

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.

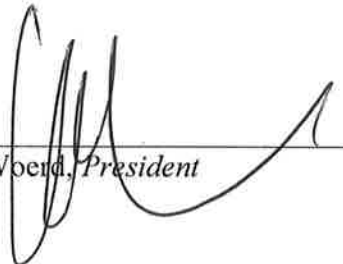
MEMBERS MEETING

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*