



## THE NORTHUMBERLAND COUNTY LAW ASSOCIATION

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### BY-LAW NO. 1

A by-law relating generally to the transaction of affairs of

#### THE NORTHUMBERLAND COUNTY LAW ASSOCIATION

a Corporation without share capital incorporated March 7, 1924  
pursuant to the *Ontario Companies Act*

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BE IT ENACTED as a by-law of THE NORTHUMBERLAND COUNTY LAW ASSOCIATION, effective January 1, 1999, as follows:

#### HEAD OFFICE

1. The head office of the Corporation shall be in the Town of Cobourg, in the Province of Ontario and at such place therein as the Directors may from time to time determine.

#### SEAL

2. The seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the Corporation.

#### FISCAL YEAR

3. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall begin on January 1<sup>st</sup> and terminate on December 31<sup>st</sup> of each year.

#### MEMBERSHIP

##### *Classes of Membership*

4. There shall be five classes of Membership in the Corporation, namely:
- a) Resident Members;
  - b) Paralegal Members;
  - c) Non-Resident Members;
  - d) Social Members; and
  - e) Honorary Members.

##### *Resident Members*

5. Any lawyer member of the Law Society of Ontario, including an articling student member, who has his/her principal place of residence within the boundaries of the County of Northumberland, and/or who has his/her principal place of practice or business (whether as sole practitioner,

partner or associate in a firm, employee, or independent business person) within the boundaries of the County of Northumberland, who has filed an application for such Membership with the Corporation, has been admitted by the Board of the Association, and who pays the dues set by the Board of the Association shall be a Resident Member.

#### *Paralegal Members*

6. Any paralegal member of the Law Society of Ontario in good standing who has his/her principal place of residence within the boundaries of the County of Northumberland, and/or who has his/her principal place of practice or business (whether as sole practitioner, partner or associate in a firm, employee, or independent business person) within the boundaries of the County of Northumberland, who has filed an application for such Membership with the Corporation, has been admitted by the Board of the Association, and who pays the dues set by the Board of the Association plus the equivalent of the annual fees related to library services payable by lawyers to the Law Society of Ontario shall be a Paralegal Member.

#### *Non-Resident Member*

7. Any lawyer member of the Law Society of Ontario, including an articling student member, who does not qualify for any other class of membership in the Association, who has filed an application for such Membership with the Corporation, has been admitted by the Board of the Association, and who pays the dues set by the board of the Association shall be a Non-Resident Member.

#### *Social Members:*

8. Any lawyer member of the Law Society of Ontario, including an articling student member, who has filed an application for such Membership with the Corporation, has been admitted by the Board of the Association, and who pays the dues set by the Association shall be a Social Member.

#### *Honorary Members:*

9. The following persons shall be invited to become honorary members and shall upon acceptance of such invitation be an honorary member:

- I. The Chief Justice of Ontario;
- II. The Chief Justice of the Superior Court of Justice;
- III. The Regional Senior Judges of the Superior Court of Justice and the Ontario Court of Justice for the Tri-County Region;
- IV. The Chief Judge of the Ontario Court of Justice;
- V. Persons who receive judicial appointments as Judges of the Superior Court of Justice and Ontario Court of Justice assigned to the Tri-County Region;
- VI. Members of the Association who are appointed Justices of the Supreme Court of Canada or Federal Court of Canada;
- VII. Members of the Association who are appointed Ministers of the Crown in the Governments of Canada or Ontario and who would otherwise qualify as Resident Members;
- VIII. The Treasurer of the Law Society of Upper Canada; and
- IX. Such persons as the board of directors shall from time to time designate by resolution.

Honorary Membership shall terminate when the person no longer holds one of the above offices.

### *Admission*

10. Each Member shall be promptly informed by the Secretary of his or her admission as a Member.

### *Fees*

11. Annual fees for Resident, Paralegal, Non-Resident, and Social Members and any other charges relating to the operation of the Corporation, together with the date upon which payment of such fees or charges must be made, shall from time to time be fixed by a majority vote of the Board of Directors, but shall become effective only when confirmed by a majority vote of the Resident, Paralegal, and Non-Resident Members at a Meeting of the Corporation.

12. The annual fees for library services payable by lawyers to the Law Society of Ontario payable to the Corporation by Paralegal Members shall be calculated as the library service fees paid by lawyers to the Law Society of Ontario in the previous year.

13. The Board of Directors may by resolution prescribe lower annual fees for Resident and/or Paralegal Members for every year after their retirement from active practice.

14. The Treasurer shall promptly notify the Members of the fees at any time payable by them and the date by which payment of such fees must be made.

15. Honorary members shall be exempt from the payment of all fees.

16. A Member shall pay half the annual fee in the year they have been admitted as a Member if their application for Membership was filed on or after July 1st and they have not been a Member in any prior year.

### *Membership Rights*

17. Every Resident Member in good standing shall be entitled to:

- a) receive notice of and attend any Meeting of the Corporation;
- b) vote at any meeting of the Corporation;
- c) hold any office of the Corporation;
- d) receive notice of and attend any social events of the Corporation; and
- e) use the facilities of the Northumberland County Law Library.

18. Every Paralegal Member in good standing shall be entitled to:

- a) receive notice of and attend any Meeting of the Corporation;
- b) vote at any meeting of the Corporation;
- c) hold any office of the Corporation, with the exception of President or Vice-President;
- d) receive notice of and attend any social events of the Corporation; and
- e) use the facilities of the Northumberland County Law Library.

19. Every Non-Resident member in good standing shall be entitled to:

- a) receive notice of and attend any Meeting of the Corporation;
- b) vote at any meeting of the Corporation;

- c) receive notice of and attend any social events of the Corporation; and
  - d) use the facilities of the Northumberland County Law Library.
20. Every Social Member in good standing shall be entitled to:
- a) receive notice of and attend any social events of the Corporation, provided they pay for their attendance at the event.
21. Every Honorary Member shall be entitled to:
- a) receive notice of and attend any meeting of the Corporation; and
  - b) receive notice of and attend any social events of the Corporation.

## **MEETINGS OF THE CORPORATION**

### *Meetings*

22. The Board of Directors or the President or Vice-President shall have power to call at any time a meeting of the Ordinary Members of the Corporation (hereinafter referred to as a "Meeting of the Corporation"). Subject to the restrictions contained herein the annual general or any other Meeting of the Corporation shall be held on such date and at such time and at such place within the County of Northumberland as the Board of Directors may determine, Subject to paragraphs 53 and 63 hereof, the Resident Members may consider and transact any business either special or general without any notice thereof at any Meeting of the Corporation.

### *Annual General Meetings*

23. The Annual General Meeting of the Corporation shall be held in February of each year. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors shall be presented and at every second Annual General Meeting, a Board of Directors and officers elected and auditors appointed for the ensuing term.

### *Notice*

24. No public notice or advertisement of Meetings of the Corporation, annual or general, shall be required, but notice of the date, time and place of every such meeting shall be given to each Member by delivering the notice ten clear (10) days before the time fixed for the holding of such meeting; provided that any meetings of Corporation may be held at any time and place without such notice if all the Resident Members of the Corporation are present thereat or represented by proxy duly appointed.

### *Adjournments*

25. Any meetings of the Corporation may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### *Quorum*

26. A quorum for the transaction of business at any meeting of the Corporation shall consist of not less than one third of all Resident Members present in person or represented by proxy; provided that in no case can any meeting be held unless there are seven (7) Resident Members present in person.

### *Voting*

27. Subject to the provisions, if any, contained in the Articles of the Corporation, each Ordinary Member of the Corporation, except for the Member holding the office of President, shall at all Meetings of the Corporation be entitled to one (1) vote and he or she may vote by proxy. Such proxy need not himself or herself be a Member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his or her constituent or constituents. No Ordinary Member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he or she has paid all dues or fees, if any, then payable by him.

28. At all Meetings of the Corporation every question shall be decided by a majority of the votes of the Resident Members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Resident Member. Upon a show of hands, every Member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Resident Members present in person or by proxy, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any Meeting of the Corporation, whether upon a show of hands or at a poll, the member holding the office of President shall be entitled to a casting vote.

## **DIRECTORS**

### *General*

29. The affairs of the Corporation shall be managed by a board of seven (7) Directors, each of whom at the time of his or her election or within ten (10) days thereafter and throughout his or her term of office shall be a Member of the Corporation.

### *Election*

30. Two Directors shall be elected at every second Annual General Meeting and the remaining five Director positions shall be filled by the President, Vice-President, Secretary, Treasurer and Library Committee Chair of the Corporation each of whom is a Director by virtue of his or her office. Each Director shall hold office for a term of two years or until his or her successor shall have been duly elected and qualified. The whole board shall be retired at every second Annual General Meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any Member.

### *Resignation*

31. A Director may resign upon delivering to the Secretary written notice of his or her resignation, provided that if the notice cannot be delivered to the Secretary for any reason the resignation may then be delivered to the President.

### *Removal*

32. The Members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a Meeting of the Corporation of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

### *Vacancies*

33. Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified Resident Members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual Meeting of the Corporation at which the Directors for the ensuing term are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a Meeting of the Corporation to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

### *Meetings*

34. Meetings of the Board of Directors may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two Directors. The Directors may consider or transact any business either special or general at any meeting of the board.

### *Quorum*

35. A majority of the Directors shall form a quorum for the transaction of business.

### *Time and Place*

36. Except as otherwise required by law, the Board of Directors may hold its meetings at such time, and in such place or places as it may from time to time determine.

### *Notice*

37. Notice of the date time and place of Board of Directors meeting shall be delivered, to each Director not less than forty-eight (48) hours before the meeting is to take place. No formal notice of any Board of Directors meeting shall be necessary if all the Directors are present, or if those absent have signified their consent in writing to the meeting being held in their absence.

### *Voting*

38. Questions arising at any meeting of Directors shall be decided by a majority of votes. Each Director, except for the Director holding the office of President, shall be entitled to one vote. In the case of an equality of votes the Director Holding the office of President shall have a casting

vote. All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.

39. A declaration by the Secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour for against such resolution. In the absence of the Secretary his or her duties may be performed by such other Director as the board may from time to time appoint for the purpose.

#### *Powers*

40. The Board of Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as herein after provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

#### *Remuneration*

41. The Directors shall receive no remuneration for acting as such.

### **OFFICERS**

#### *General*

42. There shall be five (5) officers of the Corporation, namely; a President, Vice-President, Secretary, Treasurer and Library Committee Chair and such other officers as the Board of Directors may determine by by-law from time to time.

#### *Election*

43. The officers shall be elected for a term of two (2) years by the Ordinary Members from among their number at every second Annual General Meeting, provided that in default of such election the then incumbents, being Members of the board, shall hold office until their successors are elected.

44. The President, Vice-President, Secretary, Treasurer and Library Committee Chair shall be Directors of the Corporation by virtue of their office.

#### *President*

45. The President shall, when present, preside at all Meetings of the Corporation and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws.

#### *Vice-President*

46. During the absence or incapacity of the President, his or her duties and powers may be exercised by the Vice President, or such other Director as the board may from time to time appoint for the purpose. Where the Vice-President or appointed Director exercises any such duty or power, the absence or incapacity of the President shall be presumed with reference thereto.

#### *Secretary*

47. The Secretary shall be ex officio clerk of the Board of Directors. He or she shall attend all Meetings of the Corporation and Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices required to be given to Members and to Directors. He or she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the Board of Directors.

#### *Treasurer*

48. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He or she shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof, the Annual General Meeting of the Corporation and whenever required of him, an account of all his or her transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### *Library Committee Chair*

49. The Library Committee Chair shall, when present, preside at all Meetings of the Library Committee. The Library Committee Chair shall also be charged with the general management and supervision of the affairs and operations of the Law Library Committee and shall report regularly to the Board on all Law Library Committee matters. The Library Committee Chair shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### *Resignation*

50. An Officer may resign upon delivering to the Secretary written notice of his or her resignation, provided that if the notice cannot be delivered to the Secretary for any reason the resignation may then be delivered to the President.

#### *Removal*

51. The Members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a Meeting of the Corporation of which notice specifying the intention to pass such resolution has been given, remove any Officer before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

#### *Remuneration*

52. The officers shall receive no remuneration for acting as such.



## **COMMITTEES**

53. The Board of Directors may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and subject to the By-Laws. Committees may be composed of Members and Directors but must include at least one Director. The duties of any such committee shall be set by the Board of Directors. Any committees may be disbanded and committee members may be removed at the discretion of the Board Members. All committees made by the Board of Directors shall report to the Board of Directors.

## **AUDITORS**

### *General*

54. The Ordinary Members shall, at every second Annual General Meeting, elect two Auditors from among their number, to hold office for a term of two years. The auditors shall be responsible for auditing the annual financial statements of the Corporation prepared by the Treasurer.

### *Removal*

55. The Ordinary Members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a Meeting of the Corporation of which notice specifying the intention to pass such resolution has been given, remove any Auditor before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

## **EXECUTION OF DOCUMENTS**

56. Deeds, transfers, licences, contracts, and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, and Treasurer or by any person authorized by the Board. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligations of the Corporation may or shall be executed.

## **BOOKS AND RECORDS**

57. The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **CHEQUES**

58. All cheques, bills of exchange or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and anyone of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's stamp for the purpose. Anyone of such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

## **SERVICE OF NOTICES**

59. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the by-laws or otherwise to a Member, Director, Officer, Library Committee Member or Auditor shall be sufficiently given if delivered personally to the person to whom it is to be given. If mailed by ordinary mail to the last recorded address of the person as recorded in the records of the Secretary of the Corporation, or if faxed to the to the last recorded fax number of the personas recorded in the records of the Secretary of the Corporation. A notice so delivered shall be deemed to have been given; if delivered personally, on the day it is so delivered; if mailed, on the fifth day after it is deposited in a post office or public letter box; and if sent by fax, when electronic confirmation of delivery of the fax is received by the sender. Provided that any notice delivered to a person's firm shall be deemed notice to all other persons practicing with such firm. The Secretary may change or cause to be changed the recorded address or fax number of any Member, Director, Officer, Library Committee Member or Auditor in accordance with any information believed by him to be reliable. No error or omission in giving such notice shall invalidate any meeting or invalidate or make void any proceedings taken or had at such meeting and any person may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## **INDEMNIFICATION**

60. The Corporation shall indemnify and save harmless Director, Officer, Library Committee Member or Auditor of the Corporation, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

- a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought. Commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and

b) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs of the Corporation, except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

#### **DISTRIBUTION OF PROPERTY**

61. That upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community.

Passed by the Board of Directors and sealed with the corporate seal this 12th day of November, 1998.

Amended and Passed by the Board of Directors and Resident Membership, on 26 February 2019.

President: Meaghan Adams  
Secretary: Kady McCourt