligible to hold Office in the Association.

Annual Fees

20. Members of the Association with a law office in or out of the Region shall pay such annual fees as the Board may by resolution from time to time determine.
21. Membership in the Association is not transferable.

Loss of Membership

22. Any member failing to pay the required annual fee for a period of two months after the fee shall have become due and payable, shall after one month's notice by the Secretary of the Association, be expelled from membership in the Association. Such persons shall,

23. however, be entitled to be reinstated to membership upon payment of all arrears of membership dues of the Association to the date of such expulsion.

Expulsion of Member

24. Where the Board determines that a member has willfully or repeatedly contravened the By-laws, Rules and Regulations of the Association, the Board may request such member to resign, and if such member has not resigned within a month after being requested to do so, the Board may suspend such member from membership privileges and may call a special meeting of the members of the Association for the purpose of considering the expulsion of the member from the Association. Notice of such meeting of the membership shall be given in a manner to be determined by the Board. Such notice shall be given to the member so affected, and shall specify in the form of a resolution of the Board the specific purpose of the proposed meeting of the membership of the Association.

Forfeiture

25. Any member who shall withdraw, resign, be expelled, or cease to be a member of the Association shall forfeit any prepaid fees and all privileges in the Association.

MEETINGS OF MEMBERS

Annual Meetings of Members

26. A general meeting of the members of the Association shall be held annually on the first day in May or June or such other subsequent day in May or June as the Board may direct, and with not less than fifteen days' notice of the time and place of such meeting as fixed by the Board. Written notice shall be given to members of the Association and a copy of such notice shall be posted in a prominent place in the Law Library during such period of time.

Business at Annual Meeting

27. The Annual Meeting shall be considered a business meeting at which there shall be conducted an election from among the members, of the President, the Vice-President, the Secretary-Treasurer, and the other Trustees of the Association whose terms have expired. The Annual Meeting shall also receive and consider the Annual Reports of Officers and Chairpersons or Committees and otherwise deal with the affairs of the Association in compliance with the Agenda for the meeting and the By-laws, and no other business shall, except with the unanimous consent of the members present, be transacted at the Annual Meeting unless notice thereof by a member shall have been delivered to the Secretary-Treasurer of the Association and posted in the Library at least ten days before such Annual Meeting with particulars of such additional business set out in the notice. Roberts Rules of Order shall guide the procedures at the Annual Meeting.

Voting

28. At the Annual Meeting of the Association each paid up member with a law practice in the Region and present in person shall be entitled to one vote.

Quorum

29. A quorum at any Annual Meeting of the Association shall be not less than five percent of the paid up members of the Association, and present in person.

Election of Officers

- 30. At each Annual Meeting, the offices of President, Vice-President and Secretary-Treasurer shall be voted upon and filled by separate ballots of the eligible membership present.

Election of Trustees

- 31. At each Annual Meeting the Trustees to be elected by the membership shall be elected on one ballot with those Trustees receiving the most ballots filling the vacancies on the Board required to be filled at that meeting for the ensuing term.

Special Meetings

- 32. Special meetings of the members of the Association may be called by the President or in his or her absence, the Vice-President, within twenty days, and the President shall upon receiving the written request of not less than ten percent of the voting members of the Association stating the purpose of the meeting shall within twenty days call a special meeting of the members of the Association.

Notice of Meetings

- 33. Notice of the convening of special meetings of the Association shall be given in the manner provided for the giving of notice of the holding of the Annual Meetings of the Association.

Voting

- 34. At the meetings of members of the Association whether Annual or special, each member present shall be entitled to one vote. Only paid up members with a law practice in the Region shall be entitled to vote.

Quorum

- 35. A quorum at any special meeting of the Association shall consist of not less than five percent of the paid up members of the Association, and present in person.

NOMINATING COMMITTEE

Nominations

- 36. At least sixty days prior to an Annual Meeting of the Association, a Nominating Committee consisting of the Immediate Past President as Chair, the President and Vice-President and two additional members who are not Trustees but of whom one shall have been called to the Bar for not more than five years, shall meet to nominate a member of the Association for President, one member for Vice-President, one member for Secretary-Treasurer, and the number of members as detailed in Section 6 hereof as Trustees for a term of three years to replace those Trustees whose terms have expired, for the consideration of the members at the Annual Meeting of the Association. The Nominating Committee shall consider among its nominations of Trustees at least two members who have not previously served as Trustee, and shall have due regard to the desirability of a wide representation among the members of the Association. The Nominating Committee shall obtain the written consent of all members to be nominated, and the report of the Nominating Committee shall be posted in the Law Library and forwarded to each member of the Association by ordinary mail at least thirty days prior to the day of the Annual Meeting of the members of the Association. The Nominating Committee shall

also at the request of the President, meet to nominate to the Board the filling of any vacancy on the Board.

Additional Nominations

37. Additional nominations of the members of the Association may be submitted at the Annual Meeting for the office of President, Vice-President, Secretary-Treasurer, or Trustee, but such nomination shall be signed by at least two members of the Association and accompanied by the written consent of the nominees. Such nominations shall be posted in the Law Library and filed with the Secretary-Treasurer of the Association at least ten days prior to the Annual Meeting.

Voting for Nominees

38. No other nominations than those provided for in Sections 36 and 37 shall be presented or received at the Annual Meeting of the members of the Association. In the event there is more than one nomination for the office of President or Vice-President or Secretary-Treasurer, or if there are more nominations of the office of Trustee than the vacancies to be filled, an election shall be held by ballots at the Annual Meeting to be supervised by the secretary of the Meeting.

Reports of Officers and Committee Chairpersons

39. a) The Board shall lay before the Annual Meeting of the Members of the Association, by the appropriate officer, Reports of the affairs of the Association, which shall include:
- i. the number of members at the date of the previous Annual Report;
 - ii. the names of the members admitted during the year;
 - iii. the number of members at the date of the Report;
 - iv. a detailed statement of the assets and liabilities of the Association at the date of the Report and of the receipts and disbursements on account of the Association's business during the year to be certified by the Auditors of the Association; and
 - v. a list of meetings of the Board of Trustees and the attendance record of each Trustee during the year.
- b) Each Committee established by the Board shall by its Chair present a Summary Report of Committee Activities to be filed with the Secretary-Treasurer at the Annual Meeting.

MONEY, BANKING, AUDITORS AND SIGNING OFFICERS

Monies of Association

40. All monies of the Association shall be applied in such manner as the Board may deem advisable for managing the affairs of the Association.
41. All monies of the Association shall be deposited in an account with a Canadian chartered bank, the Province of Ontario Savings Office or a registered Trust Company, to the credit of the Association.

Signing Officers

42. All disbursements on account of the Association shall be paid by cheque signed by any two of: The President, Vice-President, Secretary-Treasurer and Executive Director.

STANDING COMMITTEES

Standing Committees of the Board

43. Without derogating in any way from the discretion of the Board to constitute from time to time other standing committees of the Board, there shall be the following standing committees of the Board:

a) **Executive Committee**

An Executive Committee, consisting of the President, the Vice-President, the Secretary Treasurer, the Chair of the Continuing Professional Development Committee and two other Board members the President may select, shall be constituted and have as its duties the following:

- i. to manage on a day-to-day basis the affairs and operations of the Association;
- ii. to review and report on relevant Association issues to the Board;
- iii. to coordinate relations and activities between the Association and staff;
- iv. to perform all tasks as are delegated by the Board from time to time;
- v. to receive and generate current communications of the Association with other bodies;
- vi. to deal with those issues not otherwise provided for, subject to Board approval;
- vii. to oversee, monitor and regulate all Library Services of the Association;
- viii. to manage and develop other services and benefits of the Association;
- ix. to oversee and manage all other services provided by the Association to members such as publications, binding and locker rentals; and
- x. to perform the function of liaison between the Bench and Bar and shall consider such matters that the Board, the members and the Bench request.

The Executive Committee shall meet at the call of the President, not less than eight (8) times a year. An Association staff person appointed by the Board shall sit as an ex-officio member of the Executive Committee.

b) **Continuing Professional Development Committee**

A Continuing Professional Development Committee, consisting of a Chair and Vice-Chair appointed by the President and six (6) to seven (7) members, six of whom should practise primarily in the respective areas of Real Estate, Wills and Trusts, Corporate Law, Civil Litigation, Criminal Law and Family Law, and at least one of whom shall have practised not more than five (5) years, shall be constituted and have as its duties the following:

- i. to develop continuing professional development programs, conferences and events for the Association;

- ii. to assess and interpret the needs and expectations of Association members regarding Continuing Professional Development;
- iii. to assess, revise, add and/or delete, as necessary, the existing Continuing Professional Development program; and
- iv. to manage, develop and coordinate Continuing Professional Development activities with other groups offering same such as the Law Society of Upper Canada and the Canadian Bar Association.

An Association staff person appointed by the Board shall sit, ex-officio, on the Continuing Professional Development Committee. The Committee shall meet when required throughout the year, but not less than three (3) times, with one such meeting to be in September and one such meeting to be in January during each fiscal year.

Chair and Vice-Chair of Committees

43. The Chair and, where possible, the Vice-Chair of each committee described in section 42 herein shall be Trustees of the Association.

LIBRARIAN

Duties of Librarian

44. Notwithstanding Section 6 i. hereof, the Board shall ensure at all times that there is a Librarian, whose duties shall be:
- a) to provide the expert advice, direction and control necessary to the operation, maintenance and improvement of the Association library and ancillary library services;
 - b) to directly supervise other library staff to the extent they are performing library related services;
 - c) to report to the Board or its delegate bi-monthly on the status of the collection, library services and the use thereof by Association members;
 - d) to provide recommendations, advice and direction in the form of written memoranda to the Board or its delegate in respect of the improvement and amendment to the library and ancillary library services; and
 - e) to sit as an ex-officio adviser on any committee the Board deems advisable.

EXECUTIVE DIRECTOR

Executive Director

45. a) The Board of Trustees is authorized to appoint an Executive Director;
- b) The Executive Director shall be responsible to the Board Trustees and nothing contained in this By-law shall be deemed to empower the Executive Director to perform, do or direct any act which shall in any manner or extent whatsoever encroach upon the Legislative powers of the Board of Trustees; and
- c) The Executive Director shall be the Chief Operation and Administrative Officer and shall be responsible to the Board of Trustees for the proper administration of the affairs of the Hamilton Law Association including the Anthony Pepe Memorial Law Library in accordance with objectives and policies approved by the Board of Trustees.

LAW SOCIETY

Law Society

46. The Regulations in force from time to time under the Law Society Act shall be deemed to be incorporated into this By-law insofar as any provision of such Regulations purport to affect the affairs of this Association.

BY-LAW APPLICATION AND AMENDMENTS

Repeal of By-laws

47. All By-laws of the Association heretofore made are hereby repealed. All rules and regulations of the Association heretofore made and which are inconsistent with this By-law, are hereby repealed. This By-law shall be administered by the Board of Trustees whose interpretation hereof shall be conclusive.

By-Law Amendments

48. The Board may from time to time amend this By-law but such amendment shall not come into force until confirmed by two-thirds of the votes cast at an Annual Meeting of the members of the Association or a meeting of the members duly called for the purpose of considering such By-law amendment.

Title of By-Law

49. This By-law may be known as the Regulatory By-Law of The Hamilton Law Association.

By-Law in Force

50. This By-law when passed by the Board shall only come into force and take effect on the date of its ratification by two-thirds of the members present and voting at the Annual General Meeting of the membership of the Association.

Notice

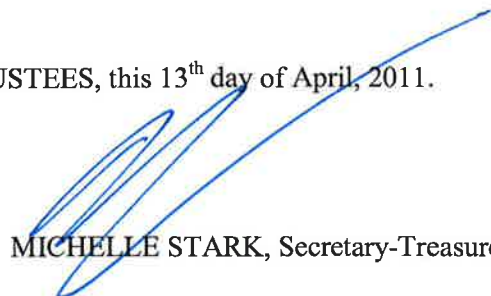
51. Notice of any annual or special meeting shall be given in writing by regular mail or electronic communication or publication in the HLA Journal, and by posting in a prominent place in the law library located at the headquarters of the Hamilton Law Association at 45 Main Street East, Suite 500, Hamilton, Ontario, L8N 2B7.

Notice sent by mail or via the HLA Journal shall be deemed delivered on the third business day after mailing. Notice sent by electronic communication shall be deemed delivered on the next business day. Notice sent by mail or via the HLA Journal or by electronic communication shall be sent to the most recent address in the records of the Association.

READ AND APPROVED BY THE BOARD OF TRUSTEES, this 13th day of April, 2011.



MICHAEL WINWARD, President



MICHELLE STARK, Secretary-Treasurer