BY-LAW NO. 1

By-laws relating generally to the conduct of the affairs of

FEDERATION OF ASIAN CANADIAN LAWYERS/FÉDÉRATION DES JURISTES ASIATIQUES-CANADIENS

(the "**Corporation**")

(as of July 2, 2020)

BY-LAW NO. 1 1

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ARTICLE 1
INTERPRETATION

1.1 Definitions

In this By-law, any capitalized term used, but not otherwise defined, has the meaning given to that term in the Act and, unless the context otherwise requires:

1.1.1 "**Act**" means the *Canada Not-For-Profit Corporations Act S.C. 2009, c.23* and all Regulations;

1.1.2 "**Annual Meeting of Members**" means a meeting of Members called by the Board annually as set out herein;

1.1.3 "**Annual Period**" means the yearly period from the Annual Meeting of Members in each year to the following Annual Meeting of Members;

1.1.4 "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

1.1.5 "**Associate Member**" means an individual who supports the objects of the Corporation and does not otherwise qualify as a Full Member or a Student Member.

1.1.6 "**Board**" means the board of Directors of the Corporation;

1.1.7 "**By-laws**" means this by-law, as amended or restated, and all other by-laws of the Corporation in force and effect from time to time;

1.1.8 "**Contract**" means all contracts, documents or instruments in writing;

1.1.9 "**Corporation**" means the Federation of Asian Canadian Lawyers/Fédération de Juristes Asiatiques-Canadiens;

1.1.10 "**Director**" means a member of the Board, who from time to time, has been duly elected, acclaimed or appointed to serve on the Board;

1.1.11 "**Electronic Document**" means a document, information or a record that is "electronic" within the meaning supplied by the *Electronic Commerce Act, 2000* (Ontario);

1.1.12 "**Form of Proxy"** means a written or printed form that, upon completion and execution by or on behalf of a Member, becomes a Proxy. For greater certainty,

written form also includes, but is not limited to, direct email communications to the Proxyholder;

1.1.13 "**Full Member**" means an individual who self-identifies as Asian Canadian and is a lawyer in good standing with a Law Society in Canada, a judge of a court in Canada or a full-time member of the faculty of a law school in Canada and who, in each case, supports the objects of the Corporation;

1.1.14 "**Full Member Director**" means a Director who is a Full Member;

1.1.15 "**Honorary Member**" means an individual who, for conspicuous service to the Corporation, is elected an Honorary Member of the Corporation by two-thirds of the votes cast by the Board. The right to elect Honorary Members can only be exercised by the Board and does not extend to any Regional Executive;

1.1.16 "**Law Society**" means the governing body of the legal profession in a province or territory of Canada;

1.1.17 **"Meeting of Members**" means an Annual Meeting of Members or a Special Meeting of Members;

1.1.18 **"Member**" means any individual who is registered with the Corporation in accordance with the By-laws;

1.1.19 "**Proposal**" means a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 (Shareholder Proposals) of the Act;

1.1.20 "**Proxy**" means a completed and executed Form of Proxy by means of which a Member has appointed a Proxyholder;

1.1.21 "**Proxyholder**" means a person holding a Proxy granted by a Member who gives this person the corporate authority to attend and act for the Member and on his/her behalf at a Meeting of the Members;

1.1.22 "**Region**" means an identified geographic region of Canada as set out herein in Section 3.3;

1.1.23 "**Regional Chapter**" has the meaning ascribed to such term in Section 3.3;

1.1.24 "**Regional Executive**" has the meaning ascribed to such term in Section 3.4;

1.1.25 "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

1.1.26 "**Special Meeting of Members**" includes any meeting of any class or classes of Members other than an Annual Meeting of Members;

1.1.27 "**Student Member**" means an individual who self-identifies as Asian Canadian and is a student-at-law in good standing with a Society in Canada, a student of the faculty of an accredited law school in Canada, or an NCA student, and who, in each case, supports the objects of the Corporation; and

1.1.28 "**Student Member Director**" means a Director who is a Student Member.

1.2 Gender and Number

In this By-law, and all other by-laws of the Corporation hereafter passed, words signifying the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons includes an individual, body corporate, partnership, trust and unincorporated organization.

1.3 Extended Meanings

Every use of the words "includes" or "including" in this By-law is to be construed as meaning "includes, without limitation" or "including, without limitation", respectively.

1.4 Headings

The division of this By-law into Articles and Sections, the insertion of headings and the inclusion of a table of contents are for convenience of reference only and do not affect the construction or interpretation of this By-law.

1.5 References in this By-law

1.5.1 References to any By-law or any special resolution of the Corporation or to any statute or any section in a statute include any amendments or replacement of such by-law, special resolution, or statute of section; and

1.5.2 References in this By-law to an Article or Section is to be construed as references to an Article, or Section of or to this By-law unless otherwise specified.

ARTICLE 2
BUSINESS OF THE CORPORATION

2.1 Corporate Seal

The Corporation may have a corporate seal in the form approved, from time to time, by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

2.2 Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Toronto in the Province of Ontario.

ARTICLE 3
BOARD AND REGIONAL CHAPTERS

3.1 Board and Regional Chapter Structure

3.1.1 The property and business of the Corporation shall be managed by a Board who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, other than those powers and acts which are required to be done at a meeting of Members.

3.1.2 Subject to the foregoing sentence and the provisions of the Act, the Board may delegate to a Regional Chapter or Regional Executive such powers, rights, authorities and permissions, and the right to do such acts and things as may be exercised or done in relation thereto relating to such matters, areas and topics of administration relating to the applicable Region as it determines in its discretion, including but not limited to opening accounts with financial institutions, designing and executing local or regional events and activities and all marketing, advertising and fundraising in relation to such events and activities. For greater certainty, no action of a Regional Chapter or Regional Executive shall bind or have the effect of binding the Board or the Corporation. Further, a Regional Chapter or Regional Executive shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of the applicable delegation by the Board.

3.1.3 No act or proceeding of any Director or the Board will be deemed invalid or ineffective by reason of any irregularity in regard to such act or proceeding or the qualification of such Director or Board.

3.2 Fixed Board

The Board will be comprised of a minimum of five (5) and a maximum of eighteen (18) Full Member Directors and a minimum of two (2) and a maximum of six (6) Student Member Directors. The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of determining the number of Directors to be elected to the Board.

3.3 Regions

A Regional Chapter must have Members principally engaged in the practice of law or principally residing in a Region. The Regions for the purposes of determining the Regional Chapters are as follows:

3.3.1 the Eastern Region, composed of the provinces of New Brunswick, Prince Edward Island, Nova Scotia, and Newfoundland and Labrador;

3.3.2 the Ontario Region, composed of the Province of Ontario;

3.3.3 the Quebec Region, composed of the Province of Quebec;

3.3.4 the British Columbia Region, composed of the Province of British Columbia; and

3.3.5 the Western Region, composed of the Provinces of Manitoba, Saskatchewan, Alberta and the territories of Yukon, Northwest Territories and Nunavut.

The Board may, in its discretion, prescribe minimum membership thresholds for each Region prior to a Regional Chapter being recognized by the Board approved by a two-thirds (2/3) majority.

3.4 Regional Executive

3.4.1 At the Annual Meeting of Members, the Members of a Region shall elect the Regional Executive of such Region.

3.4.2 The Regional Executive will be comprised of a minimum of five (5) and a maximum of eighteen (18) Full Members and a minimum of two (2) and a maximum of four (4) Student Members. The number of Regional Executive shall be determined from time to time by a majority of the Regional Executive at a meeting of the Regional Executive and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Directors at a Board meeting.

3.4.3 The organization and affairs of the Regional Executive shall be established and conducted in accordance with the provisions set out in this By-law and under the Act applicable to the Directors and the Board, *mutis mutandis*, provided that the Regional Executive shall not have a Chair and certain rights, powers and obligations accruing to the Directors and Board shall not be applicable to the Regional Executive, as noted herein.

3.5 Appointment of Directors

3.5.1 The President of a Regional Executive shall be automatically appointed to the Board to represent the interests of its Region at the Board.

3.5.2 Where a Region has more than 200 Members at the time a Meeting of Members is

called in accordance with Section 7.2, one additional member of the Regional Executive shall be appointed to the Board to represent the Region for each additional 200 Members, to a maximum of three (3) Directors appointed to the Board per Region.

3.6 Director Elections

Subject to the provisions of Section 3.4 and Section 3.5, a number of Directors equal to the number of vacancies on the Board shall be elected every year at the Annual Meeting of Members. Subject to the provisions of Section 3.4.1, Full Member Directors shall be elected by votes from Full Members only and Student Member Directors shall be elected by votes from Student Members only.

3.7 Election of Directors

3.7.1 Subject to the provisions of Section 3.8 and Section 3.9, the Members will elect the Directors in the manner set out in Section 3.7, for a term of two (2) Annual Periods for Full Member Directors and a term of one (1) Annual Period for Student Member Directors. Directors may serve up to a maximum of six (6) consecutive Annual Periods.

3.7.2 Where there is a tie or an acclamation, the tenure of a Director's service will be determined by an agreement or vote by the elected Directors.

3.7.3 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and their successor is elected.

3.7.4 Where approved by the Board, the immediate past President of the Board may be a non-voting *ex-officio* Director for a term of one (1) Annual Period. Where approved by the Regional Executive, the immediate past President of the Regional Executive may be a non-voting *ex-officio* member of the Regional Executive for a term of one (1) Annual Period.

3.8 Qualifications

Each Director shall:

3.8.1 be, at the date of election of the Member and thereafter remain throughout the term of office, a Full Member (or Student Member as applicable) of the Corporation who is qualified by the terms of this Section 3.5 to hold office;

3.8.2 be at least eighteen (18) years of age, with power under law to enter into Contracts;

3.8.3 not be an undischarged bankrupt or a mentally incompetent person;

3.8.4 have been, at the date of the election, a Member for a minimum of twelve (12) months;

3.8.5 not have, within the five (5) years immediately preceding the date of the election and through the term of the office:

3.8.5.1 been found guilty of professional misconduct by a Society;

3.8.5.2 been found guilty of, or convicted of, any criminal offence under a statute in Canada; and

3.8.6 not be, as of the date of the election and thereafter throughout the term of office, the subject of a notice of referral by a Law Society.

3.9 Call for Nominations

Prior to the election of Directors each year at the Annual Meeting of Members, a Director appointed by the Board to chair a nomination committee or the Corporation may request nominations for, or applications to, the Board. The Board shall set deadlines for the submission of such nominations and/or applications. Unless such deadlines are extended by a majority of the Board, nominations or applications received by the Corporation after the applicable deadline (including nominations and applications from the floor during the Annual Meeting of Members) shall be deemed invalid. In the nominations for, or applications to, the Board, the nominated person or applicant will specify the Region to which he or she belongs.

3.10 Vacancy in Office

The office of a Director shall be automatically vacated:

3.10.1 if the Director is no longer a Full Member (or Student Member as applicable) of the Corporation;

3.10.2 if the Director has resigned their office by delivering a written resignation to the Secretary of the Corporation;

3.10.3 if the Director is found by a court or a competent authority to be of unsound mind or mentally incompetent;

3.10.4 if the Director becomes bankrupt or suspends payment or compounds with their creditors (i.e., if the Director declares or is declared insolvent or otherwise stops making payments to their creditors or makes an unauthorized assignment of debt);

3.10.5 if the Director fails to attend three consecutive meetings of the Board without being excused from attendance by a motion of the Board;

3.10.6 if at a special Meeting of Members a resolution is passed by at least two-thirds (2/3) of the votes cast that the Director be removed from office before the expiration of their term of office; or

3.10.7 on death;

provided that if any vacancy shall occur for any reason in this Section 3.10, the Board by majority vote, may, by appointment, fill the vacancy for the remainder of the term.

3.11 Filling of Vacancy

The Board shall appoint Directors to fill vacancies on the Board due to insufficient Directors being elected, a resignation or other departure of a Director on the basis of appointing Directors who will increase the diversity of the Board, provided that a vacancy with respect to a Regional Director must be replaced by an appointee from such Region.

3.12 Outgoing Director

To maintain continuity and knowledge of Board work, outgoing Director(s) shall liaise with incoming Director(s) and the sitting board, as appropriate, to ensure that he/she is involved in preparing for upcoming transition and in particular, planning for changes that affect the nature and existence of his/her position. All outgoing Director(s) shall develop and deliver to the Board a transition plan no later than one (1) month before the expiration of his/her term of office.

3.13 Remuneration and Expenses

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as a Director; provided that a Director may be paid reasonable expenses incurred by them in the performance of his/her duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor. Reasonable remuneration for all officers, agents and employees, other than the President, shall be fixed by the Board by written authorization.

ARTICLE 4
MEETINGS OF DIRECTORS

4.1 Meetings of Directors

Meetings of the Board will be held at the call of the Chair or any two (2) Directors. There shall be at least one (1) meeting per year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such Board meeting or make void any proceedings taken thereat and any Director may at any time waive notice of

any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

4.2 Place and Notice of Meetings

Meetings of the Board may be held either at the head office of the Corporation, the city where the President resides, or at any place and time to be determined by the Directors provided that (a) at least forty-eight (48) hours notice of such meeting shall be given to each Director by email, telephone or facsimile, and (b) meetings of the Board may be held at any time without formal notice if all the Directors are present or if those absent waive notice or otherwise signify their consent to the Secretary to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice of a meeting may be waived by any Director. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

4.3 Meeting by Electronic Means, etc.

The Directors may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Directors at a meeting of the Board.

The Board may meet by other electronic means that permit each Director to communicate adequately with each other, provided that:

4.3.1 the Board or Members have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, and the procedure for establishing quorum and recording votes;

4.3.2 each Director has equal access to the specific means of communication to be used; and

4.3.3 each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

4.4 Votes to Govern

Motions at any meeting of the Board will be decided by a majority of votes. In the case of an equality of votes, the Chair, in addition to such Director's original vote, will have a second or casting vote. A declaration by the Chair that a resolution has been carried or lost will be conclusive evidence of the fact without proof of the number or proportion of votes of Directors recorded in favour of or against the motion.

4.5 Quorum

A majority (defined as 50% or more) of Directors shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions of the Board by or under this By-law.

4.6 Disclosure of Interest

Subject to the provisions of the Act, no Director will be disqualified as a Director solely due to his or her having a Contract or arrangement or proposed Contract or arrangement with the Corporation. The Director, however, will not participate in any decision regarding such Contract. It will be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a Contract or arrangement or proposed Contract or arrangement with the Corporation to declare such interest to the Board as soon as the Director becomes aware of the interest and no later than at the time required by the Act, and provide as much detail as required by the Act.

4.7 Protection of Directors and Officers

4.7.1 The Directors and officers of the Corporation are not responsible for any Contract, act or transaction made or entered by or on behalf of the Corporation, except those authorized or approved by the Board.

4.7.2 If any Director or officer of the Corporation is employed by or will perform services for the Corporation other than as a Director or officer of the Corporation or is an employee, member, officer or Director of an agency, business or organization which is employed by or performs services for the Corporation, the fact that such person is a Director or officer of the Corporation will not disentitle such person or such agency, business or organization, as applicable, from being paid for such services.

4.7.3 In addition to any and all protections afforded Directors and officers under the Act, every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and such Director's heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

4.7.3.1 all costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against a Director, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by a Director, in or about the execution of the duties of such Director's office or in respect of any such liability; and

4.7.3.2 all other costs, charges and expenses which a Director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or

expenses as are occasioned by such Director's own wilful neglect or default.

4.8 Delegation of Authority

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

ARTICLE 5
OFFICERS AND COMMITTEES

5.1 Officers

5.1.1 The officers of the Corporation shall be a Chair of the Board, President, Vice-President External, Vice-President Internal, Secretary and Treasurer and any such other officers as the Board may determine pursuant to this By-law or otherwise under the Act.

5.1.2 A maximum of two (2) offices may be held by the same person, except as specifically approved by the Board.

5.1.3 Only Full Members are eligible for appointment as an officer.

5.2 Committees of the Board

5.2.1 The Board may, from time to time, establish any committee and appoint any Director or other persons, subject to Subsection 5.2.3, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Each committee shall have at least one member who is a Director and who shall function as the Board liaison.

5.2.2 The members of each committee established pursuant to this Section 5.2 shall hold office for one (1) year terms following their appointment or until their successors have been appointed, and may be re-appointed for successive terms by a resolution of the Board.

5.2.3 The Board may, in its discretion, appoint persons who are not Directors to any committee established pursuant to this Section 5.2. The Board may delegate such appointment authority to an officer of the Corporation.

5.2.4 The executive committee of the Corporation shall be comprised of the officers of the Corporation.

5.2.5 The Board shall appoint a students committee annually which shall consist of a Student Members Director who shall act as a liaison between the Board and the students committee, Student Members and other Members of the Corporation.

5.2.6 Each committee established pursuant to this Section 5.2 shall have a mandate and act in accordance such mandate, and shall be empowered to give advice and make recommendations to the Board.

5.2.7 Any committee member may be removed by resolution of the Board.

5.3 Advisory Bodies

The Board may appoint one or more advisory bodies to provide advice and recommendations to the Board, as the Board deems necessary and appropriate from time to time. An advisory body shall consist of persons who have outstanding expertise and prior experience in a discipline relevant to the Board, provided that membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of, attend or vote at meetings of the Board. The Board may dissolve or remove any member of an advisory committee by ordinary resolution.

5.4 Description of Offices

The officers of the Corporation shall have the following duties and powers associated with their positions:

5.4.1 The Chair of the Board shall preside over all meetings of Members and meetings of the Board. The Board shall appoint its Chair at the first Board meeting after the Annual Meeting of Members. It is the role of the Chair is to ensure the integrity and effectiveness of meetings of Members and the Board.

5.4.2 The President shall be the chief executive officer of the Corporation. In the absence of the Chair of the Board, the President shall preside at all meetings of Members and meetings of the Board. The President shall oversee the general and active management of the affairs of the Corporation. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall be the main spokesperson for the Corporation. For the purposes of a Regional Executive, the President of such Regional Executive shall be the main spokesperson for the Regional Chapter and such President may make statements or take positions on behalf of the Corporation with respect to matters relating to their Region, provided in all cases that such statements or positions are not contrary or in contradiction to any statements or positions made by the President of the Corporation.

5.4.3 The Vice-President External is one of the vice-chairs of the Board and is responsible assisting the president, representing the Corporation in dealings with the Corporation’s external stakeholders, and carrying out the duties of the President if the President is unable to act and shall conduct himself or herself in accordance with

these Bylaws and any policies of the Corporation.

5.4.4 The Vice-President Internal is one of the vice-chairs of the Board and is responsible for assisting the President, representing the Corporation in dealings with the Corporation's internal stakeholders, supervising the other Directors in the execution of their duties, and carrying out the duties of the President if the President is unable to act and shall conduct himself or herself in accordance with these Bylaws and any policies of the Corporation.

5.4.5 The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Corporation generally under the supervision of the officers thereof. The Secretary shall give or cause to be given notice of all Meetings of Members and of the Board, and shall perform such other duties as may be prescribed by the Board or President. If the Board approves a corporate seal, the Secretary shall be custodian of the corporate seal, which the Secretary shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

5.4.6 The Treasurer shall manage the financial affairs of the Corporation generally, under the supervision of the Board.

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board may specify. The Board may from time to time and, subject to the Act, vary, add to or limit the powers and duties of any officer of the Corporation. No act or proceeding of any officer will be deemed invalid or ineffective by reason of any irregularity in regard to such act or proceeding or the qualification of such officer.

5.5 Transaction of Business of Executive Committee

Meetings of the executive committee may be held at the head office of the Corporation or at any place and time to be determined by the Chair provided that at least forty-eight (48) hours notice of such meeting shall be given to each officer by email, telephone or facsimile. A majority (defined as 50% or more) of the officers of the Corporation, from time to time shall constitute a quorum for meetings of the executive committee. The executive committee may meet by teleconference or other electronic means that permit the members of the executive committee to communicate adequately with each other, provided that the Directors have complied with the applicable provisions of Section 4.3.

5.6 Responsibility for Acts

The officers of the Corporation may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and professional advisors and will not be responsible or held liable for any loss or damage resulting from the officer's reliance in good faith on such statement or report.

5.7 Appointment of Officers

5.7.1 The Board will appoint all officers of the Corporation at the first meeting of the Board following the Annual Meeting of the Members. Subject to the agreement of the Board, an interim officer may be appointed until replaced by the appointment of a non-interim officer.

5.7.2 Officers shall be appointed by a majority of the Full Member Directors of the Board (defined as 50% or more). Where there is a tie, the contested position will be determined by the Members at a Special Meeting of Members in accordance with Article 7.

5.7.3 Officers shall serve for a term of one (1) Annual Period subject to renewal of their appointment in accordance with the provisions of Section 5.7.

5.8 Removal of Officers

In the absence of a written agreement to the contrary, the Board may remove by resolution, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earliest of the occurrence of any of the following events:

5.8.1 the officer's successor being appointed;

5.8.2 the officer's resignation;

5.8.3 such officer ceasing to be a Director qualified pursuant to Section 3.5; or

5.8.4 such officer's death.

If the office of any officer of the Corporation becomes vacant, the Board may, by resolution, appoint a Full Member to fill such vacancy.

ARTICLE 6
MEMBERSHIP

6.1 Conditions of Membership

Membership in the Corporation shall be limited to individuals who have applied for and been accepted into membership in the Corporation by resolution of the Board, or in such other manner as may be determined by the Board, and have paid the prescribed membership fee as determined by the Board.

6.2 Classes

Subject to the Articles, there will be four (4) classes of Members in the Corporation:

6.2.1 Associate Members;

6.2.2 Full Members;

6.2.3 Student Members; and

6.2.4 Honorary Member.

Only Full Members and Student Members have voting rights in the Corporation. Other classes of Members (other than Full Members and Student Members) shall have no voting rights and shall not be eligible to be an Officer or Director of the Corporation nor a member of a Regional Executive, but shall have all other rights of membership.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to this Section 6.2 of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

6.3 Transfer of Membership

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to add, change or delete this Section 6.3 of the By-laws.

6.4 Termination of Membership

A membership in the Corporation is terminated when:

6.4.1 the Member dies or resigns;

6.4.2 the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or By-laws;

6.4.3 the Member no longer meets the criteria for a Member or class of membership;

6.4.4 termination of the Member's membership is approved by a vote of a majority of the Board at a meeting of the Board, and a corresponding Board resolution is passed;

6.4.5 the Member's term of membership expires; or

6.4.6 the Corporation is liquidated and dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

6.5 Regional Chapters

All Members shall belong to the Regional Chapter consisting of the province or territory where the Member is principally engaged in the practice of law or principally resides; provided that Members practising or resident in a province or territory where a Regional Chapter has not been formed may apply to the Board for acceptance to belong to another Regional Chapter.

6.6 Membership Fees

6.6.1 The Board shall fix fees to be paid for Membership by Members, and may vary such fees from time to time.

6.6.2 Fees shall be payable upon admission to membership in the Corporation.

6.6.3 The Local Executives shall be responsible for the collection of fees from Members.

6.6.4 The Board may require each Regional Chapter to remit to the Corporation an amount of the fees collected by each Regional Chapter. The Board may determine such percentage from time to time by a special resolution of the Directors at a meeting of the Board.

ARTICLE 7
MEETINGS OF MEMBERS

7.1 Meeting of Members

Subject to the Regulations, the Board shall call an Annual Meeting of Members no later than fifteen (15) months after holding the preceding Annual Meeting of Members but in any event, no later than six (6) months after the end of the Corporation's preceding financial year. At every Annual Meeting of Members, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business, either special or general at any Meeting of Members.

7.2 Place and Notice Meetings

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, Meetings of Members may be held at any place within Canada determined by the Board or, if the Full Members so agree, outside Canada and on such day as the said Directors shall appoint. Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at such meeting by the following means:

7.2.1 by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the subject meeting is to be held; or

7.2.2 by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the subject meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members. No error or omission in giving notice of any Meeting of Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any Member, Director, Regional Executive or officer for any meeting or otherwise, the address of the Member, Director, Regional Executive or officer shall be the last address for such person recorded on the records of the Corporation.

7.3 Meeting by Electronic Means, etc.

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this Section 7.3 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose. Meetings of Members may not be held entirely by telephonic, an electronic or other communication facility.

7.4 Members Calling a Members' Meeting

The Board or the President shall have the power to call, at any time, a Special Meeting of Members. The Board shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than ten percent (10%) of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the Special Meeting of Members.

7.5 Right to Vote

7.5.1 Each Full Member present at a Meeting of Members shall have the right to exercise one vote, other than for the election of a Student Member Director.

7.5.2 A Full Member may, by means of a Form of Proxy, appoint a Proxyholder to attend and act at a Meeting of Members, in the manner and to the extent authorized by the Proxy. Save and except for the election of a Student Member Director in accordance with Subsection 8.5.3, Student Members shall not be entitled to vote.

7.5.3 Each Student Member present at a Meeting of Members shall have the right to exercise one vote to elect any Student Member Director. A Student Member may, by means of a Form of Proxy, appoint a Proxyholder to attend and act at a Meeting of Members, in the manner and to the extent authorized by the Proxy.

Pursuant to Section 197(1) of the Act, a special resolution of the Members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the Articles or By-laws of the Corporation to change such method of voting by Members not in attendance at a Meeting of Members as set out in Subsections 8.5.2 and 8.5.3.

7.6 Votes to Govern

At all Meetings of Members, every motion shall be determined by a majority of votes unless otherwise specifically provided by the Act or by this By-law. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the Meeting of Members, in addition to an original vote, shall have a second or casting vote. At all Meetings of Members unless a poll is demanded, a declaration by the Chair or, in the Chair's absence, the President that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.7 Quorum

Proxyholders for Full Members and Full Members present in person at a Meeting of Members, representing the lesser of (i) five (5) percent of the Full Members and (ii) ten (10) Full Members in good standing, shall constitute a quorum.

7.8 Proposal Nominating Directors at Annual Meetings of Members

Subject to the Regulations, any Proposal by Members may include nominations for the election of Directors if the Proposal is signed by not less than five (5) percent of Members entitled to vote at the meeting at which the Proposal is to be presented. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by ordinary resolution of the Members present at the meeting.

7.9 Chair of Meetings

In the event that the Chair of the Board and the President are absent, the Members who are present and entitled to vote at the Meeting of Members shall choose one of their number to chair the meeting.

ARTICLE 8
DOCUMENTS AND FINANCIAL MATTERS

8.1 Contracts

The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of Contract which the Corporation may lawfully enter into and save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Articles and By-laws or otherwise authorized to exercise and do. Further, the Board may delegate its authority, in whole or in part, to make or cause to be made for the Corporation, in its name, any kind of Contract which the Corporation may lawfully enter into to a Regional Chapter or Regional Executive with respect to matters in such Region.

8.2 Execution of Documents

Deeds, transfers, assignments, Contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or Directors. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom a particular Contract, document or type of document shall be executed, including by officers of a Regional Executive. Any person authorized to sign any Contract or document or type of document may affix the corporate seal (if any) to the Contract, document or type of document. Only an officer of the Corporation may certify a copy of any instrument, resolution, By-law, Contract or other document of the Corporation to be a true copy thereof.

8.3 Financial Statements

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice including information about the procedure of obtaining a copy of the annual financial statements and other documents free of charge. The Corporation is not required to send the annual financial statements and other documents or a summary to a Member who, in writing, declines to receive such document.

8.4 Financial Year

Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be December 31. The rights and obligations of the Directors or the Board arising under this provision shall not be applicable to any Regional Executive.

8.5 Minutes of the Board and Regional Executive

The minutes of the Board shall be maintained and available to the Directors, each of whom shall receive a copy of such minutes. The minutes of each Regional Executive shall be maintained and available to such Regional Executive and the Board, each of whom shall receive a copy of such minutes. The minutes shall be made available to any Member upon request, unless the Board or Regional Executive meeting is held in camera or if the Board or Regional Executive has reasonable grounds to refuse a particular request.

8.6 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation, the Act or by any applicable statute or law are regularly and properly kept. The rights and obligations of the Directors arising under this provision shall not be applicable to any Regional Executive.

8.7 Auditors

The Members shall, at each annual Meeting of the Members, appoint an auditor to audit the accounts of the Corporation for report to the Members at the next annual Meeting of the Members. The auditor shall hold office until the next annual Meeting of the Members provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board. Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and will not be responsible or held liable for any loss or damage resulting from acting upon such statement or report. The rights and obligations of the Directors arising under this provision shall not be applicable to any Regional Executive.

8.8 Specific Authority

The Board shall have power to authorize expenditures on behalf of the Corporation from time to time. Further, the Board may delegate its authority, in whole or in part, to authorize expenditures on behalf of the Corporation from to time to a Regional Chapter or Regional Executive with respect to matters in such Region. However, only the Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

8.9 Borrowing

The Directors may from time to time:

8.9.1 borrow money on the credit of the Corporation;

8.9.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

8.9.3 give a guarantee on behalf of the Corporation; and

8.9.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation. The rights and obligations of the Directors arising under this provision shall not be applicable to any Regional Executive.

8.10 Grants and Donations

The Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

ARTICLE 9
REPEAL OR AMENDMENT

9.1 Amendment

Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

This Section 9.1 does not apply to a by-law that requires a special resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by Members. Further, the rights and obligations of the Board or Directors arising under this provision shall not be applicable to any Regional Executive.

9.2 Repeal

All by-laws of the Corporation before the below signed date are repealed as of the coming into force of this By-Law provided that such repeal shall not affect the previous operation of any By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any Contract or agreement made pursuant to any such by-law prior to its repeal. All officers or persons acting under any by-law so repealed shall continue to act as if appointed by the Directors under provisions of this By-Law or the Act until their successors are appointed.

ARTICLE 10
TRANSITIONAL PROVISIONS

10.1 Regulations

The Board may make regulations respecting any transitional matters necessary for the effective implementation of this By-law.

ENACTED by the Directors of the Corporation under the Act.

CONFIRMED at the Annual General Meeting on July 2, 2020 by the Members of the Corporation entitled to vote under the Act.