

# Council Orientation Manual Index

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ONTARIO  
BAR ASSOCIATION  
A Branch of the  
Canadian Bar Association

L'ASSOCIATION DU  
BARREAU DE L'ONTARIO  
Une division de l'Association  
du Barreau canadien

## Ontario Bar Association

### Mission & Vision Statements

#### **Vision Statement**

*“To be indispensable to our members, the legal profession and the administration of justice in Ontario”*

#### **Mission Statement**

As the professional association for Ontario’s lawyers, judges and law students, the OBA will:

- 1) Advance the interests of our members, the justice system and the rule of law in Ontario;
- 2) Be the leading provider of high quality continuing professional development for lawyers throughout Ontario;
- 3) Support a network where all our members share their practical experience, knowledge and ideas.

As passed by Council on March 30, 2012



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du Barreau canadien

## MEETING SCHEDULE AND CALENDAR 2012/2013

### 2012

<u>DATE</u>	<u>DAY</u>	<u>DESCRIPTION</u>	<u>TIME</u>
<b>AUGUST</b>			
2	Thurs	OBA Board of Directors Meeting	3:00 – 5:00
2	Thurs	OBA Annual Staff/Board Event	5:30 – 10:00
10-14	Fri-Tues	CBA Annual Conference – Vancouver, B.C.	
<b>SEPTEMBER</b>			
5	Wed	OBA Officers Conference Call	5:00 – 6:00
13	Thurs	OBA Board of Directors Meeting	5:00 – 7:00
28-30	Fri-Sun	OBA Annual General Mtg. & Fall Council Mtg. – Huntsville, ON	
<b>OCTOBER</b>			
10	Wed	OBA Officers Conference Call	5:00 – 6:00
25	Thurs	OBA Board of Directors Meeting	5:00 – 7:00
<b>NOVEMBER</b>			
7	Wed	OBA Officers Conference call	5:00 – 6:00
<b>DECEMBER</b>			
6	Thurs	OBA Board of Directors Meeting	4:00 – 6:00
7	Fri	OBA Council Meeting - Toronto	9:00 – 4:00
19	Wed	OBA Officers Conference Call	5:00 – 6:00
<b>2013</b>			
<b>JANUARY</b>			
9	Wed	OBA Officers Conference Call	5:00 – 6:00
24	Thurs	OBA Board of Directors Meeting	5:00 – 7:00

<b>FEBRUARY</b>			
6	Wed	OBA Officers Conference Call	5:00 – 6:00
7-9	Thurs-Sat	OBA Annual Institute – Westin Harbour Castle	
15-17	Fri-Sun	CBA Mid-Winter Meeting – Mont Tremblant	
21	Thurs	OBA Board of Directors Meeting	5:00 – 7:00
<b>MARCH</b>			
6	Wed	OBA Officers Conference Call	5:00 – 6:00
21	Thurs	OBA Board of Directors Meeting	5:00 – 7:00
<b>APRIL</b>			
TBA		Law Day Banquet	6:00 – 11:00
4	Thurs	OBA Board of Directors Meeting	5:00 – 7:00
5	Fri	OBA Council Meeting - Toronto	9:00 – 4:00
25	Thurs	OBA Board of Directors Meeting	3:00 – 5:00
25	Thurs	OBA Awards Gala	6:00 – 10:00
<b>MAY</b>			
1	Wed	OBA Officers Conference Call	5:00 – 6:00
23	Thurs	OBA Board of Directors Meeting	5:00 – 7:00
<b>JUNE</b>			
13	Thurs	OBA Board of Directors Meeting	5:00 – 7:00
14	Fri	OBA Council Meeting - Toronto	9:00 – 4:00
<b>JULY</b>			
3	Wed	OBA Officers Conference Call	5:00 – 6:00
18	Thurs	OBA Board of Directors Meeting	5:00 – 7:00
<b>AUGUST</b>			
1	Thurs	OBA Board of Directors Meeting	3:00 – 5:00
1	Thurs	OBA Annual Staff/Board Event	5:30 – 10:00
16-20	Fri- Tues	CBA Annual Conference – Saskatoon	

## OBA Council Members List as of July 19, 2012

---

AKAZAKI, Riichiro Lee  
Gilbertson Davis Emerson LLP  
2020-20 Queen St W  
Toronto, ON M5H 3R3  
BUS: (416) 979-2020  
FAX: (416) 979-1285  
*lakazaki@gilbertsondavis.com*

**Chair, Nominating  
OBA Past President, 2010-2011**

ALEXANDER, J. Kenneth  
1-192 Third Ave  
Timmins, ON P4N 1C8  
BUS: (705) 264-5221  
FAX: (705) 267-1336  
*alexcham@eastlink.ca*  
**OBA Past President, 1991-1992**

ALLEYNE, Andrew Carlisle  
Fasken Martineau DuMoulin LLP  
Bay Adelaide Centre, Box 20  
2400-333 Bay St  
Toronto, ON M5H 2T6  
BUS: (416) 868-3338  
FAX: (416) 364-7813  
*aalleyne@fasken.com*  
**Council Elected, Toronto Region**

ALLINOTTE, Michele R.  
Allinotte Law Office  
160 Pitt St  
Suite 202  
Cornwall, ON K6J 3P4  
BUS: (613) 933-7720  
FAX: (613) 933-4877  
*michele@allinottelawoffice.com*  
**Council Elected, East Region**

APPLEBY, Lainie M.  
Guberman Garson Immigration Lawyers  
1920-130 Adelaide St W  
Toronto, ON M5H 3P5  
BUS: (416) 363-1234  
FAX: (416) 363-8760  
*lainie@ggilaw.com*  
**Chair, Citizenship and Immigration**

ARZUMANIAN, Ara P.  
Hydro One Networks Inc  
North Twr (Law)  
1500-483 Bay St  
Toronto, ON M5G 2P5  
BUS: (416) 345-4253  
FAX: (416) 345-6792  
*ara.arzumanian@hydroone.com*  
**Chair, Information Technology & E-Commerce**

ASSINI, Emily C.  
Harrison Pensa LLP  
450 Talbot St  
PO Box 3237  
London, ON N6A 4K3  
BUS: (519) 850-5614  
FAX: (519) 667-3362  
*eassini@harrisonpensa.com*  
**Council Elected, Southwest Region**

ATKINSON, Sarah Jane  
Workplace Safety & Insurance Appeals Tribunal  
700-505 University Ave  
Toronto, ON M5G 2P2  
BUS: (416) 314-8825  
FAX: (416) 326-5164  
*sarah.atkinson@wst.gov.on.ca*  
**Chair, Workers' Compensation**

BABCOCK, Brian Alan  
Weiler, Maloney, Nelson  
201-1001 William St  
Thunder Bay, ON P7B 6M1  
BUS: (807) 625-8889  
FAX: (807) 623-4947  
*bbabcock@wmnlaw.com*  
**Council Elected, Northwest Region**

BACHINSKI, Samuel Raymond  
CARREL + Partners LLP  
1136 Alloy Dr  
Thunder Bay, ON P7B 6M9  
BUS: (807) 346-3000  
FAX: (807) 346-3600  
*bachinskis@carrel.com*  
**Director-At-Large, Northwest**

BACKHOUSE, Constance  
University of Ottawa, Faculty of Law, Common Law  
57 Louis Pasteur St  
Ottawa, ON K1N 6N5  
BUS: (613) 562-5800 x3307  
FAX: (613) 562-5124  
*constance.backhouse@uottawa.ca*  
**Designate, University of Ottawa**

BAERT, Kirk M.  
Koskie Minsky LLP  
900-20 Queen St W  
PO Box 52  
Toronto, ON M5H 3R3  
BUS: (416) 595-2117  
FAX: (416) 204-2889  
*kbaert@kmlaw.ca*  
**Chair, Class Actions**

BARAZZUTTI, Lisa F.  
Barrister and Solicitor  
167 Third Ave.  
Timmins, ON P4N 1C7  
BUS: (705) 531-3200  
FAX: (705) 531-3202  
*lfbllblaw@eastlink.ca*  
**Council Representative, Cochrane Law Association**  
**Former OBA Board of Director Member**

BEATTIE, Scott  
Evans Sweeny Bordin LLP  
1201-1 King St W  
Hamilton, ON L8P 4X8  
BUS: (905) 523-5666  
FAX: (905) 523-8098  
*sbeattie@esblawyers.com*  
**Council Elected, Central South Region**

BECKFORD, Sheryl  
306 - 2121 Bathurst Street  
Toronto, ON M5N 2P3  
BUS: (416) 309-2328  
FAX: (416) 861-9937  
*snbeckford@hotmail.com*  
**Chair, Constitutional & Human Rights Law (CBA)**

BELLISSIMO, Steven  
802-390 Bay St  
Toronto, ON M5H 2Y2  
BUS: (416) 362-6437  
FAX: (416) 362-6438  
*rose@sblaw.ca*  
**Chair, Foreign Conference**

BERLIN, Mark L.  
1885 Lenester Ave  
Ottawa, ON K2A 4G4  
*mark.berlin500@gmail.com*  
**Director-At-Large, East**

BERRYMAN, Jeffrey B.  
University of Windsor Faculty of Law  
401 Sunset Ave  
Windsor, ON N9B 3P4  
BUS: (519) 253-3000 x2965  
FAX: (519) 973-7064  
*jberrym@uwindsor.ca*  
**Council Elected, Southwest Region**

BIRCHALL, Charles J.  
Fogler Rubinoff LLP  
410-46 Elgin St  
Ottawa, ON K1P 5K6  
BUS: (613) 842-7440  
FAX: (613) 842-7445  
*cbirchall@foglers.com*  
**Chair, Environmental Energy & Resources Law (CBA)**

BLISS, Harvey J.  
Calle 5 de Mayo #3  
APDO #476  
Ajijic, Jalisco, 45920  
*hebliss@laguna.com.mx*  
**OBA Past President, 1987-1988**

BOCTOR, Andrea A.  
Stikeman Elliott LLP  
5300-199 Bay St  
PO Box 85 Stn Commerce Court  
Toronto, ON M5L 1B9  
BUS: (416) 869-5245  
FAX: (416) 947-0866  
*abdoctor@stikeman.com*  
**Chair, Pensions and Benefits**

BOMZA, Janet L.  
Bomza Law Group  
1000-45 St Clair Ave W  
Toronto, ON M4V 1K9  
BUS: (416) 598-8849  
FAX: (416) 598-0331  
*JBomza@BomzaLawGroup.com*  
**Co-Chair, Institute**

BONN, John David  
O'Flynn Weese LLP  
65 Bridge St E  
Belleville, ON K8N 1L8  
BUS: (613) 966-5222 x264  
FAX: (613) 961-7991  
*jbonn@owtlaw.com*  
**Council Elected, East Region**

BOTSFORD, Robert V.  
CARREL + Partners LLP  
1136 Alloy Dr  
Thunder Bay, ON P7B 6M9  
BUS: (807) 346-3000  
FAX: (807) 346-3600  
*botsfordb@carrel.com*  
**Council Elected, Northwest Region**

BRAITHWAITE, John  
Weaver Simmons LLP  
400-233 Brady St  
Sudbury, ON P3B 4H5  
BUS: (705) 674-6421  
FAX: (705) 674-9948  
*jbraithwaite@weaversimmons.com*  
**Law Society of Upper Canada Representative**

BROWN, The Honourable Madam Justice Carole J.  
Superior Court of Justice  
Judges Administration - Room 170  
361 University Ave  
Toronto, ON M5G 1T3  
BUS: (416) 327-5284  
FAX: (416) 327-5417  
*Carole.Brown@scj-csj.ca*

**OBA Past President, 2009-2010**

BROWN, Sean Adam  
Flaherty Dow Elliott & McCarthy  
Richmond Adelaide centre  
2501-120 Adelaide St W  
Toronto, ON M5H 1T1  
BUS: (416) 368-0231  
FAX: (416) 368-9229  
*sean.brown@fdemlaw.com*

**Council Elected, Central East Region**

BROWN, Susan C.  
Atomic Energy of Canada Limited  
2251 Speakman Dr  
Mississauga, ON L5K 1B2  
BUS: (905) 403-7789  
FAX: (905) 855-0520  
*browns@aecl.ca*

**Council Elected, Toronto Region**

BRYANT, Deirdre  
1504-165 Barrington Ave  
Toronto, ON M4C 5M6  
*deirdre.bryant@utoronto.ca*

**Articling Student Ambassador**

CAMERON, Stephen Ross  
Miller Thomson LLP  
Accelerator Building  
300-295 Hagey Blvd  
Waterloo, ON N2L 6R5  
BUS: (519) 593-3207  
FAX: (519) 743-2540  
*scameron@millerthomson.com*

**OBA Past President, 1986-1987**

CAMILLERI, Lillian L.  
1570 Sharkey Cres  
Cumberland, ON K4C 1A9  
BUS: (819) 934-7779  
*Lillian.camilleri@gmail.com*

**Chair, Awards**

CARROLL, D. Kevin  
Carroll Heyd Chown LLP  
109 Ferris Lane  
PO Box 548 Stn Main  
Barrie, ON L4M 4T7  
BUS: (705) 722-4400 x235  
FAX: (705) 722-0704  
*dkcarroll@chcbarristers.com*

**OBA Past President, 1993-1994**  
**CBA Past President**

CHAMBERS, Philip H.  
45 Heney Street  
Ottawa, ON K1N 5V6  
BUS: (613) 562-5794  
FAX: (613) 562-5124  
*p.h.chambers@gmail.com*

**Law School Student Ambassador**

CHOCHLA, Morris Anthony  
Forbes Chochla LLP  
2300-439 University Ave  
Toronto, ON M5G 1Y8  
BUS: (416) 596-7724  
FAX: (416) 596-7562  
*mchochla@forbeschochla.com*

**President**

CHRISTIE, Vanessa  
Greenspan Partners  
144 King St E  
Toronto, ON M5C 1G8  
BUS: (416) 366-3961  
FAX: (416) 366-7994  
*vchristie@144king.com*

**Council Elected, Toronto Region**

CLAY, Philip J.  
601-25 Main St W  
Hamilton, ON L8P 1H1  
BUS: (905) 528-4242  
FAX: (905) 528-8808  
*pclay@bellnet.ca*

**Council Elected, Central South Region**

CODJOE, Esi Ahenakwah  
McMaster University - Human Resources Servs.  
1280 Main St W, Room 304 Gilmour Hall  
Hamilton, ON L8S 4L8  
BUS: (905) 525-9140  
FAX: (905) 540-8775  
*codjoe@mcmaster.ca*

**Council Elected, Toronto Region**

COHEN, Robert Brian  
Cassels Brock & Blackwell LLP  
2100-40 King St W  
Toronto, ON M5H 3C2  
BUS: (416) 869-5425  
FAX: No Faxing  
*rcohen@casselsbrock.com*

**Council Elected, Toronto Region**

COLAUTTI, Raymond G.  
R.G. Colautti Law Professional Corporation  
300-2510 Ouellette Ave  
Windsor, ON N8X 1L4  
BUS: (519) 966-1300  
FAX: (519) 966-1079  
*rcolautti@colauttilaw.com*

**Council Elected, Southwest Region**

CONWAY, Thomas Gerard  
Cavanagh Williams Conway Baxter LLP  
401-1111 Prince of Wales Dr  
Ottawa, ON K2C 3T2  
BUS: (613) 780-2011  
FAX: (613) 569-8668  
*tconway@cwcb-law.com*

**Treasurer, Law Society of Upper Canada**

CULLIN, Kathleen Erin  
Wallbridge, Wallbridge  
24 Pine St S  
Timmins, ON P4N 2J8  
BUS: (705) 264-3100  
FAX: (705) 267-1838  
*erin@wallbridgelaw.com*

**Council Elected, Northeast Region**

CURRAN, Adrienne  
2-485 Gilmour St  
Ottawa, ON K1R 5L3  
*adrienne.curran@gmail.com*

**Law School Student Ambassador**

DA SILVA, Orlando  
Ministry of Attorney General-Crown Law Office Civil  
720 Bay St, 8th Flr  
Toronto, ON M7A 2S9  
BUS: (416) 326-4093  
FAX: (416) 326-4181  
*orlando.dasilva@ontario.ca*

**Chair, Governance Structure**

**2nd Vice-President**

DAIGNEAULT, Pascale  
Fleck Law  
131 Kendall St  
Point Edward, ON N7V 4G6  
BUS: (519) 337-5288  
FAX: (519) 337-5674  
*pascale@flecklaw.ca*

**Chair, Strategic Planning & Corporate Social Respon.**

**1st Vice-President**

DAVIDGE, Rod  
Osler, Hoskin & Harcourt LLP  
6100-1 First Canadian Place  
PO Box 50 Stn 1st Can Place  
Toronto, ON M5X 1B8  
BUS: (416) 862-4934  
FAX: (416) 862-6666  
*rdavidge@osler.com*

**Chair, Real Property**

DAVIS, Sharon  
2255 Pheasant Lane  
Oakville, ON L6M 3S2  
*sgdavis@sympatico.ca*

**Council Elected, Central West Region**

DEBENHAM, David Bishop  
1188 Cline Cres  
Ottawa, ON K2C 2P2  
BUS: (613) 226-3270  
FAX: (613) 226-4324  
*David.Debenham@mcmillan.ca*

**Co-Chair, Law Practice Management**

DEGUIRE, Patricia  
20 Fairfax Crt  
Thornhill, ON L4J 7S1  
BUS: (416) 952-7411  
FAX: (416) 952-7421  
*janette.carmichael515@gmail.com*

**Council Elected, Toronto Region**

DEMIRKAN, David J.  
Canada Industrial Relations Board  
West Tower  
400-240 Sparks St  
Ottawa, ON K1A 0X8  
BUS: (613) 944-5809  
FAX: (613) 947-5460  
*david.demirkan@cirb-ccri.gc.ca*

**Co-Chair, Law Practice Management**



DOODNAUTH, William Krishan  
Monteith Baker Johnston & Doodnauth  
227 Eagle St E  
PO Box 281 Stn Main  
Newmarket, ON L3Y 4X1  
BUS: (905) 895-8600  
FAX: (905) 895-8269  
*wdoodnauth@monteithbaker.com*  
**Council Elected, Central East Region**

DOWNEY, Douglas Richard  
Lewis Downey Tornosky Lassaline & Timpano  
77 Coldwater St E  
Orillia, ON L3V 1W6  
BUS: (705) 327-2600  
FAX: (705) 327-7532  
*ddowney@greatlaw.ca*  
**Chair, Finance**  
**Treasurer**

DRUKARSH, Marshall E.  
Barrister & Solicitor  
1510-5140 Yonge St  
Toronto, ON M2N 6L7  
BUS: (416) 365-5950  
FAX: (416) 862-1656  
*marshall@drukarshlaw.ca*  
**Chair, Access to Justice**

ELDER, David B.  
Stikeman Elliott LLP  
1600-50 O'Connor St  
Ottawa, ON K1P 6L2  
BUS: (613) 566-0532  
FAX: (613) 230-8877  
*delder@stikeman.com*  
**Chair, Media and Communication Law (CBA)**

ELLIOT, David Arthur  
Agro Zaffiro LLP  
1 James St S, 4th Flr  
Hamilton, ON L8P 4R5  
BUS: (905) 527-6877  
FAX: (905) 527-6169  
*delliott@agrozaaffiro.com*  
**Director-At-Large, Central South**

ELLYN, Igor  
Ellyn Law LLP  
3000-20 Queen Street W  
Toronto, ON M5H 3R3  
BUS: (416) 365-3750  
FAX: (416) 368-2982  
*iellyn@ellynlaw.com*  
**OBA Past President, 1994-1995**

FACEY, Brian A.  
Blake, Cassels & Graydon LLP  
4000-199 Bay St  
PO Box 25 Stn Commerce Crt W  
Toronto, ON M5L 1A9  
BUS: (416) 863-4262  
FAX: (416) 863-2653  
*brian.facey@blakes.com*  
**Chair, Competition Law (CBA)**

FERGUSON, Douglas D.  
University of Western Ontario  
Rm 120, Faculty of Law  
1151 Richmond St  
London, ON N6A 3K7  
BUS: (519) 661-2111 Ext 81369  
FAX: (519) 661-3428  
*dfergus@uwo.ca*  
**Council Elected, Southwest Region**

FINLEY, John R.  
651 Duplex Ave  
Toronto, ON M4R 2H2  
**OBA Past President, 1981-1982**

FRIEND, Derek Gordon  
Derek Friend Law Office  
540 Hugel Ave  
Midland, ON L4R 1V9  
BUS: (705) 526-0123  
FAX: (705) 526-0124  
*lawyer.pro@bellnet.ca*  
**Designate, Simcoe Law Association**

FUERST, The Honourable Madam Justice Michelle K.  
Superior Court of Justice  
50 Eagle St W  
Newmarket, ON L3Y 6B1  
BUS: (905) 853-4810  
FAX: (905) 853-4824  
*Michelle.Fuerst@scj-csj.ca*  
**OBA Past President, 1996-1997**

FUHRER, Janet M.  
Ridout & Maybee LLP  
400-100 Murray St  
Ottawa, ON K1N 0A1  
BUS: (613) 236-1995  
FAX: (613) 236-2485  
*jfuhrer@ridoutmaybee.com*  
**Council Elected, East Region**

FUNG, Gary  
47 Forty Second St  
Markham, ON L3P 7K2  
BUS: (416) 593-1221  
FAX: (416) 593-5437  
*bluemonsoon@gmail.com*  
**Former OBA Board of Director Member**

FURLONG, Patrick G.  
2035 Willistead Cres  
Windsor, ON N8Y 1K6  
BUS: (519) 254-6077  
FAX: (519) 256-5468  
*baker@cogeco.net*

**OBA Past President, 1968-1969**

GALLANT, Jean-Sébastien  
RCMP Legal Services/ Services juridiques GRC  
73 Leikin Dr  
Bldg M8, 2nd Flr  
Ottawa, ON K1A 0R2  
BUS: (613) 843-4436  
FAX: (613) 825-7489  
*JS.Gallant@rcmp-grc.gc.ca*

**Chair, Public Sector Lawyers Forum (CBA)**

GERRETSEN, John Philip  
Ministry of Attorney General  
720 Bay St, 11th Flr  
Toronto, ON M7A 2S9  
BUS: (416) 326-4000  
FAX: (416) 326-4007  
**Attorney General**

GODEL, Linda J.  
Torkin Manes LLP  
1500-151 Yonge St  
Toronto, ON M5C 2W7  
BUS: (416) 643-8809  
FAX: (888) 554-6179  
*lgodel@torkinmanes.com*

**Chair, Charity and Not-For-Profit Law**

GOTLIB, The Honourable Lorraine  
Granite Place  
1205-63 St Clair Ave W  
Toronto, ON M4V 2Y9  
BUS: (239) 596-5716  
FAX: (239) 596-5716  
*chrislorpat@bell.net*

**OBA Past President, 1983-1984**

GOTTLIEB, Anne I.  
Mediation at Work Ltd.  
300-162 Cumberland St  
Toronto, ON M5R 3N5  
BUS: (416) 928-5128  
*agottlieb2011@gmail.com*

**Council Elected, Toronto Region**

GOTTLIEB, Sara L.  
Goodmans LLP  
Bay Adelaide Centre, Box 3400  
3400-333 Bay St  
Toronto, ON M5H 2S7  
BUS: (416) 597-5921  
FAX: (416) 979-1234  
*sgottlieb@goodmans.ca*

**Council Elected, Toronto Region**

GOULIN, Gregory D.  
Goulin & Patrick  
500 Windsor Ave, Main Flr  
Windsor, ON N9A 6Y5  
BUS: (519) 258-8073  
FAX: (519) 977-0694  
*gdgoulin@wincom.net*  
**OBA Past President, 2007-2008**

GRAY, Wayne D.  
McMillan LLP  
Brookfield Place, Suite 4400  
181 Bay St  
Toronto, ON M5J 2T3  
BUS: (416) 865-7842  
FAX: No Faxing  
*wayne.gray@mcmillan.ca*  
**Chair, Business Law**

GRENKIE, James Douglas  
Gorrell Grenkie & Remillard  
PO Box 820  
67 Main St  
Morrisburg, ON K0C 1X0  
BUS: (613) 543-2922  
FAX: (613) 543-4228  
*douglas@yourlawfirm.ca*  
**OBA Past President, 1988-1989**

GRIFFIN, Peter  
Lenczner Slaght Royce Smith Griffin LLP  
2600-130 Adelaide St W  
Toronto, ON M5H 3P5  
BUS: (416) 865-9500  
FAX: (416) 865-9010  
*pgriffin@litigate.com*  
**Designate, The Advocates' Society**

GRINHAUS, Aaron  
Himelfarb Proszanski LLP  
1401-480 University Ave  
Toronto, ON M5G 1V2  
BUS: (416) 599-8080  
FAX: (416) 599-3131  
*agrinhaus@himplolaw.com*  
**Council Elected, Toronto Region**

HA-REDEYE, Omar  
Fleet Street Law  
126-20 Carlton Street  
Toronto, ON M5B 1J2  
BUS: (647) 967-6627  
*Omar@FleetStreetLaw.com*  
**Co-Chair, Young Lawyers' Division  
Council Elected, Toronto Region**

HANLEY, Sean William  
Association of Law Officers of the Crown  
703-481 University Ave  
Toronto, ON M5G 2E9  
BUS: (416) 340-0081  
FAX: (416) 340-1561  
*seanhanley@ALOC.ca*  
**Designate, Association of Law Officers of the Crown  
of Ontario**

HARPER, Tania Dawn  
Tania Harper Family Law  
55 King St W 7th Fl  
Kitchener, ON N2G 4W1  
BUS: (519) 772-7555  
FAX: (519) 772-7551  
*law@taniaharper.com*  
**Council Elected, Central South Region**

HEAL, Andrew J.  
Blaney McMurtry LLP  
1500-2 Queen St E  
Toronto, ON M5C 3G5  
BUS: (416) 593-1221  
FAX: (416) 593-5437  
*aheal@blaney.com*  
**Chair, Construction Law**

HEINTZMAN, Thomas G.  
McCarthy Tétrault LLP  
5300-66 Wellington St W  
PO Box 48 Toronto Dominion Bank Tower  
Toronto, ON M5K 1E6  
BUS: (416) 601-7627  
FAX: (416) 868-0673  
*theintzm@mccarthy.ca*  
**OBA Past President, 1989-1990  
CBA Past President**

HENRY, Larry Craig  
28 windsor Rd  
Toronto, ON M9R 3G4  
*larry.henry@hotmail.com*  
**Council Elected, Toronto Region**

HOOK, E. James T.  
Hook, Seller & Lundin LLP  
204-301 First Ave S  
Kenora, ON P9N 1W2  
BUS: (807) 468-9831  
FAX: (807) 468-8384  
*Jhook@hslaw.ca*  
**Designate, Kenora Law Association**

HORTON, Joanne  
Horton & Horton  
1390 2nd Ave W  
PO Box 787 Stn Main  
Owen Sound, ON N4K 5W9  
BUS: (519) 376-8650  
FAX: (519) 371-3512  
*joannehorton@bellnet.ca*  
**Council Elected, Central West Region**

HUDDART, Judith L.  
Dranoff & Huddart  
314-1033 Bay St  
Toronto, ON M5S 3A5  
BUS: (416) 925-4500  
FAX: (416) 925-5197  
*jhuddart@dranoffhuddart.com*  
**Chair, Women Lawyers Forum (CBA)**

HUGGINS, Arleen  
Koskie Minsky LLP  
900-20 Queen St W  
PO Box 52  
Toronto, ON M5H 3R3  
BUS: (416) 595-2115  
FAX: (416) 977-3316  
*ahuggins@kmlaw.ca*  
**Council Elected, Toronto Region**

HYDE, Elizabeth  
130 Riverview Dr  
Toronto, ON M4N 3C8  
*elizabethhyde@gmail.com*  
**Chair, Alternative Dispute Resolution**

HYNES, Daniel  
1506-500 Ridout St N  
London, ON N6A 0A2  
*daniel.w.hynes@gmail.com*  
**Articling Student Ambassador**

JAGLOWITZ, Christopher J.  
Gardiner Miller Arnold LLP  
1202-390 Bay St  
Toronto, ON M5H 2Y2  
BUS: (416) 363-2614  
FAX: (416) 363-8451  
*chris.jaglowitz@gmalaw.ca*  
**Chair, Civil Litigation**

JAI, Julie R.  
507 Glenlake Ave  
Toronto, ON M6P 1G9  
BUS: (416) 973-2310  
*julie.jai@gmail.com*  
**Chair, Aboriginal Law**

JAIPARGAS, Roger  
Borden Ladner Gervais LLP  
Scotia Plaza  
4100-40 King St W  
Toronto, ON M5H 3Y4  
BUS: (416) 367-6266  
FAX: (416) 361-7067  
*rjaipargas@blg.com*  
**Chair, Insolvency Law**

JAMES, Erica L.  
Erica L. James  
32 Waverley Rd  
Toronto, ON M4L 3T1  
BUS: (416) 699-9419  
FAX: (416) 698-7640  
*erica@ericajameslawyer.com*  
**OBA Past President, 1992-1993**

JENNINGS, The Honourable Mr. Justice John R.R.  
703-70 Montclair Ave.  
Toronto, ON M5P 1P7  
**OBA Past President, 1979-1980**  
**CBA Past President**

JONES, Blake  
644 Platt's Lane  
London, ON N6G 3B2  
*bjones44@uwo.ca*  
**Law School Student Ambassador**

JOSEPH, George  
Petroni Hornak Garofalo Mauro  
76 North Algoma St  
Thunder Bay, ON P7A 4Z4  
BUS: (807) 344-9191  
FAX: (807) 345-8391  
*george@petronelaw.on.ca*  
**Designate, Thunder Bay Law Association**

JOVANOVIĆ, D. Stephen  
Bartlet & Richardes LLP  
1000-374 Ouellette Ave  
Windsor, ON N9A 1A9  
BUS: (519) 253-7461  
FAX: (519) 253-2321  
*djovanovic@bartlet.com*  
**Council Elected, Southwest Region**

KATZ, Anton M.  
Barrister & Solicitor  
310-4580 Dufferin St  
Toronto, ON M3H 5Y2  
BUS: (416) 410-1981  
FAX: (416) 665-1902  
*anton@amklaw.ca*  
**Council Elected, Central East Region**

KEALY, C. Michael J.  
Moodie Mair Walker LLP  
500-154 University Ave  
Toronto, ON M5H 3Y9  
BUS: (416) 340-6815  
FAX: (416) 340-6817  
*mkealy@moodiemair.com*  
**Chair, Audit**  
**Council Elected, Toronto Region**

KELLY, Kathleen J.  
Kelly ADR  
278 Berkeley St  
Toronto, ON M5A 2X5  
BUS: (416) 365-1528  
*kellyadr@rogers.com*  
**Chair, Insurance Law**

KENNEDY, Seán Michael  
1057 Summit Ridge Dr  
Oakville, ON L6M 3K9  
*khufu8@sympatico.ca*  
**Former OBA Board of Director Member**

KENNEDY, Timothy P.  
Vincent Dagenais Gibson LLP/s.r.l.  
600-325 rue Dalhousie  
Ottawa, ON K1N 7G2  
BUS: (613) 241-2701 x239  
FAX: (613) 241-2599  
*tim.kennedy@vdg.ca*  
**Chair, Real Property (CBA)**  
**Council Elected, East Region**

KEPES, Robert G.  
Morris Kepes Winters LLP  
1000-390 Bay St  
Toronto, ON M5H 2Y2  
BUS: (416) 366-2276  
FAX: (416) 601-2514  
*rkepes@mkwtaxlaw.com*  
**Chair, Taxation Law**

KING, Adrian D.  
Brown & Burnes  
1400-390 Bay St  
Toronto, ON M5H 2Y2  
BUS: (416) 366-7927  
FAX: (416) 363-9602  
*adking@brownburnes.com*  
**Council Elected, Toronto Region**

KIRBY, Ian D.  
Gilbert, Wright & Kirby LLP  
2302-401 Bay St  
PO Box 103  
Toronto, ON M5H 2Y4  
BUS: (416) 363-3100  
FAX: (416) 363-1379  
*ikirby@gwklaw.com*  
**OBA Past President, 2004-2005**

KIRSHIN, Sarah L.  
Nicholson Smith & Partners LLP  
295 Central Ave.  
London, ON N6B 2C9  
BUS: (519) 679-3366  
FAX: (519) 679-0958  
*skirshin@nicholsonsmith.com*

**Chair, Young Lawyers' Division - Southwestern**

KNAPP, Cherolyn  
Nelson, Watson LLP  
183 Norfolk St  
Guelph, ON N1H 4K1  
BUS: (519) 821-9610  
FAX: (519) 821-8550  
*cknapp@nelwat.com*

**Council Elected, Central West Region**

KNAPTON, Juliet L.  
Connolly Obagi LLP  
1100-200 Elgin St  
Ottawa, ON K2P 1L5  
BUS: (613) 683-2252  
FAX: (613) 567-9751  
*juliet.knapton@connollyobagi.com*

**Chair, Equality Committee**

KOKOLOGIANAKIS, Nicky  
951 Greenwood Ave  
Toronto, ON M4J 4C6  
BUS: (416) 596-4662  
FAX: (416) 599-8341  
*nicky.kokologianakis@lawpro.ca*

**Co-Chair, Young Lawyers' Division**

KOMLEN, Milé  
McMaster University  
1280 Main St W, MUSC Room 212  
Hamilton, ON L8S 4K1  
BUS: (905) 525-9140 x23641  
FAX: (905) 522-7102  
*komlenm@mcmaster.ca*

**Chair, Sexual Orientation and Gender Identity**

KUSSNER, Barnet H.  
WeirFoulds LLP  
1600-130 King St W  
PO Box 480 The Exchange Tower  
Toronto, ON M5X 1J5  
BUS: (416) 967-5079  
FAX: (416) 365-1876  
*bkussner@weirfoulds.com*

**Chair, Municipal Law**

LANGFORD, J. Alex  
129 Coldstream Ave  
Toronto, ON M5N 1X7  
BUS: (416) 486-5470  
FAX: (416) 486-8460  
*jalexl@sympatico.ca*

**OBA Past President, 1985-1986**

LAVICTOIRE, Amélie L.M.  
Office of the Commissioner of Official Languages  
300-344 Slater St  
Ottawa, ON K1A 0T8  
BUS: (613) 995-4130  
FAX: (613) 996-9671  
*amelie.lavictoire@ocol-clo.gc.ca*

**Chair, Official Languages**

LECK, Rachel Catherine  
Ferguson Barristers LLP  
531 King St  
Midland, ON L4R 4P3  
BUS: (705) 526-1471  
FAX: (705) 526-1067  
*r.leck@fergusonbarristers.ca*

**Council Elected, Central East Region**

LEFEBVRE, Julia Lauren  
Lenczner Slaght Royce Smith Griffin LLP  
2600-130 Adelaide St W  
Toronto, ON M5H 3P5  
BUS: (416) 865-2898  
FAX: (416) 865-3711  
*jlefebvre@litigate.com*

**Council Elected, Toronto Region**

LEVANGIE, David  
Fogler Rubinoff LLP  
1200-95 Wellington St W  
Toronto, ON M5J 2Z9  
BUS: (416) 864-7603  
FAX: (416) 941-8852  
*dlevangie@foglers.com*

**Chair, Education Law**

LEWIS, Abiodun O.  
Ministry of Attorney General - Policy Division  
720 Bay St, 7th Flr  
Toronto, ON M7A 2S9  
BUS: (416) 326-2513  
FAX: (416) 326-2699  
*abi.lewis@ontario.ca*

**Chair, Public Sector Lawyers**

LO, Janet  
Public Interest Advocacy Centre  
1204-1 Nicholas St  
Ottawa, ON K1N 7B7  
BUS: (613) 562-4002 x24  
FAX: (613) 562-0007  
*jlo@piac.ca*

**Council Elected, East Region**

**Former OBA Board of Director Member**

LOMIC, Paul  
1510-887 Bay St  
Toronto, ON M5S 3K4  
BUS: (416) 868-1482  
FAX: (416) 362-0823  
*paul\_lomic@hotmail.com*  
**Council Elected, Toronto Region**

LOUCKS, Peter E.  
Loucks & Loucks  
84 1st Avenue S  
PO Box 430  
Chesley, ON N0G 1L0  
BUS: (519) 363-3223  
FAX: (519) 363-2133  
*loucks1@bmts.com*  
**Council Elected, Central West Region**

MACDONALD, Joan M.  
3-43 Duke St  
Hamilton, ON L8P 1X2  
BUS: (905) 979-0367  
FAX: (905) 526-1037  
*law\_firm@sympatico.ca*  
**Council Elected, Central South Region**  
**Former OBA Board of Director Member**

MACDONALD, Lorin J.  
Cohen Highley LLP  
One London Place  
1100-255 Queens Ave  
London, ON N6A 5R8  
BUS: (519) 672-9330  
FAX: (519) 672-5960  
*lmacdonald@cohenhighley.com*  
**Council Elected, Southwest Region**

MACDONALD, Margaret A.  
Ministry of Natural Resources  
Whitney Block, Queen's Park  
3420-99 Wellesley St W  
Toronto, ON M7A 1W3  
BUS: (416) 212-4182  
FAX: (416) 314-2030  
*margaret-amanda.macdonald@ontario.ca*  
**Chair, Natural Resources and Energy**

MACDONALD, Svetlana S.  
MacDonald, Evenden  
1229 Dundas St.  
London, ON N5W 3B1  
BUS: (519) 451-2489  
FAX: (519) 451-8131  
*smacdonald@bellnet.ca*  
**Council Elected, Southwest Region**

MACKAY, William R.  
Government of Nunavut  
1209-350 Sparks St  
Ottawa, ON K1H 8L7  
BUS: (613) 233-9890 Ext.234  
FAX: (613) 233-2543  
*WMacKay@gov.nu.ca*  
**Council Elected, East Region**

MACKENZIE, Ian R.  
179 Fanshawe Ave  
Ottawa, ON K1H 6C8  
*ian.mackenzie@bell.net*  
**Council Elected, East Region**

MACKINNON, Martha M.  
1203-415 Yonge St  
Toronto, ON M5B 2E7  
*mackinnonmartha@gmail.com*  
**Chair, Sections**  
**Council Elected, Toronto Region**

MACLEAN, M. Virginia  
233 Robinson St  
Oakville, ON L6J 4Z5  
BUS: (416) 365-1993  
FAX: (800) 285-0410  
*virginia@virginiamaclean.com*  
**Law Society of Upper Canada Representative**  
**OBA Past President, 2002-2003**

MALICKI, Marek S.  
2 Woodbank Rd  
Toronto, ON M9B 5C5  
BUS: (905) 274-1650  
FAX: (905) 274-1652  
*marek@malicki.ca*  
**Chair, Membership**  
**Director-At-Large, Central West**

MANNING, Garth Lewis  
17203 Loyalist Pkwy  
RR 1  
Wellington, ON K0K 3L0  
BUS: (613) 399-5109  
*gmanning@xplornet.com*  
**OBA Past President, 1990-1991**

MARSHALL, Alan T.  
222 Strathcona Dr  
Burlington, ON L7L 2C8  
*a.k.mars@sympatico.ca*  
**OBA Past President, 1971-1972**

MARSHALL, Thomas C.  
81 Highbourne Rd  
Toronto, ON M5P 2J3  
BUS: (416) 483-8931  
FAX: (416) 483-2499  
*saferet@ca.inter.net*  
**OBA Past President, 2000-2001**

MARTIN, Jane E.  
Dickson MacGregor Appell LLP  
306-10 Alcorn Ave  
Toronto, ON M4V 3A9  
BUS: (416) 927-0891 x128  
FAX: (416) 927-0385  
*jmartin@dicksonlawyers.com*  
**Council Elected, Toronto Region**

MCEWAN, Andrea Catherine  
Thornton Grout Finnigan LLP  
3200-100 Wellington St W  
PO Box 329 Stn Toronto Dom  
Toronto, ON M5K 1K7  
BUS: (416) 304-1616  
FAX: (416) 304-1313  
*amcewan@tgf.ca*  
**Council Elected, Toronto Region**

MC GEE, The Honourable Madam Justice Heather A.  
Superior Court of Justice  
50 Eagle St W  
Newmarket, ON L3Y 6B1  
BUS: (905) 895-4887  
FAX: (905) 853-4829  
*Heather.McGee@scj-csj.ca*  
**OBA Past President, 2005-2006**

MCGRATH, Susan T.  
Barrister & Solicitor  
97 Ambridge Dr  
PO Box 700  
Iroquois Falls, ON P0K 1G0  
BUS: (705) 232-4055  
FAX: (705) 232-6301  
*mcgrath@nt.net*  
**OBA Past President, 1999-2000**  
**CBA Past President**  
**Treasurer's Nominee**

MEEHAN, Eugene  
Supreme Advocacy LLP  
100-397 Gladstone Ave  
Ottawa, ON K2P 0Y9  
BUS: (613) 695-8580  
FAX: (613) 695-8580  
*emeehan@supremeadvocacy.ca*  
**CBA Past President**

MEUNIER, Jay  
Girones & Associates  
16 Cedar St S  
Timmins, ON P4N 2G4  
BUS: (705) 268-4242  
FAX: (705) 264-1646  
*jmeunier@girones.ca*  
**Council Elected, Northeast Region**

MILLER, Alayna M.  
Seigny Westdal LLP  
300-190 O'Connor St  
Ottawa, ON K2P 2R3  
BUS: (613) 751-4459  
FAX: (613) 751-4471  
*alayna.miller@seignywestdal.com*  
**Chair, Young Lawyers' Division - East**

MONTIGNY, Edgar-André  
ARCH Disability Law Centre  
110-425 Bloor St E  
Toronto, ON M4W 3R4  
BUS: (416) 482-8255  
FAX: (416) 482-2981  
*montignye@lao.on.ca*  
**Chair, Administrative Law**

MORIN, David A.  
Will Davidson LLP  
PO Box 129  
322 Muskoka Rd 3 N  
Huntsville, ON P1H 1C4  
BUS: (705) 788-3740 x213  
FAX: (705) 788-3751  
*dmorin@willdavidson.ca*  
**Council Elected, Central East Region**

MORTON, James C.  
Steinberg Morton Hope & Israel LLP  
1100-5255 Yonge St  
North York, ON M2N 6P4  
BUS: (416) 225-2777  
FAX: (416) 225-7112  
*jmorton@smhilaw.com*  
**OBA Past President, 2006-2007**

MROWIEC, Peter  
816-34 Cumberland St N  
Thunder Bay, ON P7A 4L3  
BUS: (807) 344-0099  
FAX: (807) 623-1251  
*peter.pmlaw@tbaytel.net*  
**Council Elected, Northwest Region**  
**Former OBA Board of Director Member**

MUIR, Gavin R.  
Gavin R. Muir Professional Corporation  
459 George Street North  
Peterborough, ON K9H 3R6  
BUS: (705) 201-5479  
*gavin@grmlaw.ca*  
**Council Elected, Central East Region**

MULLEN, John Patrick  
Keyser Mason Ball LLP  
1600-4 Robert Speck Pky  
Mississauga, ON L4Z 1S1  
BUS: (905) 276-9111  
FAX: (905) 276-2298  
*jmullen@kmbllaw.com*

**Designate, Peel Law Association**

MURPHY, Patrick J.  
Donnelly & Murphy  
18 Court House Sq  
Goderich, ON N7A 3Y7  
BUS: (519) 524-2154  
FAX: (519) 524-8550  
*pmurphy@dmlaw.ca*

**Council Elected, Southwest Region**

MUSZYNSKI, Kristin A.  
Templeman Menninga LLP  
401-366 King St E  
Kingston, ON K7K 6Y3  
BUS: (613) 542-1889  
FAX: (613) 542-7929  
*km@tmlegal.ca*

**Council Elected, East Region**

NANAYAKKARA, Eric Charles  
Evans, Philp  
1600-1 King St W  
PO Box 930 Stn A  
Hamilton, ON L8N 3P9  
BUS: (905) 525-1200 x1011  
FAX: (905) 525-7897  
*eNanayakkara@evansphilp.com*

**Council Elected, Central South Region**

O'BRIEN, James F.  
Reynolds O'Brien LLP  
183 Front St  
PO Box 1327 Stn CSC  
Belleville, ON K8N 5J1  
BUS: (613) 966-3031  
FAX: (613) 966-2390  
*jobrien@reynoldsobrien.com*

**OBA Past President, 2001-2002**

O'BRIEN, Jerry F.  
O'Brien Jacklin Wickett Sulman  
870 Park Ave W  
PO Box 548 Stn Main  
Chatham, ON N7M 5K6  
BUS: (519) 352-0190  
FAX: (519) 352-0565  
*jobrien@ojwslaw.com*

**Designate, Kent Law Association**

OSTIGUY, Raymond J.  
20 rue Jean Salomon Taupier  
Chambly, QC J3L 5L9  
*ray.ostiguy@videotron.ca*  
**OBA Past President, 1982-1983**

PERCIVAL, Jeffrey Scott  
Pallett Valo LLP  
1600-90 Burnhamthorpe Rd W  
Mississauga, ON L5B 3C3  
BUS: (905) 273-3022 x254  
FAX: (905) 273-6920  
*jpercival@pallettvalo.com*  
**Council Elected, Central West Region**

PEREIRA, Kurt Kane  
Stieber Berlach LLP  
1800-130 Adelaide St W  
Toronto, ON M5H 3P5  
BUS: (416) 595-4683  
FAX: (416) 366-1466  
*kpereira@sblegal.ca*  
**Council Elected, Toronto Region**

PERRON, Karen  
Borden Ladner Gervais LLP  
World Exchange Plaza  
1100-100 Queen St  
Ottawa, ON K1P 1J9  
BUS: (613) 369-4795  
FAX: (613) 230-8842  
*kperron@blg.com*  
**Council Elected, East Region**

PETERSON, Robert A.  
Ecojustice Clinic at the University of Ottawa, Facult of  
35 Copernicus St, Room 109  
Ottawa, ON K1N 6N5  
BUS: (613) 562-5800 x. 3397  
FAX: (613) 562-5319  
*rpeterson@ecojustice.ca*  
**Chair, SOGIC (CBA)**

PHALAVONG, Raongdao  
Cambridge LLP  
855 Brant St  
Burlington, ON L7R 2J6  
BUS: (905) 635-7007  
FAX: (289) 293-0318  
*rphalavong@cambridgellp.com*  
**Council Elected, Central South Region**

PHILLIPS, Alwyn  
40 Hutcherson Sq  
Scarborough, ON M1B 1C6  
*alwyn.c.phillips@gmail.com*  
**Law School Student Ambassador**



PRIBETIC, Antonin Ivan  
Steinberg Morton Hope & Israel LLP  
1100-5255 Yonge St  
North York, ON M2N 6P4  
BUS: (416) 225-2777 x237  
FAX: (416) 225-7112  
*apribetic@smhilaw.com*  
**Chair, International Law**

QUICK, Jennifer Jill  
Miller Thomson LLP  
One London Place  
2010-255 Queens Ave  
London, ON N6A 5R8  
BUS: (519) 931-3500  
FAX: (519) 858-8511  
*jquick@millerthomson.com*  
**Council Elected, Southwest Region**  
**Former OBA Board of Director Member**

QUINN, Shelley C.  
Department of Justice  
3400-130 King St W  
PO Box 36 Stn 1st Can Pl  
Toronto, ON M5X 1K6  
BUS: (416) 973-3148  
*squinn@justice.gc.ca*  
**Chair, Feminist Legal Analysis**  
**Council Elected, Toronto Region**

RADNOFF, Arthur Jeffrey  
Radnoff Law Offices  
701-375 University Ave  
Toronto, ON M5G 2J5  
BUS: (416) 203-3641  
FAX: (416) 203-5238  
*jradnoff@radnofflaw.com*  
**Council Elected, Toronto Region**

RAMSAY, Audrey Patricia Carol  
302-21 Scollard St  
Toronto, ON M5R 1G1  
BUS: (416) 512-3260  
FAX: (416) 512-3159  
*audrey.ramsay.pos7@statefarm.com*  
**Chair, Professional Development**

RASAI AH, Annalisa S.  
Annalisa S. Rasaiah Law Office  
372 Albert St E  
Sault Ste Marie, ON P6A 2J6  
BUS: (705) 253-0010  
FAX: (705) 253-2268  
*arasaiah@bellnet.ca*  
**Council Elected, Northeast Region**

RENKEN, Brian H.  
Scheifele Erskine Renken  
PO Box 3395, Stn. Main  
Meaford, ON N4L 1A5  
BUS: (519) 538-2510  
FAX: (519) 538-1843  
*info@meafordlawyers.com*  
**Council Elected, Central West Region**

RICHARDS, J. Gregory  
WeirFoulds LLP  
1600-130 King St W  
PO Box 480 The Exchange Tower  
Toronto, ON M5X 1J5  
BUS: (416) 947-5031  
FAX: (416) 365-1876  
*grichards@weirfoulds.com*  
**Chair, Constitutional, Civil Liberties & Human Rights**

ROBITAILLE, Danielle  
Henein & Associates  
202-445 King St W  
Toronto, ON M5V 1K4  
BUS: (416) 368-5000  
FAX: (416) 368-6640  
*drobotaille@henein.com*  
**Council Elected, Toronto Region**

ROGERS, Scott MacCaie  
Ontario Crown Attorneys' Association  
1905-180 Dundas St W  
Toronto, ON M5G 1Z8  
BUS: (416) 977-4517  
FAX: (416) 977-1460  
*scott.rogers@ocaa.ca*  
**Council Representative, Ontario Crown Attorneys' Association**

ROSENHEK, Steven F.  
Fasken Martineau DuMoulin LLP  
Bay Adelaide Centre, Box 20  
2400-333 Bay St  
Toronto, ON M5H 2T6  
BUS: (416) 865-4541  
FAX: (416) 364-7813  
*srosenhek@fasken.com*  
**Chair, Paralegal Regulation**  
**OBA Past President, 1998-1999**

ROSS, Kristi Martha  
Fogler Rubinoff LLP  
410-46 Elgin St  
Ottawa, ON K1P 5K6  
BUS: (613) 842-7464  
FAX: (613) 842-7445  
*kross@foglers.com*  
**Chair, Environmental Law**

ROSS, Quinn Martin  
The Ross Firm  
138 Court House Sq  
Goderich, ON N7A 1M9  
BUS: (519) 524-5532  
FAX: (519) 524-8438  
*qmross@rossfirm.com*

**Director-At-Large, Southwest**

ROTH, Susannah B.  
O'Sullivan Estate Lawyers Professional Corporation  
1410-222 Bay St  
PO Box 68 Stn Toronto Dom  
Toronto, ON M5K 1E7  
BUS: (416) 363-3336  
FAX: (416) 363-9570  
*sroth@osullivanlaw.com*

**Council Elected, Toronto Region**

ROTSTEIN, Stephen A.  
Financial Planning Standards Council  
902-375 University Ave  
Toronto, ON M5G 2J5  
BUS: (416) 593-8587 x245  
FAX: (416) 593-6903  
*srotstein@fpssc.ca*

**Chair, Canadian Corporate Counsel Association-Toronto Chapter**

RUDNER, Stuart  
Miller Thomson LLP  
600-60 Columbia Way  
Markham, ON L3R 0C9  
BUS: (905) 415-6767  
FAX: (905) 415-6777  
*srudner@millerthomson.com*

**Director-At-Large, Central East**

SAGUIL, Paul Jonathan  
Stockwoods LLP  
4130-77 King St W  
TD Centre, PO Box 140  
Toronto, ON M5K 1H1  
BUS: (416) 593-2491  
FAX: (416) 593-9345  
*pauls@stockwoods.ca*

**Council Elected, Toronto Region**

SALATA, Kerri A.  
BMO Financial Group  
Law Department, 21st Flr  
PO Box 1 Stn 1st Can Place  
Toronto, ON M5X 1A1  
BUS: (416) 867-3888  
FAX: (416) 867-7191  
*kerri.salata@bmo.com*

**Council Elected, Central South Region**

SANDBERG, Glenn E. J.  
200-144 Elm St  
Sudbury, ON P3C 1T7  
BUS: (705) 671-9922  
FAX: (705) 671-2107  
*doripoirier@bellnet.ca*

**Director-At-Large, Northeast**

SANKARANARAYANAN, Bhuvana  
407-44 Gerrard St W  
Toronto, ON M5G 2K2  
*sankar.bhuvana@gmail.com*

**Law School Student Ambassador**

SAYLOR, Ginevra  
Fraser Milner Casgrain LLP  
400-77 King St W  
Royal Trust Tower, TD Centre  
Toronto, ON M5K 0A1  
BUS: (416) 863-4680  
FAX: (416) 863-4592  
*ginevra.saylor@fmc-law.com*

**Chair, LPM and Technology (CBA)**

SCHER, Hugh R.  
Scher Law Professional Corporation  
210-69 Bloor St E  
Toronto, ON M4W 1A9  
BUS: (416) 969-1812  
FAX: (416) 969-1815  
*hugh@sdlaw.ca*

**Chair, Labour & Employment Law**

SEGUIN, Barton Joseph  
Shibley Righton LLP  
301-2510 Ouellette Ave  
Windsor, ON N8X 1L4  
BUS: (519) 967-3787  
FAX: (519) 969-8045  
*barton.seguin@shibleyrighton.com*

**Council Representative, Essex Law Association**

SHAPIRO, Nancy Madeleine  
Koskie Minsky LLP  
900-20 Queen St W  
PO Box 52  
Toronto, ON M5H 3R3  
BUS: (416) 595-2108  
FAX: (416) 204-2884  
*nshapiro@kmlaw.ca*

**Chair, Continuing Legal Education-Main**

SHAW, Jeremy  
Zarek Taylor Grossman Hanrahan LLP  
1300-20 Adelaide St E  
Toronto, ON M5C 2T6  
BUS: (416) 777-7389  
FAX: (416) 777-2050  
*jshaw@ztgh.com*

**Former OBA Board of Director Member**

SHAWYER, Robert M. G.  
86B Miranda Ave  
Toronto, ON M6B 3W6  
BUS: (416) 398-4044 x5  
FAX: (416) 398-7396  
*robert@shawyerlaw.ca*

**Chair, Sole/Small Firm/Gen Practice**

SHERHOLS, Sarah J.  
1506-71 Somerset  
Ottawa, ON K2P 2G2  
*sherhols@gmail.com*

**Chair, Student Division**

SIMPSON, William J.  
Tierney Stauffer LLP  
510-1600 Carling Ave  
Ottawa, ON K1Z 0A1  
BUS: (613) 728-1989 x209  
FAX: (613) 728-9866  
*bsimpson@tslawyers.ca*

**OBA Past President, 1997-1998**

SIRIVAR, Abbey K.  
McCarthy Tétrault LLP  
5300-66 Wellington St W  
PO Box 48 Toronto Dominion Bank Tower  
Toronto, ON M5K 1E6  
BUS: (416) 362-1812  
FAX: (416) 868-0673  
*jsirivar@mccarthy.ca*

**Council Elected, Toronto Region**

SMITH, Donald E.  
136 St Leonard's Ave  
Toronto, ON M4N 1K5  
BUS: (416) 601-7978  
*smith7672@rogers.com*

**OBA Past President, 1976-1977**

SMITH, Kelly James  
Zarek Taylor Grossman Hanrahan LLP  
1300-20 Adelaide St E  
Toronto, ON M5C 2T6  
BUS: (416) 777-2811  
FAX: (416) 777-2050  
*ksmith@ztgh.com*

**Council Elected, Toronto Region**

SNIVELY, Pamela A.  
Heenan Blaikie LLP  
2900-333 Bay St  
Toronto, ON M5H 2T4  
BUS: (416) 643-6965  
FAX: (416) 360-8425  
*psnively@heenan.ca*

**Chair, Privacy Law**

SPECTOR, Marc H.  
Steinecke Maciura LeBlanc  
2308-401 Bay St  
PO Box 23  
Toronto, ON M5H 2Y4  
BUS: (416) 599-2200  
FAX: (416) 593-7867  
*mspector@sml-law.com*

**Chair, Health Law  
Council Elected, Toronto Region**

SPEIGEL, Jonathan  
Speigel Nichols Fox LLP  
400-30 Eglinton Ave W  
Mississauga, ON L5R 3E7  
BUS: (905) 791-6262 x221  
FAX: (905) 366-9707  
*jonathan@ontlaw.com*  
**Chair, Investment  
OBA Past President, 2003-2004**

STARK, Michelle Lea  
Wissenz Law  
183 James St S  
Hamilton, ON L8P 3A8  
BUS: (905) 522-1102  
FAX: (905) 522-1122  
*mstark@wissenzlaw.com*  
**Council Representative, Hamilton Law Association**

STERNS, David L.  
Sotos LLP  
1250-180 Dundas St W  
Toronto, ON M5G 1Z8  
BUS: (416) 977-0007 x313  
FAX: (416) 977-0717  
*dsterns@sotosllp.com*  
**Chair, Public Affairs  
Director-At-Large, Toronto**

STEVENSON, Colin Pedlow  
Stevensons LLP  
202-15 Toronto St  
Toronto, ON M5C 2E3  
BUS: (416) 599-7900  
FAX: (416) 599-7910  
*cstevenson@stevensonlaw.net*  
**Council Elected, Toronto Region**

STIGAS, Dina  
Ministry of Municipal Affairs & Housing  
Office of the Honourable Rick Bartolucci  
1700-777 Bay St  
Toronto, ON M5G 2E5  
BUS: (416) 585-6333  
FAX: (416) 585-6470  
*stigasd@gmail.com*  
**Former OBA Board of Director Member**

SWEENY, Paul R.  
Evans Sweeny Bordin LLP  
1201-1 King St W  
Hamilton, ON L8P 4X8  
BUS: (905) 523-5666  
FAX: (905) 523-8098  
*psweeny@esblawyers.com*

**Immediate Past President  
OBA Past President, 2011-2012**

TAKACS, Lorraine E.  
Hughes Amys LLP  
200-48 Yonge St  
Toronto, ON M5E 1G6  
BUS: (416) 367-1608  
FAX: (416) 367-8821  
*ltakacs@hughesamys.com*

**Council Elected, Toronto Region**

TARANTINO, Bob  
Heenan Blaikie LLP  
2900-333 Bay St  
Toronto, ON M5H 2T4  
BUS: (416) 643-6815  
FAX: (416) 360-8425  
*btarantino@heenan.ca*

**Chair, Entertainment, Media and Communication**

TCHEGUS, Robert Paul  
Cunningham Swan Carty Little & Bonham LLP  
Smith Robinson Building  
Suite 300 - 27 Princess St  
Kingston, ON K7L 1A3  
BUS: (613) 546-8073  
FAX: (613) 542-9814  
*rtchegus@cswan.com*

**Council Elected, East Region  
Former OBA Board of Director Member**

TEAL, Mary A.  
Hughes Amys LLP  
2100-25 Main St W  
Hamilton, ON L8P 1H1  
BUS: (905) 577-4050 x224  
FAX: (905) 577-6301  
*mteal@hughesamys.com*

**Council Elected, Central South Region**

THEODORE, Charlene D.  
Ontario Nurses' Association  
400-85 Grenville St  
Toronto, ON M5S 3A2  
BUS: (416) 964-8833 x2313  
FAX: (416) 964-8864  
*charlenet@ona.org*

**Council Elected, Toronto Region**

THOUIN, Alena  
Central 1 Credit Union  
908-120 Adelaide St W  
Toronto, ON M5H 1T1  
BUS: (416) 254-0468  
FAX: (416) 590-7070  
*athouin@central1.com*

**Council Elected, Toronto Region**

TIGHE, Jeffrey W.  
Speigel Nichols Fox LLP  
400-30 Eglinton Ave W  
Mississauga, ON L5R 3E7  
BUS: (905) 366-9700 x 274  
FAX: (905) 366-9707  
*jeffrey@ontlaw.com*

**Designate, Peel Law Association**

TODGHAM CHERNIAK, Cyndee  
McMillan LLP  
Brookfield Place, Suite 4400  
181 Bay St  
Toronto, ON M5J 2T3  
BUS: (416) 307-4168  
FAX: No Faxing  
*Cyndee@lexsage.com*

**Chair, Commodity Tax, Customs and Trade (CBA)**

TRIMBLE, Jamie Kevin  
Hughes Amys LLP  
2100-25 Main St W  
Hamilton, ON L8P 1H1  
BUS: (877) 858-8234  
FAX: (905) 577-6301  
*jtrimble@hughesamys.com*

**OBA Past President, 2008-2009**

UPENIEKS, Edwin George  
Lawrence, Lawrence, Stevenson LLP  
43 Queen St W  
Brampton, ON L6Y 1L9  
BUS: (905) 451-3040  
FAX: (905) 451-5058  
*eupeniaks@lawrences.com*

**Chair, Compensation & Human Resources  
Secretary (Executive & Council)**

VAUTHIER, Janice H.  
69 Winnipeg Ave  
Thunder Bay, ON P7B 3R1  
BUS: (807) 344-0474  
*janice.vauthier@ontario.ca*

**Council Elected, Northwest Region**

VICARS, Lynne M. J.  
Bank of Nova Scotia - Legal Department  
8th Flr, 44 King St W  
Toronto, ON M5H 1H1  
BUS: (416) 866-4253  
FAX: (416) 866-7767  
*lynne.vicars@scotiabank.com*  
**Council Elected, Toronto Region**

WALKER, John E.  
Hacker Gignac Rice  
518 Yonge St  
Midland, ON L4R 2C5  
BUS: (705) 526-2231  
FAX: (705) 526-0313  
*johnw@hgr.ca*  
**Council Elected, Central East Region**

WATTS, Laura E.  
282 Wright Ave  
Toronto, ON M6R 1L5  
BUS: 1-647-969-6793  
*lwatts@bcli.org*  
**Chair, Elder Law (CBA)**

WAYLAND, Christopher A.  
McCarthy Tétrault LLP  
5300-66 Wellington St W  
PO Box 48 Toronto Dominion Bank Tower  
Toronto, ON M5K 1E6  
BUS: (416) 601-8109  
FAX: (416) 868-0673  
*cwayland@mccarthy.ca*  
**Chair, Criminal Justice**

WEINBERG, Lawrence M.  
Cassels Brock & Blackwell LLP  
2100-40 King St W  
Toronto, ON M5H 3C2  
BUS: (416) 860-2987  
FAX: No Faxing  
*lweinberg@casselsbrock.com*  
**Chair, Franchise Law**

WHINCUP, Jennifer Anne  
1220-25 The Esplanade  
Toronto, ON M5E 1W5  
BUS: (416) 365-3425  
FAX: (416) 365-5240  
*jwhincup@davis.ca*  
**Council Elected, Toronto Region**

WILLIAMS, Cheryl S. S.  
Fryer & Associates  
201-4961 Highway 7  
Markham, ON L3R 1N1  
BUS: (905) 940-1598  
FAX: (905) 940-1730  
*cheryl@fryerfamilylaw.com*  
**Council Elected, Central East Region**

YACH, Melanie A.  
Aird & Berlis LLP  
Brookfield Place  
1800-181 Bay St  
Toronto, ON M5J 2T9  
BUS: (416) 863-1500  
FAX: (416) 863-1515  
*myach@airdberlis.com*  
**Chair, Trusts and Estates**

YAQUBIAN, Naheed  
11 Bloomfield Trail  
Richmond Hill, ON L4E 2H8  
*nyaqubian@gmail.com*  
**Law School Student Ambassador**

YATES, Lorna M.  
Ballantyne Yates LLP  
1100-45 St Clair Ave W  
Toronto, ON M4V 1K9  
BUS: (416) 968-9200 x222  
FAX: (416) 968-9400  
*lorna@byfamilylaw.ca*  
**Chair, Family Law**

ZIVANOVIC, Aleksandra  
McCague Borlack LLP  
The Exchange Tower  
2700-130 King St W PO Box 136  
Toronto, ON M5X 1C7  
BUS: (416) 860-8362  
FAX: (416) 860-0003  
*azivanovic@mccagueborlack.com*  
**Council Elected, Toronto Region**

## **Role of Council**

Council elects the officers, approves the budget, and most important determines OBA policy. Council meets four times a year to perform its duties and hear reports from the President, Executive Director, Standing Committees, Divisions and other agenda items set by the President.

### **Role of Council Members**

As an OBA Council Member, you are expected to:

- regularly attend meetings of Council;
- are a voice for OBA members;
- debate issues facing the organization and profession;
- make decisions to set OBA policy;
- receive reports from committees;
- participate in setting the future direction of OBA;
- represent OBA to the profession;
- provide feedback to the Board of Directors; and
- participate fully to ensure OBA receives the benefit of your experience and knowledge.

Some Ontario Council Members also sit on the CBA National Council as voting members. This is determined following OBA's By-laws.

### **Council Meetings**

The year commences usually with a weekend meeting in late September or early October, held outside Metropolitan Toronto. The program includes recreation and social occasions.

OBA Council regularly has three other meetings during the year in Toronto at the OBA offices. On occasion a special meeting of Council is called, usually to approve some policy resolution of importance for presentation to government.

Following the fall meeting, the normal pattern is a December meeting, a March/April meeting and a June meeting. The June meeting now includes the approval of the Annual Budget for the following fiscal year.

### **National Council Meetings**

The National Council meets twice annually, a mid-winter meeting in February and the annual meeting, normally in August. Ontario Council members who are voting members of the National Council should plan to attend these meetings, as Ontario needs your voting strength. If you know you cannot attend, then please advise OBA's Executive Director in order that an alternate member of Council may be appointed and attend in your absence

for the particular meeting.

### **Representation**

Every member of OBA Council is a representative and treats his or her vote and contribution in this light. There are three constituencies that each Council member represents:

- a region if an elected member, or a section, conference or some other organization;
- your own area of practice, size of law firm or department and your age group; and
- the public. The profession exists to serve the public. Each Council member should weigh the needs and concerns of his or her public.

### **Policy Resolutions**

Members of Council should consider it an obligation to bring forward responsible proposals to Council for study and further action.

# OBA Governance Structure

Officers	
<b>Who are they?</b>	
<ul style="list-style-type: none"> <li>• President</li> <li>• 1<sup>st</sup> Vice-President</li> <li>• 2<sup>nd</sup> Vice-President</li> <li>• Secretary</li> </ul>	<ul style="list-style-type: none"> <li>• Treasurer</li> <li>• Immediate Past President</li> <li>• Executive Director (non-voting)</li> </ul>
<p>Except for President, 1<sup>st</sup> Vice-President, Past-President and Executive Director, the Officers are elected by members of Council. The position of President is filled by automatic succession by the 1<sup>st</sup> Vice-President. The Executive Director is a staff position.</p>	
<b>Officers' Role</b> Officers meet monthly to conduct the business of the corporation, review financial statements and are the signing officers of the corporation. They act as the Board of Directors.	
Board of Directors	
<b>Who are they?</b>	
<ul style="list-style-type: none"> <li>• President</li> <li>• 1<sup>st</sup> Vice-President</li> <li>• 2<sup>nd</sup> Vice-President</li> <li>• Secretary</li> <li>• Treasurer</li> <li>• Immediate Past President</li> <li>• Eight Elected Directors-at-Large</li> <li>• Chair, Membership</li> </ul>	<ul style="list-style-type: none"> <li>• Chair of Professional Development</li> <li>• Executive Director (non-voting)</li> <li>• Chair, Public Affairs</li> <li>• Chair, Young Lawyers Division</li> <li>• Chair, Student Division</li> <li>• Chair, Sections (non-voting)</li> </ul>
<p>The members of Council also elect Directors-at-Large. The Chairs of the Student and Young Lawyers Divisions are decided by their executive members, subject to approval of OBA's Board. Council appoints Committee Chairs under the Board's recommendations.</p>	
<b>Board of Director's Role</b> The Board of Directors advises and assists the President and directs OBA's affairs between Council meetings. It meets monthly to hear reports from committees, approve submissions and makes decisions and sets policy on issues that can not wait until the next Council meeting.	
Council	
<b>Who are they?</b>	
<ul style="list-style-type: none"> <li>• President</li> <li>• 1<sup>st</sup> Vice-President</li> <li>• 2<sup>nd</sup> Vice-President</li> <li>• Secretary</li> <li>• Treasurer</li> <li>• Immediate Past President</li> <li>• Eight Elected Directors-at-Large</li> <li>• Chair, Public Affairs</li> <li>• Chair, Student Division</li> <li>• Executive Director (non-voting)</li> <li>• OBA Standing &amp; Special Committee Chairs</li> <li>• Local Law Association Representatives</li> <li>• Treasurer and Law Society of Upper Canada Representatives</li> </ul>	<ul style="list-style-type: none"> <li>• Chair of Professional Development</li> <li>• Chair, Membership</li> <li>• Three Chairs, Young Lawyers Division</li> <li>• OBA Section Chairs</li> <li>• OBA Past Presidents</li> <li>• Elected Members of Council</li> <li>• Law School Student Representatives</li> <li>• Articling Student Representatives</li> <li>• Law School Faculty Representatives</li> <li>• Past CBA Presidents from Ontario</li> <li>• Chairs, National Sections who reside in Ontario</li> <li>• Representatives of other legal organizations</li> <li>• Appointed Members</li> </ul>
<p>Elected members of Council are elected by and from OBA members. Sections elect their own Chairs. Students, law schools, the Law Society, local law associations and other legal organizations determine their own representatives. Each County &amp; District Law Association President selects a representative, who must be an OBA member.</p>	
<b>Council's Role</b> Council elects the officers, approves the budget, and most important determines OBA policy. Council meets four times a year to perform its duties and hear reports from the President, Executive Director, Standing Committees, Divisions and other agenda items set by the President.	



## **Role of Board of Directors and Officers**

### **Board of Directors**

The Board of Directors advises and assists the President and between meetings of Council has the powers of Council, except the power to pass By-laws. The Board provides a report on the Association's activities at each Council meeting. It may, where necessary, establish or disband Special Committees, set the terms of reference and appoint the Chair and members. It is the duty of the Board to keep informed on all issues affecting the Branch including legislation and direct study of such issues by the appropriate Section or Committee. The Board of Directors is to ensure that results and recommendations from the studies or reports are communicated to the appropriate governmental office or agency. The Board of Directors meets monthly.

Staff support, in addition to the Executive Director, is given by Directors of Continuing Legal Education; Sections; Government and Stakeholders Relations; Communications and Marketing; Membership; Operations; Media, Technology and Website, and Finance.

### **Officers**

The Officers meet monthly to conduct the business of the corporation, review financial statements and are the signing officers of the corporation. They act as a Board of Directors of the corporation.

### **President**

The President presides at all meetings of the Branch, Council and Board of Directors. The term of office is one year. The President shall submit a written report on the work of the Branch at the Annual meeting of the Branch. The President is also a member of the Board of Directors of the Canadian Bar Association which meets quarterly to conduct the business of the national association.

### **1<sup>st</sup> Vice-President**

The 1<sup>st</sup> Vice-President is the President-elect, shall assist the President in carrying on the administration of the Branch, and, in the absence of the President, shall preside at meetings and exercise the rights and perform the duties of the President. The 1<sup>st</sup> Vice-President shall be responsible for the activities and progress of the work of Committees and shall be the Chair of the Strategic Planning and Corporate Social Responsibility Committee.

### **2<sup>nd</sup> Vice-President**

The 2<sup>nd</sup> Vice-President assists the 1<sup>st</sup> Vice-President and the President in carrying on the administration of the Branch and, in the absence of the 1<sup>st</sup> Vice-President, shall perform the duties of the 1<sup>st</sup> Vice-President. The 2<sup>nd</sup> Vice-President shall be the Chair of the Governance Committee.

### **Treasurer**

The Treasurer is the Branch's chief financial officer and shall be responsible for OBA's financial affairs.

**Secretary**

The Secretary shall be responsible for the maintenance of minutes of all meetings of the Branch, Council and the Board of Directors and shall perform any other duties the President may assign.

**Chair, Professional Development**

The Chair of Professional Development is responsible for all aspects of the Professional Development activities. This includes, but is not limited to, the activities of Sections and the delivery of CLE.

**Directors-at-Large**

Directors-at-Large round out the Board and take on special tasks and areas of responsibility given them by the President or Board. Some recent assignments have included chairing Standing Committees, Special Committees and Task Forces. Starting in 2010-11, Directors-at-Large are elected regionally and are expected to advise the President and the Board on matters which may impact positively or negatively on their electoral constituencies. Although they are elected representatives of their regions, as members of the Board their legal and fiduciary duty is to act in the best interests of the entire OBA.

**Immediate Past President**

The Immediate Past President is the most recent President whose term has expired. The Immediate Past President shall remain an Officer and a member of the Board of Directors, in order to provide continuity and guidance to the Board.

**Executive Director**

The Executive Director is the chief operating officer of the Branch and shall be responsible to the President or any Officer the President designates. The Executive Director shall administer the general affairs of the Branch in accordance with its policies; advise and assist the Board of Directors and all Committees and Sections in their responsibilities of office; disseminate the minutes of meetings of the Branch, Council and the Board Committee; and exercise full authority over and responsibility for the Branch's office and staff.

July 15, 2012

**OBA BOARD OF DIRECTORS 2012-2013**

**MORRIS A. CHOCHLA**

Forbes Chochla LLP  
2300-439 University Ave.  
Toronto, ON M5G 1Y8  
416-596-7724  
FAX: 416-596-7562

[mchochla@forbeschochla.com](mailto:mchochla@forbeschochla.com)

PRESIDENT  
OFFICER

**PASCALE DAIGNEAULT**

Fleck Law  
131 Kendall St.  
Point Edward, ON N7V 4G6  
519-337-5288  
FAX: 519-337-5674

[pascale@flecklaw.ca](mailto:pascale@flecklaw.ca)

1<sup>st</sup> VICE-PRESIDENT  
OFFICER

**ORLANDO DA SILVA**

Ministry of Attorney General  
720 Bay St. 8th Fl.  
Toronto, ON M7A 2S9  
(416) 326-4093  
FAX: (416) 326-4181

[orlando.dasilva@ontario.ca](mailto:orlando.dasilva@ontario.ca)

2<sup>nd</sup> VICE-PRESIDENT  
OFFICER

**DOUGLAS R. DOWNEY**

Lewis Downey Tornosky Lassaline &  
Timpano Professional Corp.  
77 Coldwater Street E.  
Orillia, ON L3V 1W6  
705-327-2600  
FAX: 705-327-7532

[ddowney@greatlaw.ca](mailto:ddowney@greatlaw.ca)

TREASURER  
OFFICER

**EDWIN G. UPENIEKS**

Lawrence, Lawrence, Stevenson LLP  
43 Queen St. W.  
Brampton, ON L6Y 1L9  
905-451-3040  
FAX: 905-451-5058

[eupeniaks@lawrences.com](mailto:eupeniaks@lawrences.com)

SECRETARY  
OFFICER

**PAUL R. SWEENY**  
Evans Sweeny Bordin LLP  
1201-1 King St. W.  
Hamilton, ON L8P 4X8  
905-523-5666  
FAX: 905-523-8098  
[psweeny@esblawyers.com](mailto:psweeny@esblawyers.com)

IMMEDIATE PAST-PRESIDENT  
OFFICER

**MARK L. BERLIN**  
1885 Lenester Ave.  
Ottawa, ON K2A 4G4  
613-729-5643  
[Mark.berlin500@gmail.com](mailto:Mark.berlin500@gmail.com)

DIRECTOR-AT-LARGE (EAST)

**QUINN M. ROSS**  
The Ross Firm  
138 Court House Sq.  
Goderich, ON N7A 1M9  
(519) 524-5532  
FAX: (519) 524-8438  
[qmross@rossfirm.com](mailto:qmross@rossfirm.com)

DIRECTOR-AT-LARGE (SOUTHWEST)

**MAREK S. MALICKI**  
Malicki & Malicki  
650 Lakeshore Rd. E.  
Mississauga, ON L5G 1J6  
(905) 274-1650  
FAX: (905) 274-1652  
[marek@malicki.ca](mailto:marek@malicki.ca)

DIRECTOR-AT-LARGE (CENTRAL  
WEST)

**STUART RUDNER**  
Miller Thomson LLP  
600-60 Columbia Way  
Markham, ON L3R 0C9  
905-415-6767  
FAX: 905-415-6777  
[srudner@millerthomson.com](mailto:srudner@millerthomson.com)

DIRECTOR-AT-LARGE (CENTRAL  
EAST)

**GLENN E.J. SANDBERG**  
Barrister and Solicitor  
200-144 Elm St.  
Sudbury, ON P3C 1T7  
705-671-9922  
FAX: 705-671-2107  
[doripoirier@bellnet.ca](mailto:doripoirier@bellnet.ca)

DIRECTOR-AT-LARGE (NORTHEAST)

**DAVID A. ELLIOT**  
Agro Zaffiro LLP  
1 James St. S. 4<sup>th</sup> Fl.  
Hamilton, ON L8P 4R5  
905-527-6877  
FAX: 905-527-6169  
[delliot@agrozaaffiro.com](mailto:delliot@agrozaaffiro.com)

DIRECTOR-AT-LARGE (CENTRAL  
SOUTH)

**SAMUEL R. BACHINSKI**  
CARREL + Partners LLP  
1136 Alloy Dr.  
Thunder Bay, ON P7B 6M9  
(807) 346-3000  
FAX: (807) 346-3600  
[bachinskis@carrel.com](mailto:bachinskis@carrel.com)

DIRECTOR-AT-LARGE (NORTHWEST)

**DAVID L. STERNS**  
Sotos LLP  
1250-180 Dundas St. W.  
Toronto, ON M5G 1Z8  
416-977-0007 Ext. 313  
FAX: 416-977-0717  
[dsterns@sotosllp.com](mailto:dsterns@sotosllp.com)

DIRECTOR-AT-LARGE (TORONTO)  
CHAIR, PUBLIC AFFAIRS

**AUDREY RAMSAY**  
302-21 Scollard St.  
Toronto, ON M5R 1G1  
416-512-3260  
FAX: 416-512-3159  
[audrey.ramsay.pos7@statefarm.com](mailto:audrey.ramsay.pos7@statefarm.com)

CHAIR,  
PROFESSIONAL DEVELOPMENT

**ALAYNA M. MILLER**  
Sevigny Westdal LLP  
300-190 O'Connor St.  
Ottawa, ON K2P 2R3  
613-751-4459  
FAX: 613-751-4471  
[Alayne.miller@sevignywestdal.com](mailto:Alayne.miller@sevignywestdal.com)

CHAIR, YLD - EAST

**SARAH J. SHERHOLS**  
1506-71 Somerset  
Ottawa, ON K2P 2G2  
613-608-9777  
[Sherhols@gmail.com](mailto:Sherhols@gmail.com)

CHAIR, STUDENT DIVISION



ONTARIO  
BAR ASSOCIATION  
A Branch of the  
Canadian Bar Association

L'ASSOCIATION DU  
BARREAU DE L'ONTARIO  
Une division de l'Association  
du Barreau canadien

## OBA Code of Conduct

### Purpose:

The Ontario Bar Association ("OBA") is committed to the highest principles of fairness, honesty and integrity. This Code of Conduct (the "Code") applies specifically to volunteer activities and supplements the governing principles for members of the legal profession.

The OBA recognizes the historical role of codification of rights, freedoms and responsibilities in breaking down unseen barriers to participation. It seeks the participation of new members and volunteers from every sector of the legal profession.

The Code will promote confidence and credibility in the OBA among members, volunteers, staff, and the public. The Code is also intended to ensure volunteers and staff are welcomed, and treated as valuable and integral members of the OBA's governance, management, and operations.

### Scope:

The Code applies to all volunteers acting in any capacity on the OBA's behalf. To the extent that it does not conflict with the OBA office manual, which governs employed staff, staff members are also expected to follow the Code.

### General Principles of Conduct:

1. to act with integrity, honesty, transparency, and in good faith in the OBA's best interests;
2. to comply with the Ontario Human Rights Code and with the Accessibility for Ontarians with Disabilities Act, 2005;
3. to seek consensus through open discussion and debate, with appropriate consideration and respect for legitimate dissent;
4. to participate in OBA activities constructively, in co-operation with other volunteers and OBA staff;
5. to respect the fundamental premise that all volunteers give generously of their time and talents;
6. to refrain from making inappropriate, undue, and unwarranted demands on the OBA's resources, including the time of other volunteers and staff, financial and information technology resources, and physical plant and facilities;
7. when possible, to promote new talent, gender balance and diversity, in support of the achievement of OBA's mission statement and strategic plan; and
8. to treat staff and other volunteers, members, and guests with courtesy, respect, and dignity.

## **Reporting of Conflicts:**

The OBA will enable volunteers and staff to confidentially bring to the attention of either Vice-President, allegations and evidence of misconduct on the part of any OBA volunteers or staff. The Vice-President will refer allegations concerning staff conduct to the Executive Director for action. If the allegations concern conduct of a volunteer, the Vice-President shall conduct such investigation as he or she believes is appropriate in the circumstances, but, in all cases, must be informed by both sides of a dispute in the course of that investigation. The Vice-President or Executive Director, as the case may be, shall attempt to resolve the dispute quickly and informally to the satisfaction of both parties and in a manner consistent with the principles underlying the Code. If the complainant has requested that his or her identity not be revealed, that request shall be honoured, although that request may hinder effective investigation. Any investigation will respect the following principles:

1. confidentiality;
2. the underlying principles and goals of the Code, including the maintenance of a safe and respectful workplace;
3. privacy entitlements of any of the parties;
4. the value of an apology;
5. recognition of the serious implications for reputation due to unsubstantiated complaints; and
6. proportionality with respect to the alleged misconduct; harm done in the workplace, to OBA's work, and to the individuals involved; and the risk of future adverse outcomes if the misconduct is not discouraged or stopped.

If the dispute cannot be resolved quickly and informally, the complainant may request that the matter be brought before a meeting of the OBA's board of directors (the "Board") at its next scheduled meeting, or at an *ad hoc* meeting if urgency requires. The Vice-President or Executive Director, as the case may be, must prepare the reference in writing, describing the incident and the results of the informal investigation, including each party's position. The Board may determine any appropriate steps that should be part of the procedure at its meeting and that should be taken to protect the confidentiality of the investigation. The parties are entitled to attend the Board meeting at which the matter is to be discussed. The names of the parties directly involved shall not be recorded in any Board minutes unless the parties request their names to be recorded.

If a dispute or complaint is not resolved by the Board, the Vice-President shall report in writing to OBA Council. The Council meeting at which such a report is considered shall be held in camera with only voting members of Council and the parties to the matter present. The report shall not refer to the parties in any identifiable manner. Council may then direct the Board to take any further action Council deems necessary.

## **Confidentiality of Information:**

In the course of day-to-day business, volunteers and staff may receive sensitive information relating to, among other things, OBA plans, practices, programs, methodology, pricing, finances, customers, volunteers, members and staff. This information must be kept confidential.

No one shall seek access to private information of members without due compliance with OBA privacy policies. No one shall seek access to private information of staff without a clear and relevant purpose pertaining to OBA business. All such requests shall be directed first to the Executive Director.

## **Display of this Code**

Copies of the Code shall be displayed in prominent locations in the public reception area of the OBA conference centre and near the entrance to the OBA staff offices. A further copy shall be available to members on the OBA website.

# OBA Standing Committees

## Audit Committee

Pursuant to the provisions of OBA By-Laws and the Financial Policy Manual, five to seven members of Council are appointed annually as an Audit Committee, with general responsibility for reviewing the on-going financial affairs of the OBA. The Committee also reviews the Budget recommendations of the Treasurer and the senior staff directors, and participates in the annual audit of the financial statements of OBA, and reports from the time to time to Council and to the Board of Directors in regard to these matters.

Current Chair  
Michael Kealy  
(416) 340-6815  
e-mail : mkealy@moodiemair.com

Staff Liaison  
Gita Patel  
(416) 869-0513 ext 342  
e-mail: gpatel@oba.org

## Compensation & Human Resources

Mandate to be developed.

Current Chair  
Ed Upenieks  
(905) 451-3040  
e-mail : eupenieks@lawrences.com

Staff Liaison  
Tracy Dallas  
(416) 869-0513 ext 327  
e-mail: tdallas@oba.org

## Finance

To work with the Treasurer in the preparation of the Annual Budget, 1/3 and 2/3 reviews and forecasts; year-end review and to offer general advice on the financial policy of OBA.

Current Chair  
Douglas Downey  
(705) 327-2600  
e-mail: ddowney@greatlaw.ca

Staff Liaison  
Gita Patel  
(416) 869-0513 ext 342  
e-mail: gpatel@oba.org

## Governance

The Governance Committee was created by a resolution of the Board on September 20, 2007. Its mandate is to review every aspect of how the OBA governs itself, and to make recommendations to the Board as to changes that it thinks should be made. The committee is chaired by the 2<sup>nd</sup> Vice-President.

Current Chair  
Orlando Da Silva  
(416) 326-4093  
e-mail: Orlando.dasilva@ontario.ca

Staff Liaison  
Steve Pengelly  
(416) 869-0513 ext 323  
e-mail: spengelly@oba.org



## **Public Affairs - Communications & Marketing**

The Communications & Marketing department is responsible for the production of OBA's section newsletters and promotional literature as well as Briefly Speaking and Canadian International Lawyer Journal. The Department also provides marketing support and materials for the Conference Centre at the OBA and all OBA website content. In addition, the department also coordinates the "French Without Tears" program and Law Day.

Current Chair:  
David Sterns  
(416) 977-0007 ext. 313  
e-mail: dsterns@sotosllp.com

Staff Liaison:  
Ed Borkowski  
(416) 869-0513 ext 318  
e-mail: eborkowski@oba.org

## **Public Affairs - Government & Stakeholder Relations**

To advocate on behalf of the profession's issues, to improve the image of the profession and to monitor and respond to government and stakeholder issues.

Current Chair:  
David Sterns  
(416) 977-0007 ext. 313  
e-mail: dsterns@sotosllp.com

Staff Liaison:  
Elizabeth Hall  
(416) 869-0513 ext 355  
e-mail: ehall@oba.org

## **Membership**

To recruit and retain members and manage the member savings program, while ensuring that OBA membership is reflective of Ontario's legal profession based on geographic, demographic and practice area diversity.

Current Chair  
Marek Malicki  
(905) 274-1650  
e-mail: marek@malicki.ca

Staff Liaison  
Lynn Elliott  
(416) 869-0513 ext 343  
e-mail: lelliott@oba.org

**Professional Development** The mandate of the Professional Development Committee is to set and oversee the execution of OBA's strategic priority regarding Professional Development. In a nutshell, to be recognized as a premier provider of Continuing Professional Development programming in Ontario as measured by consistently high quality programs, the enthusiastic participation of leading members of the bench and bar, and high levels of participant satisfaction.

Current Chair  
Audrey Ramsay  
(416) 512-3260  
e-mail: audrey.ramsay.pos7@statefarm.com

Staff Liaison  
Stephanie Spiers & Cathy Robinson  
(416) 869-0513 ext 311 and 320  
e-mail: sspiern@oba.org/crobinson@oba.org

## **Strategic Planning & Corporate Social Responsibility**

Committee's terms extended. Mandate to be revised.

Current Chair  
Pascale Daigneault  
(519) 337-5288  
e-mail: pascale@flecklaw.ca

Staff Liaison  
Steve Pengelly  
(416) 869-0513 ext 323  
e-mail: spengelly@oba.org

## **OBA Special Committees**

### **Access to Justice**

To raise public, government and professional awareness of legal aid and justice issues in Ontario and to contribute to policy and administrative reform.

Current Chair  
Marshall Drukarsh  
(416) 365-5950  
e-mail : marshall@drukarshlaw.ca

Staff Liaison  
Elizabeth Hall  
(416) 869-0513 ext. 355  
e-mail: ehall@oba.org

### **Awards**

This special Committee was formed in 1988 to honor members of Ontario Bar Association for distinguished service to the public, the profession, jurisprudence and the law in Ontario. The committee also selects the recipient of the Linda Adlam Manning award for outstanding volunteerism within the OBA. After notification to the members, applications are received and considered by the Committee. The awards are presented to the recipients at the Annual Awards Gala held in June of each year.

Current Chair  
Lillian Camilleri  
(819) 934-7779  
e-mail: lillian.camilleri@gmail.com

Staff Liaison  
Valerie Dallas  
(416) 869-0513 ext 322  
e-mail: vdallas@oba.org

### **Continuing Legal Education – Main**

The CLE Main Committee will have the following mandate:

1. Report to the Chair of PD, from time to time, or at the request of the Chair of PD or the Board, with respect to any aspect of PD, including, but not limited to, methods of delivery, maintenance or improvement of PD, needs and trends in PD, regional programming and PD requirements of diverse groups;
2. Identify areas where sections can provide joint or shared programming;
3. Review and support CLE program proposals on a selective basis, at the request of the Chair of Professional Development, the Director of Continuing Legal Education or Section Executives, or at the discretion of the Chair of CLE Main; and
4. Support Institute programs.

Current Chair  
Nancy Shapiro  
(416) 595-2108  
e-mail: nshapiro@kmlaw.ca

Staff Liaison  
Stephanie Spiers  
(416) 869-0513 ext 311  
e-mail: sspiars@oba.org

## **Equality Committee**

The Committee was established in September 1992 with a mandate to examine and recommend upon the impact of race, ethnicity, religion or disability upon OBA's by-laws, electoral processes, policies, submissions, and activities. Further responsibilities include identifying the incidence of inequality of opportunity in the legal profession in Ontario based on race, ethnicity, religion or disability and recommend methods to eliminate it. Finally, the Committee was charged to examine and recommend upon the ability of the legal institutions in Ontario to serve the needs of minorities, as identified by race, ethnicity, religion or disability.

Current Chair  
Juliet Knapton  
(613) 683-2252  
e-mail: juliet.knapton@connollyobagi.com

Staff Liaison  
Filippo Conte/Valerie Dallas  
(416) 869-0513 ext. 346 or ext. 322  
e-mail: fconte@oba.org/vdallas@oba.org

## **Foreign Conference**

To organize an annual conference for members of the profession which involves travelling to, and meeting with the Bars of various countries.

Current Chair  
Steve Bellissimo  
(416) 362-6437  
e-mail: rose@sblaw.ca

Staff Liaison  
Steve Pengelly  
(416) 869-0513 Ext. 323  
e-mail: spengelly@oba.org

## **Institute**

The Institute Committee leads and supervises the development of the annual Institute of Legal Education which is the premier educational event in Canada for the legal profession held each year in late January/early February. The committee's mandate includes the solicitation, review and approval of proposals for approximately 20 full and half-day CLE programs. In addition, it participates in the selection and planning of special social and networking events and a comprehensive, concurrent trade show. This committee generates and entertains from others, new creative ideas for immediate and long-term strategies which will enhance the Institute experience and works closely with OBA staff and section members to achieve excellence in the quality of the Institute's substantive content and delivery.

Current Co-Chairs  
Martin Masse  
(613) 232-7171  
e-mail: Martin.Masse@mcmillan.ca

Staff Liaison  
Stephanie Spiers  
(416) 869-0513 Ext. 311  
e-mail: sspiars@oba.org

Janet Bomza  
(416) 598-8849  
e-mail: JBomza@BomzaLawGroup.com

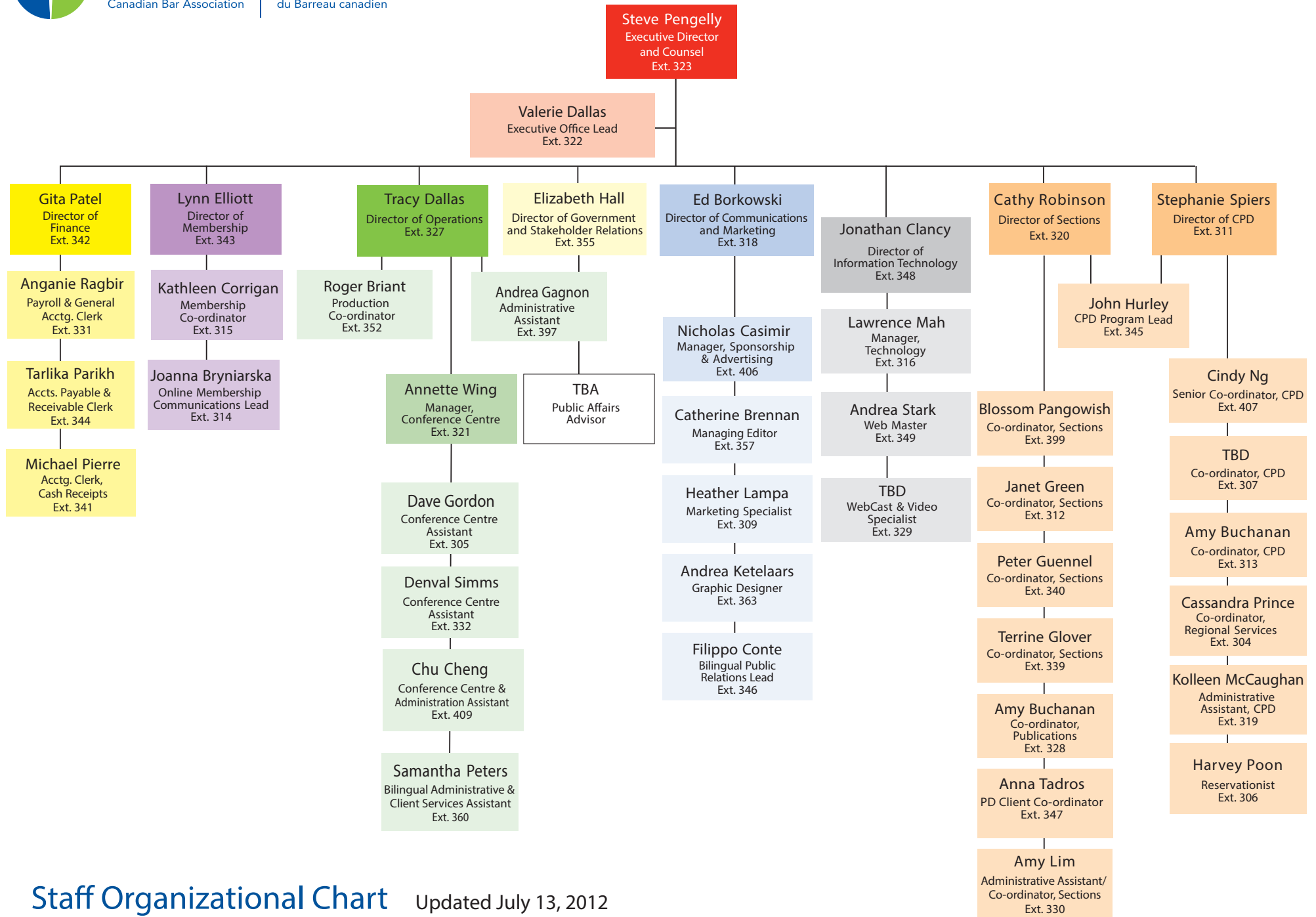
## **Law Day**

Law Day is celebrated annually to inform the public about the importance of the rule of law in our society, and the vital role that lawyers and the judiciary serve in guaranteeing an open, independent and unbiased system.

Current Chair  
Karen Perron  
(613) 369-4795  
e-mail: kperron@blg.com

Staff Liaison  
Filippo Conte  
(416) 869-0513 ext 346  
e-mail: fconte@oba.org





# OBA Phone List

Amy Buchanan .....	328
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<b>Spare (PD) .....</b>	<b>329</b>
<b>Spare (Membership) .....</b>	<b>349</b>
<b>Nitro Help Desk.....</b>	<b>1-866-698-8454</b>

**\*\* NEW\*\* After hours wireless phone EXTENTION 504.**

<b>Canadian Corporate Counsel ..... 416-869-0522</b>	
Cathy Cummings (Associate E.D.).....	Ext. 222
Christine Staley (Dir of PD).....	Ext. 223
Karen Sadler (Mktg/Comm.).....	Ext. 221
Kristina Unsworth (Project Officer) .....	Ext. 224
Sharon Wilson (Administrative Assistant).....	Ext. 225
Website: <a href="http://www.ccca-accje.org">http://www.ccca-accje.org</a> .....	Fax: 416-869-0946
Hallway by Conf. E. ....	Ext. 494
Boardroom – Speaker Phone .....	485 / Ext. 303
Conference Room A – Speaker Phone.....	487 / Ext. 354
Conference Room B – Speaker Phone.....	486 / Ext. 354
Conference Room C – Speaker Phone.....	489 / Ext. 359
Conference Room D – Speaker Phone.....	390 / Ext. 359
Conference Room E – Speaker Phone.....	492 / Ext. 337
Conference Room F.....	Ext. 408
Conference Room G – Speaker Phone .....	391 / Ext. 325
Conference Room H .....	Ext. 362
Salon 1 South/West - Speaker Phone.....	498/499
Salon 2 - Speaker Phone.....	489
Salon 3 South/East – Speaker Phone .....	484/488
Lobby Coat Room .....	351
Lobby Fire Exit.....	333/335
Lobby Boardroom.....	353/334
Boardroom East 3 <sup>rd</sup> Floor -Speaker Phone .....	393 / Ext. 350
3 <sup>rd</sup> Floor Reception Guest phone.....	Ext 504

<b>Ontario Bar Association</b>	
20 Toronto Street, Suite 200 or 300 Toronto, Ontario M5C 2B8	
<b>Tel. : 416-869-1047 .....</b>	<b>Back Door: 416-869-0513</b>
<b>Back Door Toll-Free.....</b>	<b>1-866-670-9156</b>
<b>Tel. Toll-Free:.....</b>	<b>1-800-668-8900</b>
<b>Fax toll-free .....</b>	<b>1-888-833-2580</b>
PD/CLE/Tech/Comm/Mbr. ....	Fax: 416-869-1390
Registration/Publication .....	Fax : 416-642-0424
2 <sup>nd</sup> Floor Conference Centre .....	Fax: 416-869-0450
Val's fax # .....	Fax: 416-869-3197
Website: <a href="http://www.oba.org">www.oba.org</a> GST Registration #R100760495	

<b>Canadian Bar Association</b>	
500-865 Carling Ave.....	613-237-2925
Ottawa, ON K1S 5S8 .....	1-800-267-8860
Fax:.....	613-237-0185
Website: <a href="http://www.cba.org/abc">www.cba.org/abc</a> Email: info@cba.org	

<b>CBIA</b>	
500-5 Park Home Ave .....	416-221-3665
Toronto, ON M2N 6L4 .....	1-800-267-2242
Fax .....	416-222-6585
Website: <a href="http://www.barinsurance.com">www.barinsurance.com</a>	
<b>CSALT .....</b>	<b>416-663-5290</b>
<b>LSUC .....</b>	<b>416-947-3300</b>
.....	1-800-668-7380
<b>Prosure Group .....</b>	<b>416-609-0989</b>
<b>OLAP .....</b>	<b>1-877-567-6227</b>
<b>LINK.....</b>	<b>416-278-1490 or 1-800-268-5211</b>
<b>Maintenance (Lawrence Ighodalo).....</b>	<b>416-214-1282</b>
e-mail <a href="mailto:20toronto@look.ca">20toronto@look.ca</a> Pager.....	416-667-3558
<b>Colonia Treuhand Management Inc .....</b>	<b>416-848-0242</b>
<b>Security Pager.....</b>	<b>416-589-6111</b>
<b>Security .....</b>	<b>416-214-9772</b>
<b>After hours/weekend emergencies.....</b>	<b>416-864-1566</b>



ONTARIO  
BAR ASSOCIATION  
A Branch of the  
Canadian Bar Association

L'ASSOCIATION DU  
BARREAU DE L'ONTARIO  
Une division de l'Association  
du Barreau canadien

# Ontario Bar Association By-Laws

Approved at the Council Meeting on Sept. 24-25, 2011

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## 1. In this by-law

"Annual Meeting of CBA" means the annual meeting of CBA as provided for in the by-laws of CBA.

"Annual Meeting of the Branch" means the annual meeting of the Branch as specified in this by-law.

"Annual Period" means the period from the end of one Annual Meeting of CBA until the end of the next Annual Meeting of CBA.

"Branch" means the Ontario branch of CBA.

"Board" means the Board of Directors of the Branch as specified in this by-law.

"CBA" means the Canadian Bar Association/ L'Association du Barrreau Canadien.

"Chair" means the chairperson of a Committee, Sub-Committee, Task Force, Section, Young Lawyers Division and Student Division, as the case may be.

"Chair of PD" means the chair of the Professional Development Committee.

"CLE" means continuing legal education.

"Committee" means a Standing Committee and a Special Committee.

"Conference" means a conference of CBA.

"Council" means the council of the Branch as specified in this by-law.

"Directors-at-Large" means those members of the Board as are specified in this by-law.

"Double Annual Period" means two consecutive Annual Periods.

"Elected Position" means the positions of the Directors-at-Large, the position of the Chair of PD, and the offices of each of the Officers, other than the Executive Director.

"Elected Member of Council" means those members of Council who are elected as specified in this by-law.

"Electoral District" means a district as set out in this by-law for representation of members of Council and the Board.

"Executive Director" means the Executive Director of the Branch.

"Financial Policy Manual" means the document containing current financial policies of OBA..

"Immediate Past-President" means the most recent President whose term has expired.

"Mailed Ballot" means an election procedure in which the vote is conducted by way of a written ballot.

"Member" means a member in good standing of the Branch.

"National Council" means the council of CBA.

"National Section" means a section of CBA.

"National Committee" means a committee of CBA.

"OBA" means the Branch and Ontario Bar Association.

"Ontario Bar Association" means the Ontario corporation with that name, the Directors and Officers of which are the Voting Officers of the Branch.

"Officer" means an Officer of the Branch.

"Officer" and "PD Chair Position" means the position of each Officer, other than the Executive Director, and the position of the Chair of PD.

"Past-President" means a person who was at one time the president of the Branch.

"Province" means the Province of Ontario.

"Section" means a section of the Branch.

"Special Committee" means a non-permanent, but long-term, committee of the Branch.

"Special Meeting" means a special meeting of the Branch.

"Specified organization" is an organization that Council may specify or remove from time to time.

"Standing Committee" means a permanent committee of the Branch.

"Student Division" means a division of the Branch comprised of Ontario student members of the Branch.

"Sub-Committee" means a committee within a Committee that is established to deal with issues with which the Committee would normally deal.

"Task Force" means a non-permanent, short-term body of the Branch established for a special purpose.

"Voting Officers" means all Officers other than the Executive Director.

"Young Lawyers Division" means a division of the Branch comprised of Ontario Members of the Young Lawyers Conference of CBA.

## Membership

2. Members who pay the Ontario levy as part of their dues to CBA shall be members of the Branch.

## Objects and Official Languages

3. (1) The objects of the Branch are set out in the mission statement, vision statement, and core activities that Council establishes from time to time.
  - (2) (a) English and French are the official languages of the Branch.
  - (b) Services and publications of the Branch will, whenever practicable, be provided in both official languages of the Branch.

## Officers

4. The Officers must be Members and are as follows:

President  
 1<sup>st</sup> Vice-President  
 2<sup>nd</sup> Vice-President  
 Secretary  
 Treasurer  
 Immediate Past-President  
 Executive Director, who need not be a Member

## Duties of the Officers

5. (1) The President is the chief executive officer of the Branch and is responsible to ensure that the objects of the Branch are advanced. The President shall preside at all meetings of the Branch, Council, and the Board. The President shall submit a written report on the work of the Branch at the Annual Meeting of the Branch.
- (2) The 1<sup>st</sup> Vice-President is the President-elect, shall assist the President in carrying on the administration of the Branch, and, in the absence of the President, shall preside at meetings and exercise the rights and perform the duties of the President. The 1<sup>st</sup> Vice-President shall be responsible for the activities and progress of the work of Committees and shall be the Chair of the Strategic Planning and Corporate Social Responsibility Committee.
- (3) The 2<sup>nd</sup> Vice-President assists the 1<sup>st</sup> Vice-President and the President in carrying on the administration of the Branch and, in the absence of the 1<sup>st</sup> Vice-President, shall perform the duties of the 1<sup>st</sup> Vice-President. The 2<sup>nd</sup> Vice-President shall be the Chair of the Governance Committee.

- (4) The Secretary shall be responsible for the maintenance of minutes of all meetings of the Branch, Council, and the Board and shall perform any other duties the President may assign.
- (5) The Treasurer is the Branch's chief financial officer and shall be responsible for OBA's financial affairs.
- (6) The Executive Director is the chief operating officer of the Branch and shall be responsible to the President or any Officer the President designates. The Executive Director shall administer the general affairs of the Branch in accordance with its policies; assist and report to Council; advise and assist the Board and all Committees and Sections in their responsibilities of office; disseminate the minutes of meetings of the Branch, Council, and the Board; and exercise full authority over and responsibility for the Branch's office and staff.
- (7) The Officers shall perform the duties and responsibilities that are assigned to them in this by-law and the Financial Policy Manual.

### **Board of Directors**

6.
  - (1) The Board shall consist of the Voting Officers; the Directors-at-Large; a representative of the Young Lawyers Division, chosen in accordance with its constitution; the Chair of the Student Division, chosen in accordance with its constitution; and the Chair of PD.
  - (2) There shall be eight (8) Directors-at-Large, one for each Electoral District.
  - (3) The Chair of Sections shall be invited to attend all meetings of the Board and shall be entitled to participate in and contribute to all discussions but shall not have a vote.
  - (4) The Executive Director shall be allowed, and expected, to attend meetings of the Board. However, the President or the Board may request that the Executive Director not be present at all or any part of a meeting of the Board and the Executive Director shall comply with this request.
  - (5) The Board shall carry out the objects of the Branch.
7.
  - (1) The Board may fill any vacancy that may occur in it within its current term, subject to ratification by Council.

### **Duties of the Board**

8. The Board shall advise and assist the Officers and, between meetings of Council, shall have all the powers of Council, except:
  - (a) the power to pass by-laws;
  - (b) the power to establish or disband Standing Committees;

- (c) the power to create a vacancy under section 15(4); and
  - (d) the power to fill vacancies under sections 15(5) and (6), unless Council has delegated that power under section 15(7).
9. Through the President, the Board shall report on the Branch's activities at each Council meeting.
10. (1) Subject to ratification by Council, the Board:
- (a) may establish Special Committees, Sub-Committees, and Task Forces from time to time as it deems necessary or desirable and shall set the terms of reference of the Special Committees, Sub-Committees, and Task Forces;
  - (b) shall, subject to provisions to the contrary in this by-law, appoint the Chair of each Committee, Sub-Committee, and Task Force; and
  - (c) may disband any Special Committee, Sub-Committee, or Task Force.
- (2) The Board must ratify the members of each Committee, Sub-Committee, and Task Force and the Chair of each Section.
- (3) The Board may establish policies regarding the conduct of the operations of Sections, Committees, Sub-Committees, and Task Forces and the administration of the Branch and its facilities.
- (4) The Board shall keep itself informed on all issues affecting the Branch; cause the appropriate Section or Committee to study those issues that the Board deems advisable; and, if it deems advisable, communicate the results of the studies or reports, in accordance with the relevant provisions of this by-law and the CBA by-laws.

### **Meetings of the Board**

11. The Board may meet to conduct business and regulate its meetings as it may think fit. From time to time in advance, the Board may fix the quorum necessary for the transaction of its business but the minimum quorum it may fix is five. If the Board fails to fix the quorum in advance, the quorum shall be a majority.

### **Branch Office and Executive Director**

12. The Officers shall arrange for a permanent Branch office and the appointment of an Executive Director.
13. The duties of the Executive Director shall be as set forth in section 5(6), the Financial Policy Manual, and as the Officers establish from time to time.

**Council**

14. Council shall consist of

- (1) the following persons, who must be Members, and who shall be voting members of Council:
  - (a) the Voting Officers, the Chair of Professional Development, the Chair of Sections and the Directors-at-Large;
  - (b) all Past-Presidents;
  - (c) the Chair of each Section;
  - (d) the Chair of the Student Division;
  - (e) one student representative, as Council may appoint, of each University Law School in the Province, except that the University of Ottawa may be represented by one student from the Common Law English Program, one student from the Common Law French Program, and one student from the Civil Law Program;
  - (f) three representatives of the Young Lawyers Division chosen in accordance with its constitution, one of whom must be the Young Lawyers Division representative on the Board;
  - (g) up to a maximum of ten additional members as Council may appoint for the balance of the current term of Council;
  - (h) Elected Members of Council;
  - (i) all past-presidents of CBA who reside in Ontario;
  - (j) a representative chosen by each County and District Law Association;
  - (k) the Chair of each Special Committee and Task Force;
  - (l) one representative member of the faculty of the school of law from each University school of law in Ontario, who shall be appointed by the faculty of which the representative is a member;
  - (m) one representative chosen by each Specified Organization;
  - (n) former members of the Board for one Annual Period after holding office;
  - (o) four students-at-law in their articling period, as Council may appoint, for a term for each that Council sets.
  - (p) the Ontario members of the current board of directors of CBA;

- (n) the chairs of National Sections who reside in Ontario;
  - (o) a representative chosen by each Conference active in Ontario;
- (2) the following persons, who shall be non-voting members of Council and, therefore, have the right to attend Council meetings and have a deliberative voice in them, but who shall not have the right to vote, at Council meetings or otherwise, or to propose or second resolutions:
- (a) the Attorney General for the Province, who shall be Honorary President; and
  - (b) the Treasurer of the Law Society of Upper Canada (the "Society"), the Treasurer's nominee, and two Benchers appointed by the Society.

### **Duties of Council**

15. (1) Council shall carry out the objects of the Branch.
- (2) Council must ratify all actions taken by the Board under section 10 (1).
- (3) Council:
- (a) may establish those Committees, Sub-Committees, and Task Forces that it deems desirable; and
  - (b) may disband any Committee, Sub-Committee, or Task Force.
- (4) By way of 67% of the votes cast at a meeting called for that, and any other, purpose, Council may remove any person from the Board by reason of the incapacity or dereliction of duty of the holder of the position. If the person is also an Officer, then that person is, at the same time, also removed as an Officer.
- (5) Council may fill any vacancy occurring on Council or on the Board except Immediate Past-President.
- (6) A current Council may fill any vacancy on a future Council or on a future Board that will arise due to the inability of the Nominating Sub-Committee to nominate sufficient people to fill, on or before the time set out in this by-law, an otherwise elected Council position or an Elected Position on the Board.
- (7) Council may delegate to the Board its powers under subsections (5) or (6) or both to fill any existing or future vacancy on Council. This delegation terminates at the commencement of the next meeting of Council.

### **Meetings of Council**

16. (1) Council shall meet at least twice a year at dates, times and places selected by the Board.
- (2) The quorum for any meeting of Council shall be one-fifth of the number of Elected Members of Council.
- (3) Each member of Council shall receive not less than one week's notice of a meeting of Council.

### **Committees**

17. (1) The President, the 1<sup>st</sup> Vice-President and the 2<sup>nd</sup> Vice-President shall be ex officio members of all Committees and shall receive notice of all meetings of them.
- (2) Each Committee, other than the Audit Committee, shall consist of not less than three and not more than fifteen members, including the Chair and the past-Chair. The Chair of each Committee shall appoint the members of that Committee. The Chair of each Sub-Committee shall appoint the members of that Sub-Committee.
- (3) No Special Committee may exist for a term longer than two years. Council may extend the term of a Special Committee, but no extension shall be for a term longer than two years at a time.
- (4) Each Committee shall meet at the call of its Chair, the President, or the 1st Vice-President.
- (5) The Chair of a Committee shall select from among its members a vice-chair, a secretary, and any other officers that the Chair deems appropriate. The Board must ratify these selections.
- (6) The Chair of a Special Committee, upon completion of the Chair's term of office, shall remain for a further period of one year as an ex officio member of that Committee.
- (7) Council or the Board may, from time to time, refer to any Committee or Task Force matters for inquiry and report.
- (8) Each Committee Chair shall report to the Annual Meeting of the Branch either directly or through the 1<sup>st</sup> Vice-President, as the Board determines. The annual report shall outline the activities of the Committee and shall cover the work done from the date of the preceding Annual Meeting of the Branch to the date of the report. Each Committee Chair shall report to the Board upon its request.



- (9) The Chair, or a representative, of each Committee shall attend each meeting of the Branch and Council.
- (10) The Executive Director shall provide each Committee Chair with a copy of the by-laws of the Branch and the Committee records and minutes.
- (11) Subject to Council's powers set out in section 15(3), the Standing Committees are:

- Audit
- Finance
- Governance
- Strategic Planning and Corporate Social Responsibility
- Compensation and Human Resources
- Membership
- Public Affairs
- Professional Development

- (12) Subject to the powers of Council and the Board under sections 15(3) and 10(1) respectively, the Special Committees are:

- Access to Justice
- Awards
- CLE – Main
- Equality
- Foreign Conference
- Institute
- Law Day

- (13) Subject to the powers of Council and the Board under sections 15(3) and 10(1) respectively, the Sub-Committees are:

<b>Sub-Committee</b>	<b>Of the following Committee</b>
Nominating	Membership
Investment	Finance
Official Languages	Public Affairs

- (14) The Chair of each Standing Committee, other than Audit and Professional Development, must be a member of the Board. The Chair of each Special Committee and Sub-Committee and the members of each Standing Committee must be Members.
- (15) Each Sub-Committee shall take its direction and its instructions from the Committee of which it is a sub-committee.
- (16) Members of Committees, Sub-Committees, and Task Forces who receive confidential information in the course of their duties shall keep that information confidential.

## Task Forces

18. With the exception of sections 17(3), (6), and (11) – (13), the provisions with respect to Committees apply equally to Task Forces. No Task Force shall remain in existence for a term longer than one year. Council or the Board may extend the term of a Task Force, but no extension shall be for a term longer than one year at a time. The Chair of a Task Force must be a Member.

## Sections

19. (1) Council may establish Sections for the study of particular areas of practice or questions relevant to the objects of the Branch.
- (2) The Sections shall be styled by the Section name: for example, the "Administrative Law Section".
- (3) If Council decides that any Section should not be organized or continued or if it takes other action, the executive director of CBA and the chairperson of the applicable National Section shall be notified accordingly.
- (4) The members of each Section shall elect or appoint for an Annual Period an executive consisting of a Chair, vice-chair, secretary, and any other officers as it and the Board deem appropriate. The Board must ratify the Chair that each Section chooses. The elections shall take place on or before May 15 in each year, or any other date that the Board determines from time to time, to take effect at the start of the Annual Period.
- (5) The Executive Director shall, by July 15 in each year, notify the executive director of CBA of the name and address of the Chair of each Section. Each Chair shall co-operate with the chairperson of the applicable National Section.
- (6) Membership of a Section shall be in accordance with its constitution, but only Members may vote or be members of the Section Executive.
- (7) Each Section shall meet at the call of its Chair or at the call of the President, 1<sup>st</sup> Vice-President, or the Chair of PD.
- (8) Council or the Board may, from time to time, refer to any Section matters for inquiry and report.
- (9) Each Section Chair shall report to the Annual Meeting of the Branch either directly or through the Chair of PD, as the Board determines. The annual report shall outline the activities of the Section and shall cover the work done from the date of the preceding Annual Meeting of the Branch to the date of the report. The Executive Director shall send a copy of the report to the chairperson of the applicable National Section of CBA or to the person in CBA who is responsible for its sections. Each Section Chair shall report to the Board upon its request.
- (10) Each Section shall be represented by its Chair, or a representative, at each meeting of the Branch and Council.

- (11) The President, the 1<sup>st</sup> Vice-President, the 2<sup>nd</sup> Vice-President and the Chair of Sections shall be ex officio members of all Sections and shall receive notice of all meetings of them.
- (12) The Chair of PD shall provide each Section Chair with a copy of the relevant by-laws of CBA and the Branch and the Section's records and minutes. The Executive Director and the Chair of PD shall assist the Sections in their work and programming; monitor and co-ordinate their activities; and keep the President, 1<sup>st</sup> Vice-President, and the Board informed as to their progress.
- (13) The Sections shall run their affairs according to a constitution that the Board approves from time to time. The constitutions shall deal with regional interests. If a Section wishes to amend its constitution, any amendment shall have no effect until the Board, in its discretion, approves the amendment. If the Board determines that a Section is conducting itself otherwise than in accordance with the Section's constitution, this by-law, or the Branch's policies, the Section shall comply with the direction of the Board in that regard. This compliance may include amending a Section's constitution.
- (14) The Chair of Sections shall:
  - (a) report to the Board on the activities of the Sections;
  - (b) make recommendations to the Board regarding dissolution of an existing Section or the establishment of a new Section;
  - (c) encourage Sections to expand member services and opportunities and to implement OBA policy through Sections;
  - (d) interact with the Chairs and Section Executives of each of the Sections and ensure that the Board is aware of the needs of the Sections Executives and Sections in general; and
  - (e) ensure that the Sections conduct their business in compliance with their constitutions, OBA by-laws, and any other applicable OBA procedural and financial controls.

### **Audit Committee**

- 20. (1) The Audit Committee, including its Chair and, if applicable, its past- Chair, shall consist of five to seven members of Council. The Board shall appoint its Chair subject to Council ratification and Council shall annually appoint the other members of the Audit Committee. The Board may fill vacancies by appointment to be ratified by Council. The Treasurer shall be an ex officio member of the Audit Committee and shall be counted in its quorum but shall not have a vote in its deliberations. Section 17(6) shall apply only if the past-Chair of the Audit Committee remains a member of Council.
- (2) The Chair of the Audit Committee may not be a member of the Board.

- (3) The Audit Committee shall meet regularly at the call of its Chair or extraordinarily at the call of the President, Treasurer, or Executive Director. Any Officer may be invited to attend its meetings. The Audit Committee's general function shall be to review the financial affairs of OBA generally and to report and comment on these matters periodically to the Board and to each meeting of Council.
- (4) The Audit Committee shall meet periodically to review OBA's monthly financial statements and to review OBA's proposed annual budget before it is submitted to the Board and Council. The Audit Committee shall also meet with OBA's auditors at least once annually to discuss the auditors' review of OBA's financial statements and from time to time regarding any other matters as they may arise.
- (5) The quorum for a meeting of the Audit Committee shall be two.
- (6) Further duties, powers, and functions and the governance of the Audit Committee may be specified in the Financial Policy Manual, but may not be contrary to the provisions in this section 20.

### **Nominating Sub-Committee**

21. (1) The Nominating Sub-Committee shall consist of the President; the Immediate Past-President; the Past-President (the "Outgoing Past-President") who was succeeded as President by the Immediate Past-President; the 1<sup>st</sup> Vice-President; the 2<sup>nd</sup> Vice-President; the Chair of the Young Lawyers Division; if these committees and subcommittees exist, the Chair of the Official Languages Sub-Committee and the Chair of the Equality Committee; and eight members that Council appoint. These eight members shall be comprised of one voting member of Council from each of the Electoral Districts. The Outgoing Past-President shall be the Chair of the Nominating Sub-Committee.
- (2) Subject to the provisions of this section, Council shall set the procedures and responsibilities of the Nominating Sub-Committee.
- (3) The Nominating Sub-Committee shall cause notice to be given to all Members advising that the Members may nominate candidates for all Elected Positions and Elected Members of Council for the ensuing year. The notice shall be given by January 31 in each year for vacancies for Elected Positions and by January 31 of the second year of a Double Annual Period for vacancies for Elected Members of Council. To be effective, all nominations must be received at the Branch office not later than March 31 in each year.
- (4) Nominations shall be in writing, signed by at least five Members, and accompanied by the candidate's written consent.
- (5) Nominations for Elected Members of Council shall specify the Electoral District for which the candidate is nominated. In each case, the candidate and at least five of the Members who have signed the nomination shall practice law, be employed, or reside in the Electoral District.

- (6) The Nominating Sub-Committee shall attempt to ensure that, by March 31, there is a sufficient number of candidates nominated to fill each Elected Position.
- (7) The Nominating Sub-Committee shall attempt to ensure that, by March 31, there is a sufficient number of candidates nominated to fill the required number of positions for Elected Members of Council for each Electoral District and may also, in its own right, nominate any additional candidate(s). The candidate's written consent shall accompany each nomination.
- (8) If, by March 31, there is an insufficient number of candidates nominated to fill each Elected Position, then, by the following April 30, the Nominating Sub-Committee shall nominate candidates to fill the Elected Positions. If no one has been nominated to fill an Elected Position, then the Nominating Sub-Committee may nominate one, or more than one, person to fill that vacant position and thus fill the position or cause an election. A candidate's written consent must accompany each nomination.
- (9) If, by March 31, there is an insufficient number of candidates nominated to fill the required number of Elected Members of Council for each Electoral District, then, on or before the meeting (the "Final Council Meeting") of Council to be held in May or June of that year, the Nominating Sub-Committee shall seek out and nominate as many candidates as possible to ensure that the vacancies are filled. The Nominating Sub-Committee may not nominate for more positions than are vacant. A candidate's written consent must accompany each nomination.
- (10) The Nominating Sub-Committee shall prepare a list of nominated candidates for each of the Elected Positions and, if applicable, for the Elected Members of Council and shall deliver this list to the Executive Director on or before April 30 in each year and before the meeting of the Board that immediately precedes the Final Council Meeting. The Executive Director shall forthwith deliver this list to each member of the Board. There shall be no identification or differentiation of candidates nominated by the Nominating Sub-Committee and by Members.
- (11) The Nominating Sub-Committee shall report the list of nominated candidates to the Final Council Meeting.

### **Indemnification**

22. OBA shall indemnify an Officer or Director-at-Large, a former Officer or Director-at-Large (the "Recipients"), and their heirs and legal representatives, against all costs, charges, damages, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been an Officer, Director-at-Large, or member of Council of OBA. However, OBA may indemnify Recipients only if the Recipients meet the following conditions:
  - (a) they acted honestly and in good faith with a view to the best interests of OBA; and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

### **Election of Officers, Some Directors, and Elected Members of Council**

23. (1) For the purpose of the election of the Elected Members of Council, Ontario members and voting members of National Council, and the Directors-at-Large, the Province shall be divided into eight Electoral Districts as set out below.
- (a) The number of each Electoral District's Elected Members of Council is set out in the third column below. The aggregate number, of the Elected Members of Council and the Ontario members of National Council is the same as of the date of enactment of this by-law; the allocation among the Electoral Districts is also the same. However, if, in future, CBA allots a different number of Ontario members of National Council to the Branch, then Council may or may not, as it chooses, amend, and re-allocate among the Electoral Districts, the number of Elected Members of Council to accord with the new allotted number.
- (b) The number of each Electoral District's voting members of National Council is set out in the fourth column below. If CBA allots a different number of voting members of National Council to the Branch, then Council shall re-allocate among the Electoral Districts the number of voting members of National Council to accord with the new allotted number.
- (c) Regardless of the allocations set out below, Council may re-allocate among the Electoral Districts the Elected Members of Council, the Ontario members of National Council, and the voting members of National Council.
- (d) One Director-at-Large shall be elected from each Electoral District.

<b>Electoral District</b>	<b>Description</b>	<b>No.</b>	<b>Voting</b>
Northwest Region	Territorial Districts of Kenora, Rainy River and Thunder Bay.	4	2
Northeast Region	Territorial Districts of Algoma, Cochrane, Manitoulin, Nipissing, Parry Sound, Sudbury, and Temiskaming.	4	2
East Region	1. Counties of Frontenac, Hastings, Lanark, Lennox and Addington, Prince Edward and Renfrew 2. United Counties of (i) Leeds and Grenville, (ii) Prescott and Russell, and (iii) Stormont, Dundas and Glengarry 3. City of Ottawa	10	5

Central East Region	1. District Municipality of Muskoka 2. Counties of Haliburton, Northumberland, Peterborough and Simcoe 3. City of Kawartha Lakes. 4. Regional Municipalities of Durham and York	8	4
Toronto Region	City of Toronto	35	18
Central West Region	1. Counties of Bruce, Dufferin, Grey and Wellington 2. Regional Municipalities of Halton and Peel	6	3
Central South Region	1. County of Brant 2. City of Hamilton 2. Regional Municipalities of Haldimand-Norfolk, Niagara and Waterloo.	8	4
Southwest Region	1. Municipality of Chatham - Kent 2. Counties of Elgin, Essex, Huron, Lambton, Middlesex, Oxford and Perth.	<u>9</u>	<u>4</u>
TOTAL		<u>84</u>	<u>42</u>

The descriptions set out above include subsequent name changes, amalgamations, and divisions, as long as the changes do not involve an amalgamation of municipalities or territories within two or more of the 8 regions set out above.

- (2) If only the required number of candidates for an Officer, PD Chair Position or for an Elected Member of Council, a voting member of National Council, or a Director-at-Large for an Electoral District are nominated, those candidates shall be acclaimed.
- (3) If more than the required number of candidates for an Elected Position is nominated, there shall be an election for the Elected Position.
- (a) The voting Council members are eligible to vote in an election for an Officer and PD Chair Position. They shall do so by Mailed Ballot or, if so determined by the Board, by way of a meeting of Council. The Mailed Ballot or meeting, as the case may be, shall be completed or held before July 15 in the year. Each voting member of Council shall have one vote for each Officer and PD Chair Position. Subject to subsections 23(6)(e) & 23(6)(f), the candidate for any contested Officer or PD Chair Position with the highest number of votes shall be elected to that Officer or PD Chair Position.
- (b) The voting Council members of each Electoral District are eligible to vote for the Director-at-Large from their Electoral District. They shall do so by Mailed Ballot. The Mailed Ballot shall be completed before July 15 in the year. In order to be eligible to run for election in an Electoral District as a Director-at-Large, candidates must practice law, be employed, or reside in that Electoral District and must have at least one

year's, or one Annual Period's, experience as a member of Council by the time that they will take office if elected.

- (4) (a) If more than the required number of candidates for Council within any Electoral District are nominated, there shall be an election for the members of Council for this Electoral District. Only those Members, whose most recent address on the records of the Branch at the end of the second business day before the mailing of the ballot were within this Electoral District, are eligible to vote in this election. The election shall be by Mailed Ballot
- (b) Each Member, referred to in subsection (4a), shall have the same number of votes as there are members of Council being elected in the Electoral District but may cast only one vote for any particular candidate for Council. The candidates for Council within the Electoral District with the highest number of votes up to the required number of members of Council for the Electoral District shall be elected.
- (5) (a) Voting members of National Council shall be chosen on an Electoral District basis from those of the newly elected Council members who have indicated that they wish to be voting members of National Council and have agreed that they will participate in CBA as voting members of National Council. If there are more people, than are otherwise allocated to an Electoral District, who wish to be voting members of National Council, then the Board shall choose the voting members from the Electoral District, on an equitable basis, giving priority to the Director-at-Large from the Electoral District. If there are fewer people, then the Board may choose the additional voting members from Council regardless of the Electoral District in which they reside, practice, or are employed.
- (b) If the number of Elected Members of Council is less than or equal to the number of Ontario members of National Council, then the Elected Members of Council shall also be Ontario members of National Council. If the number is greater, then all of the voting members of National Council shall be Ontario members of National Council and Council shall proscribe the procedure to determine the Ontario members of National Council from among the remaining members of Council.
- (6) If an election by Mailed Ballot is required, the election shall be held as follows:
  - (a) The Executive Director shall either include with the ballots, or publish in a Branch publication and on the Branch website, a short description of each candidate as supplied by the candidate, in whatever format as the Nominating Sub-Committee may prescribe from time to time.
  - (b) The Board shall set the date for the return of the ballot, which date shall be on or before July 15.



- (c) The Executive Director shall ensure that ballots are sent not later than 25 days before the date set for the return of the ballots to those Members, or members of Council as the case may be, entitled to vote.
- (d) Only those ballots received at the Branch office on or before 2:00 p.m. on the date set for the return of the ballots shall be counted.
- (e) If there are more than two candidates for an Officer, Chair of PD or Director-at-Large position, the ballots shall direct the elector to indicate the elector's choices among the candidates preferentially by marking the number "1" for the first choice, the number "2" for the second choice, and so forth. However, failure to indicate a preference for each candidate upon a ballot shall not by itself invalidate the ballot.
- (f) The procedure to be followed in counting the ballots for an Officer, PD Chair Position or Director-at-Large position for which there are more than two candidates is as follows:
  - (i) The ballots shall be sorted having regard to the first choices of the electors. If a candidate has more than 50% of the first choices, the candidate is elected.
  - (ii) If no candidate has more than 50% of the first choices, the candidate with the least number of first choices shall be eliminated. The second choices on the ballots in favour of this candidate shall then be redistributed to the remaining candidates and the ballots recounted. If, as a result of the redistribution, one of the remaining candidates has more than 50% of the recounted ballots, the candidate is elected.
  - (iii) If there are more than two candidates still remaining and no candidate has more than 50% of the recounted ballots after the first elimination of a candidate, the candidate with the least number of votes after the first recount shall be eliminated. The second choices on the ballots in favour of this candidate shall be redistributed to the remaining candidates. If the second choice has already been eliminated, the third choice shall be used instead. If, as a result of the redistribution, one of the remaining candidates has more than 50% of the recounted ballots, the candidate is elected.
  - (iv) This procedure shall be continued until a candidate has, after a recount, more than 50% of the recounted ballots. This candidate is elected. In a third or subsequent elimination, the second choices on the ballots in favour of the eliminated candidate shall be redistributed. If the second choice is in favour of a candidate eliminated earlier, the third choice shall be used; if the third choice has also been eliminated, the fourth choice shall be used; and so on.

- (g) If there are an equal number of votes for an Elected Position or Elected Member of Council, the President shall cast the deciding vote. If the election is for an Officer, PD Chair Position or for a Director-at-Large and there were more than two candidates before the preferential balloting, this subsection will apply only when there are two candidates remaining.
  - (h) The President shall determine the rules of the poll, appoint scrutineers, and decide all matters relating to the conduct of the poll, including the eligibility of candidates and voters.
  - (i) Upon completion of the count of the ballots, the Executive Director or the President shall announce the results, which shall be determinative of the election.
- (7) The Voting Officers, Directors-at-Large, Elected Members of Council, Ontario members of National Council and voting members of National Council shall take office on the last day of the Annual Meeting of CBA.
  - (8) If, during a person's term on Council, circumstances change such that, under the present circumstances, the person would not have originally qualified to be a member of Council, then that person will cease to be a member of Council. This subsection is inapplicable to the situation in which a member of Council moves from one geographical region within Ontario to another. In this case, the member will continue to represent the old region unless the member agrees otherwise.
  - (9) A person may be nominated, or run in an election, for only one Elected Position.

### **Term of Office**

- 24. (1) Directors-at-Large, and Chairs of Sections and Committees shall hold office for an Annual Period and shall not be eligible for more than two consecutive Annual Periods except for:
  - (a) the Chair of the Finance Committee, who shall be the Treasurer;
  - (b) the Chair of the Audit Committee, for whom an Annual Period shall be deemed to be the period from the end of one Annual Meeting of the Branch until the end of the next Annual Meeting of the Branch; and
  - (c) The Chair of the Institute Committee, who shall serve for a term of three years with no further eligibility.
- (2) Voting Officers and the Chair of PD shall hold their particular office for only one Annual Period except for:
  - (a) the Treasurer, who shall be elected for a Double Annual Period and who shall not be eligible to serve for more than two consecutive Double Annual Periods; and

- (b) the Secretary, who shall be elected for an Annual Period and who shall not be eligible to serve for more than two consecutive Annual Periods.
- (3) (a) Elected members of Council shall, subject to subsections 24(3)(aa) and 24(3)(b), hold office for a Double Annual Period following their election. They shall be eligible for re-election but shall not be eligible to serve for more than three consecutive Double Annual Periods.
  - (aa) No member of Council, other than those members of Council pursuant to section 14(1)(a) to (f) and 14(1)(i) to (o), shall serve more than three consecutive complete Double Annual Periods whether by election or appointment pursuant to section 14(1)(g) or any combination thereof. For the purposes of this subsection a Double Annual Period is a two-year term or any part thereof.
  - (b) The term of office of an Elected Member of Council shall terminate and the position becomes vacant at the conclusion of the third consecutive Council meeting that the member has failed to attend. However, if the Elected Member of Council presents reasonable justification for being absent from the third such meeting, Council may, during that meeting, pass a motion excusing the member's absence for that meeting, in which case that meeting will not be included in the count of consecutive meetings missed.
  - (c) Vacancies arising under subsection 24(3)(b) shall be filled as set out in section 15(5).
- (4) Notwithstanding any other provision of this by-law, if any member of the Board, other than an Officer, misses two consecutive Board meetings, or a consecutive Board meeting and a Council meeting, the Board may, at the next meeting of the Board and without notice to that member, terminate the member's term of office. If the Board terminates the member in accordance with this subsection, the Board may fill the vacancy in accordance with section 7(1) or 15(5).

## Meetings

- 25. (1) The Annual Meeting of the Branch shall take place once per year at a time and place that the Board chooses.
- (2) The Board may call a Special Meeting at a time and place it chooses.
- (3) The Secretary shall give or cause to be given to each Member not less than 14 days' notice of a meeting of the Branch.
- (4) Upon written requisition of 50 Members specifying the intended purpose of the meeting, the Board shall call a Special Meeting at the earliest practical time, on giving not less than 14 days' notice to Members.
- (5) The quorum for any annual or other meeting of the Branch shall be 35.

- (6) The Board shall make arrangements for the Annual Meeting of the Branch and shall prepare the programme for it and may appoint a committee to assist in the arrangements and programme.
- (7) Robert's Rules of Order for public meetings shall govern the proceedings of meetings of the Branch or Council unless otherwise provided by by-law.
- (8) At any meeting of the Branch, no Member shall speak for more than five minutes or more than once on any subject, unless the Member is the mover of the motion, in which event the Member shall have the right to reply for three minutes. However, these limitations may be dispensed with on the consent of three-quarters of all Members present. At any meeting of the Council, no member of Council shall speak for more than five minutes or more than once on any subject, unless the member of Council is the mover of the motion, in which event the member of Council shall have the right to reply for three minutes. However, these limitations may be dispensed with on the consent of three-quarters of all members of Council present.
- (9) At any meeting of the Branch or Council, if any matter is raised from the floor that, in the opinion of the chairperson of the meeting, acting reasonably, requires further consideration before being voted upon at that meeting, the chairperson may table the resolution or matter and declare that it shall be voted upon at the next meeting of the Branch or Council, as the case may be. However, a decision by the chairperson to defer a matter until the next meeting may be overruled by the vote of three-quarters of all Members, or members of Council, as the case may be, at the meeting.

### **Statements and Submissions**

- 26. No Member or group of Members may make statements or submissions on behalf of a Section, a Committee, a Sub-Committee, a Task Force, or the Branch except as provided below:
  - (1) Any statement purported to be made on behalf of a Section may deal only with a subject under study by that Section, to the knowledge of the President or Chair of PD. It must, to the satisfaction of the President, represent the views of a majority of members of the Section. Any statement shall clearly state that it represents the views of that Section only and not of the Branch.
  - (2) Any statement purported to be made on behalf of a Committee or Task Force may deal only with some subject under study by that Committee or Task Force, to the knowledge of the President. It must, to the satisfaction of the President, represent the views of a majority of members of that Committee or Task Force. It shall clearly state that it represents the views of that Committee or Task Force only and not of the Branch. A Sub-Committee may make statements only through the Committee of which it is a Sub-Committee.
  - (3) (a) All other statements and submissions may be made only with the prior consent of Council except for statements or submissions made to:

- (i) the chairperson of a National Section or National Committee;
  - (ii) the Board;
  - (ii) Council; and
  - (iii) Members at any meeting of the Branch.
- (b) If Council is not in session and the matter is time-sensitive such that, in the opinion of the President acting reasonably, subsection 3(a) should not be followed, then the Board may give the consent of Council.
- (4) Notwithstanding subsections 1 – 3, the President may make statements on behalf of the Branch. However, these statements should be made, if possible, in accordance with the views of Council; or if these views are not known, in accordance with views of the Board; or, if these views are not known, in accordance with the views of the Officers. If, in the opinion of the President acting reasonably, the matter upon which the statement is made is sufficiently time-sensitive that the President cannot obtain the views of Council, the Board, or the Officers, then the President may make statements on behalf of the Branch without first ascertaining those views.

### **Finance**

27. (1) From time to time, the Audit Committee &/or Finance Committee may, and if requested by the Board or Council shall, propose policies relating to OBA's financial affairs. Council shall approve, disapprove, or amend the proposed policies and once approved, or approved as amended, the policies shall be incorporated into the Financial Policy Manual of OBA.
- (2) OBA shall conduct itself on all financial matters in accordance with the Financial Policy Manual.
- (3) The fiscal year of the Branch shall be from July 1 to June 30.
- (4) Council shall annually appoint the auditors of the Branch, which shall be a firm of chartered accountants.

### **Amendments to By-laws**

28. (1) The by-laws of the Branch may be adopted, amended or rescinded ("Amended") at the Annual Meeting of the Branch in the circumstances set out below. At least 10 Members must give notice of the proposed action in writing signed by the 10 Members and received by the Executive Director not less than 40 days before the meeting. Upon receipt of the notice, the Executive Director shall give notice in writing to the Members of the proposed action in the notice calling the Annual Meeting of the Branch.
- (2) The by-laws of the Branch may be Amended at a Special Meeting requisitioned by 50 Members if the proposed amendment, signed by the same 50 Members, accompanies the requisition. The Executive Director shall promptly, but not

less than 14 days before the meeting, give notice in writing to the Members of the proposed amendment.

29. Upon notice, Council may pass any by-law(s) or amendments to any by-law as it may see fit for the proper administration of the affairs of the Branch. Any by-law(s) and amendments to a by-law shall continue in force unless rescinded at the next Annual Meeting of the Branch. The amendments to the by-law(s) must be brought forward at the next Annual Meeting and notice of the amendments shall be given at the same time as the notice calling the Annual Meeting.

### **General**

30. (1) The use of the singular includes the plural and vice versa.
- (2) Any notice or other written material to be given to a Member, a member of the Board, or a member of Council under this by-law may be sent by prepaid ordinary mail, fax, e-mail or delivered, by courier or pick-up, to the latest address, fax number, or e-mail address, as the case may be, on the records of the Branch. The notice or other written material shall be deemed to have been received by its recipient on the day it was faxed or e-mailed to the recipient, or picked-up by the recipient; on the 4th day after it was mailed; and on the next business day after it was given to a courier for delivery.
- (3) Council may exercise its powers set out in sections 15(2) and (3) and 23(b) and (c) without amendment to this by-law. However, the results of this exercise shall be added as a schedule to this by-law.
- (4) When Council must ratify or approve an act or decision of the Board, then that approval or ratification must be forthcoming at the next meeting of Council. If it is not approved or ratified, then the Board's act or decision will be of no effect. If any person was appointed because of that act or decision, then the appointment shall be rescinded as of the date of the Council meeting. When the Board must ratify or approve an act or decision of a Section, Committee, or Chair, then that act or decision is not effective until and unless the Board approves or ratifies it.



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## **Official Languages Policy of the Ontario Branch of the Canadian Bar Association**

### **Preamble**

Whereas in Ontario the French language is recognized as an official language in the courts and generally in the administration of justice and in education;

Whereas the French language is an historic and honoured language in Ontario;

Whereas the Ontario Bar Association (formerly known as the Canadian Bar Association - Ontario) therefore recognizes the need and desirability to serve its members and the general public in both official languages;

**BE IT RESOLVED THAT the following policy be adopted:**

### **1. Principles**

OBA's goals for linguistic equality are based on these principles:

#### **English and French are the official languages**

1.1 English and French are the official languages of the Ontario Branch.

#### **Right to service in language of choice**

1.2 Members of the Ontario Branch and the public may communicate with the Ontario Branch in either English or French and have the right to receive a reply in their chosen language.

#### **Use of English and French to be encouraged at all levels**

1.3 The Ontario Branch is committed to creating an environment in which people feel free to use the official language of their choice.

### **2. Meetings of Council, the Executive and those of OBA Committees**

#### **Notices**

2.1 All notices and agendas for the meetings may be in either English or French. Minutes of the meetings may be in either language.

### **Participation at meetings**

2.2 Members shall be entitled to participate at a meeting in either English or French at their discretion.

## **3. Documents of the Branch**

### **Constitution and By-Laws of the Branch**

3.1 The Ontario Branch ensures that its Constitution and By-Laws are enacted in French and in English, each version thereof to be equally authoritative.

### **Reports of Task Forces, Committees, Sections and Conferences**

3.2 Where important reports are drafted in one official language only, an attempt is made whenever possible to include an executive summary of the contents of the report in the other official language.

## **4. Communication with OBA Membership and with the Public**

### **Correspondence**

4.1 All correspondence addressed to the Ontario Branch in either French or English receives a response in the language chosen by the sender. Personalized correspondence sent by the Branch to a member shall be in the language chosen by the member as indicated in his/her profile.

### **Notice of Section, Conference, and Branch activities**

4.2 Notices for Section, Conference and Branch activities shall be in the language of the activity itself except when the activity is in both English and French in which case the notice will be bilingual.

### **Notices sent by the Branch**

4.3 General notices sent to the membership at large may be in English only but the inclusion of a French summary is encouraged.

### **"Briefly Speaking - En Bref"**

4.4 There shall be a French section in "Briefly Speaking - En Bref".



## **5. Official Languages Committee**

5.1 There shall be a permanent Committee of the Ontario Branch called the "Official Languages Committee - Comité des langues officielles".

5.2 This committee may include representatives of relevant organizations in addition to those OBA members who are interested in official languages.

5.3 Its Executive consists of a Chair and Vice-Chair, together with such other officers as the members of the Committee may determine from time to time.

## **6. "Groupe francophone de l'ABCO"**

### **"Groupe francophone"**

6.1 The "Groupe francophone" shall be constituted by the Branch.

6.2 The purpose of the "Groupe" is to organize Section activities in various regions of Ontario for the French speaking membership of OBA.

6.3 Its Executive consists of a Chair and a Vice-Chair, together with such other officers as the members of the Committee may determine from time to time.

## **7. Continuing Legal Education in French**

7.1 The Ontario Branch offers Continuing Legal Education in French whenever it is feasible to do so. It endeavours to work with other organizations such as l'AJEFO, CBA, the Conference of French-Speaking Members of the CBA, the University of Ottawa, The Law Society of Upper Canada and others in providing such programs.

## **8. French Language Services Co-ordinator**

8.1 The permanent staff of the Ontario Branch includes a bilingual Coordinator to implement this policy and perform other related tasks as requested by the Branch.

## **9. Law Day**

### **Law Day activities**

9.1 The Branch ensures that the annual celebrations of LAW DAY includes a French component.

## **10. Internal Administration**

### **Bilingual reception**

10.1 The permanent staff of the Ontario Branch includes a bilingual telephone receptionist.

### **Other bilingual staff**

10.2 The Branch tries to have bilingual staff for those who come into direct contact with the members and the public.

### **Language Training**

10.3 The Branch endeavours to offer French language training to its employees as funds become available.

### **Hiring and Promotion**

10.4 Knowledge of both English and French are taken into account when the Branch hires new employees.

### **Letterhead, Signage**

10.5 The Branch ensures that all letterhead reflect both official languages. This also applies to signage at the premises of OBA and to all advertising of a general nature, including its INTERNET web site.

*Adopted by CBAO Council, April 4, 1997.*



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## **OBA Budget Process**

The annual OBA budget process begins with a review, by senior staff, of the Strategic Plan, usually in mid to late March. The Strategic Plan provides the basis for the development of the OBA's budget. If it is determined that Strategic Plan amendments are required, due in part to changes in the environment in which the OBA operates and any specific goals and objectives set out by the 1<sup>st</sup> Vice-President in his/her plan, presented to the Board in January each year, staff work with the Strategic Planning Committee to make any necessary changes. Any changes are recommended by the Committee to the Board and if approved, are then, in turn, recommended to Council for approval.

At this point, staff are asked to review programs, identify any changes required as a result of any amendments to the Strategic Plan and then commit preliminary number to paper. The numbers are consolidated into a first draft of budget working documents by the Director of Finance and these are reviewed, line-by-line, by both the Executive Director and the Director of Finance.

The draft is then reviewed in detail by the senior management team. The object of this exercise is to ensure that the revised draft, coming out of this review, does not overstate or understate the organization's financial requirements for the upcoming fiscal year. During this process, consideration is once again given to the Strategic Plan to ensure that the final draft, which is presented to the Finance Committee for review, is consistent with the organization's strategic objectives.

The product of the senior management team's review is a "final" draft which is presented to the members of the Finance Committee and, once again, reviewed line-by-line. It is the Finance Committee's role to elicit the basis for the assumptions behind the numbers proposed by senior management, and to challenge those assumptions when and if necessary. The Finance Committee's review of the proposed budget is a rigorous process and is extremely useful in ensuring that the budget accurately and completely reflects, and meets, the needs of the organization.

The Finance Committee generally requests several changes to the original staff proposal and once these are incorporated into a revised proposal, the document is then reviewed by the Audit Committee. Generally, the Treasurer attends this meeting and provides the Audit Committee members with an overview of the discussions which occurred during the Finance Committee review and highlights any changes requested. The Audit Committee reviews the revised proposal in a manner similar to the Finance Committee Review and it too may request amendments to the numbers or budget notes. Once satisfied, the Audit Committee approves the proposed budget and recommends it to the Board.

The proposal is then presented to the Board of Directors by the Treasurer at the May Board meeting, and recommends its approval by the Board. There is an opportunity for the Board members to pursue any questions they may have at the May meeting and once satisfied; a motion is passed approving the proposed budget and recommending it for approval by Council.

The final step in the process involves the Treasurer presenting the budget at the June Council meeting and making a motion for its adoption. Once the motion is made and seconded, Council members have an opportunity to raise questions about any aspect of the budget document itself, the assumptions forming the basis of the proposal or the process followed to arrive at the point it is presented to them. Once all questions are raised and answered, the question is put and the budget is approved by Council for the forthcoming fiscal year.

OBA  
FINANCIAL POLICY MANUAL  
(the "FPM")

Approved by Audit Committee: June 15, 2012

Approved by Council: June 15, 2012

July 20, 2012

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## INTRODUCTION

Ontario Bar Association ("OBA") is a voluntary organisation both in time and membership. The amount of time Ontario lawyers contribute for the good of the profession, through Sections, Committees, Council, Executive, and CLE programs is substantial.

The financial resources of OBA are limited and derived primarily from membership, section fees, CLE programs, meeting charges, and publication sales.

OBA revenue sources are either relatively fixed (our membership base) or somewhat uncertain (the success of attendance at programs and meetings).

OBA endeavours to keep fees and charges as low as possible to ensure the involvement of a broad range of Ontario's lawyers.

The financial policies outlined in this manual have been designed with the following objectives in mind:

- Fiscal prudence and restraint in spending are essential for OBA to remain vital and viable.
- No member will be unduly burdened financially by undertaking OBA duties.
- A growing and active membership is essential to the well being of OBA.
- Alternate and broader sources of funding are to be explored whenever possible.
- Fees should be set, if possible, so that they are not so high that they become an onerous burden on individual OBA members or the membership at large.

OBA relies on the goodwill, dedication, and good judgment of its members, in particular in applying the policies set out in this manual to achieve the maximum benefit for OBA from the available sources of revenue.

Treasurer

Chair, Audit Committee



## 1.0 INTERPRETATION

In this Financial Policy Manual (the "FPM"):

**Annual Meeting** means the annual meeting of OBA.

**Audit Committee** means the committee of that name as set out in OBA by-laws.

**Approval (or approved)** means an approval in writing, either by correspondence or evidenced in minutes of a meeting.

**CBA** means the Canadian Bar Association / Association du Barreau Canadien.

**Auditors** means the auditors of OBA as set out in the FPM.

**Committees** mean all Standing and Special Committees, as set out in OBA by-laws, other than the Executive.

**Council** means the Council as set out in OBA by-laws.

**Executive** means the Executive Committee as set out in OBA by-laws.

**Finance Committee** means the committee of that name as set out in the FPM.

**General Guidelines** means the general guidelines governing reimbursement of expenses as set out in Appendix "B".

**GTA** means the City of Toronto and all municipalities within the Regional Municipalities of Peel, Halton, Dufferin, Durham, and York.

**Investment and Spending Rules** means those rules set out in Appendix "A".

**Investment Committee** means the committee created in the FPM and referred to in the Investment and Spending Rules.

**Joint Finance Group** means the group created in the FPM.

**Major Category** means a major accounting division corresponding with the manner in which the OBA is divided into areas of responsibility. Sections, young lawyers division, annual institute, seminars, and local CLE shall be deemed to be one Major Category known as professional development.

**Modified Travel Expenses** means automobile rental; mileage allowance; and economy public transportation costs, excluding airfare.

**OBA** means the Ontario branch of CBA and, if appropriate in the context, includes the incorporated entity, Ontario Bar Association.

**Officers** means the Officers as set out in OBA by-laws.

**Sections** means the Sections as defined in OBA by-laws.

**Toronto** means the City of Toronto.

**Travel Expenses** means economy public transportation costs, including airfare; taxis to and from transportation terminals; automobile rental; mileage allowance; hotel expenses; and meal allowances.

**Year** means the fiscal year of OBA.

## **2.0 FINANCIAL RESPONSIBILITY**

### **Treasurer**

2.1 The Treasurer is an officer of OBA with the powers and responsibilities as set out in OBA by-laws.

### **Executive Director\***

2.2 The Executive Director is the chief operating officer with the powers and responsibilities as set out in OBA by-laws. In particular, the Executive Director:

- a) shall provide effective and efficient management of OBA in accordance with its policies and practices as established from time to time;
- b) shall exercise full supervisory authority over OBA staff; and
- c) is responsible for the administration and operation of the financial systems of OBA including:
  - (i) budget planning and development;
  - (ii) maintaining proper books of account;
  - (iii) ensuring that the books and records are ready for the annual audit and that the Year-end audit procedure is completed;
  - (iv) receiving and preparing a response to the Auditors' management letter;
  - (v) developing and maintaining an operating procedures manual;
  - (vi) receiving internal applications for external funding or grants for OBA projects; and
  - (vii) in consultation with the President and Treasurer, setting staff salaries and benefits.

### **Director of Finance\***

2.3 The Director of Finance:

- a) reports to the Executive Director;
- b) provides assistance to the Executive Director and Treasurer in managing the day-to-day financial affairs of OBA;
- c) is responsible for the financial and accounting activities of OBA including:
  - (i) payment of invoices for goods and services acquired by OBA;

- (ii) preparation of monthly financial statements and obtaining relevant commentary from OBA staff directors;
- (iii) preparation of annual projections at the end of 4 months and 8 months of each Year;
- (iv) in consultation with the Treasurer, Executive Director, and other OBA staff directors, developing the budget;
- (vi) ensuring that OBA follows its Investment and Spending Rules; and
- (v) providing advice, information, and recommendations to the Treasurer and Executive Director on financial and investment matters.

\* The duties and responsibilities set out above of the Executive Director and the Director of Finance are neither definitive nor outlined in detail.

## **Finance Committee**

2.4 The Finance Committee:

- a) consists of the Treasurer and two or more OBA members, preferably members of Council, that the Executive appoints each Year, to assist and advise the Treasurer. With the exception of the Treasurer, members of the Finance Committee cannot be members of the Audit Committee.
- b) meets not less than three times a Year;
- c) receives the preliminary draft budget from the Director of Finance and proposes revisions and comments for consideration by the Audit Committee and the Executive;
- d) receives from the Director of Finance the monthly financial statements and the 4-month and 8-month projections and commentaries and makes whatever inquiries, and provides whatever commentary, it deems appropriate;
- e) receives and considers all requests for expenditures as set out in section 7.2;
- f) reviews the management letter from the Auditors and the response from the Executive Director and, in conjunction with the Audit Committee, makes any comments and recommendations it wishes to make to the Executive Director and the Executive;
- g) reviews the FPM from time to time and makes recommendations on it to the Audit Committee; and
- h) provides other assistance to the Treasurer as the Treasurer requests from time to time.

## **Audit Committee**

2.5 The Audit Committee:

- a) reports to Council and Executive not less than three times each Year, at the first Council and Executive meetings following each of the 4-month and 8-month financial reviews and the Council and Executive meetings that consider the budget for the following Year;
- b) receives and reviews the audited financial statements each Year and makes whatever comments it deems advisable before the presentation of these statements to the Annual Meeting;

- c) meets with the Auditors from time to time during the Year as it or the Auditors may deem appropriate to review matters either it or the Auditors deem appropriate;
- d) reviews the management letter from the Auditors and the response from the Executive Director and, in conjunction with the Finance Committee, makes any comments and recommendations it wishes to make to the Executive Director and the Executive. It also reports to Council regarding the management letter and the response;
- e) receives from the Director of Finance the monthly financial statements and the 4-month and 8-month projections and commentaries and makes whatever inquiries, and provides whatever commentary, it deems appropriate;
- f) reports to the Executive as it deems appropriate;
- g) reviews the reserve for working capital from time to time, considers recommendations consistent with the financial objectives and exigencies of OBA, and reports to the Executive and to Council as it deems appropriate;
- h) from time to time, reviews the current cash position, including projected cash requirements, and reports to the Executive;
- i) reviews the operating procedures manual from time to time to ensure that the procedures are consistent with the financial policies and objectives of OBA in force from time to time and makes recommendations to the Executive;
- j) receives and considers reports and recommendations from OBA's investment advisor from time to time, meets with the investment advisor at least once per Year, and reports, as necessary, to the Executive and Council;
- k) reviews and considers the draft budget in May of each Year and reports to the Executive and Council;
- l) may, and if requested by the Executive or Council shall, propose policies relating to OBA's financial affairs, including revisions to the FPM; and
- m) upon request, receives a copy of the OBA staff compensation, staff evaluations, and applicable personnel manual.

## **Joint Finance Group**

2.6 The Joint Finance Group consists of the Finance Committee, the Audit Committee, and, as ex officio non-voting members, the Executive Director, and the Director of Finance. The Joint Finance Group meets in November and March in each Year to consider the 4-month and 8-month financial projection and commentaries, meets at year-end (in August or September) to review draft audited financial statements, and meets in May to consider the final draft budget. Consideration of the 4-month and 8-month financial projections shall include consideration of all aspects of OBA that reflect upon its finances. The Joint Finance Group may meet at any other time that the Treasurer deems necessary.

## **Investment Committee**

2.7 The Investment Committee shall have the powers and duties set out for it in the Investment Rules. The Investment Committee shall be comprised of not more than six people: the Chair of the Committee, the Treasurer, the Executive Director, the Director of Finance, and up to two members of OBA that the Executive appoints from time to time. These members shall hold office at the discretion of the Executive.

## **3.0 FINANCIAL PLANNING - THE BUDGET PROCESS**

3.1 The financial planning process is set out as follows:

### **DECEMBER**

- a) The Vice-President shall prepare a statement of goals and objectives for the coming Year for presentation to the Executive in January. The report shall be consistent with OBA's strategic plan and mission statement and its policies and procedures in force from time to time.

### **JANUARY**

- b) The Executive shall receive the Vice-President's report. The Executive Director shall then send the report to the members of the Joint Finance Group.

### **FEBRUARY**

- c) The Executive Director shall prepare general guidelines for the impending budget and, if appropriate, specific budget parameters.
- d) The staff director responsible for each Committee shall review, with the Chair of that Committee, the programming for the current and following Year to determine whether it is consistent with the strategic plan and whether variances are anticipated in the budget.

### **MARCH**

- e) The Staff Directors shall prepare draft budgets for each area for which they are responsible. In preparing their respective budgets, they shall consider the Vice-President's report to the Executive, the strategic plan, and information received from the Chairs of each Special and Standing Committee and each Section.

### **APRIL-MAY**

- f) The Director of Finance shall submit a preliminary budget to the Finance Committee. The Audit Committee shall receive the budget after the Finance Committee reviews and, possibly, amends it. The Director of Finance shall prepare a finalised preliminary budget following the Audit Committee review and shall submit it to the Executive for review.
- g) The Director of Finance shall incorporate the recommendations of the Executive into a final draft budget for presentation to Council. The underlying assumption is that the Director of Finance will present either a balanced or a surplus budget.

## **MAY - JUNE**

- h) The Chair of the Audit Committee shall report to Council. The report must include consideration of any Year-end commitments that could affect the coming Year.
- i) The Treasurer shall submit the draft budget for Council's approval. However, Council shall not approve a deficit budget unless the Treasurer and the Joint Finance Group have recommended that a deficit budget is justified for that particular Year and have given reasons for their decision. In no circumstances should a proposed deficit budget exceed the unappropriated net worth of the Association.

## **JULY**

- j) The budget for the next Year commencing July 1 comes into force.

## **4.0 FINANCIAL CONTROLS**

### **Monthly Reports**

4.1 Before the 15th day of each month, the Director of Finance shall provide the following to members of the Executive and members of the Joint Finance Group: a financial summary, balance sheet, and detailed line by line profit and loss statement broken down by department.

### **Cash Position Monitoring**

4.2 The Audit Committee shall review the current cash position of OBA not less than twice a Year following each of the 4-month and 8-month reports and report to the Executive, as necessary.

### **Auditors and Audit Procedures**

4.3 The Treasurer shall propose a firm of chartered accountants at the Annual Meeting as external Auditors for the coming Year. The external Auditors shall be appointed each Year at the Annual Meeting by ordinary resolution, with the remuneration to be fixed by the Executive.

4.4 The Executive Director may at any time, upon direction of the Treasurer or the Chair of the Audit Committee, prepare and submit to interested parties a request for tenders for the position of OBA's Auditors. Commencing from the Year starting July 1, 2005 and every 5<sup>th</sup> Year after that, the Executive Director shall prepare and submit to interested parties a request for tenders for the position of Auditors. The Audit Committee shall review the responses to the request and shall choose from among the responding parties the firm of chartered accountants that the Treasurer will propose as Auditors at the Annual Meeting. Section 7.7 does not apply to the Auditors.

4.5 The Director of Finance shall have the books and records of OBA ready for audit not later than the beginning of the 1st week in August. The audit shall be completed and audited statements received no later than the end of August. The Audit Committee and the Executive shall review the audited statements before the commencement of the Annual Meeting.

## **Management Letter**

4.6 The Auditors shall be required to prepare a management letter to the Executive Director on accounting procedures and systems of internal control. The Executive Director shall prepare a response before the 2<sup>nd</sup> Council meeting of the Year. A copy of the management letter and the response shall be provided to the Executive. The Chair of the Audit Committee shall report on the management letter and the response at the 2<sup>nd</sup> Council meeting of the Year.

## **Operating Procedures Manual**

4.7 The Executive Director shall prepare and maintain an operating procedures manual that is consistent with the financial policies and objectives of OBA in force from time to time. The operating procedures manual shall include details of the principal accounting systems and an outline of the principal clerical functions. The Audit Committee shall review it from time to time.

## **Authorisation of Invoices for Payment**

4.8 A staff director or manager of OBA must review all invoices directed to OBA for payment. The review must ensure that the invoice is for goods and services that were authorised and for an amount that was authorised. The staff director or manager who is responsible for an activity of OBA must review those invoices that relate to that activity and, if it is acceptable, sign the invoice, indicating acceptance for payment. If the staff director or manager is not personally knowledgeable about the liability for or the quantum of an invoice, the staff director or manager should obtain on the invoice the signature of an OBA employee who has that knowledge.

4.9 After a staff director or manager has signed off, the invoice shall be sent to the Director of Finance who shall also review it. Only once the Director of Finance has signed off, indicating acceptance, may the invoice be paid.

## **5.0 INCOME**

### **Funds Received in the Ordinary Course**

5.1 All funds received by OBA in the ordinary course of its operations and activities shall be accounted for and applied in accordance with the objectives of OBA and its financial policies and operational procedures.

### **Applications for Grants or Funding to Third Parties**

5.2 All applications for grants or funding for any OBA project must be submitted in writing to, and reviewed and approved by, the Executive Director.

5.3 If two or more applications are made to the same funding agency, the Executive Director shall set the priorities of the applications.

## **6.0 CREATION AND MAINTENANCE OF RESERVES**

## **Excess Funds**

6.1 Funds not immediately required for the purposes of OBA shall be invested pursuant to the Investment Rules.

## **Reserve For Working Capital**

6.2 Council shall establish a working capital reserve to be maintained to ensure that if an operating deficit occurs, the deficit may be eliminated without requiring recourse to outside lenders or an extraordinary levy.

6.3 The Audit Committee shall review the working capital reserve each Year and report, as it deems necessary, to the Executive, Council, and the Annual Meeting. The review shall consider whether the reserve is sufficient.

6.4 The working capital reserve requirements shall be determined by a projection of the non-discretionary costs of operating OBA for a six-month period. Council may change this period to a greater one after consultation with the Auditors, the Finance Committee, and the Audit Committee. Council may change this period to a lesser one only if in the Auditors' opinion, the decrease is advisable and only if the Finance Committee and Audit Committee have each given their opinion on the change to Council.

## **7.0 SPENDING AUTHORISATION**

### **Budget Use**

7.1 Council's approval of the budget constitutes its direction to the Executive Director to authorise the expenditure of funds for the programs, purchases, and activities set out in the budget. Purchases of goods and services may be made only if authorised by the budget or otherwise approved according to the FPM. If the Executive Director notes that expected revenues are falling significantly below forecast revenue in any Major Category, the Executive Director shall attempt, as much as possible, to reduce expenditures in that Major Category to account for the expected shortfall.

7.2 The Executive Director shall submit to the Finance Committee for a recommendation to the Executive for approval the following:

- a) any capital expenditures either not set out in the budget or in excess of \$5,000.00 of the amount set out in any particular line item of the budget;
- b) any operational expenditure in excess of \$5,000.00 for any particular line item set out in the budget unless:
  - (i) in any case other than the elected, appointed and sponsored category of the Major Categories, the expenditure will be offset by a similar reduction within that particular Major Category; or
  - (ii) within the professional development and meeting centre categories of Major Categories, the expenditure will be offset by a similar increase in revenue.



- c) hiring or contracting of personnel, other than on a part-time basis and other than a replacement of an existing employee or contract person.
- d) any operational expenditure not set out in a line item in the budget in an amount in excess of \$1,000.

## **Signing Authority**

7.3 OBA shall maintain only bank accounts of which the Executive approves. All cheques shall be drawn under the supervision of the Director of Finance.

7.4 All cheques shall bear two signatures. The persons who may sign are as follows: President, Vice-president, Treasurer, Secretary, Executive Director, and any staff director authorised by the Executive from time to time. Notwithstanding the above:

- a) if two staff directors sign a cheque, one of them must be the Director of Finance;
- b) cheques for \$5,000.00 or more may not be signed by two staff directors; and
- c) cheques for \$10,000.00 or more require the signature of at least one of the President, Vice-president, Treasurer, or Secretary.

## **Contracts and Pledging Credit**

7.5 Nobody has authority to commit OBA to any activity or pledge the credit of OBA at any time except as set out in the budget. Contracts involving OBA are to be signed by:

- a) the Executive Director;
- b) a staff director, or manager, approved by the Executive Director for a particular contract; or
- c) any Officer approved by the Executive for a particular contract.

## **Quotations**

7.6 If a purchase is being made of a capital item or of a service and the cost, which includes a future liability, of that purchase is \$5,000.00 or more then:

- a) there shall be 3 written quotations by suppliers of that item or service; and
- b) the lowest of the 3 quotations should usually be accepted. However, the persons deciding which of the quotations to accept shall also take into account quality, reputation, past service, and the benefits of continuing a satisfactory long-standing relationship.

7.7 However,

- a) if a purchase is being made of a service from an existing service supplier, then the provisions of section 7.6 apply only if, after including the period of the new service contract, OBA will have dealt and will be dealing with the service provider for a continuous period that exceeds four years; and

- b) if a staff director determines that there are no alternative providers of a good or service that has the necessary quality or suitability, then the Executive Director may authorise that staff director to purchase the good or service without compliance with section 7.6.

## **Invoice Approval**

7.8 All invoices must be forwarded immediately to the finance department to be logged and processed for payment. All invoices will then be forwarded to the appropriate staff director or manager for approval in accordance with article 4 of the FPM.

## **Salaries and Benefits**

7.9 The Executive Director shall, in consultation with the President and Treasurer, establish staff salaries and benefits. After consultation with the Executive Director, the President and Treasurer shall establish the Executive Director's salary and benefits.

7.10 The annual budget shall contain only the aggregate amounts for all staff salaries and benefits, allocated on a departmental basis.

## **8.0 EXPENSES FOR OFFICERS, EXECUTIVE, AND COUNCIL MEMBERS**

### **Meeting Expenses**

8.1 Except as specifically set out in this or other articles, all Officers, Executive members, Council members, Section members, and any other OBA members shall pay their own expenses, including Travel Expenses, for attendance at functions and meetings of OBA and CBA, and of all their constituent parts.

### **General Guidelines**

8.2 The Executive shall set the General Guidelines after reviewing the recommendations of the Audit Committee. The General Guidelines apply to all aspects of reimbursement regarding the OBA, not just for Officers, Executive members, and Council members. See Appendix "B" for the present General Guidelines.

### **Authorised Travel Expenses**

8.3 If Travel Expenses are authorised pursuant to the FPM, then they shall be reimbursed. Only Travel Expenses in accordance with the General Guidelines may be reimbursed.

8.4 Reimbursement shall include up to one night's accommodation and one day's meal allowance. The Executive Director may increase the reimbursement to other nights' accommodation and meal allowance, if, by doing so, in conjunction with reduced airfare, the increased reimbursement and airfare will ultimately cost OBA less than the regular reimbursement and airfare. A member must request and receive permission from the Executive Director for more than one day's reimbursement before incurring the expenses. To request the increased reimbursement, the member shall provide a budget of the expected reimbursement and the difference in airfare resulting from an increased stay and shall provide any backup to the calculations that the Executive Director may request.

8.5 Requests for automobile rental reimbursement shall not exceed the lesser of the cost of mileage and air transportation; requests for reimbursement for mileage shall not exceed the cost of air transportation.

### **Authorised Expenses For Council Members**

8.6 Voting members of Council residing outside a radius of 480 kilometres from the OBA premises in Toronto will be reimbursed for Travel Expenses incurred to attend all Council meetings held in Toronto in any Year. Voting members of Council residing outside a radius of 280 kilometres from the OBA premises in Toronto will be reimbursed for Travel Expenses incurred to attend two Council meetings held in Toronto in any Year and will be reimbursed for Modified Travel Expenses incurred to attend the third Council meeting held in Toronto in any Year. Voting members of Council residing outside a radius of 150 kilometres from the OBA premises in Toronto will be reimbursed for Modified Travel Expenses incurred to attend all Council meetings held in Toronto in any Year. A radius is not an odometer reading; it is a geometrical function.

### **Authorised Expenses for Executive Members**

8.7 OBA will reimburse members of the Executive, who reside more than 150 kilometres from the OBA premises in Toronto, for their Travel Expenses to attend Executive meetings in the GTA.

### **Authorised Expenses for Officers**

8.8 OBA will reimburse Officers, who reside more than 150 kilometres from the OBA premises in Toronto, for their Travel Expenses to attend Officers' meetings in the GTA.

8.9 The Executive Director may approve reimbursement of reasonable expenses Officers incur on OBA business. If the Executive Director does not wish to approve these expenses, the Executive Director shall, if the person submitting the expenses requests refer the decision to the Executive. The discretion given the Executive Director and the Executive does not apply to Travel Expenses for meetings of OBA or CBA or their constituent parts.

8.10 OBA shall pay the Travel Expenses of all Officers to attend meetings of Council taking place outside of Toronto.

8.11 OBA shall pay the Travel Expenses of the President, Vice-President, and Executive Director to attend meetings of the CBA, or their counterparts in it, that these Officers, by virtue of their office, should attend. If (a) none of the President, Vice-President or Executive Director are able to attend such a meeting; (b) the President deems it appropriate that an OBA representative attend the meeting; and (c) the President delegates a member of the Executive Committee or an OBA staff director to attend the meeting; then the reimbursement policy set out in this section shall apply to the delegated person. This section does not apply to meetings of CBA's council or to the annual meeting and mid-winter meeting of CBA, which are each subsumed under section 8.12.

8.12 OBA shall pay the Travel Expenses, and registration expenses, for the President, Vice-President, Immediate Past-President, and Executive Director, and one guest for each at the rate for guests, to attend the annual meeting and mid-winter meeting of CBA.

8.13 OBA shall pay the Travel Expenses and registration expenses for the President and one guest, or, in the absence of the President, the Vice-President and one guest, incurred in attending annual meetings of the Quebec and Manitoba branches of CBA.

8.14 OBA shall pay the Travel Expenses of the President, or his or her designate, in accordance with the budget, to those meetings or events for which the presence of the President is necessary or desirable. The Executive may increase this budget, as it deems necessary.

8.15 Travel Expenses for Officers may exceed those set out in the General Guidelines, if the Executive approves them in advance.

## **Hospitality**

8.16 Except as otherwise provided in the FPM, or as the Executive specifically approves otherwise in advance, no amounts shall be paid to any Officer, employee, or member of OBA for reimbursement of hospitality or entertainment expenses.

8.17 The President shall be entitled to a hospitality allowance, in an amount set in the budget, to be used at the President's discretion. All reimbursements shall be on presentation of receipts as set out in the General Guidelines.

8.18 The Executive, on the recommendation of the Finance Committee, may approve reimbursement expenses incurred by Officers for entertaining out-of-province groups or individuals. In these instances, hospitality should be extended at an Officer's residence, at OBA's facilities, or at a modest external location. The Treasurer or the Executive Director must be notified in advance.

8.19 The Executive may, from time to time, authorise the use of corporate credit cards to a specific person or group of persons. The cardholders may only charge to these credit cards, expenses that would otherwise be reimbursable under the FPM. If a cardholder improperly charges an expense to a card, the cardholder shall forthwith repay the improper expense to OBA. The Executive shall establish credit limits for each card from time to time.

## **9.0 COMMITTEE EXPENSES**

### **Responsibility of the Committee Chair**

9.1 The Chair of a Committee is responsible for the development and implementation of a budget and shall submit a budget request as part of the annual budget process. The budget request shall include details of planned expenses, scope of project(s), and timeframe.

9.2 The Chair shall reply to any request regarding anticipated activity for the present and next Years. The Executive Director or the appropriate staff director must approve of all Committee disbursements in advance.

### **Authority to Spend**

9.3 The Executive Director, or a designated staff director, shall issue a letter to each Committee Chair after the budget has been approved, confirming the approved budget. This letter will be the authority of the Chair to plan committee activities and incur authorised expenses for the budget Year. Each Committee shall have a staff director that the Executive Director assigns to it. The staff director shall receive copies of all Committee correspondence and be advised in advance of proposed expenditures.

9.4 Unless authorised in the budget, no Committee shall incur expenses for consultants without the prior approval of the Executive on the advice of the Finance Committee.

9.5 No Committee shall incur any hospitality expenses, except in accordance with the budget in which authorisation for these expenses is specifically made.

9.6 No Committee shall pay any honoraria. No Committee shall incur any expense for facilities rental without the prior approval of the Treasurer or the Executive Director.

9.7 Committee Chairs shall schedule meetings of their Committees by conference call whenever possible. Those Committee members situate in Toronto should make an effort to attend personally.

9.8 Travel Expenses of members of a Committee may not be claimed unless authorised in the budget or by the Executive on the advice of the Finance Committee. Authorisation must be in advance of expenses incurred and may not be retroactive.

## **10.0 SECTION AND YOUNG LAWYERS DIVISION EXPENSES**

10.1 Each Section shall operate on a cost recovery basis in its activities and programs. A fee shall be collected for meetings or social functions to cover the cost of:

- a) food and refreshments;
- b) facilities and equipment rentals;
- c) taxes and gratuities;
- d) any costs, including travelling, of speakers and panellists;
- e) guests, if any; and
- f) an additional incremental percentage of direct costs that the Executive sets from time to time.

10.2 Sections shall use OBA facilities whenever possible.

10.3 OBA will reimburse members of the executive of the Young Lawyers' Division ("YLD") (as defined in OBA by-laws) who reside more than 150 kilometres from the OBA premises in Toronto, for their Travel Expenses to attend YLD meetings in Toronto. If possible, YLD executive meetings should be arranged to coincide with other OBA meetings at which reimbursement would be claimed. The chair of YLD shall submit a written explanation to the Executive Director for those meetings that do not coincide.

10.4 The OBA shall reimburse a Section Chair, or his or her designate, for travel expenses, which CBA does not reimburse, incurred in attending one section meeting per year of the equivalent CBA section.

## **11.0 STUDENT DIVISION EXPENSES**

11.1 Meetings of the Student Division may only be held on the days that Council meets. If the Students Division wishes to meet at a date other than those days, those meetings must be authorised in the budget.

11.2 OBA will reimburse student representatives of Council, not otherwise able to be reimbursed under article 8, who reside outside the GTA for their Modified Travel Expenses to attend any Council meetings held in Toronto.

11.3 OBA will reimburse student representatives of Council for their Modified Travel Expenses to attend the Fall Council meeting. Full Travel Expenses may be reimbursed if authorised in the budget or, in advance, by the Executive.

## **12.0 OBA MEETING CENTRE**

12.1 OBA operates a meeting centre for the convenience and cost effectiveness of holding meetings of various OBA groups; these include meetings of Sections and Committees and continuing legal education seminars.

12.2 Outside meeting rooms shall not be used exception in the case of lack of availability of OBA facilities. In this instance, law office boardrooms or other similar spaces may be used if there is no charge. If expenses will be incurred, prior authorisation must be obtained from the staff director responsible or the Executive Director. Catering, if necessary, is to be co-ordinated by OBA. The premises of OBA are licensed for liquor and other spirits.

Meetings are to be planned throughout the day.

Breakfast:	7:30	-	9:00 a.m.
Morning:	9:00	-	12:00 a.m.
Lunch:	12:00	-	2:00 p.m.
Afternoon:	2:00	-	5:00 p.m.
Dinner:	5:00	-	7:00 p.m.
Evening:	7:00	-	11:30 p.m.

12.3 Priority of bookings is based on the first come, first served principle. Conflicts in scheduling are resolved by applying priority usage as follows:

Council/ Executive/ Officers  
CLE and Section and Division meetings  
Committee and Section executive meetings  
External Groups  
Administration

This policy underlines two basic objectives: service to members and maximisation of income.

## **13.0 OBA REFUND POLICY**

13.1 There will be a minimum administration charge of \$50.00 for any cancellation of a registration for a continuing legal education program made up to 48 hours before the program and no refunds will be made after that time.

13.2 There will be a minimum administration charge of \$10.00 for any cancellation of a registration for a Section meeting made up to 48 hours before the meeting and no refunds will be made after that time.

13.3 Persons registering for any program or meeting without making advance payment of the fee will not be allowed to attend the program without first paying the full registration fee.

13.4 The Executive may amend the administration charges set out above from time to time, after consultation with the Finance Committee.

## Appendix A

### INVESTMENT RULES

#### **I. Use of funds**

1. Funds received by OBA in the course of its operations and activities shall be applied for the purposes described in OBA's by-laws and its mission statement and in accordance with the financial policies and practices described in the Financial Policy Manual.
2. Any funds that, from time to time, are not immediately required by OBA for ongoing operations shall be invested in accordance with and subject to the investment rules referred to below.

#### **II. Investment Advisor**

1. The persons authorised to make investments shall consult with an independent investment advisor that the Executive selects from time to time. OBA shall execute an agreement and other documents with the investment advisor. The Treasurer shall approve the agreement and documents, which shall deal with investment authorisations in accordance with these investment rules, custody of investments and funds, reporting of investment transactions, and any remuneration to be paid to the investment advisor.
2. The investment advisor shall issue a detailed monthly report outlining the investments, their cost and present market value, and the income being earned from them. This report shall be attached to the monthly financial statements. The investment advisor must consult with the Treasurer as required and shall meet with the Audit Committee at least once during each Year:
  - (a) to review the performance of the investments and to report on OBA's payments made to the investment advisor; and
  - (b) to review the investment rules and to recommend any suggested modifications.
3. The Audit Committee shall report upon its consultations to the Executive and to Council.

#### **III. Permitted Investments**

1. Any investment of OBA funds shall be made in a prudent, conservative, and reasonable manner. The investment shall attempt to preserve capital and to generate a reasonable level of return, either in income or capital accretion or both. The investment shall be made having regard to marketability, liquidity, and other anticipated financial and economic conditions of the entity in which the investment is being made and the economy in general.
2. Investments shall be made in Canadian dollars.



3. Investments shall be subject to the quality restraints and diversification set out in Articles IV and V and shall be made only in some or all of the following:

- a) Debt securities such as:
  - (i) Bonds, debentures, and other evidence of indebtedness issued by Canadian governments, government agencies, and corporations.
  - (ii) Short term notes, term deposits, and guaranteed investment certificates of any of the top five Schedule I Canadian chartered banks.
- b) Preferred shares issued by Canadian corporations.
- c) Common shares issued by Canadian corporations.
- d) Income trust units issued by Canadian trusts.
- e) Exchange traded funds, listed for trading on the Toronto Stock Exchange or an exchange with which it amalgamates (the "TSX"), that Council approves from time to time. The current list of approved funds is set out at Appendix A1.

4. Before the start of each Year of OBA, the Treasurer, the Vice-President, the Chair of the Investment Committee, the Executive Director, and the Director of Finance shall meet to determine the cash requirements (the "Short Term Requirements") of OBA for the ensuing Year. This determination shall be very conservative to ensure that OBA always has sufficient cash and short-term investments under section III(3)(a) to meet the Short Term Requirements. All monies that OBA has in excess of the Short Term Requirements may be invested in longer-term investments (the "Long Term Investments"). Long Term Investments shall encompass any of the investments set out in Article III.

#### **IV. Quality Restraints**

1. Investments under section III(3)(a) (i.e. debt securities) shall be subject to the following:

- a) The Dominion Bond Rating Service must rate the issuer as A or higher;
- b) The maturity dates of the investments shall be chosen to ensure that the securities in the portfolio will mature over a number of different years; and
- c) The securities shall be chosen to ensure that no maturity is greater than 15 years and that those securities whose maturities are between 5 and 15 years are, by the nature of the issuer, easily marketable.

2. Investments under section III(3)(b) (i.e. preferred shares) shall be subject to the following:

- a) Preferred shares must have the following conditions attached to them:
  - i) They must have a set date for redemption within 15 years of the date of their issue; they are not to be perpetual.

- ii) Dividends must be cumulative.
  - b) The issuer must be rated by the Dominion Bond Rating Service as Pfd-1 or higher.
  - c) The securities of the issuer, including the preferred shares, must be listed for trading on the TSX.
3. Investments under section III(3)(c) (i.e. common shares) shall be subject to the following:
- a) The issuer must have paid dividends for at least the last three consecutive fiscal quarters before the purchase;
  - b) The issuer must have a share capitalisation that market analysts would refer to as large; and
  - c) The securities of the issuer, including the common shares, must be listed for trading on the TSX.
4. Investments under section III(3)(d) (i.e. income trusts) shall be subject to the following:
- a) The issuer must have had a history of stability during its existence as an income trust or, if it has not existed as an income trust for a sufficiently long time to establish that stability, then in its previous existence as a corporation or a division of a corporation;
  - b) The issuer must have a foreseeably stable cash flow;
  - c) The trust units of the issuer must be listed for trading on the TSX; and
  - d) The issuer must be rated by the Dominion Bond Rating Service as
    - i) STA-2 or better, and either
    - ii) a low risk, if the purchase of the trust units is made within the first two years of the existence of the issuer as an income trust, or a low or middle risk, if the purchase of the trust units is made after the first two years of the existence of the issuer as an income trust.

## **V. Diversification**

1. The portfolio of investments in Long Term Investments shall have the following limits:
- a) Only 5% of the portfolio value may be in investments set out in section III(3)(b).
  - b) Only 25% of the portfolio value may be in investments set out in sections III(3)(c) and III(3)(e).
  - c) Only 10% of the portfolio may be in investments set out in section III(3)(d).
  - d) The investments set out in section III(3)(e) shall comprise no more than 30% of the aggregate of investments in sections III(3)(c) and (d).

e) Although the portfolio will have complied with the diversification criteria set out above at the times of purchases, due to changes in value the portfolio may no longer comply with them. In this case,

(i) if the aggregate value of the investments set out in section III(3)(c) and (e) increases to a percentage between 25% and 30% of the portfolio value, nothing is required to be sold but no further new investments within these categories may be made until the percentage is brought back to 25%. If the percentage increases to 30% or more, OBA shall forthwith arrange to sell in a prudent manner sufficient shares to bring the percentage back to 25%.

(ii) if the aggregate value of the investments set out in section III(3)(b) increases to a percentage between 5% and 7.5% of the portfolio value, nothing is required to be sold but no further new investments within the category may be made until the percentage is brought back to 5%. If the percentage increases to 10% or more, OBA shall forthwith arrange to sell in a prudent manner sufficient shares to bring the percentage back to 5%.

(iii) if the aggregate value of the investments set out in section III(3)(d) increases to a percentage between 10% and 12.5% of the portfolio value, nothing is required to be sold but no further new investments within the category may be made until the percentage is brought back to 10%. If the percentage increases to 12.5% or more, OBA shall forthwith arrange to sell in a prudent manner sufficient trust units to bring the percentage back to 10%.

(iv) if the aggregate value of the investments set out in section III(3)(e) increases to a percentage between 30% and 35% of the aggregate value of the investments set out in section III(3)(c) and (e), nothing is required to be sold but no further new investments within the III(3)(e) category may be made until the percentage is brought back to 30%. If the percentage increases to 35% or more, OBA shall forthwith arrange to sell in a prudent manner sufficient shares to bring the percentage back to 30%.

f) Only 20% of the aggregate value of investments under section III(3)(a) may be invested in the securities and obligations of any one corporation or other entity or in the securities and obligations of any group of corporations or entities (the "Affiliated Group") that are affiliated with one another within the meaning of the Securities Act (Ontario). This rule does not affect investments with the Government of Canada or the Schedule I Canadian chartered banks. If, as a result of changes in value, the value of the investment in any one corporation or other entity or in an Affiliated Group exceeds 20% of the aggregate value of investments under section III(3)(a), OBA shall forthwith sell or cash in sufficient investments to bring the percentage back to 20%.

g) Only 10% of the aggregate value of investments under sections III(3)(b), (c), and (d) ("Equity Investments") may be invested in the securities and obligations of any one corporation or other entity or in an Affiliated Group. If, because of changes in value, the value of the investment in any one corporation or other entity or in an Affiliated Group exceeds 10% of the aggregate value of Equity Investments, OBA shall forthwith sell sufficient shares or units, as the case may be, to bring the percentage back to 10%. For purposes of this subsection (g) only, if Equity Investments are sold and part or all of the sale price is invested in the money market on a relatively short term basis pending the acquisition of other suitable Equity Investments, then these money market funds shall be deemed to be Equity Investments until they are reinvested. However, other OBA money may not be invested in Equity Investments until these money market funds are reinvested.

## **VI. Authorised Officers and Investment Committee**

1. The Director of Finance, in consultation with the Executive Director and the Treasurer, shall ensure that investments are made in accordance with the investment rules. The Investment Advisor may take direction from the Director of Finance or the Treasurer and, unless it has reason to believe otherwise, assume that the Director of Finance, or the Treasurer, as the case may be, has obtained the requisite authorisations under sections VI(2)-(3).
2. Before any action is taken on any investment, the views of the investment advisor must be obtained, either through the Finance Director or directly from the investment advisor.
3. Subject to the provisions contained in sections VI(4)-(6), the Investment Committee must authorise all investment decisions.
4. Investments under section III(3)(a) that are shorter than one year may be authorised by:
  - a) either the chair of the Investment Committee or the Treasurer; and
  - b) either the Executive Director or the Director of Finance.
5. Investments under section III(3)(a) that are shorter than 91 days may be authorised by the Executive Director or the Director of Finance.
6. If there is an emergency, then the sale of an investment may be authorised by:
  - a) either the chair of the Investment Committee or the Treasurer; and
  - b) either the Executive Director or the Director of Finance.
7. The Investment Committee must meet at least quarterly, or more frequently at the call of the chair. Decisions of the Committee shall be made by majority vote. The quorum shall be three. The Investment Committee may also make decisions by email if the members are informed by email of a proposed course of action and a majority of the volunteer members of the Investment Committee agrees, in the emails, on a course of action.

## Appendix A1

The approved ETFs follow:

Name	Symbol	Description
iShares S&P/TSX 60 index	XIU	S&P TSX 60 index The fund seeks to provide long-term capital growth by replicating, to the extent possible, the performance of the S&P/TSX 60 Index through investments in the constituent issuers of the index, net of expenses. The index is comprised of 60 of the largest (by market capitalization) and most liquid securities listed on the TSX, selected by S&P using (see 1).
iShares S&P/TSX Capped Index	XIC	The fund seeks to provide long-term capital growth by replicating, to the extent possible, the performance of the S&P/TSX Capped Composite Index through investments in the constituent issuers of the index, net of expenses. The index is comprised of the largest (by market capitalization) and most liquid securities listed on the TSX, selected by S&P using (see 1).
iShares DJ Canadian Select Dividend	XDV	The fund seeks to provide long-term capital growth by replicating, to the extent possible, the performance of the Dow Jones Canada Select Dividend Index through investments in the constituent issuers of the index, net of expenses. The Index is comprised of 30 of the highest yielding, dividend-paying companies in the Dow Jones Canada Total Market Index, as selected by Dow Jones using a rules-based methodology including an analysis of dividend growth, yield and average payout ratio.
iShares S&P/TSX Capped Financials	XFN	Index of financial stocks except any stock is capped at 10% of the portfolio The fund seeks to provide long-term capital growth by replicating, to the extent possible, the performance of the S&P/TSX Capped Financials Index through investments in the constituent issuers of the index, net of expenses. The index is comprised of securities of Canadian financial sector issuers listed on the TSX, selected by S&P using (see 1).
iShares Oil Sands Index Fund	CLO	The fund seeks to replicate the performance, net of expenses, of the Sustainable Oil Sands Sector Index. The Sustainable Oil Sands Sector Index is restricted to companies that are highly focused on oil sands production and are expected to increase their oil sands production in the next ten years. The weightings in the index are based on a proprietary mathematical formula that focuses on five key factors. By focusing on the following five factors, the index is designed to invest in the companies that best represent the current and future production of oil sands: Current Oil Sands Production measured in barrels per day; Projected 10yr Forward Oil Sands Production measured in barrels per day; Focus on Oil

		Sands Production Percentage of total production focused on oil sands production; Market Liquidity; and Market Capitalization.
iShares Energy Capped	XEG	Index of energy stocks except any stock is capped at 10% of the portfolio. The fund seeks to provide long-term capital growth by replicating, to the extent possible, the performance of the S&P//TSX Capped Energy Index through investments in the constituent issuers of the index, net of expenses. The index is comprised of securities of Canadian energy sector issuers listed on the TSX, selected by S&P using (see 1).
iShares S&P/TSX Gold	XGD	The fund seeks to provide long-term capital growth by replicating, to the extent possible, the performance of the S&P/TSX Global Gold Index through investments in the constituent issuers of such index, net of expenses. The Index is comprised of securities of global gold sector issuers selected by S&P using (see 1).
iShares materials	XMA	Index of "Material" stocks except any stock is capped at 10% of the portfolio. The fund seeks to provide long-term capital growth by replicating, to the extent possible, the performance of the S&P/TSX Capped Materials Index through investments in the constituent issuers of such index, net of expenses. The Index is comprised of the securities of Canadian materials sector issuers listed on the TSX, selected by S&P using (see 1).
iShares Global Agriculture Index Fund	COW	This fund seeks to provide investment results that generally correspond to the performance of the MFC Global Agriculture Index less fees and expenses. The index seeks to provide long-term capital appreciation by investing in equity and equity-related securities involved in the agricultural sector. MFC employs a proprietary quantitative multi-factor bottom-up selection process to select and weight the top companies involved in the agricultural sector.
iShares REIT	XRE	The fund seeks to provide long-term capital growth by replicating, to the extent possible, the performance of the S&P//TSX® Capped REIT Index through investments in the constituent issuers of the index, net of expenses. The index is comprised of securities of Canadian real estate investment trusts ("REITs") listed on the TSX, selected by S&P using (see 1).

Horizons Alpha Pro Floating Rate Investment Grade Bonds with 20 to 40 issues and will have an average duration of less than 1 year and an S&P rating of A-.

1. its industrial classifications and guidelines for evaluating issuer capitalization, liquidity and fundamentals.
2. These names and symbols are current as of June 12, 2012. If the names or symbols change or a fund is merged into a similar fund, then the new names, symbols and funds shall be deemed to be "approved funds".

## Appendix B

### GENERAL GUIDELINES FOR SUBMISSION OF EXPENSES

#### Travel Expenses

1. Use economy public transportation.
2. Use the airport bus rather than taxis, if possible.
3. The automobile mileage reimbursement allowance shall be the same per-kilometre rate as CRA publishes for allowable vehicle expenses for the prior calendar year. This rate is published annually and notification of the annual adjustment, if any, will be provided as soon as the new rate is published and takes effect. For example, the rate as of September 2007 is the CRA published rate for 2006 of \$0.485/km; the rate to be used in 2008 initially will be the 2006 rate, which will then be changed, not retroactively, to the 2007 rate as soon as CRA publishes that rate.
4. Overnight accommodation, if it is not possible to travel to and from Toronto on the same day because of the timing of the meeting. Use a standard room if one is available, unless otherwise authorised in advance. Use hotels with reasonably modest room rates.
5. Reasonable parking charges are reimbursed as part of the categories of mileage allowance and automobile rental.
6. Meal charges should be modest. Meal expense limits in Toronto will be **\$10 for breakfast, \$15 for lunch, and \$45 for dinner**, inclusive of tax and tip. For reimbursement, meals must be necessary in connection with travel. They will not be reimbursed if they are otherwise provided at meetings (with or without a cost). For example, if Toronto members must pay for the meal, the cost of that meal will not be reimbursed to members claiming reimbursement for travel expenses.

#### Photocopying

Any substantial quantity of copies should be made at OBA unless arrangements can be made elsewhere at a cost lower than the rate charged by OBA. Unless special approval has been received in advance, photocopying costs will only be reimbursed to the extent of the rate charged by OBA's internal cost for photocopying - **currently 3¢ per page**.

#### Faxes

OBA reimburses **2¢ per page** for receiving faxes; nothing for sending them.

## **Other**

In general, OBA does **not** reimburse any other expenses. This includes long distance telephone calls unless they are incurred contacting another volunteer on a specific OBA project. For example, there is no reimbursement for long distance calls to a member's own office, for movies, or for alcoholic beverages.

## **Necessary Documents**

For all expenses, the original receipt, sales slip, or bill should accompany reimbursement forms. If expenses have been paid by credit card, include the sales slip/cash register tape so that OBA can accurately determine the amount of taxes to be paid.

## **Time of Submittal**

Requests for reimbursement must be submitted within 60 days of the expense being incurred. However, photocopy, fax, and long distance telephone charges may be submitted within one year of the expense being incurred as long as the total expenses from the date of the first expenses requested for reimbursement to the date the expenses are requested for reimbursement does not exceed \$75.00 in any one category.



# ONTARIO BAR ASSOCIATION

## Request for Reimbursement of Expenses

(See other side for guidelines)

All expenses must be submitted within 30 days after being incurred

All original receipts must be attached

PURPOSE OF EXPENDITURE

Date: \_\_\_\_\_

Board of Dir.  
  Council  
  Committee  
  CLE  
  Section  
  Other \_\_\_\_\_

Date of Expenditure(s): \_\_\_\_\_

Explanation of Expenditures: \_\_\_\_\_

ITEMS and DESCRIPTION	Amount W/O HST	HST*	TOTAL
<b>Transportation</b>			
Air			
Rail/Bus			
To and from Terminal (taxi, limousine, etc.)			
Automobile _____ km @ \$0.57 = \$ _____ Parking \$ _____			
Other (rental car, TTC, etc.) Explain			
<b>Telephone/Fax</b>			
<b>Other</b>			
Lodging/Meals			
Incidentals (gratuities, etc.) Explain			
Miscellaneous (postage, photocopying, etc.) Explain			
<b>Total:</b>			

*\*Note: Any expense of more than \$30.00 requires a GST registration number*

Name: \_\_\_\_\_ Firm: \_\_\_\_\_

Address: \_\_\_\_\_ City: \_\_\_\_\_ Province: \_\_\_\_\_

Postal Code: \_\_\_\_\_ Telephone: \_\_\_\_\_ Make Cheque payable to:  Firm  Individual

Claimant's Signature: \_\_\_\_\_ OBA Approval: \_\_\_\_\_

**PLEASE SUBMIT ORIGINAL RECEIPTS ONLY – NO PHOTOCOPIES OR FAX COPIES WILL BE ACCEPTED**

## **ONTARIO BAR ASSOCIATION**

### **General Guidelines re: submission of expenses**

OBA is a volunteer organization, and greatly appreciates the amount of time and effort its volunteers put into its work. OBA is prepared to reimburse for reasonable expenses in connection with OBA activities. OBA policy with respect to expenses is set out in detail in pages 10-14 of Financial Policy Manual. A brief summary follows:

#### **Travel to Council Meetings**

Voting members of Council **residing outside a radius of 480 kilometres** from the OBA premises in Toronto will be reimbursed for Travel Expenses incurred to attend all Council meetings held in Toronto in any year.

Voting members of Council **residing outside a radius of 280 kilometres** from the OBA premises in Toronto will be reimbursed for Travel Expenses incurred to attend two Council meetings held in Toronto in any year and will be reimbursed for Modified Travel Expenses incurred to attend the third Council meeting held in Toronto in any year.

Voting members of Council **residing outside a radius of 150 kilometres** from the OBA premises in Toronto will be reimbursed for Modified Travel Expenses incurred to attend all Council meetings held in Toronto in any year.

The Financial Policy Manual defines “**Modified Travel Expenses**” as automobile rental; mileage allowance; and economy public transportation costs, excluding airfare. A **radius** is not an odometer reading; it is a geometrical function.

Automobile mileage may be reimbursed at the rate of **\$0.57 per kilometre**, not to exceed the equivalent economy fare. Please refer to page 11 of the Financial Policy Manual for details of hotel accommodation reimbursement.

#### **Travel for volunteers on Special and Standing Committees or other projects**

All travel expenses must be specifically budgeted for and approved in advance.

#### **Meals**

OBA will pay meal expenses where meals are not otherwise provided at meetings, and where they are necessary in connection with travel. Food charges should be modest. By way of guidelines, the limit for reimbursement in Toronto will be: **\$10 for breakfast, \$15 for lunch, and \$45 for dinner.**

#### **Photocopies**

Any substantial quantity of copies should be made at OBA, unless arrangements can be made elsewhere at a cost lower than the rate charged by OBA. Unless special approval has been received in advance, photocopying costs will only be reimbursed to the extent of the rate charged by OBA for photocopying – **currently \$0.3 per page.**

#### **Faxes**

OBA reimburses actual charges only, reflected in your telephone bill, and **\$0.02 per page for receiving faxes.**

#### **Other**

In general, OBA does **not** reimburse any other expenses, including: long distance telephone calls unless incurred contacting another volunteer on specific OBA project, (i.e. not calls to your office), movies, alcoholic beverages.

#### **Supporting Documentation**

For all expenses, reimbursement forms should be accompanied by the **original receipt, ticket or bill. If expenses have been paid by credit card, please include the sales slip/cash register tape in order to accurately determine the amount of taxes to be paid. Claims for reimbursement must be submitted within 30 days of the date of expenditure.**

While we greatly appreciate the contribution of all volunteers to the success of OBA, in these difficult economic times it is imperative that we watch our expenditures as closely as possible. Your cooperation is appreciated.