

THE HAMILTON LAW ASSOCIATION

The Hamilton Law Association exists to enable its members to become successful, respected and fulfilled in their profession.

45 Main Street East, Suite 500

Hamilton, Ontario L8N 2B7

Telephone (905) 522-1563

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Website: <http://www.hamiltonlaw.on.ca>



THE ANNUAL GENERAL MEETING OF THE HAMILTON LAW ASSOCIATION

Thursday May 4th, 2023

4:00 p.m.

AGENDA

1. Greetings and Land Acknowledgement (David van der Woerd)
2. Appointment of the Chair and Recording Secretary of the Meeting (David van der Woerd and Shega Berisha respectively)
3. Declaration that the Notice of Meeting has been properly served and a quorum is present (David van der Woerd)— attachment provided **(page 3)**
4. Motion to accept the minutes of the previous Annual General Meeting (David van der Woerd)— attachment provided **(pages 4-7)**
5. Acknowledgement of Dignitaries (David van der Woerd)
6. President's Remarks (David van der Woerd)
7. Motion to ratify Articles of Amendment, passed on the 19th day of April 2023 relating to classes of membership (David van der Woerd)— attachment provided **(pages 8-13)**
8. Motion to ratify By-law of the Association, being By-law 1-2023, which was read and approved by the Board of Trustees on the 19th day of April 2023, relating the requirements of the *Not-for-Profit Corporations Act* (Ontario), 2010 and repealing By-law 1-2014, passed the 23rd day of April 2014, and ratified the 29th day of May 2014, By-law 1-2019 passed on the 20th day of March 2019, and ratified on the 30th day of May 2014, By-law 2-2019 passed on the 20th day of March 2019, and ratified on the 30th day of May 2014, By-law 3-2019 passed on the 20th day of March 2019, and ratified on the 30th day of May 2014, By-law 4-2019 passed on the 20th day of November 2019, and ratified on the 20th day of May 2020, and By-law 1-2020 passed on the 15th day of April 2020, and ratified on the 20th day of May 2020 (David van der Woerd)— attachment provided **(pages 14-31)**
9. Motion to ratify all acts by Board of Trustees from previous year (David van der Woerd)
10. Treasurer's Report for 2022 (Andrew Keesmaat)

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11. Motion to approve the 2022 Financial Statements (Andrew Keesmaat)— attachment provided **(pages 32-43)**
12. Motion to appoint the firm of Taylor Leibow LLP as the official Auditors for 2023 and to obtain authority for the Trustees to fix their remuneration (Andrew Keesmaat)
13. Report of the Nominating Committee (Andrew Confente)— attachment provided **(page 44)**
14. Motion to acclaim the President, Vice-President, Secretary-Treasurer, and four Trustees of The Hamilton Law Association (Andrew Confente)
15. FOLA Gift Presentation (Douglas Judson)
16. President’s Closing Remarks (Hussein Hamdani)
17. Adjournment

Thank you to our generous sponsors for today’s meeting & reception:



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NOTICE OF MEETING

The Annual Meeting of The Hamilton Law Association will be held at The Hamilton Club, on **Thursday, May 4th, 2022** beginning at 4:00 p.m. for the purposes of:

1. Receiving and considering the Minutes of the Previous Annual General Meeting and the Annual Report, ratifying Articles of Amendments that was read and approved by the Board of Trustees on April 19th, 2023, ratifying By-law 1-2023 that was read and approved by the Board of Trustees on April 19th, 2023, ratifying Acts of the Board for the Previous Year and otherwise dealing with the affairs of the Association;
2. Receiving and approving the Financial Statements and the Auditors' Report for the year ending December 31, 2022;
3. Appointing auditors for the year ending December 31, 2023;
4. Electing the President, Vice-President, Secretary-Treasurer, electing two Trustees and re-electing two Trustees of the Association;
5. Transacting such further business as may properly come before the meeting.



David van der Woerd,
President

ANNUAL GENERAL MEETING OF THE HAMILTON LAW ASSOCIATION

Wednesday, May 19, 2022

4:00 p.m.

The Hamilton Club

MINUTES

Trustees: Andrew Confente (presiding), Jennifer Cooper, Laura Dickson, David van der Woerd, Colleen Yamashita, Eric Nanayakkara, Andrew Keesmaat, and Mary Grosso.

Members: Mark Giavedoni, Allen Wynperle, Andrew Spurgeon, Kristen Hughes, David Sherman, Robert Hooper, Patric Mackesy, James Orme Jeffrey Goit, Andrea Hill, Taran Hoogsteen, Wesley Jamieson, Gregory Mallia, Michaela Newman, Katerina Svozilkova, Rosamund Taylor, Claire Wilkinson, Marcela Rincon, Drew Hall, Thomas Lazier, John Lewis, George Limberis, Marcel Mongeon, Peter Boushy, Anders Knudson, Derek Schmuck, Michele Ballagh, Sean Andrade, and Valerie Edward.

Staff: Rebecca Bentham, Shega Berisha, Nicole Strandholm, Kubra Solmaz, Stephanie Zordan, and Wendy Spearing.

Guests: Darren Salmond (Auditors – Taylor Leibow LLP)

Sponsor: Henderson Structured Settlements

1. Appointment of the Chair and Secretary of the Meeting

Andrew Confente began the meeting with a land acknowledgement. Andrew Confente called the meeting to order. Andrew Confente appointed himself as Chair, welcomed, and thanked all members and guests for their attendance to, and participation in The Hamilton Law Association's 2022 Annual General Meeting in-person at the Hamilton Club. Andrew Confente reviewed the procedures for the meeting for members in attendance.

2. Notice of Meeting

Andrew Confente was informed by Rebecca Bentham, the Executive Director of The Hamilton Law Association, that written notice was given to the members of the Association in the manner described and within the time set out in section 30 of By-Law 1-2014 which was read and approved on the 23rd day of April 2014. Andrew Confente was informed that a quorum for this

annual meeting existed. Andrew Confente declared that the Notice of Meeting had been properly served and that a quorum was present.

3. Minutes of the Previous Meeting

Andrew Confente accepted the minutes of the previous annual meeting, dated May 27th, 2021, as presented. The minutes were circulated to the attendees prior to the meeting. The minutes were accepted as presented.

4. Introduction of Dignitaries

Andrew Confente acknowledged the attendance of several dignitaries at the meeting including Regional Bencher, Andrew Spurgeon; OTLA Past President & FOLA Central South Regional Representative, Allen Wynperle; Hamilton Law Association Past Presidents Mark Giavedoni, Allen Wynperle, Andrew Spurgeon, Kristen Hughes, David Sherman, Robert Hooper, and Patric Mackesy. He also acknowledged Life Members, as well as Ed Orzel Award and Aemilius Irving Award recipients in attendance.

5. President's Remarks

Andrew Confente recognized and thanked the following members of the Board of Trustees for the 2021-2022 term: Justice Kathleen Bingham, Li Cheng, Jennifer Cooper, Kanata Cowan- *Past President*, Laura Dickson, Mary Grosso, Hussein Hamdani- *Secretary Treasurer*, Andrew Keesmaat, Paul Lawson, Eric Nanayakkara, David van der Woerd- *Vice President*, and Colleen Yamashita.

Andrew Confente referred the attendees to the 2021 Annual Report, which was provided electronically to the attendees prior to the meeting. It was noted that the previous year was a busy year for the Association, and that the reports of the various Hamilton Law Association Subcommittees, the Strategic Action Plan Update, and 2021 HLA Seminar flyers can be found in the Annual Report.

Andrew Confente thanked the Executive Director, Rebecca Bentham and all the HLA staff Shega Berisha, Kubra Solmaz, Wendy Spearing, Nicole Strandholm, and Stephanie Zordan for their work in the 2021 year.

Andrew Confente thanked Kanata Cowan for her service on the board as Past President, and welcomed David van der Woerd as the incoming President.

6. Motion to Ratify all Acts by the Board of Trustees

Andrew Confente called for a motion to ratify all acts by the Board of Trustees from the previous year. James Orme moved, and Andrew Keesmaat seconded the motion. Motion carried.

7. Treasurer's Report and Financial Statements for 2022 & Appointment of Auditors

David van der Woerd referred to the year-end financial statements contained in the Annual Report and noted to those in attendance the key financial highlights found there. He also noted that the 2021 audited financial statements of The Hamilton Law Association are contained in the Annual Report. The Annual Report was circulated to the attendees prior to the meeting.

David van der Woerd moved, and Kirsten Hughes seconded, that the financial statement for the year ending December 31, 2021, be accepted as presented. Motion carried.

David van der Woerd moved, and Eric Nanayakkara seconded, that the firm of Taylor, Leibow LLP be appointed as Auditors for The Hamilton Law Association for the year ending December 31st, 2022, and that the Trustees be and are hereby authorized to fix their remuneration. Motion carried.

8. Report of the Nominating Committee

Andrew Confente presented the report of the Nominating Committee on behalf of Kanata Cowan, Past President and Nominating Committee Chair:

Nominees for Officers of the Executive Committee are:

President – David van der Woerd
Vice-President – Hussein Hamdani
Secretary-Treasurer – Andrew Keesmaat

Nominees for Trustees are:

Mary Grosso (for a second three-year term)
Andrea Hill (for a first three-year term)
Larissa Bazoian (for a first three-year term)

Returning Trustees are:

Andrew Confente (Past-President)
Li Cheng
Jennifer Cooper
Laura Dickson
Paul Lawson
Eric Nanayakkara
Colleen Yamashita

Andrew Confente called for a motion to acclaim the nominees above. Andrew Confente moved, and Andrew Keesmaat seconded the motion. Motion carried.

There being no other nominees in accordance with the requirements of By-Law 1-2014 dated the 23rd day of April 2014, the above-noted Officers and Trustees were acclaimed.

9. President's Closing Remarks

David van der Woerd thanked Andrew Confente for serving as President and acknowledged that Kanata Cowan and Madam Justice Bingham will be leaving the Board of Trustees. David van der Woerd congratulated Andrea Hill and Lacey Bazoian for joining the Board of Trustees and to Mary Grosso for her acclamation for a second three-year term.

David van der Woerd commended all The Hamilton Law Association Committee Chairs and Vice-Chairs for their work over the past year and referred the attendees to the Annual Report for all committee reports.

David van der Woerd thanked Wendy Spearing for her hard work as the Financial Manager of the Association and congratulated her on her upcoming retirement. He thanked Rebecca Bentham, the Executive Director for being paramount in the success of the Association. David van der Woerd thanked the members and dignitaries for their support over the years. The meeting was adjourned.

MINUTES OF A MEETING OF THE DIRECTORS OF THE HAMILTON LAW ASSOCIATION (the "Corporation") held [*at the Registered Head Office of the Corporation*], on the 19th day of April, 2023.

Present:

David van der Woerd (President), Andrew Confente (Past-President), Hussein Hamdani (Vice-President), Andrew Keesmaat (Secretary-Treasurer), Lacey Bazoian, Li Cheng, Jennifer Cooper, Laura Dickson, Mary Grosso, Andrea Hill, Paul Lawson, Eric Nanayakkara, and Colleen Yamashita.

being all of the directors of the Corporation.

With the consent of the meeting, David van der Woerd acted as Chair of the meeting and Shega Berisha acted as Secretary of the meeting.

CONSTITUTION OF MEETING

The Chair stated that all of the directors of the Corporation were personally present and had waived notice of the meeting. The Chair therefore declared the meeting to be regularly constituted for the transaction of business.

ARTICLES OF AMENDMENT

On motion duly made, seconded and carried unanimously,

BE IT RESOLVED AND IT IS HEREBY RESOLVED by the board of directors of the Corporation that:

1. in the best interests of the Corporation and its members, the Corporation should apply for a Certificate of Amendment by filing Articles of Amendment, pursuant to and in compliance with the *Not-for-Profit Corporations Act* (Ontario), with the Ministry of Public and Business Service Delivery of Ontario in order to provide that the Corporation have exactly thirteen (13) directors who are to be elected at the annual meeting of the members, and to authorize the establishment of sixteen (16) classes of members with the following rights, privileges and restrictions:
 - a. Regular Full-Time Members shall be entitled to receive notice of and to attend all meetings of the members of the corporation and each Regular Full-Time Member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class. Regular Full-Time Members are eligible to serve as directors and/or officers of the corporation, to serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, and required to pay annual dues, as determined by the board of directors of the Corporation from time to time;
 - b. Regular Crown Members shall be entitled to receive notice of and to attend all meetings of the members of the corporation and each Regular Crown Member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote

separately as a class. Regular Crown Members are eligible to serve as directors and/or officers of the corporation, to serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, and required to pay annual dues, as determined by the board of directors of the Corporation from time to time;

- c. Regular Part-Time Members shall be entitled to receive notice of and to attend all meetings of the members of the corporation and each Regular Part-Time Member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class. Regular Part-Time Members are eligible to serve as directors and/or officers of the corporation, to serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, and required to pay annual dues, as determined by the board of directors of the Corporation from time to time;
- d. Regular New Members shall be entitled to receive notice of and to attend all meetings of the members of the corporation and each Regular New Member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class. Regular New Members are eligible to serve as directors and/or officers of the corporation, to serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, and required to pay annual dues, as determined by the board of directors of the Corporation from time to time;
- e. Regular Not Engaged in Remunerative Work Members shall be entitled to receive notice of and to attend all meetings of the members of the corporation and each Regular Not Engaged in Remunerative Work Member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class. Regular Not Engaged in Remunerative Work Members are eligible to serve as directors and/or officers of the corporation, to serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, and required to pay annual dues, as determined by the board of directors of the Corporation from time to time;
- f. Regular Life Members shall be entitled to receive notice of and to attend all meetings of the members of the corporation and each Regular Life Member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class. Regular Life Members are eligible to serve as directors and/or officers of the corporation, to serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, and required to pay annual dues, as

determined by the board of directors of the Corporation from time to time;

- g. Associate Full-Time Members shall not be entitled to attend members' meetings, unless the meeting is called to consider any matter in respect of which Associate Full-Time Members would be entitled to vote separately as a class as provided by law, in which case each Associate Full-Time Member shall be entitled to receive notice of and to attend and vote at such meeting. Associate Full-Time Members are neither eligible to serve as directors and/or officers of the corporation, nor to serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, but are required to pay annual dues, as determined by the board of directors of the Corporation from time to time;
- h. Associate Full-Time Discount Members shall not be entitled to attend members' meetings, unless the meeting is called to consider any matter in respect of which Associate Full-Time Discount Members would be entitled to vote separately as a class as provided by law, in which case each Associate Full-Time Discount Member shall be entitled to receive notice of and to attend and vote at such meeting. Associate Full-Time Discount Members are neither eligible to serve as directors and/or officers of the corporation, nor to serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, but are required to pay annual dues, as determined by the board of directors of the Corporation from time to time;
- i. Associate Crown Members shall not be entitled to attend members' meetings, unless the meeting is called to consider any matter in respect of which Associate Crown Members would be entitled to vote separately as a class as provided by law, in which case each Associate Crown Member shall be entitled to receive notice of and to attend and vote at such meeting. Associate Crown Members are neither eligible to serve as directors and/or officers of the corporation, nor to serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, but are required to pay annual dues, as determined by the board of directors of the Corporation from time to time;
- j. Associate Non-Practicing Members shall not be entitled to attend members' meetings, unless the meeting is called to consider any matter in respect of which Associate Non-Practicing Members would be entitled to vote separately as a class as provided by law, in which case each Associate Non-Practicing Member shall be entitled to receive notice of and to attend and vote at such meeting. Associate Non-Practicing Members are neither eligible to serve as directors and/or officers of the corporation, nor to serve on committees as may be designated by and reporting directly to the board of directors of the

Corporation from time to time, but are required to pay annual dues, as determined by the board of directors of the Corporation from time to time;

- k. Associate Part-Time Members shall not be entitled to attend members' meetings, unless the meeting is called to consider any matter in respect of which Associate Part-Time Members would be entitled to vote separately as a class as provided by law, in which case each Associate Part-Time Member shall be entitled to receive notice of and to attend and vote at such meeting. Associate Part-Time Members are neither eligible to serve as directors and/or officers of the corporation, nor to serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, but are required to pay annual dues, as determined by the board of directors of the Corporation from time to time;
- l. Associate Not Engaged in Remunerative Work Members shall not be entitled to attend members' meetings, unless the meeting is called to consider any matter in respect of which Associate Not Engaged in Remunerative Work Members would be entitled to vote separately as a class as provided by law, in which case each Associate Not Engaged in Remunerative Work Member shall be entitled to receive notice of and to attend and vote at such meeting. Associate Not Engaged in Remunerative Work Members are neither eligible to serve as directors and/or officers of the corporation, nor to serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, but are required to pay annual dues, as determined by the board of directors of the Corporation from time to time;
- m. Associate Judiciary Members shall not be entitled to attend members' meetings, unless the meeting is called to consider any matter in respect of which Associate Judiciary Members would be entitled to vote separately as a class as provided by law, in which case each Associate Judiciary Member shall be entitled to receive notice of and to attend and vote at such meeting. Associate Judiciary Members are neither eligible to serve as directors and/or officers of the corporation, nor to serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, but are required to pay annual dues, as determined by the board of directors of the Corporation from time to time;
- n. Associate Honorary Members shall not be entitled to attend members' meetings, unless the meeting is called to consider any matter in respect of which Associate Honorary Members would be entitled to vote separately as a class as provided by law, in which case each Associate Honorary Member shall be entitled to receive notice of and to attend and vote at such meeting. Associate Honorary Members are neither eligible to serve as directors and/or officers of the corporation, nor to

serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, but are required to pay annual dues, as determined by the board of directors of the Corporation from time to time;

- o. Associate Life Members shall not be entitled to attend members' meetings, unless the meeting is called to consider any matter in respect of which Associate Life Members would be entitled to vote separately as a class as provided by law, in which case each Associate Life Member shall be entitled to receive notice of and to attend and vote at such meeting. Associate Life Members are neither eligible to serve as directors and/or officers of the corporation, nor to serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, but are required to pay annual dues, as determined by the board of directors of the Corporation from time to time;
- p. Associate Student Members shall not be entitled to attend members' meetings, unless the meeting is called to consider any matter in respect of which Associate Student Members would be entitled to vote separately as a class as provided by law, in which case each Associate Student Member shall be entitled to receive notice of and to attend and vote at such meeting. Associate Student Members are neither eligible to serve as directors and/or officers of the corporation, nor to serve on committees as may be designated by and reporting directly to the board of directors of the Corporation from time to time, but are required to pay annual dues, as determined by the board of directors of the Corporation from time to time; and

- 2. that the proper officers are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

BY-LAWS

On motion duly made, seconded and carried unanimously,

BE IT RESOLVED AND IT IS HEREBY RESOLVED by the board of directors of the Corporation that:

- 1. By-law 1-2023, being an administrative by-law relating generally to the transaction of the business and affairs of the Corporation, in compliance with the *Not-for-Profit Corporations Act* (Ontario) and a draft form of which attached as Schedule "A" to these meeting minutes, be and the same is hereby passed as a by-law of the Corporation;
- 2. all previous by-laws of the Corporation made pursuant to the *Corporations Act* (Ontario) are repealed effective the date executed; and

3. the proper officers of the Corporation be and are hereby authorized and directed to sign By-law 1-2023 and to place the signed copy thereof in the minute book of the Corporation.

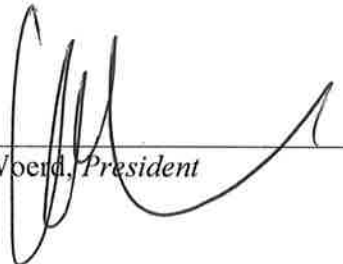
MEMBERS MEETING

On motion duly made, seconded and carried unanimously,

BE IT RESOLVED AND IT IS HEREBY RESOLVED by the board of directors of the Corporation that the meeting of the members to ratify, confirm and enact the above-noted resolutions of the Corporation be held on the 19th day of April 2023, in the City of Hamilton, Ontario.

TERMINATION

There being no further business before the meeting, the meeting then terminated.



David van der Woerd, *President*



Shega Berisha, *Manager of Operations*

THE HAMILTON LAW ASSOCIATION BY-LAW 1-2023

A BY-LAW TO REPEAL AND REPLACE BY-LAW 1-2014 **Being a By-law to regulate the affairs of The Hamilton Law Association**

WHEREAS The Hamilton Law Association (hereinafter "the Association") is a not-for-profit Corporation, governed by the *Not-for-Profit Corporations Act* (Ontario), 2010, SO 2010, c 15 and incorporated 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 13th day of April, 2011, and ratified the 2nd day of June, 2011, the Board of Directors 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 1-2014, passed the 23rd day of April, 2014, and ratified the 29th day of May, 2014, By-law 1-2019 passed on the 20th day of March 2019, and ratified on the 30th day of May 2014, By-law 2-2019 passed on the 20th day of March 2019, and ratified on the 30th day of May 2014, By-law 3-2019 passed on the 20th day of March 2019, and ratified on the 30th day of May 2014, By-law 4-2019 passed on the 20th day of November 2019, and ratified on the 20th day of May 2020, and By-law 1-2020 passed on the 15th day of April 2020, and ratified on the 20th day of May 2020 be and is hereby repealed and replaced with the following:

SECTION 1 - OBJECTS

1.01 Objects of the Association

The objects of the Association as set out in its Articles 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 newsletters 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 of a nonprofit nature which would best serve the interests of the Members as Barristers and Solicitors of Ontario.

SECTION 2 - MISSION

2.01 Mission

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.

SECTION 3 - HEAD OFFICE

3.01 Head Office

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.

SECTION 4 - SEAL

4.01 Corporate Seal

The Corporate Seal of the Association, if any, shall be in a form determined by the Board from time to time.

SECTION 5 - INTERPRETATION

5.01 Definitions

In this By-law:

- a) "*Act*" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "Association" means The Hamilton Law Association;
- d) "Board" and "Board of Directors" means the Board of Directors of the Association who shall be designated as "Directors";
- e) "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f) "Members" means the Members as defined in Section 10 of this By-Law; and
- g) "Region" means the City of Hamilton.

5.02 Interpretation

Other than as specified in Section 5.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

5.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws

are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

SECTION 6 - BOARD OF DIRECTORS

6.01 Board of Directors

The Board shall consist of thirteen (13) Directors, one of whom shall be the President, one of whom shall be the Vice-President, one of whom shall be the Secretary-Treasurer, and one of whom shall be the Past President, all of whom shall be chosen as follows:

- a) At each Annual Meeting of the Members, Directors shall be elected from the voting Members for a term of up to three (3) years to fill any vacancy caused by the expiry of the term of any existing Director. Existing Directors may be reelected for subsequent terms, subject to Section 6.02
- b) the President, Vice-President and Secretary-Treasurer shall be elected for a term of one year at each Annual Meeting of the Members; and
- c) upon expiration of the term of the President, such person shall, provided that he or she continues to qualify as a voting Member, serve as Past President for a term of one year.

6.02 Cumulative Term of Directors

No Member shall serve more than a cumulative total of nine (9) years as a Director, provided that a Director may serve any additional terms required while holding the office of President, Vice-President, Secretary-Treasurer, or Past President.

6.03 Vacancies of the Board

Other than with respect to the Past President, vacancies on the Board of Directors or among the Officers of the Association, caused by death, resignation, or ceasing to qualify as a voting Member, shall be filled by resolution of the Board, for the remainder of the term so vacated at a regular meeting of the Board.

A quorum of the Board of Directors shall be required to fill a vacancy. If there is no quorum of the Board of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of the Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

6.04 Powers of the Board

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:

- a) the development and awarding of awards for members;
- b) to develop and execute fundraising initiatives and programs where necessary; and
- c) to set in consultation with the Secretary-Treasurer membership dues.

6.05 Committees

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

6.06 Rules and Regulations

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.

6.07 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, 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*.

6.08 Conflict of Interest

A Director 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 Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

SECTION 7 - MEETINGS OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

7.01 Meetings of the Board and Executive Committee

The Board shall 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. The Executive Committee shall meet at the call of the President.

7.02 Quorum of Board

A majority of the current number of Directors 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.

7.03 Absence of Director

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 Director 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 Director prior written notice of any proposal to remove the Director from the Board and shall provide such Director with a reasonable opportunity to respond to such proposal.

7.04 Notice of Meetings

Notice of every meeting so called shall be given by any of the means authorized by the Directors to each Director not less than forty-eight hours (excluding any part of a Saturday, Sunday or holiday as defined by the Legislation Act (Ontario) for the time being in force ("holiday") before the time when the meeting is to be held and, subject to the *Act*, such notice may, but need not, specify the purpose of or the business to be transacted, save that no notice of a meeting shall be necessary if all the Directors are present, and do not object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Emergency meetings shall be called at the discretion of the President with the timing of such meeting to be determined by the President.

7.05 Errors in Notice

No error or omission in giving such notice for a meeting of the Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

7.06 Voting

Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall not have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

7.07 Participation by Telephonic or Electronic Means

A Director may participate in a meeting of the Board or of a Executive Committee by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

7.08 Adjournments

Any meetings of the Board may be adjourned at 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 of which such adjournment took place. No notice shall be required of any such adjournment, provided that the meeting is continued no more than thirty days after the adjournment. Such adjournment may be made notwithstanding that no quorum is present thereat.

SECTION 8 – OFFICERS OF THE ASSOCIATION

8.01 Officers

The Officers of the Association shall consist of the President, Vice-President, Secretary-Treasurer and Past President. Any voting Member is eligible to be elected as President, Vice-President or Secretary Treasurer.

8.02 Terms of Office

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.

8.03 Past President

The Past President shall hold office 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.

8.04 President

The President is the Chief Executive Officer of the Association and shall preside over all meetings of the Association, the Board of Directors 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.

8.05 Vice-President

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.

8.06 Secretary-Treasurer

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.

8.07 Executive Director

- a) The Board of Directors is authorized to appoint an Executive Director;
- b) The Executive Director shall be responsible to the Board of Directors 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 Directors;
- c) The Executive Director shall be the Chief Operating and Administrative Officer and shall be responsible to the President and the Board of Directors 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 Directors;
- 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 Executive Committee 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.

SECTION 9 - PROTECTION OF DIRECTORS AND OFFICERS

9.01 Director and Officer Liability

No Director, Officer or committee member of the Association shall be liable for the acts, neglects or defaults of any other Director, 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:

- a) complied with the *Act* and the Association's Articles and Bylaws; and
- b) exercised his or her powers and discharged his or her duties in accordance with the *Act*.

9.02 Protection of Directors and Officers

The Association shall indemnify a Director or Officer of the Association or a former Director 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.

The Association may advance money to a Director, Officer or other individual referred to in this Section 9.02 for the costs and expenses of an action or proceeding referred to in that subparagraph, but the individual shall repay the money if the individual does not fulfill the conditions set out in Section 9.03

9.03 Requirements for Indemnity

The Association shall not indemnify an individual under Section 9.02 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.

9.04 Insurance

The Association may purchase and maintain insurance for the benefit of an individual described in Section 9.02 against any liability incurred by the individual in the individual's capacity as a Director or Officer of the Association.

SECTION 10 – MEMBERS

10.01 Classes of Members

Membership in the Association shall consist of individuals who are either Barristers or Solicitors in good standing with the Law Society of Ontario or members of the Judiciary, and who have been accepted into membership in the Association by resolution of the Board. Corporations shall not be eligible for membership in the Association. There shall be sixteen (16) classes of membership, which are as follows:

- a) Regular Full-Time Members;
- b) Regular Crown Members;
- c) Regular Part-Time Members;
- d) Regular New Members;
- e) Regular Not Engaged in Remunerative Work Members;
- f) Regular Life Members;
- g) Associate Full-Time Members;
- h) Associate Full-Time Discount Members;
- i) Associate Crown Members;
- j) Associate Non-Practicing Members;
- k) Associate Part-Time Members;
- l) Associate Not Engaged in Remunerative Work Members;
- m) Associate Judiciary Members;
- n) Associate Life Members;
- o) Associate Student Members; and
- p) Associate Honourary Members.

10.02 Regular Full-Time Members

All Regular Full-Time Members shall be lawyers who are members of the Law Society of Ontario who are engaged in the practice of law and carry on business primarily within the City of Hamilton, with an office located therein, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, 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 Full-Time Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the *Act*.

10.03 Regular Crown Members

All Regular Crown Members shall be lawyers practicing as assistant Crown Attorneys in the City of Hamilton, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, 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 Crown Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the *Act*.

10.04 Regular Part-Time Members

All Regular Part-Time Members shall be lawyers who provide satisfactory proof to the Executive Director that they are working either at the practice of law or at other remunerative work on a part-time basis within the City of Hamilton, with an office located therein, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, 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 Part-Time Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the *Act*.

10.05 Regular New Members

All Regular New Members shall be lawyers who have been called to the bar in the present year, or have not been members of the Association in the past, who practice law within the City of Hamilton, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, 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 New Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the *Act*.

10.06 Regular Not Engaged in Remunerative Work Members

All Regular Not Engaged in Remunerative Work Members shall be members of the Law Society of Ontario who are not currently engaged in remunerative work or are retired, or on maternity, paternity, or adoption leave working in the City of Hamilton, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, 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 Not Engaged in Remunerative Work Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the *Act*.

10.07 Regular Life Members

All Regular Life Members shall be lawyers who have been in practice for over fifty (50) years, of which at least twenty five (25) were spent as a member of the Association practicing law primarily within the City of Hamilton, and are presently engaged in the practice of law, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, 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 Life Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the *Act*.

10.08 Associate Full-Time Members

All Associate Full-Time Members shall be lawyers who are members of the Law Society of Ontario who carry on business primarily outside of the City of Hamilton, who practice law and are not members of the law association in their area, or are otherwise engaged in full-time remunerative work including those employed in education, government or corporations or as mediators, arbitrators, or conciliators, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, 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 Full-Time Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.09 Associate Full-Time Discount Members

All Associate Full-Time Discount Members shall be lawyers who are members of the Law Society of Ontario who carry on business primarily outside of the City of Hamilton, who practice law and are existing members in good standing of the law association in their area, or are otherwise engaged in full-time remunerative work including those employed in education, government or corporations or as mediators, arbitrators, or conciliators, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, 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 Full-Time Discount Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.10 Associate Crown Members

All Associate Crown Members shall be lawyers practicing as assistant Crown Attorneys outside the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, 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 Crown Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.11 Associate Non-Practicing Members

All Associate Non-Practicing Members shall be lawyers who are members of the Law Society of Ontario who are engaged in full-time remunerative work and are not engaged in the practice of law, including those employed in education, government or corporations as mediators, arbitrators, or conciliators within the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, 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 Non-Practicing Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.12 Associate Part-Time Members

All Associate Part-Time Members shall be lawyers who provide satisfactory proof to the Executive Director that they are working either at the practice of law or at other remunerative work on a part-time basis outside the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, 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 Part-Time Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.13 Associate Not Engaged in Remunerative Work Members

All Associate Not Engaged in Remunerative Work Members shall be lawyers who are or were members of the Law Society of Ontario and are not currently engaged in remunerative work or are retired, or on maternity, paternity, or adoption leave working outside the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, 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 Not Engaged in Remunerative Work Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.14 Associate Judiciary Members

All Associate Judiciary Members shall be granted to all members of the Bench, including those who are retired, as determined by the Board in its sole discretion, or members of the Judiciary, who agree to comply with the provisions of the Articles, 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 Judiciary Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.15 Associate Life Members

All Associate Life Members shall be granted to lawyers who have been in practice for over fifty (50) years, of which at least twenty five (25) were spent practicing in the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, 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 Life Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.16 Associate Student Members

All Associate Student Members shall be law students, LPP candidates, or NCA candidates living in the Region and employed by a principal or a firm within the Region and having an office located therein, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, 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 Student Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.17 Associate Honourary Members

All Associate Honourary Members shall be individuals who have been granted membership at the sole discretion of the Board for a one (1) year period, who agree to comply with the provisions of the Articles, 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 Student Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.18 Privileges Granted to Non-Members

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.

10.19 Annual Fees

Members shall pay such annual fees as the Board may by resolution determine from time to time.

10.20 Non Transferability

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.

10.21 Expiration of Membership

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.

10.22 Expulsion of Member

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.

10.23 Forfeiture

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.

SECTION 11 – MEETINGS OF MEMBERS

11.01 Annual Meetings of Members

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.

11.02 Notice

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.

11.03 Business at Annual Meeting

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 Directors to fill any vacancy on the Board caused by the expiry of the term of any existing Director. 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 voting 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.

11.04 Voting

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 Member with voting rights shall be entitled to one vote at any meeting;
- b) votes shall be taken by a show of hands among all voting 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 voting 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;
- g) voting Members shall be entitled to vote by one of: (i) mail, or (ii) electronically, as may be determined by the Board and approved by the voting 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; and
- h) Members shall not be permitted to vote by proxy at meetings of the Association.

11.05 Quorum

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 Section 11.04 (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.

11.06 Election of Officers

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 voting Members for election. If additional nominations have been submitted in compliance with Section 12.02

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.

11.07 Election of Directors

At each Annual Meeting at which an election of Directors is required, the secretary of the meeting shall present the candidates proposed by the Nominating Committee to the voting Members for election. If additional nominations have been submitted in compliance with Section 12.02 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.

11.08 Special Meetings

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.

11.09 Adjournments

Any meetings of the Members may be adjourned at 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 of which such adjournment took place. No notice shall be required of any such adjournment, provided that the meeting is continued no more than thirty days after the adjournment. Such adjournment may be made notwithstanding that no quorum is present thereat.

11.10 Persons Entitled to be Present

The only persons entitled to attend the Members meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

SECTION 12 – NOMINATING COMMITTEE

12.01 Nominations

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 voting Members who are not Directors but of whom one shall have been called to the Bar for not more than five years, shall meet to nominate a Director of the Association for President, one Director for Vice-President, one Director for Secretary-Treasurer, and the number of voting Members as detailed in Section 6 hereof as Directors for a term of three years to fill any vacancy caused by the expiry of the term of any existing Director, for the consideration of the voting Members at the Annual Meeting of the Association. The Nominating Committee shall consider among its nominations of Directors at least two voting Members who have not previously served as Director, 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 voting Members and Directors 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 Directors or officers, if requested to do so by the President, or in his or her absence by the Vice-President.

12.02 Additional Nominations

Additional nominations of the voting Members of the Association may be submitted for Directorship 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 voting 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.

12.03 Voting for Nominees

No other nominations than those provided for in Sections 12.01 and 12.02 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 Director 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.

12.04 Reports of Officers and Committee Chair

- 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 Directors and the attendance record of each Director 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.

SECTION 13 - MONEY, BANKING AND SIGNING OFFICERS

13.01 Monies of Association

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

13.02 Banking

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.

13.03 Signing Officers

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.

SECTION 14 - STANDING COMMITTEES

14.01 Standing Committees of the Board

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.

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) voting Members, six of whom should practice 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 practiced 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.

14.02 Chair and Vice-Chair of Committees

With respect to the Continuing Professional Development Committee and any other committee created under Section 14.01 other than the Executive Committee, the chair and, where possible, the vice-chair of each committee described in Section 14.01 herein shall be Directors of the Association.

SECTION 15 - LIBRARIAN

15.01 Duties of Librarian

The Board shall ensure at all times that there is a Librarian, an employee 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.

SECTION 16 - BY-LAW APPLICATION AND AMENDMENTS

16.01 Repeal of By-law

By-law 2-2011, passed the 13th day of April, 2011, and ratified the 2nd day of June, 2011 is hereby repealed. By-laws 1-2019, 2-2019, and 3-2019 all passed on the 20th day of March 2019, and ratified on the 30th day of May 2014 are hereby repealed. By-law 4-2019 passed on the 20th day of November 2019, and ratified on the 20th day of May 2020 is hereby repealed. By-law 1-2020 passed on the 15th day of April 2020, and ratified on the 20th day of May 2020 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 Directors whose interpretation hereof shall be conclusive.

16.02 By-Law Amendments

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.

16.03 Title of By-Law

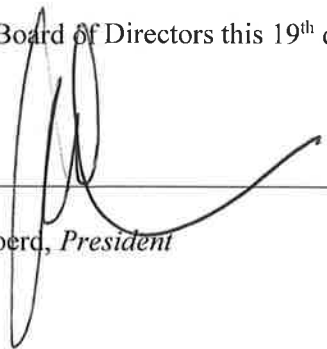
This By-law may be known as the Regulatory By-Law of The Hamilton Law Association.

16.04 By-Law in Force

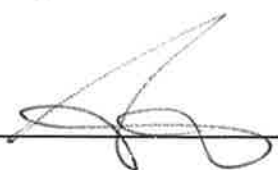
This By-law when passed by the Board shall only come into force and take effect on the date of its ratification by two-thirds of the Members entitled to vote and present at the Annual General Meeting of the membership of the Association.

[Signature page follows]

PASSED by the Board of Directors this 19th day of April 2023.



David van der Woerd, *President*



Andrew Keesmaat, *Secretary-Treasurer*

THE HAMILTON LAW ASSOCIATION

FINANCIAL STATEMENTS

DECEMBER 31, 2022

INDEPENDENT AUDITORS' REPORT

To the Trustees of The Hamilton Law Association:

Opinion

We have audited the financial statements of The Hamilton Law Association, which comprise the statement of financial position as at December 31, 2022, and the statements of operations, changes in net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Organization as at December 31, 2022, and its financial performance and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Organization in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Organization's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Organization or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Organization's financial reporting process.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Organization's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Organization to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Taylor Leibow LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Licensed Public Accountants

Hamilton, Ontario
April 19, 2023

THE HAMILTON LAW ASSOCIATION
STATEMENT OF FINANCIAL POSITION

As at December 31

	LIBRARY	LAW ASSOCIATION	LIBRARY AND LAW ASSOCIATION	LIBRARY EXCELLENCE FUND	2022 TOTAL	2021 TOTAL
	\$	\$	\$	\$	\$	\$
ASSETS						
CURRENT						
Cash	36,515	32,265	68,780	4,762	73,542	76,082
Term deposits (Note 4)	-	704,958	704,958	15,860	720,818	769,596
Accounts receivable	3,465	14,281	17,746	157	17,903	5,682
Prepaid expenses	-	15,063	15,063	-	15,063	12,833
	39,980	766,567	806,547	20,779	827,326	864,193
LIABILITIES						
CURRENT						
Accounts payable and accrued liabilities	14,934	30,509	45,443	-	45,443	72,121
Deferred revenue (Note 5)	-	24,402	24,402	-	24,402	64,681
	14,934	54,911	69,845	-	69,845	136,802
NET ASSETS						
UNRESTRICTED	-	-	-	20,779	20,779	20,565
INTERNALLY RESTRICTED (Note 8)	-	711,656	711,656	-	711,656	705,693
EXTERNALLY RESTRICTED	25,046	-	25,046	-	25,046	1,133
	25,046	711,656	736,702	20,779	757,481	727,391
	39,980	766,567	806,547	20,779	827,326	864,193

(See accompanying Notes to Financial Statements)

THE HAMILTON LAW ASSOCIATION
STATEMENT OF CHANGES IN NET ASSETS

Year ended December 31

	EXTERNALLY	INTERNALLY	UNRESTRICTED		2022 TOTAL	2021 TOTAL
	RESTRICTED	RESTRICTED	LIBRARY AND	LIBRARY		
	LIBRARY	LAW	LAW	EXCELLENCE		
	\$	\$	\$	\$	\$	\$
NET ASSETS, BEGINNING OF YEAR	1,133	705,693	706,826	20,565	727,391	716,701
EXCESS OF REVENUE OVER EXPENDITURES	23,913	5,963	29,876	214	30,090	10,690
NET ASSETS, END OF YEAR	25,046	711,656	736,702	20,779	757,481	727,391

(See accompanying Notes to Financial Statements)

THE HAMILTON LAW ASSOCIATION
STATEMENT OF OPERATIONS

Year ended December 31

	LIBRARY	LAW ASSOCIATION	LIBRARY AND LAW ASSOCIATION	LIBRARY EXCELLENCE FUND	2022 TOTAL	2021 TOTAL
	\$	\$	\$	\$	\$	\$
REVENUE						
Membership fees	-	183,381	183,381	-	183,381	186,450
Grants	512,966	-	512,966	-	512,966	424,184
Library services	929	-	929	-	929	264
Education	-	139,911	139,911	-	139,911	198,474
Publications	-	44,411	44,411	-	44,411	42,610
Social events and fundraising	-	19,364	19,364	-	19,364	4,057
Interest and other income	-	19,620	19,620	214	19,834	10,876
COVID-19 government subsidies <i>(Note 2)</i>	-	-	-	-	-	54,342
	513,895	406,687	920,582	214	920,796	921,257
EXPENDITURES						
Library collection and services	100,082	-	100,082	-	100,082	113,293
Office administration and supplies	86,525	101,486	188,011	-	188,011	186,314
Publishing	-	29,969	29,969	-	29,969	29,691
Salaries and benefits	303,375	73,542	376,917	-	376,917	371,393
Education	-	149,622	149,622	-	149,622	181,816
Social events and fundraising	-	32,765	32,765	-	32,765	15,681
Other expenses	-	13,340	13,340	-	13,340	12,379
	489,982	400,724	890,706	-	890,706	910,567
EXCESS OF REVENUE OVER EXPENDITURES	23,913	5,963	29,876	214	30,090	10,690

(See accompanying Notes to Financial Statements)

THE HAMILTON LAW ASSOCIATION
STATEMENT OF CASH FLOWS

Year ended December 31

	2022	2021
	\$	\$
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Excess of revenue over expenditures	30,090	10,690
Changes in non-cash working capital <i>(Note 9)</i>	(81,408)	(7,656)
	(51,318)	3,034
INVESTING ACTIVITIES		
Decrease (increase) in term deposits	48,778	(30,984)
DECREASE IN CASH	(2,540)	(27,950)
CASH, BEGINNING OF YEAR	76,082	104,032
CASH, END OF YEAR	73,542	76,082
REPRESENTED BY:		
Library Fund	36,515	600
Law Association Fund	32,265	70,768
Library Excellence Fund	4,762	4,714
	73,542	76,082

(See accompanying Notes to Financial Statements)

THE HAMILTON LAW ASSOCIATION
NOTES TO FINANCIAL STATEMENTS

Year ended December 31, 2022

1. PURPOSE OF THE ORGANIZATION

The Hamilton Law Association (the "Organization") is a non-profit corporation incorporated without share capital by Letters Patent under the Ontario Corporations Act on May 23, 1985. It is exempt from income taxes.

The objects for which the Organization was incorporated are:

- (a) To serve the professional needs of the members by maintaining a law library for the shared use of the members;
- (b) To organize, promote and present programs for the continuing legal education of the members;
- (c) To publish and circulate newsletters and other materials for the information and legal education of the members;
- (d) To receive, hold, and dispose of funds received by the Organization by way of bequest, gift, donation or grant for the purposes and objects of the Organization;
- (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;
- (g) To generally undertake and promote such other matters or activities of a non-profit nature which would best serve the interest of the members as barristers and solicitors of Ontario.

2. COVID-19 GOVERNMENT ASSISTANCE

To date, the Organization was eligible for grants under the Canada Emergency Wage Subsidy program and has received grants of \$167,393 for the periods from March 15, 2020 to October 30, 2021, of which \$NIL (2021 - \$54,342) is reflected in these statements as COVID-19 government subsidies.

THE HAMILTON LAW ASSOCIATION
NOTES TO FINANCIAL STATEMENTS

Year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES

These financial statements are prepared in accordance with Canadian accounting standards for not-for-profit organizations. The significant policies are detailed as follows:

FINANCIAL INSTRUMENTS

Measurement of financial instruments

The Organization initially measures its financial assets and financial liabilities at fair value adjusted by, in the case of a financial instrument that will not be measured subsequently at fair value, the amount of transaction costs directly attributable to the instrument. Amounts due to and from related parties are measured at cost less any allowance for impairment.

The Organization subsequently measures its financial assets and financial liabilities at amortized cost.

Financial assets measured at amortized cost include cash, term deposits and accounts receivable.

Financial liabilities measured at amortized cost include accounts payable and accrued liabilities.

The Organization does not have any equity securities quoted in an active market and has not designated any financial asset or financial liability to be measured at fair value.

Impairment

Financial assets measured at amortized cost are tested for impairment when there are indicators of possible impairment. When a significant adverse change has occurred during the period in the expected timing or amount of future cash flows from the financial asset or group of assets, a write-down is recognized in excess of revenue over expenditures. The write down reflects the difference between the carrying amount and the higher of:

- the present value of the cash flows expected to be generated by the asset or group of assets;
- the amount that could be realized by selling the assets or group of assets;
- the net realizable value of any collateral held to secure repayment of the assets or group of assets.

When the events occurring after the impairment confirm that a reversal is necessary, the reversal is recognized in excess of revenue over expenditures up to the amount of the previously recognized impairment.

THE HAMILTON LAW ASSOCIATION
NOTES TO FINANCIAL STATEMENTS

Year ended December 31, 2022

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

FUND ACCOUNTING

These financial statements are presented using fund accounting and the deferral method to account for funding received. A description of each fund is as follows:

- a) **Library Fund**
The Library Fund reports resources that are received and expended for the administration and program delivery of the Anthony Pepe Memorial Law Library, including the cost of staffing.
- b) **Law Association Fund**
The Law Association Fund reports resources that are received and expended for the administration and program delivery of the Hamilton Law Association, excluding the Anthony Pepe Memorial Law Library and the Library Excellence Fund.
- c) **Library Excellence Fund**
The Library Excellence Fund reports resources that are received and expended in connection with funding the services and resources which enhance competence and legal scholarships for the Hamilton Law Association.

CAPITAL ASSETS AND AMORTIZATION

Capital assets are recorded at cost. An impairment loss is recognized when an asset no longer has any long-term service potential to the Organization or its carrying amount may not be recoverable. The Organization provides for amortization using the straight line method at rates designed to amortize the cost of the capital assets over their estimated useful lives. The annual amortization rates are as follows:

Computer equipment	20%
Furniture and fixtures	10%

CONTRIBUTED SERVICES

Volunteers contributed a substantial number of hours to assist the Organization in carrying out its activities. Because of the difficulty of determining their fair value, contributed services are not recognized in the financial statements.

REVENUE RECOGNITION

Membership fees are recognized proportionately over the annual membership period. Membership fees received prior to the year-end which represent annual fees for the following fiscal year are deferred and recorded as revenue in the following year. The deferral method is used for accounting for contributions and grants. Restricted contributions and grants are recognized as revenue in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured. Education revenue is recognized as revenue at the time the seminar is held. Publication revenue is recognized when the journal is published. Interest income is recognized as earned. Other income is recorded when the service giving rise to the revenue has been performed.

THE HAMILTON LAW ASSOCIATION
NOTES TO FINANCIAL STATEMENTS

Year ended December 31, 2022

4. TERM DEPOSITS

Term deposits bear interest at 1.19% - 4.28% and mature from July - November 2023.

5. DEFERRED REVENUE

Deferred revenue represents membership fees for the upcoming fiscal year, seminar fees for upcoming seminars, and deferred publications revenue.

6. EQUIPMENT - LIBRARY AND LAW ASSOCIATION

	2022			2021	
	Cost	Accumulated	Net	Cost	Net
	\$	\$	\$	\$	\$
Computer equipment	8,383	8,383	-	-	-
Furniture and fixtures	174,720	174,720	-	-	-
	183,103	183,103	-	-	-

7. EQUIPMENT - LIBRARY EXCELLENCE FUND

	2022			2021	
	Cost	Accumulated	Net	Cost	Net
	\$	\$	\$	\$	\$
Furniture and fixtures	7,500	7,500	-	-	-

8. INTERNALLY RESTRICTED NET ASSETS

The Trustees of the Organization shall strive to maintain an internally restricted reserve fund adequate to meet the Organization's obligations in the event of the following unexpected scenarios:

- a) A possible disruption/delay in future funding or grants;
- b) Costs of retaining counsel and litigation involving the Organization that cannot be reasonably accommodated in the annual budget;
- c) Moving, rental and transition costs if required to vacate the John Sopinka Courthouse and/or Unified Family Court;
- d) Extraordinary operating, capital or other expenditures of the Organization that cannot be accommodated in a single year's budget or anticipated net revenues;

THE HAMILTON LAW ASSOCIATION
NOTES TO FINANCIAL STATEMENTS

Year ended December 31, 2022

8. INTERNALLY RESTRICTED NET ASSETS (Continued)

- e) Transition periods in the event of a reduction in revenue or income from reduced CPD revenue, membership dues or resulting from an economic downturn that is not forecasted to end within the current fiscal year.
- f) The wind up of the Organization and the costs inherent thereof, such as the severance costs which would then be payable to its employees; and
- g) Costs assessed by the Ministry of Government Services, the Ministry of the Attorney General, or any other government ministry or agency, or any other costs howsoever amassed and approved by the Trustees.

The Trustees of the Organization are authorized to withdraw monies from the above-mentioned reserve fund by resolution in accordance with need to be determined by the Board.

As a result, the Board of Trustees has internally restricted \$711,656 (2021 - \$705,693) of the Organization's net assets to meet its obligations if it is required.

9. CHANGES IN NON-CASH WORKING CAPITAL

	2022	2021
	\$	\$
Accounts receivable	(12,221)	6,995
Prepaid expenses	(2,230)	1,253
Accounts payable and accrued liabilities	(26,678)	(18,655)
Deferred revenue	(40,279)	2,751
	(81,408)	(7,656)

10. FACILITIES ARRANGEMENT

The Organization operates from facilities owned by the Province of Ontario on a rent free and reduced operating cost basis.

THE HAMILTON LAW ASSOCIATION
*The Hamilton Law Association exists to enable its members to
become successful, respected and fulfilled in their profession.*
45 Main Street East, Suite 500
Hamilton, Ontario L8N 2B7
Telephone (905) 522-1563
Fax (905) 572-1188
Website: <http://www.hamiltonlaw.on.ca>



Report of the Nominating Committee - 2023

In accordance with Section 34 of By-law #1-2014 of the Hamilton Law Association passed the 9th day of April 2014, we are pleased to report that the Nominating Committee has selected its nominees for the Board of Trustees and certain officers of the Association to be presented before the Annual General Meeting of members.

The nominees for officers of the Executive Committee in accordance with Clause 6(a(ii)) of the by-law are:

PRESIDENT – Hussein Hamdani

VICE PRESIDENT – Andrew Keesmaat

SECRETARY-TREASURER – Colleen Yamashita

The nominees for Trustees of the Association are:

Laura Dickson (for a third three-year term)

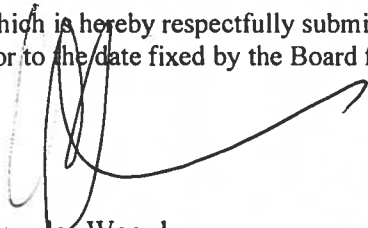
Paul Lawson (for a second three-year term)


Sean Heeley (for a first three-year term)

Renee Roy (for a first three-year term)

This will bring the total number of trustees including the President, Vice-President, and Secretary-Treasurer (who are deemed to be trustees) to twelve (12) but excluding the past president who is not to be included in the aforementioned number in accordance with subsection 6a) of the said by-law. The returning trustees will be **David van der Woerd (Past-President), Larissa Bazoian, Li Cheng, Mary Grosso, Andrea Hill, Eric Nanayakkara, and Colleen Yamashita.**

All of which is hereby respectfully submitted to the members of the Association at least thirty days prior to the date fixed by the Board for the annual meeting of the Hamilton Law Association.


David van der Woerd,
President


Andrew Confente,
Chair, Nominating Committee

President *Andrew Confente* • Vice-President *David van der Woerd*
Secretary-Treasurer *Hussein Hamdani* • Executive Director *Rebecca Bentham*