

SUDBURY DISTRICT LAW ASSOCIATION

BY-LAW 1-18

Being a By-law to regulate the affairs of the Sudbury District Law Association

WHEREAS the Sudbury District Law Association (hereinafter the "Association") is a corporation without share capital pursuant to Part III of the *Corporations Act* of Ontario, R.S.O. 1990, c. C. 38, for the purposes and objects of a professional association for barristers and solicitors and to provide a law library and legal education for the best interests of its members:

NOW THEREFORE BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of the Association as follows:

OBJECTS

1. The objects of the Association shall be:
 - a) to serve the professional needs of members of the Association by maintaining a law library for the shared use of members, and others as may be authorized by the Board upon such terms as the Board may deem appropriate;
 - b) to administer one or more barristers' lounges in the Sudbury courthouse(s);
 - c) to organize, promote and present programs for the continuing legal education of members of the Association;
 - d) to publish and circulate newsletters and other materials for the information and legal education of the members of the Association;
 - e) to receive, hold, and dispose of funds received by the Association by way of bequest, gift, donation, grant or otherwise, for the purposes and objects of the Association;
 - f) to provide a forum for communication among members through publications, special interest sections, special events and through ancillary membership services;
 - g) to represent members of the Association in their professional relations with

the Judiciary, Law Society, government agencies, other professional associations, the media, and the public;

- h) to generally undertake and promote such other matters or activities in a non-profit manner which would best serve the interests of the members of the Association as barristers and solicitors of Ontario; and
- i) to promote fellowship and civility amongst those engaged in the legal community.

HEAD OFFICE

- 2. The Head Office of the Association shall be in the District Courthouse, in the City of Greater Sudbury, in the Province of Ontario.

DEFINITIONS

- 3. Words used in this By-law shall have the following meaning:
 - a) **“Association”** means the Sudbury District Law Association;
 - b) **“Board”** means the Board of Directors of the Association;
 - c) **“Director”** means a voting member of the Board of Directors of the Association;
 - d) **“District”** means the District of Sudbury;
 - e) **“Executive Secretary”** means a librarian duly appointed by the Board of Directors;
 - f) **“Member”** means an individual who meets the requirements of a membership class as outlined in paragraph 22;
 - g) **“Term”** means the period for which one is eligible to hold any given Director position or the period for which one is eligible to be Past President.

BOARD OF DIRECTORS

4. The Board shall manage the affairs of the Association and may make rules and regulations in respect of such affairs, including determining the annual fee required for membership in the Association.
5. The Board shall consist of a total of 6 Board Members, 5 of which will be voting members and may be referred to as "Directors", and 1 one of which (the "Past President") will be a non-voting member. Each of the 6 Board Members shall occupy one of the following positions:
 - a) the President;
 - b) the First Vice President;
 - c) the Second Vice President;
 - d) the Treasurer;
 - e) the Secretary; and
 - f) the Past President
6. The Directors shall be elected at the annual general meeting of the members, and shall serve no more than 1 year in any one of the positions referred to in paragraph 6 (a) to (e).
7. Only members in good standing may be Board Members.
8. Upon the expiration of the term of the President, such person shall serve as Past President for a term of 1 year.
9. Although the position of Past President is generally a non-voting position, the Past President may be authorized to vote on Board decisions, by resolution of a majority of the full compliment of Directors in the event that declarations of conflict by Directors leave the Board without *quorum* on an issue for vote.
10. Vacancies on the Board of Directors which arise other than from the expiration of a term shall be filled by resolution of the Board for the remainder of the term so vacated.
11. The Board may from time to time appoint committees for such purposes and with such terms of reference as it deems advisable, and the Board may determine who may be eligible to serve on such committee(s).
12. The Board shall appoint a librarian to be the Executive Secretary of the Board and the

Association, and the Board may hire such persons for Association purposes as it may deem advisable, and may delegate to such persons such administrative authority and duties as the Board deems advisable, and the Board shall fix and cause to be paid remuneration to such persons out of the funds of the Association. The Board shall have the authority to suspend, remove, or discharge any such person.

13. The Executive Secretary shall be appointed by resolution of the Board and shall serve in that capacity and also as librarian, and shall prepare and distribute notices of all meetings of the Board and of the Association and keep an accurate record of all proceedings in a minute book provided for that purpose. The Executive Secretary shall preserve all original papers, notices, and other documents as may be necessary for the due recording of the conduct of the affairs of the Association and the Board of Directors.
14. The Board shall from time to time make rules and regulations for the admittance to, operation and maintenance of the law library of the Association.

MEMBERS OF THE BOARD OF DIRECTORS

15. Each member of the Board of Directors shall hold one of the following positions:

- a) **President**

The President is the Chief Executive Officer of the Association and shall have the general supervision, charge, and day-to-day direction of the business and affairs of the Association, except to the extent that such matters and duties as by By-law or resolution shall be transacted or performed by the Board or by the members at general meetings of the Association.

The President shall preside over meetings of the Association and of the Board of Directors. In the absence of the President or inability of the President to serve, his or her duties shall be performed by the First Vice President, who while so acting shall have all the duties and powers of the President. In the absence of both the President and First Vice President, the President's duties shall be performed by the Second Vice President, who while so acting shall have all the duties and powers of the President. In the absence of the President and both Vice-Presidents, a Chairman *pro tem* shall be elected by all remaining Board members (including non-voting members) to preside at Board meetings and to discharge the duties of the President during such absence;

- b) **First Vice President**

During the President's absence or inability to act the Vice President shall perform all of the duties of the President and shall have all the powers of the President during such absence or inability of the President to serve.

The First Vice President shall also perform such duties and exercise such powers as the President may from time to time delegate or that the Board may prescribe.

c) Second Vice President

During the President's or Vice Presidents's absence or inability to act the Second Vice President shall perform all of the duties of the President and shall have all the powers of the President during such absence or inability of the President to serve.

The Second Vice President shall also perform such duties and exercise such powers as the President may from time to time delegate or that the Board may prescribe.

d) Treasurer

The Treasurer shall receive and account for all the money of the Association due and owing to the Association, and pay all orders, invoices and accounts directed by the Board to be paid, and shall present a correct statement of finances of the Association to the Board as requested by the President, and annually shall present a statement of the finance of the Association at the annual general meeting.

The Treasurer shall keep such books of account as may be directed by the Board. The Treasurer shall also perform such duties and exercise such powers as the President may from time to time delegate or that the Board may prescribe.

e) Secretary

The Secretary shall enforce the rules and regulations of the Association and shall bring any breach thereof to the attention of the Board.

The Secretary shall keep minutes of all meetings of the Board and the Association.

The Secretary shall also perform such duties and exercise such powers as the President may from time to time delegate or that the Board may prescribe.

f) Past President

The Past President shall provide guidance to the Board and shall also perform such duties and exercise such powers as the President may from time to time delegate or that the Board may prescribe.

16. Every Board Member who has acted honestly shall be indemnified and saved harmless out of the funds of the Association from and against:
- a) All costs, charges and expenses whatsoever that the Board Member sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against the member in relation to any act, deed, matter, thing, or omission, made done or permitted by the Board Member in relation to the execution of the duties of the Board Member, including any duties as an officer of the Association; and
 - b) All other costs, charges and expenses that are sustained or incurred by the Board Member in relation to the affairs of the Association, except any costs, charges or expenses as are occasioned by the wilful neglect or lack of authority of the Board member.

MEETINGS OF THE BOARD OF DIRECTORS

17. The Board shall meet at least 4 times each year, and at such time and place as the Board may by resolution determine or the President may direct, including electronic or telephone meetings wherein Board Members are not physically present together.
18. Three Directors shall constitute a *quorum* for the transaction of business at meetings of the Board.
19. The Board may adopt such rules of procedure for its meetings as it deems advisable, and shall be guided by Robert's Rules of Order.
20. Board members must generally attend all meetings of the Board in person, but individual members may attend by telephone or electronic communication on permission of the President or other presiding Board Member.
21. Should any Board Member be absent from 3 consecutive meetings of the Board without reasonable excuse (as determined by the other Board Members), that Board Member may be removed from the Board of Directors by resolution of the Board of Directors, in which case such person's position may be filled for the remainder of the term by resolution of the Board

of Directors.

MEMBERS OF THE ASSOCIATION

22. The Association's membership shall consist of the following classes:

a) **Full Membership**

Membership in this class is restricted to lawyers engaged in the practice of law in the District of Sudbury (including on a partial or cyclical basis), who are members of the Law Society of Ontario, and who pay the prescribed fee of the Sudbury District Law Association;

b) **Social Membership**

Judges, retired Judges, Justices of the Peace, retired Justices of the Peace, and past members of the Sudbury District Law Association who are no longer engaged in the practice of law.

Membership in this class requires the payment of the same prescribed fee which is applicable to full membership.

These members shall have no voting privileges;

c) ***Ex Officio* Membership**

The Sheriff, Local Registrar, Land Registrar, and their deputies, Provincial Court Clerks, articling students, and students enrolled in the course of legal study at an accredited Canadian law school.

These members shall have no voting privileges and are not required to pay a fee for membership.

23. Membership in the Association is not transferable.

24. Any member failing to pay the required annual fee for a period of two months after the fee shall become due and payable shall be liable to be expelled from membership in the Association upon resolution of the Board. Such persons, who otherwise meet the requirements for eligibility, shall be entitled to be reinstated to membership upon payment of all arrears of membership dues of the Association.

25. The fee for annual membership is for membership for the period running from March 2 in

the year membership is to commence, recommence, or continue as the case may be, until March 1 of the following year, and such fee is due on April 30 of the year in which such membership is to commence, recommences, or continues as the case may be.

26. Any member who shall withdraw, resign, be expelled, or cease to be a member of the Association for any reason, shall forfeit any prepaid fees and all privileges of the Association.
27. Where the Board of Directors determines that a member has wilfully or repeatedly contravened the By-laws, rules, and/or regulations of the Association, the Board may request that such member resign and/or suspend, revoke, or terminate membership privileges.
28. Where the Board proposes to exercise its authority pursuant to paragraph 26, in a manner other than requesting resignation, it shall provide reasonable notice to the member who is the subject of the potential Board action, and permit that member a reasonable opportunity to present evidence, information, and/or submissions to the Board regarding the Board's proposed action.

MEETINGS

“Annual General Meeting”

29. A general meeting of the members of the Association shall be held annually on the second Thursday in February or such other day in February as the Board may direct. Written notice of the annual general meeting shall be given to members of the Association at least 15 days in advance of such meeting, and a copy of such notice shall be posted in a prominent place in the Law Library during such period of time.
30. The annual general meeting shall be considered a business meeting at which there shall be conducted an election, from among the members, of the Board of Directors of the Association. The annual general meeting shall also receive and consider the annual reports of the Chairpersons of committees and otherwise deal with the affairs of the Association in compliance with the agenda for the meeting and the By-laws. No other business shall, except with the unanimous consent of the members present, be transacted at the annual general meeting unless notice thereof shall have been delivered to the Secretary of the Association and posted in the law library at 7 days before the annual general meeting. Robert's Rules of Order shall guide the procedures of the annual general meeting.
31. The Board, through the appropriate Board Member, shall lay before the members of the Association, at the annual general meeting, reports of the affairs of the Association, which shall include:

- a) the number of members at the date of the previous Annual Report;
 - b) the names of members admitted during the year;
 - c) the number of members at the date of the report;
 - d) a detailed statement of the assets and liabilities of the Association at the date of the report; and
 - e) each committee established by the Board shall, by its Chairperson, present a report of committee activities.
32. At the annual general meeting each paid-up full member who is present in person shall be entitled to one vote.
33. A *quorum* at the annual general meeting shall be not fewer than five percent of the paid up full members of the Association, present in person.
34. At each annual general meeting the positions on the Board of Directors for the ensuing term shall be voted upon and filled by separate ballots of the eligible full membership present.

“Special Meetings”

35. Special meetings of the members of the Association may be called by the President. Written notice of a special meeting shall be given to members of the Association at least 15 days in advance of such meeting, and a copy of such notice shall be posted in a prominent place in the law library during such period of time.
36. Upon receiving a written request signed by no fewer than 10 percent of the full members of the Association requesting a special meeting and stating the proposed purpose of the special meeting, the President shall call a special meeting within 20 days.
37. A *quorum* at any special meeting of the Association shall consist of not fewer than 5 percent of the paid-up full members of the Association.
38. At any special meeting of the members of the Association each paid-up full member, present in person, shall be entitled to one vote.

NOMINATION OF DIRECTORS

39. Nomination for a position as a Director of the Association shall be made in writing, signed

by at least two full members of the Association in good standing, and be accompanied by the written consent of the nominee.

40. Nominations shall be received by the Executive Secretary of the Association no later than 4:00 p.m. on the seventh day prior to the date of the annual general meeting.
41. No other nominations than those provided for in the preceding section shall be presented or received at the annual general meeting of the members of the Association, save and except if no nomination for a particular position has been received.
42. In the event that there is more than one nomination for a given position an election shall be held by ballot at the annual general meeting, under the supervision of the Executive Secretary.

MONEY, BANKING AND SIGNING OFFICERS

43. All monies of the Association shall be applied in such manner as the Board may deem advisable for managing the affairs of the Association.
44. All monies of the Association shall be deposited in an account with a chartered bank in Canada, Provincial Savings Office, Registered Trust Company, or Credit Union, to the credit of the Association.
45. All disbursements on account of the Association shall be paid by cheque signed by any one Director and the Executive Secretary.

LIBRARY

46. The duties of the Librarian, who shall be the Executive Secretary of the Board, shall be:
 - a) to develop and maintain a collection of library materials capable of supporting the legal research necessary to the practice of law in the Sudbury District;
 - b) to be responsible for the acquisition, processing, cataloguing, and organization of library materials;
 - c) to plan and implement library services, including reference services to meet the research needs of members of the Association;
 - d) to supervise the operation of the library, including budgeting and personnel

management; and

- e) to report on all of the above to the Board when requested to do so, and to advise with respect to library rules and regulations.

BY-LAW APPLICATION AND AMENDMENTS

- 47. Sudbury District Law Association By-law 1 -89 and all previous By-laws of the Association are hereby repealed. All rules and regulations of the Association previously made which are inconsistent with this By-law are hereby repealed to the extent of the inconsistency.
- 48. The regulations in force from time to time under the *Law Society Act* shall be deemed to be incorporated into this By-law insofar as any provision of such regulation purports to affect the affairs of this Association.
- 49. This By-law shall be administered by the Board of Directors whose interpretation thereof shall be conclusive.
- 50. The Board may amend this By-law, but such amendment shall not come into force until confirmed by two-thirds of the votes cast, in person, at an annual general meeting or a special meeting.
- 51. This By-law may be known as the Regulatory By-law of the Sudbury District Law Association.
- 52. This By-law when passed by the Board shall only come into force and take effect on the date of its ratification by two-thirds of the full members, present in person, at an annual general meeting or special meeting.

STANDING COMMITTEES OF THE SUDBURY DISTRICT LAW ASSOCIATION

- 53. There shall be the following standing committees of the Association, which may hold occasional educational seminars:
 - a) **Civil Litigation**

A committee for the association of members interested in the practice of civil litigation;
 - b) **Corporate, Commercial, Real Estate and Estates**

A committee for the association of members interested in the practice of corporate and commercial law, real estate, and estate law;

c) Criminal Law

A committee for the association of members interested in the practice of criminal law;

d) Family Law

A committee for the association of members interested in the practice of family law.

54. There shall also be the following additional standing committees:

a) Education

The purpose of this committee is to propose and organize seminars for members, either independently or in conjunction with other committees of the Sudbury District Law Association or other organizations;

b) Library

This committee will have the responsibility of assisting the Board of Directors involving library personnel, management, planning, library policy, and budgeting. This committee will provide quarterly reports to the Board;

c) Professional Conduct and Standards

This committee will deal with inquiries or complaints about member lawyers from the public or other lawyers, and attempt to resolve the problems if possible, or alternatively refer matters to the Law Society of Ontario;

d) Publications

This committee will recommend editorial policies and arrange for publication of the newsletter of the Association;

e) Sports

This committee will organize and arrange for sporting activities on behalf of members of the Association;

f) **Social**

This committee will arrange the Law Ball and organize receptions and other social functions on an *ad hoc* basis. The Chairman of this committee will be the Past President or his/her designate.