



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

NOTICE OF ANNUAL MEETING

To be held in conjunction with the
Fall Council Meeting of the Ontario Bar Association ("OBA")

In accordance with the OBA By-law, all members are hereby advised that the OBA annual meeting is scheduled to take place on:

**Friday, September 19th, 2014 at 7 p.m.
at the Oakwood Resort
7061 Bluewater Highway, Grand Bend, Ontario**

By-law Changes:

Over the past year, the OBA Council, on the recommendation of the Board of Directors and the Governance Committee, approved several amendments to the OBA By-laws. The changes pertain to several matters including changes in definitions, clarification of the required notice period for By-law changes to be considered by the Board, the correction of inadvertent omissions and changes in the OBA's election procedures. As a result, the following motion will be presented at the OBA annual meeting on September 19th, 2014 in Grand Bend to ratify Council's decision:

WHEREAS the Governance Committee and the OBA Board of Directors recommended a number of changes to the OBA's By-laws over the past year;

AND WHEREAS the OBA Council, upon due consideration, approved the By-law changes recommended by the Governance Committee and the Board of Directors at its meetings during the course of the past year;

THEREFORE BE IT RESOLVED THAT:

- section 29 of the By-laws be modified so that the first sentence shall henceforth appear in the By-laws as follows: *"Upon fourteen days 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"*;
- the wording of subsection 14(1)(k) be modified such that henceforth it shall appear in the By-laws as follows: *"the Chairs of each Standing Committee, Special Committee and Task Force"*;

- the definition for “Directors at Large”, in paragraph 1, be deleted and replaced with the following wording: *“Regional Directors means those members of the Board as are specified in this by-law.”*;

- the definition for “Elected Position”, in paragraph 1, be deleted and replaced by the following wording: *“Elected Position means the positions of the Regional Directors, the position of the Chair of PD, the offices of each of the Officers other than the Executive Director and each Elected Member of Council.”*;

- the definition of “Ontario Bar Association”, in paragraph 1, be deleted and replaced by the following wording: *“Ontario Bar Association” means the Ontario Corporation with that name, the Directors and Officers of which are the Officers and Regional Directors of the Branch.”*;

- the definition of “Voting Officers”, in paragraph 1, be deleted;

- wherever in the By-laws the words “Director at Large” or “Directors at Large” appear they be replaced by the words *“Regional Director”* or *“Regional Directors”*;

- the following be added to the By-law as paragraph 5:

“Election of Officers and Chair of PD

5. (1) *Elections for the Second Vice-President, Secretary and Chair of Professional Development shall occur annually and the election for Treasurer, whose term is for a Double Annual Period, shall occur every second year. Any member who has served for at least one annual period on Council at the time he/she will take office, may be nominated by five members for any of the three Officer positions or the Chair of PD position. All nominations must be signed by the nominee indicating his/her acceptance of the nomination.*

(2) *All Voting Council members are eligible to vote in an election for each Officer position and for the Chair of PD position.*

(3) *If only the required number of candidates for each Officer and Chair of PD position are nominated, those candidates shall be acclaimed. If more than one candidate for an Elected Position is nominated, there shall be an election for the Elected Position.*

(4) *All voting Council members are eligible to vote in an election for Officers and the Chair of PD and shall have one vote for each Officer election and one vote for the election for the Chair of PD. Voting shall be by Mailed Ballot or if so determined by the Board, by way of a meeting of Council. The Mailed Ballot or meeting shall be held before July 15th*

preceding the Annual Period when the successful candidates will take office.

(5) If an election by Mailed Ballot is required, the election shall be held as follows:

(a) The Board shall set the date for the return of the ballot, which date shall be on or before July 15;

(b) 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 members of Council entitled to vote;

(c) 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;

(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) A person may be nominated, or run in an election, for only one Elected Position.

(6) 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. The President's decision in all matters shall be final.

(7) For each Elected Position for which there is an election, the candidate with the largest number of votes shall be declared elected. If there are an equal number of votes cast for two or more candidates for an Elected Position, the President shall cast the deciding vote.

(8) The Second Vice-President shall become the First Vice-President and the First Vice-President shall become the President following one annual period in their respective roles and the election of a new Second Vice-President.

(9) Newly elected Officers and Chair of PD take office at the same time as the new CBA President takes office in August.”

- the original paragraphs 5 through 7 be re-numbered as paragraphs 6 to 8;

- the following paragraph be added to the By-law as paragraph 9:

Election of Regional Directors

9.(1) Elections for Regional Directors shall occur on an annual basis and for the purpose of such elections, the province shall be divided into eight Electoral Districts which shall coincide geographically with the eight provincial Judicial Regions. In each of the eight Electoral Districts, any Member may be nominated by five Council Members who live or work in that region, provided the nominee also lives or works in the Electoral District and has signed the nomination form indicating his/her acceptance of the nomination, and provided that he/she has served at least one annual period on Council at the time he/she will take office, if elected. One Regional Director shall be elected from each Electoral District.

(2) If only one candidate for a Regional Director position for an Electoral District is nominated, that candidate shall be acclaimed.

(3) If more than one candidate for an Elected Position in an Electoral District is nominated, there shall be an election for the Elected Position.

(4) All voting Council members who live or work in an Electoral District are eligible to vote in an election for the Regional Director in that District and shall have one vote. Voting shall be by Mailed Ballot or if so determined by the Board, by way of a meeting of Council. The Mailed Ballot or meeting shall be held before July 15th preceding the Annual Period when the successful candidates will take office.

(5) If an election by Mailed Ballot is required, the election shall be held as follows:

(a) The Board shall set the date for the return of the ballot, which date shall be on or before July 15;

(b) 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 of Council, entitled to vote;

(c) 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 the Nominating Sub-Committee may prescribe from time to time;

(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) A person may be nominated, or run in an election, for only one Elected Position.

(6) 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. The President's decision in all matters shall be final.

(7) For each Elected Position for which there is an election, the candidate with the largest number of votes shall be declared elected. If there are an equal number of votes cast for two or more candidates for an Elected Position, the President shall cast the deciding vote.

(8) Newly elected Regional Directors will take office on the same day as the new CBA President takes office in August.;

- the current numbering of paragraphs 8 to 14 be changed to 10 to 16;

- the following paragraph be added to the by-law as paragraph 17:

Election of Council Members

17. (1) For the purpose of the election of Elected Members of Council and Ontario members and voting members of National Council, the Province shall be divided into eight Electoral Districts which coincide with the eight Judicial Regions in the Province of Ontario.

(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.*

<i>Electoral District</i>	<i>Description</i>	<i>No.</i>	<i>Voting</i>
<i>Northwest Region</i>	<i>Territorial Districts of Kenora, Rainy River and Thunder Bay.</i>	<i>4</i>	<i>2</i>
<i>Northeast Region</i>	<i>Territorial Districts of Algoma, Cochrane, Manitoulin, Nipissing, Parry Sound, Sudbury, and Temiskaming.</i>	<i>4</i>	<i>2</i>
<i>East Region</i>	<i>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</i>	<i>10</i>	<i>5</i>
<i>Central East Region</i>	<i>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</i>	<i>8</i>	<i>4</i>
<i>Toronto Region</i>	<i>City of Toronto</i>	<i>35</i>	<i>18</i>
<i>Central West Region</i>	<i>1. Counties of Bruce, Dufferin, Grey and Wellington 2. Regional Municipalities of Halton and Peel</i>	<i>6</i>	<i>3</i>
<i>Central South Region</i>	<i>1. County of Brant 2. City of Hamilton 2. Regional Municipalities of Haldimand-Norfolk, Niagara and Waterloo.</i>	<i>8</i>	<i>4</i>
<i>Southwest Region</i>	<i>1. Municipality of Chatham - Kent 2. Counties of Elgin, Essex, Huron, Lambton, Middlesex, Oxford and Perth.</i>	<i><u>9</u></i>	<i><u>4</u></i>
<i>TOTAL</i>		<i><u>84</u></i>	<i><u>42</u></i>

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 Elected Member of Council, or a voting member of National Council, are nominated, those candidates shall be acclaimed. If more than the required number of candidates for an Elected Position are nominated, there shall be an election for the Elected Position.

(3) (a) 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 (3a), 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.

(4) (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 Regional Director 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.

(5) If an election by Mailed Ballot is required, the election shall be held as follows:

- (a) *The Board shall set the date for the return of the ballot, which date shall be on or before July 15.*
- (b) *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 the Nominating Sub-Committee may prescribe from time to time.*
- (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 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) *The ballots shall be sorted by the candidate's name and the candidates 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.*
- (f) *If there are an equal number of votes for an Elected Position or Elected Member of Council, the President shall cast the deciding vote.*
- (g) *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. The President's decision in all matters shall be final.*
- (h) *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.*
- (6) *Elected Members of Council, Ontario members of National Council and voting members of National Council shall take office on the same day that the New CBA President takes office in August.*
- (7) *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.*
- (8) *A person may be nominated, or run in an election, for only one Elected Position.;*

- paragraph 20 be deleted;
- paragraphs 15 to 19 be re-numbered as paragraphs 18 to 22;
- subsection (2) of paragraph 18 (previously 15) be modified such that henceforth it appears in the by-law as follows: “*Council must ratify all actions taken by the Board under section 12 (1)*”;
- subsection (11) of paragraph 20 (previously 17) be modified such that henceforth it appears in the by-law as follows: “*Subject to Council's powers set out in section 18(3), the Board Committees are:*

Finance
Governance
Strategic Planning and Corporate Social Responsibility
Compensation and Human Resources
Membership
Professional Development”;

- subsection (12) of paragraph 20 (previously 17) be modified such that henceforth it appears in the by-law as follows: “*Subject to the powers of Council and the Board under sections 18(3) and 12(1) respectively, the Standing Committees are:*

Audit
Access to Justice
Awards
CLE – Main
Equality
Foreign Conference
Institute
Law Day
Public Affairs”;

- subsection (13) of paragraph 20 (previously 17) be modified such that henceforth it appears in the by-law as follows: “*Subject to the powers of Council and the Board under sections 18(3) and 12(1) respectively, the Sub-Committees are:*

<p style="padding-left: 40px;"><i>Sub-Committee</i></p> <p style="padding-left: 40px;"><i>Nominating</i></p> <p style="padding-left: 40px;"><i>Investment</i></p> <p style="padding-left: 40px;"><i>Official Languages</i></p>	<p style="padding-left: 40px;"><i>Of the following Committee</i></p> <p style="padding-left: 40px;"><i>Membership</i></p> <p style="padding-left: 40px;"><i>Finance</i></p> <p style="padding-left: 40px;"><i>Public Affairs</i></p>
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- paragraphs 21 and 22 be re-numbered as paragraphs 24 and 25;

- paragraph 24 be re-numbered as paragraph 26;

- paragraph 21 (previously 18) be modified such that henceforth it appears in the by-law as follows: *“With the exception of sections 20(3), 20(6), and 20(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 two years. Council or the Board may extend the term of a Task Force, but no extension shall be for a term longer than two years at a time. The Chair of a Task Force must be a Member and each member of each Task Force must be a member.”*;

1. - the following wording be added to the by-law as paragraph 23:

“Audit Committee

23. (1) *The Audit Committee's primary responsibility is to identify financial and other risks to the Ontario Bar Association, and where appropriate, make recommendations to the Board on steps that may, if implemented, reduce or eliminate such risks.*

(2) *The Audit Committee is a Standing Committee of the OBA and shall have a maximum of seven (7) Members. The Chair of the Committee may not be not be a member of the OBA Board. He/she shall be appointed by the President, and confirmed by Council in the normal course. The Chair shall identify as candidates for appointment, a Vice-Chair and up to five (5) additional candidates drawn from Council. The Chair may identify OBA Members in good standing who are not Members of Council, and such members may be appointed to the Committee, provided they possess knowledge or skills the Chair has determined are necessary in order for the Committee to carry out its mandate.*

(3) *The OBA Treasurer shall be an ex-officio Member of the Committee, shall be entitled to receive notice of all meetings of the Committee, attend all meetings of the Committee, participate in the Committee's discussions and deliberations, and receive all documents to which the Committee is entitled, including meeting minutes and shall be counted in its quorum, but he/she shall not have a vote.*

(4) *The OBA's Executive Director and Director of Finance shall provide staff support for the Committee, and unless directed otherwise by the Chair, shall attend all meetings of the Committee;*

(5) The Audit Committee Members' terms shall commence at the conclusion of the OBA's Annual General Meeting and shall continue until the conclusion of the next Annual General Meeting.

(6) Quorum for the transaction of business by the Committee shall be three (3) voting Members, present in person or by teleconference.

(7) The Committee shall meet as often as the Committee deems necessary but no fewer than three (3) times per year;

(8) The Committee shall have access to the information necessary to fulfill its responsibilities and such information may be requested from the Executive Director;

(9) The Committee shall oversee the conduct of the annual audit and review with the Auditor, the results of the audit, including the Management Letter and Response, make recommendations to the Executive Director and the Executive, and report the results to the Board of Directors, the Council and the Members;

(10) The Committee shall report to the membership on an annual basis at the Annual Meeting and to the Board of Directors at any other times as deemed necessary by the Committee or as requested by the Board;

(11) The Committee shall ensure that the OBA has in place appropriate financial and other risk-management policies, and monitor compliance with such policies. In this regard, the Committee shall have authority and the necessary budget allocation to extend the scope of the OBA's standard audit as it sees fit."

(12) The Committee shall report to the membership on an annual basis at the Annual Meeting and to the Board of Directors at any other times as deemed necessary by the Committee or as requested by the Board.;

- paragraph 23 be deleted;

- subsection (3)(a) of paragraph 26 (previously paragraph 24) be modified such that henceforth it appears in the by-law as follows: *"Elected members of Council shall, subject to subsections 26(3)(aa) and 26(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."*;

- subsection (3)(aa) of paragraph 26 (previously paragraph 24) be modified such that henceforth it appears in the by-law as follows: *"No member of Council, other than those members of Council pursuant to section 16(1)(a) to (f) and 16(1)(i) to (o), shall serve more than three consecutive complete Double Annual Periods whether by election or*

appointment pursuant to section 16(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.”;

- subsection (3)(c) of paragraph 26 (previously paragraph 24) be modified such that henceforth it appears in the by-law as follows: *“Vacancies arising under subsection 26(3)(b) shall be filled as set out in section 18(5).”;*

- subsection (4) of paragraph 26 (previously paragraph 24) be modified such that henceforth it appears in the by-law as follows: *“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 8(1) or 18(5).”;*

- paragraphs 25 to 30 be re-numbered as paragraphs 27 to 32;

- subsection (3) of paragraph 32 (previously paragraph 30) be modified such that henceforth it appears in the by-law as follows: *“Council may exercise its powers set out in sections 18(2) and (3) and 17(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.”;*

- the following wording be added as subsection (6) of paragraph 32 (previously paragraph 30): *"Actual ballot counts in any election shall be kept confidential and only the election result shall be published of announced."*;

- the following wording be added as subsection (7) of paragraph 32 (previously paragraph 30): *"Ballots for Officer and other Board elections shall be retained by staff for six months following the election and then destroyed. Ballots for all other elections shall be destroyed immediately following a determination of the outcome of the election."*

The revised By-law containing the full text of the amendments approved by Council over the past year, may be viewed on the OBA web site: <http://oba.org/About-US/Governance/Bylaws> or a hard copy may be obtained by contacting Valerie Dallas at 416-869-1047 x322, 1-800-668-8900, or by email at vdallas@oba.org.