

# THE HAMILTON LAW ASSOCIATION BY-LAW 1-2014

## A BY-LAW TO REPEAL AND REPLACE BY-LAW 2-2011 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 members of the Judiciary and to provide a Law Library and legal education for the best interests of its Members;

AND WHEREAS pursuant to Section 48 of By-law 2-2011, passed the 13<sup>th</sup> day of April, 2011, and ratified the 2<sup>nd</sup> day of June, 2011, the Board of Trustees may from time to time amend this bylaw 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;

NOW THEREFORE BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of the Association as follows:

THAT By-law 2-2011, passed the 13<sup>th</sup> day of April, 2011, and ratified the 2<sup>nd</sup> day of June, 2011, be and is hereby repealed and replaced with the following:

### OBJECTS

#### Objects of the Association

1. The objects of the Association as set out in its Letters Patent are:
  - a) to serve the professional needs of the Members 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 legal education of Members;
  - c) to publish and circulate news letters and other materials for the information and legal education of the Members;
  - d) to receive, hold and dispose of funds received by the corporation by way of bequest, gift, donation or grant, 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 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 nonprofit nature which would best serve the interests of the Members 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 John Sopinka Court House in the City of Hamilton, in the Province of Ontario, or at such other place in the Region as may be designated by the Board from time to time.

## 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) "Act" means the *Corporations Act*, R.S.O. 1990, c. C.38 or, when proclaimed, the *Not-for-profit Corporations Act*, 2010, S.O. 2010, c. 15 and, where the context requires, includes the regulations made under the applicable act, as from time to time amended;
  - b) "Association" means The Hamilton Law Association;
  - c) "Board" and "Board of Trustees" means the Board of Directors of the Association who shall be designated as "Trustees";
  - d) "Letters Patent" includes any articles of incorporation or articles of amendment under the Act;
  - e) "Members" means Regular Members and Associate Members as defined in Sections 17, 18 and 19 of this By-Law; and
  - f) "Region" means the City of Hamilton.

## 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 Past President (who shall not be included in the aforementioned number), all of whom shall be chosen as follows:

### Trustees

- i. At each Annual Meeting of the Members, Trustees shall be elected from the Regular Members for a term of up to three years to fill any vacancy caused by the expiry of the term of any existing Trustee. Existing Trustees may be re-elected for subsequent terms, subject to sub-paragraph 6(c).
- 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, provided that he or she continues to qualify as a Regular Member, serve as Past President and as a voting Trustee ex-officio for a term of one year.

### Officers

- b) Any Regular Member is eligible to be elected as President, Vice-President or Secretary-

Treasurer.

**Term of Trustees**

- c) No Regular Member shall serve more than six (6) years as a Trustee, provided that a Trustee may serve any additional terms required while holding the office of President, Vice-President, Secretary-Treasurer, or Past President.

**Vacancies of the Board**

- d) Other than with respect to the Past President, vacancies on the Board of Trustees or among the Officers of the Association, caused by death, resignation, or ceasing to qualify as a Regular Member, shall be filled by resolution of the Board, for the remainder of the term so vacated at a regular meeting of the Board. Any vacancy caused by the death, resignation or ceasing to qualify as a Regular Member of the Past President shall not be filled.

**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.

**Committees**

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

**Rules and Regulations**

- g) 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.

**Remuneration of Trustees**

- h) The Trustees shall serve as such without remuneration and no Trustee shall directly or indirectly receive any profit from occupying the position of Trustee; provided that:
  - i. Trustees may be reimbursed for reasonable expenses they incur in the performance of their Trustees' duties; and
  - ii. 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 any applicable conflict of interest provisions of the Act.

**Conflict of Interest**

- i) A Trustee who is in any way directly or indirectly interested in a contract or transaction, or proposed 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 or vote on any resolution to approve any such contract or transaction.

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

### **Meetings of the Board and Executive Committee**

7. The Board and the Executive Committee shall each meet at least eight (8) times in each year, and at such time and place as the Board may by resolution determine or the President directs.

### **Quorum of Board**

8. Seven (7) 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 may, at the option of the Board, result in the Trustee ceasing to hold office, and in such event such person's place shall be filled for the remainder of the term by resolution of the Board. The Board shall send any such absent Trustee prior written notice of any proposal to remove the Trustee from the Board and shall provide such Trustee with a reasonable opportunity to respond to such proposal.

## **OFFICERS OF THE ASSOCIATION**

### **Officers and Terms of Office**

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

### **Past President**

11. The 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 successor President is elected.

### **President**

12. The President is the Chief Executive Officer of the Association and shall preside over all meetings of the Association, the Board of Trustees and the Executive Committee 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 meetings of the Board and of the Executive Committee and to discharge the duties of the President during such absence.

### **Vice-President**

13. 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**

14. The Secretary-Treasurer shall report on financial matters to the Board and to the Members, including the presentation of interim and annual financial statements to the Board and the presentation of annual audited financial statements to the Members at the Annual Meeting. The Secretary-Treasurer shall also perform such duties and exercise such powers as the President may from time to time delegate or that the Board may prescribe.

### **EXECUTIVE DIRECTOR**

#### **Executive Director**

15. a) The Board of Trustees is authorized to appoint an Executive Director;
- b) The Executive Director shall be responsible to the Board of 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 powers of the Board of Trustees;
- c) The Executive Director shall be the Chief Operating and Administrative Officer and shall be responsible to the President and the Board of Trustees for the proper administration of the affairs of the Association including the Anthony Pepe Memorial Law Library (the "Law Library") in accordance with objectives and policies approved by the Board of Trustees;
- d) The responsibilities of the Executive Director shall include the following:
- i. to hire staff and provide for the training, instruction and performance review of staff, as well as all other matters related to staff except the power to set compensation for permanent staff or to dismiss permanent staff without Board approval;
  - ii. to coordinate relations and activities between the Association and staff;
  - iii. to oversee, monitor and regulate all library services of the Association;
  - iv. to manage and develop other services and benefits of the Association; and
  - v. to perform all tasks as are delegated by the Board from time to time.

### **PROTECTION OF TRUSTEES AND OFFICERS**

16. (a) No Trustee, Officer or committee member of the Association shall be liable for the acts, neglects or defaults of any other Trustee, Officer, committee member, volunteer or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or with which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that he or she has:

- (i) complied with the Act and the Association's Letters Patent and By-laws; and
- (ii) exercised his or her powers and discharged his or her duties in accordance with the Act.

(b) The Association shall indemnify a Trustee or Officer of the Association or a former Trustee or Officer of the Association against all costs, charges and expenses, including an amount paid

to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Association.

(c) The Association may advance money to a Trustee, Officer or other individual referred to in sub-paragraph (b) for the costs and expenses of an action or proceeding referred to in that sub-paragraph, but the individual shall repay the money if the individual does not fulfill the conditions set out in sub-paragraph (d).

(d) The Association shall not indemnify an individual under sub-paragraph (b) unless,

(i) the individual acted honestly and in good faith with a view to the best interests of the Association; and

(ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

(e) The Association may purchase and maintain insurance for the benefit of an individual described in sub-paragraph (b) against any liability incurred by the individual in the individual's capacity as a Trustee or Officer of the Association.

## **MEMBERS**

### **Classes of Members**

17. Membership in the Association shall consist of individuals who are either Barristers and Solicitors in good standing with the Law Society of Upper Canada or members of the Judiciary, and who have been accepted into membership in the Association by resolution of the Board. There shall be two (2) classes of membership: Regular Members and Associate Members. The Board has absolute discretion in the classification of Members.

### **Regular Members**

18. All Regular Members shall be Barristers and Solicitors in good standing with the Law Society of Upper Canada who are employed or carry on business primarily within the Region as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Letters Patent, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Regular Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the Act.

### **Associate Members**

19. All Associate Members shall be Barristers and Solicitors in good standing with the Law Society of Upper Canada who are not employed or carry on business primarily within the Region as determined by the Board in its sole discretion, or members of the Judiciary, who agree to comply with the provisions of the Letters Patent, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the Act.

### **Privileges Granted to Non-Members**

20. The Board may by resolution grant privileges from time to time to members of the Judiciary who are not Members of the Association, former Members of the Association who are

worthy of honorary status, law students or others on such terms and conditions as the Board may determine from time to time. Such individuals shall have such privileges as the Board may determine, but shall not be Members of the Association and shall not have any voting rights. These privileges may include use of the Law Library and access to other services of the Association.

**Annual Fees**

- 21. Regular and Associate Members shall pay such annual fees as the Board may by resolution determine from time to time. Such fees payable by a Member may be based on the status of the Member as a Regular or Associate Member, or on seniority, occupation or such other basis as the Board may determine from time to time.

**Non Transferability**

- 22. Membership in the Association is not transferable and automatically terminates if the Member resigns or if such membership is otherwise terminated in accordance with this By-Law.

**Expiration of Membership**

- 23. The term of membership of any Member who fails to pay the required annual fee within two months after the annual fee becomes due and payable shall automatically expire. Such individuals shall be entitled to apply for a new term of membership upon payment of all arrears of annual fees for the current year.

**Expulsion of Member**

- 24. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws of the Association. The notice shall set out the reasons for the proposed disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the proposed disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership. Disciplinary action which the Board may impose shall include, without limitation: i) withholding, for a certain period of time or permanently, any right or privilege conferred upon a Member by his or her membership in the Association; or ii) imposing a fine not to exceed twice the Member's annual membership fee.

**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. An annual 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.

**Notice**

- 27. Not less than ten and not more than fifty days' written notice of the time and place of any annual or special Members' meeting shall be given to each Member and to the Association's auditor by prepaid mail, facsimile, or email. Notice shall also be provided by posting in a prominent place in the Law Library. Notice shall be sent to the Member's latest address, facsimile number or email address as shown in the records of the Association. 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. No error or accidental omission in giving notice of any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

### **Business at Annual Meeting**

28. The Annual Meeting shall be considered a business meeting at which there shall be conducted an election of the President, the Vice-President, the Secretary-Treasurer, and Trustees to fill any vacancy on the Board caused by the expiry of the term of any existing Trustee. The Annual Meeting shall also receive and consider the Annual Reports of Officers and chairs of Committees and otherwise deal with the affairs of the Association in compliance with the Agenda for the meeting and the By-laws. No other item of business shall, except with the unanimous consent of the Regular Members present, be included on the agenda for the Annual Meeting unless a Member's proposal has been given to the Secretary-Treasurer prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting. Roberts Rules of Order shall guide the procedures at the Annual Meeting.

### **Voting**

29. Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:
- a) each Regular Member shall be entitled to one vote at any meeting;
  - b) votes shall be taken by a show of hands among all Regular Members present, subject to subparagraph (g);
  - c) an abstention shall not be considered a vote cast;
  - d) before or after a vote has been taken on any question, the chair of the meeting may require, or any Regular 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;
  - e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
  - f) whenever a vote 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; and
  - g) commencing on the third anniversary of the date on which this By-Law is ratified by the Members, Regular Members shall be entitled to vote by one of: (i) mail, (ii) electronically, or (iii) by telephone, as may be determined by the Board and approved by the Regular Members from time to time. The Board shall determine the rules governing such voting method. For greater certainty, voting in person or by one of the aforementioned absentee voting methods shall be the only methods of voting permitted.

### **Quorum**

30. Quorum for the transaction of business at any Members' meeting shall be not less than five percent of the Members entitled to vote at the meeting and present in person, or participating by



one of the methods described in paragraph 29(g). 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.

### **Election of Officers**

31. At each Annual Meeting, the secretary of the meeting shall present the candidates proposed by the Nominating Committee for the offices of President, Vice-President and Secretary-Treasurer to the Regular Members for election. If additional nominations have been submitted in compliance with Section 35 hereof, the secretary of the meeting shall also present the additional nominees. If there are more nominees than vacancies, an election shall be held by written ballot.

### **Election of Trustees**

32. At each Annual Meeting at which an election of Trustees is required, the secretary of the meeting shall present the candidates proposed by the Nominating Committee to the Regular Members for election. If additional nominations have been submitted in compliance with Section 35 hereof, the secretary of the meeting shall also present the additional nominees. If there are more nominees than vacancies, an election shall be held by written ballot.

### **Special Meetings**

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

## **NOMINATING COMMITTEE**

### **Nominations**

34. At least sixty days prior to an Annual Meeting of the Association, a Nominating Committee consisting of the Past President as chair, the President and Vice-President and two additional Regular 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 Trustee of the Association for President, one Trustee for Vice-President, one Trustee for Secretary-Treasurer, and the number of Regular Members as detailed in Section 6 hereof as Trustees for a term of three years to fill any vacancy caused by the expiry of the term of any existing Trustee, for the consideration of the Regular Members at the Annual Meeting of the Association. The Nominating Committee shall consider among its nominations of Trustees at least two Regular 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 Regular Members and Trustees 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 prepaid mail, facsimile, or email at least thirty days prior to the day of the Annual Meeting of the Members of the Association. The Nominating Committee shall also meet to nominate candidates to fill any vacancy of Trustees or officers, if requested to do so by the President, or in his or her absence by the Vice-President.

### **Additional Nominations**

35. Additional nominations of the Regular Members of the Association may be submitted for Trusteeship and Officers to the Secretary-Treasurer of the Association at least ten days prior to the Annual Meeting. Such nomination must be signed by at least two Regular Members of the Association, not including the nominee, and accompanied by the written consent of the nominee. Any such nominations shall be posted in the Law Library.

### **Voting for Nominees**

36. No other nominations than those provided for in Sections 34 and 35 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 for 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 Chair**

37. 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 together with the Report of 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 AND SIGNING OFFICERS**

### **Monies of Association**

38. All monies of the Association shall be applied in such manner as the Board may deem advisable for managing the affairs of the Association.

### **Banking**

39. 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**

40. 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**

41. 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 oversee the day to day affairs and operations of the Association between Board

- meetings;
- ii. to review and report on relevant Association issues to the Board;
- iii. to perform all tasks as are delegated by the Board from time to time;
- iv. to receive and generate current communications of the Association with other bodies;
- v. to deal with those issues not otherwise provided for, subject to Board approval;
- vi. to oversee all services provided by the Association to Members; and
- vii. to perform the function of liaison between the Bench and Bar in accordance with any policies of the Board in existence from time to time, and to 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.

**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) Regular 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; and
- iii. to assess, revise, add and/or delete, as necessary, the existing Continuing Professional Development program.

The Committee shall meet when required throughout the year, but not less than three (3) times a year.

**Chair and Vice-Chair of Committees**

42. With respect to the Continuing Professional Development Committee and any other committee created under Section 41 other than the Executive Committee, the chair and, where possible, the vice-chair of each committee described in Section 41 herein shall be Trustees of the Association.

**LIBRARIAN**

**Duties of Librarian**

43. 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 from time to time 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.

## **LAW SOCIETY**

### **Law Society**

44. The Regulations in force from time to time under the *Law Society Act*, R.S.O. 1990, c. L.8, shall be deemed to be incorporated into this By-law insofar as any provision of such Regulations affects the affairs of this Association.

## **BY-LAW APPLICATION AND AMENDMENTS**

### **Repeal of By-law**

45. By-law 2-2011, passed the 13<sup>th</sup> day of April, 2011, and ratified the 2<sup>nd</sup> day of June, 2011 is 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**

46. 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**

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

### **By-Law in Force**

48. 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 entitled to vote and present at the Annual General Meeting of the membership of the Association.

READ AND APPROVED BY THE BOARD OF TRUSTEES, this 23rd day of April, 2014.

President

Secretary-Treasurer