

**COUNTY OF CARLETON LAW ASSOCIATION  
ASSOCIATION DU BARREAU DU COMTE DE CARLETON**

**BY-LAW No. 1**

A By-Law for the general management of the affairs of the County of Carleton Law Association/  
Association du Barreau du Comté de Carleton.

**INTERPRETATION**

1. In this By-Law:

“Association” means the County of Carleton Law Association/ Association du Barreau du Comté de Carleton.

“Board” means the Board of Trustees of the Association.

“Trustee” means a member of the Board.

“member” means voting and non voting members unless otherwise indicated

2. In construing a provision of this By-Law, the English and French versions are equally authentic and authoritative. Where it appears that the two versions of the By-Law differ in their meaning, preference shall be given to the version that, according to the true spirit, intent and meaning of the By-Law, best assures the attainment of its objects.

**OBJECTS OF THE ASSOCIATION**

3. The Association shall be carried on without the purpose of financial gain for its members and any profits or accretions in the capital of the Association shall be used to promote and advance the interests of the members of the Association.

4. For those purposes, the Association shall:

(a) administer the facilities of the Association including the Library, Barristers’ Lounge and Robing Rooms;

(b) encourage, develop and manage programs for the professional education of members of the Association; and

(c) promote and organize activities that advance the social, professional and economic interests of the Association and of its members.

## **BOARD OF TRUSTEES**

### **RESPONSIBILITIES AND POWERS OF THE BOARD**

5. The Board of Trustees shall be responsible for the general management of the affairs of the Association, and shall, from time to time, make, alter and repeal resolutions, rules and regulations concerning the management of the Association.
6. The Board shall have the power to employ such persons as it may think necessary. The Board shall fix the compensation of the Association's employees, if any, and pay that compensation out of the funds of the Association. The Board shall have the power to define the responsibilities of the Association's employees and to remove or discharge them.
7. The Board shall have the power to allow or to deny to members of the Association and to articling students or clerks employed in the service of members of the Association access to, or use of, the facilities of the Association for such periods and subject to such restrictions as the Board may think fit.

### **COMPOSITION OF THE BOARD**

8. The Board shall consist of thirteen Trustees, all of whom shall be voting members of the Association.
9. Five of the Trustees shall be the Officers of the Association, appointed as set out in this By-Law.
10. The remaining eight Trustees shall be elected as set out in this By-Law.

### **BOARD MEETINGS**

11. The Board shall meet at least once in each month, except the months of July and August, at a time and place set by the President on reasonable notice.
12. Seven Trustees shall constitute a quorum at all meetings of the Board.
13. Unless the Board directs otherwise, Trustees may participate in Board meetings by video link, telephone, or any other form of electronic communication that permits all participants to communicate adequately with each other.
14. A written resolution may be distributed to all of the Trustees by e-mail or fax and, if signed in counterpart by a majority of the Trustees, shall be treated in all respects as if it had been passed at a Board meeting.

### **VACANCIES**

15. If a quorum of Trustees remain in office, vacancies amongst the elected Trustees on the Board, however caused, may be filled by the Trustees from among the voting members of the Association.

16. If there is not a quorum of Trustees, then the remaining Trustees shall forthwith call a meeting of the voting members to fill the vacancy.
17. Notwithstanding any vacancy on the Board, the Board shall discharge its duties, responsibilities and obligations as if no vacancy existed.

## **ELECTION OF TRUSTEES**

### **TERM OF OFFICE**

18. Each elected Trustee shall be elected to hold office until the next Annual General Meeting after that Trustee was elected.

### **NOMINATIONS**

19. Nominations for the positions of Trustee shall be made in writing and delivered to the person or place designated by the Secretary not later than 12:00 o'clock noon of the third Friday in December. The nominee may then supply a brief note (preferably fifty words or less) outlining the biography and concerns of the nominee.

### **VOTING**

20. If there are fewer than eight nominations for the elected Trustees' positions on the Board, then all of the nominees shall be declared elected. The remaining positions shall be treated as vacant, and filled as set out in this By-Law.
21. If there are more than eight nominations for the elected Trustees' positions on the Board, then an election shall be held by mail-in ballot.
22. The Secretary, in mailing the notice of the next Annual General Meeting, shall include the ballot, with a return envelope, and the biographical note for each of the nominees.
23. To be valid and counted in the election of Trustees, every ballot must be received by the Executive Director of the Association not later than the date and time shown on the face of the ballot.
24. The election results may be communicated to the members as soon as they are known, and shall be announced at the Annual General Meeting.

### **UNRESTRICTED TRUSTEE'S POSITIONS**

25. Seven of the Trustees' positions shall be filled by the candidates receiving the seven highest vote totals.

### **RECENT CALL TRUSTEE'S POSITION**

26. After these seven Trustee's positions have been filled, the eighth Trustee's position shall then be filled by selecting from among the remaining candidates

the candidate receiving the highest vote total who would be called to the Ontario Bar fewer than seven years as of the date of the commencement of the term for that Trustee's position ("recent call").

27. If none of the remaining candidates meets the criterion for a "recent call," then the eighth Trustee's position shall be filled by selecting from among the remaining candidates the candidate receiving the highest vote total.

## **RESIGNATION OR REMOVAL OF TRUSTEES**

28. A Trustee may resign at any time by delivering a notice of resignation to the President or the Executive Director.
29. A Trustee who ceases to be a member of the Association shall cease to be a Trustee at that time.
30. Should any Trustee be absent from four consecutive regular meetings of the Board without a satisfactory excuse, then that Trustee may be removed from office by a majority of the other Trustees, and the place occupied by that Trustee shall be considered vacant, and may be filled in the manner provided by this By-Law.
31. A Trustee may otherwise be removed from office only by a vote of two-thirds of the voting members attending a Special Meeting called for the purpose of deciding on the removal of the Trustee.

## **OFFICERS**

32. The Officers of the Association shall be a President, a Vice-President, a Treasurer, a Secretary and a Past President. Each Officer shall hold office until a successor is appointed. Each Officer must be a member of the Association.
33. The performance of any duty imposed by any By-Law on an Officer may, where appropriate, be delegated to another Officer or to the Executive Director.

### **DUTIES OF THE PRESIDENT**

34. The President shall preside at all meetings of the Association and of the Board. Between meetings of the Board, the President shall also be charged with the general management and supervision of the affairs and operations of the Association.

### **DUTIES OF THE VICE-PRESIDENT**

35. During the absence or incapacity of the President, the duties and powers of the President may be exercised by the Vice-President, and if the Vice-President exercises any of such duties or powers, the absence or incapacity of the President shall be presumed. In the absence of both the President and the Vice-President, a

temporary Presiding Officer, selected by the Board, shall preside at any meetings of the Association or of the Board.

#### **DUTIES OF THE SECRETARY**

36. The Secretary shall prepare and transmit notices to all members of the Association, in the case of all meetings of the Association, and to all Trustees, in the case of all meetings of the Board, attend all these meetings, and keep a correct record of all these proceedings.
37. The Secretary shall have custody of the seal of the Association, and shall, when authorized by resolution of the Board, seal all documents which are directed to be sealed.

#### **DUTIES OF THE TREASURER**

38. The Treasurer shall have charge of the funds of the Association and shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account. The Treasurer shall deposit all monies or other valuable effects in the name and to the credit of the Association in the bank or banks designated by the Board.
39. The Treasurer shall ensure that appropriate financial controls are in place for the disbursement of the funds of the Association.
40. At the Annual General Meeting, the Treasurer shall table the financial statements of the Association for the preceding financial year.

#### **DUTIES OF THE PAST PRESIDENT**

41. The Past President shall discharge such duties as the President or the Board may assign from time-to-time.

### **APPOINTMENT OF OFFICERS**

#### **TERM OF OFFICE**

42. Officers shall be appointed by the Board for a term of five years, spending one year in each of the Officer's positions, in the following progression:
  - Year One: Secretary
  - Year Two: Treasurer
  - Year Three: Vice-President
  - Year Four: President
  - Year Five: Past President
43. No one may serve more than one term as an Officer. No Officer may serve for a term longer than five years plus one additional year, if approved by the Board as set out in bylaws 44-46 below, unless the appointment is approved by a vote of

two-thirds of the voting members present at an Annual General Meeting of the Association.

#### PROGRESSION VACANCY

44. To fill the vacancy created by the annual progression of Officers, at the conclusion of the annual term for the elected Trustees, the elected Trustee with the greatest number of consecutive years' service as an elected Trustee shall be appointed by the Board to serve as an Officer, commencing at the next Annual General Meeting, in the position of Secretary. If two or more elected Trustees tie for the greatest number of consecutive years' service as an elected Trustee, then the Executive Director shall break the tie by drawing lots in the presence of those Trustees, or their representatives. If any Officer cannot or wishes not to serve in the next position he or she will progress to in the next year, he or she may, with the permission of the Board, remain in the last executive position for one additional year and the Board will appoint another Officer to the position he or she would otherwise have progressed to after which progression will continue as outlined above. *Amended at AGM, February 22, 2006.*

#### OTHER VACANCIES

45. Vacancies created by resignation or removal shall be filled, (1) first, by advancing the sequential progression of the Officers. The vacancy or vacancies remaining shall then be filled by appointing to the vacant positions, in sequence, the elected Trustees with the greatest number of consecutive years' service as an elected Trustee. If two or more elected Trustees tie for the greatest number of consecutive years' service as an elected Trustee, then the Executive Director shall break the tie by drawing lots in the presence of those Trustees, or their representatives.(2) If any Officer who would otherwise be elevated as the result of sequential progression as outlined above cannot or wishes not to serve in this capacity, , he or she may decline, and the board will appoint another Officer to fill the vacancy. *Amended at AGM, February 22, 2006.*
46. An Officer appointed to fill a vacancy shall serve for the time remaining in the term of the Officer being replaced and will progress to the next level based on the sequential progression of the Officer who was replaced unless the Board directs otherwise. If any executive level is skipped as a result of this process the term of the Officer who has skipped a level will be shortened accordingly

## **RESIGNATION OR REMOVAL OF OFFICERS**

47. An Officer may resign at any time by delivering a notice of resignation to the President or the Executive Director.
48. An Officer who ceases to be a member of the Association shall cease to be an Officer at that time.
49. An Officer who is removed as a Trustee shall cease to be an Officer at that time.
50. An Officer may otherwise be removed from office only by a vote of two-thirds of the Trustees.

## **EXECUTIVE DIRECTOR**

51. The Association may employ an Executive Director to manage the day-to-day administration of the Association's affairs, including the operation of the Library, and to discharge any other administrative responsibilities the Board may direct.

## **COMMITTEES**

### **EXECUTIVE COMMITTEE**

52. The Officers of the Association shall form the Executive Committee.
53. The Executive Committee shall advise and assist the President and the other Officers in the general management and supervision of the affairs and operations of the Association.
54. The President and the other Officers shall consult with the Executive Committee before proposing any matter to the Board for its approval.
55. The Executive Committee shall meet at least once every three months, at a time and place set by the President on reasonable notice.
56. Three Officers shall constitute a quorum at all meetings of the Executive Committee.

### **OTHER COMMITTEES**

57. The Board may establish and maintain, from time to time, other Committees for the better administration of the affairs of the Association. The Board shall determine the powers and authority of these Committees, and the rules and regulations under which they shall operate.
58. The President shall appoint the Chair and the members of all Committees.

## AUDITORS

59. Auditors of the Association, being members of the Canadian Institute of Chartered Accountants, shall be appointed at the Annual General Meeting to audit all accounts for the next ensuing financial year of the Association, and all the accounts and all books of accounts maintained by the Association shall be submitted to them for their examination and their report prior to the next Annual General Meeting.

## RECORDS

60. The Board shall ensure that the books and records of the Association are maintained in accordance with this By-Law and any applicable legislation.
61. Subject to any applicable legislation, all records in the possession of any Officer of the Association shall be open to the inspection of any voting member.
62. Every Officer of the Association shall, at the conclusion of that Officer's term of office, deliver to the successor all books, papers, monies and documents concerning the Association and in the possession of the Officer, and the successor shall then be responsible for the keeping of all these books, papers, monies and documents.

## ASSOCIATION MEETINGS

63. Unless otherwise provided in this By-Law, all meetings of the Association shall be called by delivery of a notice in writing by mail, fax, or e-mail to each member of the Association at the last known residential or business address of the member in the records of the Association. The notice shall state the time and place of the meeting and shall be given not less than five days and not more than forty-five days before the date of the meeting.
64. At all meetings of the Association, each voting member present shall be entitled to one vote. No vote by proxy will be permitted.
65. A quorum of fifty voting members in good standing of the Association shall be necessary to properly constitute any meeting of the Association.
66. At all meetings of the Association, the question before the meeting shall be decided by a majority of those voting members present unless these By-Laws otherwise provide. All votes at meetings shall be taken by ballot if so demanded by the President or by at least ten voting members present. If no demand is made, then the vote shall be taken in the usual way by a show of hands.

#### **ANNUAL GENERAL MEETING**

67. The Annual General Meeting of the Association shall be held each year before the end of February, at a place and time set by the Board.
68. The Board shall table at the Annual General Meeting:
  - (a) financial statements of the Association for the preceding financial year;
  - (b) the Auditors' Report for the preceding financial year; and
  - (c) the President's Report on the activities of the Association for the preceding year.

#### **SPECIAL MEETINGS**

69. Special Meetings of the Association shall be called by the President or, in the President's absence, by the Vice-President, at the direction of the Board or upon the written request of any five voting members of the Association, stating the object of such meeting.
70. A date and location for the special meeting will be set by the Trustees at a time not more than 60 days from the receipt of any valid request in accordance with Bylaw 69 and in accordance with the same notice provisions as apply to association meetings.

#### **MEMBERSHIP FEES AND PRIVILEGES**

71. The Board shall have the power to create categories of membership in the Association, and to fix and determine the rights attaching to these categories. There shall be voting and non voting categories of membership in the Association. Voting members are permitted to vote at all meetings and elections of the Association and to serve as Trustees or Officers of the Association. Non voting members may not vote at any meeting or election of the Association and may not serve as a Trustee or Officer of the Association.
72. Any barrister or solicitor being a member of any Law Society of any Province or Territory of Canada and either residing in Ottawa or being engaged or employed in the practice of law in Ottawa may, with the approval of the Board, become a voting member of the Association on application to the Secretary and payment of the prescribed annual fee of the Association for the current year.
73. Any law student or articling student described below may, with the approval of the Board, and on application to the Secretary and payment of the prescribed annual fee of the Association for the current year, become a non voting member of the association:
  - (a) an articling student employed by a voting member or who works in Ottawa

(b) a law student enrolled and in good standing at the University of Ottawa Law School

74. Any licensed Paralegal who is employed in or carries on business in Ottawa may, with the approval of the Board, and on application to the Secretary and payment of the prescribed annual fee of the Association for the current year, become a non voting member of the Association
75. By applying for membership in the Association, each member of the Association subscribes to these By-Laws and agrees to be bound by the rules and regulations of the Association.
76. The annual fees for each category of membership in the Association shall be fixed from time to time by the Board of trustees of the Association. The decision of the Board of Trustees in this regard may be reviewed at a special meeting called in accordance with Bylaw 69 within 30 days of the announcement of any such decision on the CCLA website.
77. If any member fails to pay the annual fees by the time prescribed for payment, the Treasurer shall notify that member in writing of the default. If the amount is not paid within three months after that notification, the Board may direct that the member in default shall cease to be a member of the Association. The Board may also direct that the former member may not be readmitted to membership without payment of all fees in arrears.
78. No voting member whose fees are in arrears shall be qualified to vote at any meetings, and no member whose fees are in arrears is entitled to use any facility of the Association, unless the Board permits it.
79. If any member, in the opinion of the Board, wilfully infringes the By-Laws or the rules and regulations of the Association, then the Board may ask that member to resign. If the member does not resign within a month after the request, the Board may call a Special Meeting of the Association and, if two-thirds of those voting members in good standing present in person vote for the expulsion of the member, then the member shall cease to be a member of the Association.
80. Any member who withdraws, resigns or is expelled under this By-Law shall cease to be a member of the Association, and shall forfeit all right or claim in or to its property or funds, and shall cease to be entitled to use any facility of the Association.

## **APPLICATION OF MONEYS**

81. Subject to the provisions contained in the Declaration of Incorporation of the Association, all moneys of the Association shall be applied to such purposes and in such manner as the Board may deem necessary for managing the affairs of the Association.

## **SEAL**

82. The Association shall have a seal upon which shall be stamped with words and figures, "The County of Carleton Law Association/Association du Barreau du Comté de Carleton, 1888."

## **BORROWING POWERS**

83. The Board may from time to time:
- (a) borrow money upon the credit of the Association;
  - (b) issue, reissue, sell or pledge debt obligations of the Association; and
  - (c) mortgage, hypothecate, pledge or otherwise create security interest in all or any property of the Association owned or subsequently acquired, to secure any debt obligations of the Association.

## **INDEMNIFICATION**

84. Every Trustee of the Association 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 Trustee sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against the Trustee in relation to any act, deed, matter or thing whatsoever, made, done or permitted by the Trustee in relation to the execution of the duties of the Trustee, including any duties as an Officer of the Association; and
  - (b) all other costs, charges and expenses that are sustained or incurred by the Trustee in relation to the affairs of the Association, except any costs, charges or expenses as are occasioned by the wilful neglect, default or lack of authority of the Trustee.

## **ALTERATION OF BY-LAWS**

85. No By-Law shall be made, altered or repealed at any meeting of the Association unless notice of such intended change be posted in the Library at least ten days

before the meeting at which such change is to be considered nor without the consent of two-thirds of the voting members present at such meeting.

#### **POSTING OF BY-LAWS**

86. The By-Laws and any rules and regulations concerning the management of the Library and of the Barristers' Lounge shall be printed and posted in a conspicuous part of the Library, in the case of any rules and regulations concerning the Library, and in a conspicuous part of the Barristers' Lounge, in the case of any rules and regulations concerning the Barristers' Lounge.

**CCLA By-Laws approved at the CCLA AGM of February 23, 2005.**