

INDEX

	<u>Section</u>
Membership	2
Objects and Official Languages	3
Officers	4
Duties of the Officers	5
Board	6,7
Duties of the Board	8,9,10
Meetings of Board	11
Branch Officer and Executive Director	12,13
Council	14
Duties of Council	15
Meetings of Council	16
Sections, Task Forces and Committees	17,18,19
Audit Committee	20
Nominating Sub-Committee	21
Indemnification	22
Election of Officers, Directors at Large and Members of National Council	23
Term of Office	24
Meetings of the Branch	25
Statements and Submissions	26
Finance	27
Amendments to By-laws	28, 29
General – Method of Giving Notice	30

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 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
 1st Vice-President
 2nd 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 1st 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 1st 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 2nd Vice-President assists the 1st Vice-President and the President in carrying on the administration of the Branch and, in the absence of the 1st Vice-President, shall perform the duties of the 1st Vice-President. The 2nd 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 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.
 - (4) 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 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.
 - (m) 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 and the 1st 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 1st 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

Equal Opportunity
 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:

Sub-Committee	Of the following Committee
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, 1st 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 1st Vice-President, and the Chair of PD 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, 1st 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 PD 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 1st Vice-President; the 2nd 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 Equal Opportunity 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.

Electoral District	Description	No.	Voting
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 PD 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 PD Chair Position. Subject to subsections 6(e) & 6(f), the candidate for any contested Officer PD Chair Position with the highest number of votes shall be elected to that Officer 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 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 subsection (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.
- (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 2(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 though 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 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, or 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.

