

OBA Charity and Not-For-Profit Law Section Constitution

1. NAME

This Section of Ontario Bar Association ("OBA"), a branch of the Canadian Bar Association ("CBA"), shall be known as the "Charity and Not-For-Profit Law " Section" (the "Section").

2. DEFINITIONS

Affiliates means those persons described in section 25.

Annual Meeting means the annual Section meeting referred to in section 20.

Annual Period means the duration of time commencing on the first day after an annual meeting of CBA and terminating on the last day of the next annual meeting of CBA.

Member means a member in good standing of OBA.

Nominating Committee means the committee referred to in section 9.

Notice means a notice in writing, communicated by mail, e-mail or facsimile transmission, or any combination of them.

OBA Executive Committee means the executive committee of OBA as set out in OBA by-laws.

OBA Sections Manual means a collection of policies for operations and procedures, established from time to time by the OBA Executive Committee.

Officers means those positions set out in section 6(b).

Regions means the regions set out in OBA by-laws for representation on OBA's council.

Section Executive means the executive set out in section 6(a).

Section Executive Member means any of the Section Executive set out in section 6(a) of this Constitution.

Section Member means a Member who has enrolled in and is in good standing with the Section.

3. PURPOSE

The purpose of the Section is:

- a) to respond to the needs of Members, encouraging and facilitating wide participation and involvement by Section Members;
- b) to provide Section Members with timely, cost-effective programming within financial guidelines set by the OBA Executive Committee;
- c) to ensure that Section Members are kept up-to-date on current developments in the law and Section activities;
- d) to recommend changes to legislation and respond to new legislation in a timely and effective manner; and
- e) to interact with the provincial and municipal governments, courts, boards, agencies and other organizations, including other sections of the OBA, other provincial bar associations and the Canadian Bar Association.

4. LIMITATION

This Constitution has been adopted subject to the by-laws of OBA and CBA.

5. MEMBERSHIP

A Member becomes a Section Member by enrolling in the Section and paying the Section dues. OBA's President, Vice-President and Chair of Professional Development are ex-officio Section Members.

6. SECTION EXECUTIVE

- a) The Section Executive shall administer the Section. The Section Executive is composed of:
 - (i) the Officers of the Section;
 - (ii) the newsletter editor, the continuing legal education liaison, the Advocacy and Government Relations liaison, the technology liaison, the program co-ordinator, and any additional positions the OBA Executive Committee specifies from time to time;
 - (iii) a representative of each Region whose members have organized themselves pursuant to section 24; and

(iv) subject to section 6(e), members-at-large to assist with the administration of the Section.

- b) The Officers of the Section are the Chair, Vice-Chair, Secretary and Immediate Past Chair provided that two individuals could hold the position of Chair and Immediate Past Chair during the year following their having served as Co-Chair, with all necessary modifications mutatis mutandis. Vice-Chair shall be the Chair-Elect.
- c) A Section Member may hold more than one of the positions set out in Section 6(a). However, each Section Executive Member shall have one vote, regardless of the number of positions the Section Executive Member may hold on the Section Executive.
- d) Only Section Members may be members of the Section Executive.
- e) Unless authorized by the OBA Executive Committee, the Section Executive shall have no more than 24 Members and up to 5 Affiliate Members.

7. DUTIES

The duties of the Officers are as follows:

- a) Chair - preside at the meetings of the Section, oversee the performance of all activities of the Section, report in writing prior to each annual meeting of OBA on the work of the Section for the year just ending, and exercise any other powers and duties usually associated with the office. The Chair or the Chair's designated representative shall represent the Section at each meeting of OBA and OBA Council. The Chair shall endeavour to have representation for the Section at the annual meeting of CBA.
- b) Vice-Chair - assist the Chair in the performance of the responsibilities of that office, act for the Chair during the absence or inability of the Chair to act, and exercise any other powers and duties that the Chair designates.
- c) Secretary - take minutes of business transacted at any meeting of the Section, the Section Executive, and the Officers and provide a copy of all minutes to the Section's OBA staff coordinator. The Secretary shall ensure the Section complies with this Constitution and OBA's by-laws and policies and shall exercise any other duties that the Chair designates.
- d) Immediate Past Chair - assist the Chair and the Vice-Chair in the performance of their respective duties as they may request.

8. TERM OF OFFICE

The term of each position on the Section Executive is for an Annual Period. Unless authorized by the OBA Executive Committee, no person may be elected in any one Officer position for more than two consecutive Annual Periods.

9. NOMINATIONS AND ELECTIONS

- a) The Section Executive shall establish a Nominating Committee, consisting of some or all of members of the Section Executive, whose purpose is to nominate Section Members for positions on the Section Executive. The Nominating Committee shall make reasonable efforts to ensure that there is a sufficient number of candidates nominated to fill each of the positions on the Section Executive set out in sections 6(a)(i)-(iii) and as many positions set out in section 6(a)(iv) as the Section Executive decides are necessary to help effectively run the Section.
- b) On behalf of the Nominating Committee and before April 1 of each year, OBA staff shall distribute nomination forms to each Section Member in good standing at the date of distribution.
- c) Only Section Members in good standing shall be eligible to stand for nomination.
- d) The Section nomination forms shall set out the requirements for good standing and any other information that the Section Executive and OBA staff deem necessary for the efficient conduct of Section nomination procedures.
- e) The Nominating Committee shall attempt to ensure that by May 15th, there are a sufficient number of candidates nominated to fill each elected position.
- f) If by May 15th, there is an insufficient number of candidates nominated to fill each Elected Position then, by the Annual Meeting, the Nominating Committee shall nominate candidates to fill the elected positions. Additional nominations may be called for from the floor at the time of the Annual Meeting only where returned nominations are not sufficient to fill the positions on the Executive
- g) If more than one nomination per position is received, an election shall be conducted pursuant to one of the following methods. The Section Executive shall choose the method.

- (i) By ballot to all members of the Section (mail, fax or e-mail). The Manager of Sections shall ensure that there is sufficient time for return of ballots prior to June 30th.
- (ii) By vote of the members present at the Annual Meeting, either by ballot or show of hands. In this case, the notice of the Annual Meeting shall indicate that an election of the Executive is to take place in this fashion.

Proxies are not permitted in any election.

- h) The candidate with the greatest number of votes shall be elected. In case of a tie, the Immediate Past Chair, or that person's designate on the Section Executive, shall cast the deciding vote.
- i) Elections shall be completed by June 30 in each year.
- j) The Chair shall announce to Section Members the outcome of the election within 30 days of the deadline for casting ballots.

10. REPRESENTATION

The Nominating Committee shall endeavour to ensure that the Section Executive represents the diversity of OBA's membership, in accordance with policies as may be established from time to time by OBA and CBA.

11. OFFICE VACANCY

- a) If a Section Executive position becomes vacant for any reason, including resignation, termination, or disqualification, the remaining Section Executive Members may appoint a Section Member to fill that office.
- b) A Section Executive Member so appointed shall serve from the date of the appointment until the last day of the next annual meeting of CBA (the "Stub Period"). If the member is appointed on or before December 1, the Stub Period shall count as one Annual Period in determining term of office under Section 8. If the member is appointed after December 1, the Stub Period shall not count in determining term of office under Section 8.

12. REMOVAL FROM SECTION EXECUTIVE

- a) Subject to the approval of the OBA Chair of Professional Development, the Section Executive may remove any Section Executive Member from the Section Executive for failure to properly discharge the duties of that position. Notice of the motion to remove the Section Executive Member must be given to all Section Executive Members at least 15 days before

the meeting. The Section Executive Member proposed to be removed shall be given a reasonable opportunity to be heard after the motion to remove but before the vote. The vote shall be taken by ballot and shall be decided by a majority of votes cast.

- b) A Section Executive Member shall cease to hold office upon ceasing to be a Section Member.
- c) If any Section Executive Member misses three Section Executive meetings, the term of office of the Section Executive Member shall automatically terminate. However, the Section Executive may pass a motion excusing the Member's absence and confirming the continuation of the Member's term of office.

13. SECTION EXECUTIVE MEETINGS

The Chair shall set the schedule of meetings for the year and shall communicate this to the Section Executive as soon as possible after the commencement of the Annual Period. The Section Executive shall meet at the call of the Chair at least four times during each Annual Period. Notice of the time, place, and general purpose of a meeting shall be sent to each Section Executive Member at least five business days before the meeting, or in the event of an emergency, upon one business day's notice. The Section Executive may meet by telephone conference call if reasonable under the circumstances. In the event a Section Executive Member cannot attend a meeting in person, that Section Executive Member may attend the meeting by telephone if reasonable under the circumstances.

14. SECTION EXECUTIVE DUTIES

- a) The Section Executive shall initiate and approve Section activities, create and terminate Section committees, and review the Section Constitution from time to time. Between Section meetings, the Section Executive shall have full power to perform all acts and duties that the Section itself might perform.
- b) If the Section Executive fails to perform any of its duties set out in this Constitution, then the OBA Executive Committee shall have the authority to ensure that the Section complies with the Constitution.

15. SECTION EXECUTIVE QUORUM

A majority of the Section Executive Members in office constitutes a quorum for the transaction of business at any Section Executive meeting.

16. SECTION EXECUTIVE DECISIONS

Decisions of the Section Executive shall be by majority vote of those present in person or by telephone at a Section Executive meeting. In case of a tie, the presiding Section Executive Member shall cast the deciding vote.

17. SECTION EXECUTIVE AGENDA

The agenda of a Section Executive meeting shall consist of matters that the Chair decides and those that any Section Executive Member submits to the Chair.

18. OFFICERS' MEETINGS

Section Officers shall meet at the call of the Chair. Notice of the time, place, and general purpose of a meeting shall be sent to each Section Officer at least five business days before the meeting, or in the event of an emergency, upon one business day's notice. Section Officers may meet by conference call if reasonable under the circumstances. The agenda of an Officers' meeting shall consist of matters that the Chair decides and those that any Officer submits to the Chair.

19. OFFICERS' QUORUM AND DECISIONS

At least three Officers including the Chair or Vice-Chair shall constitute a quorum for the transaction of business of the Officers. Decisions shall be by majority vote. In case of a tie, the presiding Officer shall cast the deciding vote.

20. SECTION MEETINGS, ANNUAL MEETING, PROGRAM MEETINGS

- a) The Section shall hold Section program meetings throughout the year.
- b) The Section shall hold an Annual Meeting no later than June 30 of each year. At this meeting, the Chair shall report on activities during the past year. The Annual Meeting may be held in conjunction with a Section program meeting.
- c) OBA staff shall provide notice of the time, place and general purpose of the Section program meetings. These notices shall be given at least 15 days prior to the meeting but may be waived in the sole discretion of the OBA Director of Professional Development.

- d) OBA staff shall provide notice of the time, place and general purpose of the Annual Meeting. These notices shall be given at least 30 days prior to the meeting.
- e) All dinner programmes, continuing education programmes and other programmes sponsored by the Section may be open to the public unless the OBA Executive Committee decides otherwise. The fees, if any, to be charged to the public for attendance at such programmes shall be higher than those charged to OBA members.

21. QUORUM

Those Section Members present at the time called for any duly constituted Annual Meeting or Section program meeting shall constitute a quorum for the transaction of business.

22. SECTION MEMBERSHIP DECISIONS

Decisions of the Section shall be by majority vote of Section Members present in person and voting at a meeting.

23. AGENDAS

- a) The Chair shall set the agenda of the Annual Meeting, but shall include any items that Section Members may request at least 3 business days in advance. Notwithstanding this provision, the Chair may entertain new business from the floor at the Annual Meeting.
- b) The Chair shall set the agenda for any business to be transacted at a Section program meeting, but shall include any items that Section Members may request at least 3 business days in advance. Notwithstanding this provision, the Chair may entertain new business from the floor at any Section program meeting.

24. REGIONAL INTERESTS

The Section shall permit and encourage Section Members in the Regions to organize themselves for the following purposes:

- a) to hold educational meetings as the need arises;
- b) to interact with the courts and other agencies in the Regions on matters that are strictly of regional concern;
- c) to make submissions to the Section and the Section Executive;

- d) to ensure that regional interests and concerns are considered and addressed in submissions that the Section makes.

25. AFFILIATES

- a) The Section shall have an "Affiliate" Section enrolment category.
- b) Persons who are currently interested in the area of charity and not-for-profit law and policy matters, who are not otherwise eligible for membership in OBA but who meet all criteria that the Section Executive establishes for affiliate status may be Affiliates. The OBA Executive Committee must approve these criteria.
- c) Affiliates shall have the right to attend meetings and participate in the activities of the Section and shall have a deliberative voice in the activities of the Section, but shall not have the right to vote, hold office, or propose or second resolutions.
- d) Affiliates shall not have the right to take advantage of any special benefit programs or preferred rates made available to Section Members. However, Affiliates may attend regular programs of the Section at the OBA Member rate for these programs.
- e) Application for affiliation with the Section shall be in the form and manner that OBA prescribes and shall be accompanied by the full amount of prescribed dues. If an applicant is not an individual, the application shall provide the name of the person that the applicant designates to be its representative in the Section.
- f) Regardless of whether the applicant meets the conditions for Affiliate status, the Section Executive must still approve, and may still deny approval of, applications for Affiliate status and the annual renewal of Affiliate status.
- g) The OBA Executive Committee shall prescribe dues for Affiliates. OBA Executive Committee may revise the quantum of these dues from time to time. These dues shall be not less than those for associate membership in CBA. Notice of the quantum of dues shall not be construed as approval of Affiliate status.
- h) If an Affiliate does not pay the prescribed dues on or before the due date, the Affiliate ceases to be an Affiliate.
- i) The Section Executive may invite an Affiliate to take part in the affairs of the Section Executive in an advisory capacity only. The Section Executive may invite to Section Executive meetings only that number of

Affiliates that would be less than or equal to 20% of the number of Section Executive Members.

26. CONDUCT OF MEETING

Meetings under this Constitution shall be conducted in good order and shall be consistent with OBA By-Laws and policies.

27. AMENDMENTS

The Section Executive Members may amend this Constitution at any Section Executive meeting. However, amendments to the Constitution become effective only upon approval of the OBA Executive Committee.