

# BY-LAW

# Number 1

Adopted 2024-09-18

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## **BY-LAW NUMBER 1**

### **PREAMBLE**

#### **Article 1 – Preamble**

This by-law relates generally to the transaction of affairs of the Hamilton Community Legal Clinic/Clinique juridique communautaire de Hamilton ("the Clinic"), a bilingual (English/French) corporation without share capital amalgamated from the predecessor corporations Dundurn Community Legal Services, Hamilton Mountain Legal & Community Services Inc. and McQuesten Legal & Community Services, effective April 1, 2010 under the *Corporations Act* (R.S.O. 1990, c. C.38).

#### **1.1 Objects**

- (a) To benefit the community by operating a bilingual (English/French) legal clinic in the City of Hamilton for persons of low income;
- (b) To provide legal services to person of low income, including but not limited to legal advice, referrals, and legal representation;
- (c) To advance education by providing legal education sessions to the public; and
- (d) To do all such things ancillary and incidental to the aforementioned purposes.

### **FORMALITIES**

#### **Article 2 – Name of Organization**

The name of the Organization shall be Hamilton Community Legal Clinic/Clinique juridique communautaire de Hamilton.

#### **Article 3 – Head Office**

The head office of the Clinic shall be in the City of Hamilton, in the Province of Ontario, and at such place therein as the board of directors may from time to time determine.

## **MEMBERSHIP**

### **Article 4 – Membership**

- 4.1 Membership in the Clinic shall consist of the incorporators named in the articles and such other persons interested in furthering the Clinic's purposes and who have been accepted into membership in the Clinic by resolution of the board of directors.
- 4.2 In order to be eligible for membership, an individual must:
- a) be eighteen years of age or older;
  - b) reside, work or volunteer within the City of Hamilton; and
  - c) support the Clinic's Objects.
- 4.3 Repealed: 2024
- 4.4 Each member who is in good standing thirty days prior to the meeting in question shall be entitled to one vote on each question arising at any annual, special, or general meeting.
- 4.5 The board of directors shall determine the amount of the membership dues or fees, if any, to be paid by the members.
- 4.6 Repealed: 2024
- 4.7 Membership in the Clinic shall be for the fiscal year ending the 31<sup>st</sup> day of March in each year, regardless of when the membership was actually granted during that year.
- 4.8 Repealed: 2024
- 4.9 A person's membership may be terminated by a majority vote at an annual general meeting or a meeting of members called for that purpose if the person has acted contrary to the Objects of the Clinic.

A person subject to a vote on termination of their membership is afforded the rights under ONCA 51 (2) (termination proposed in good faith, in fair and reasonable manner) and ONCA 51 (3) (at least 15 days notice, right to be heard).

- 4.10 Upon 15 days' written notice to a member, the board of directors may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or by-laws.

The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the board of directors a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The board of directors shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of membership.

### **Article 5 – Members' Annual General Meeting**

- 5.1 The Clinic shall hold an annual general meeting ("AGM") each year on a date and at a place to be determined by the board of directors, but in any case it shall be held no later than six months after fiscal year end.

- 5.2 At the AGM:

(a) Repealed: 2024

(b) The business transacted shall include:

receipt of the agenda;

receipt of the minutes of the previous annual and subsequent special meetings;

consideration of the financial statements;

report of the auditor or person who has been appointed to conduct a review engagement;

reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

election of directors; and

such other or special business as may be set out in the notice of meeting.

- (c) The board of directors may present such other information or material relating to the Clinic's affairs as, in the opinion of the board of directors, is of interest or importance to the members.
  - (d) Repealed: 2024
  - (e) Repealed: 2024
  - (f) Vacancies and expired terms of directors shall be filled in accordance with 10.4.
- 5.3 No public notice nor advertisement of members' meetings shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice via mail, facsimile or email thirty days before the time fixed for the holding of such meeting.
- 5.4 Any meetings of members may be held at any time and place without such notice if all the members of the Clinic are present thereat and at such meeting any business may be transacted which the Clinic at annual or general meetings may transact.
- 5.5 (ONCA 56) A member entitled to vote at an annual meeting of the members may give the corporation notice of any matter that the member proposes to raise at the meeting, referred to as a "proposal"; and discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal. (For convenience, the text of ONCA clause 56 describing this entitlement is reproduced as Appendix A)

## **Article 6 – Voting Of Members**

- 6.1 Repealed: 2024
- 6.2 At all meetings of members every question shall be decided by a majority of the votes of the members present in person at the meeting.
- 6.3 Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Clinic 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.

- 6.4 The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes cast by members present in person, and such poll shall be taken in such manner as the chairperson of the meeting shall direct and the result of such poll shall be deemed the decision of the Clinic upon the matter in question.
- 6.5 In case of an equality of votes cast at any meeting of members, whether upon a show of hands or at a poll, the chairperson of the meeting shall be entitled to cast a vote.
- 6.6 Proxy votes shall not be permitted at AGMs, special meetings or other meetings of the membership.
- 6.7 A quorum for the transaction of business at a members' meeting shall be those in attendance at the meeting given that thirty days' notice has been given to each member stating the date and place where the meeting is taking place.

#### **Article 7 – Members' Meetings**

- 7.1 The chairperson or a majority of the board of directors may convene a general meeting of the members at any time or place for business relating to the affairs of the Clinic, in accordance with section 5.3.
- 7.2 Members who hold at least 10 percent of votes that may be cast at a meeting of the members sought to be held may requisition the directors to call the meeting for the purposes stated in the requisition.
- (See ONCA 60 for information about the form of the requisition and how the board of directors is to respond.)
- 7.3 A meeting of the members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A meeting of the members held in any manner must enable all persons entitled to attend the meeting to reasonably participate.
- 7.4 (ONCA 57 (2)) If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 7.5 The meeting rules set out in *Call to Order* (2004, Herb and Susan Perry) will be used for all meetings of members of the clinic unless

other rules are agreed to by a majority of those eligible to vote. In the event *Call to Order* is insufficient, the chair of a meeting of members may use *Robert's Rules of Order Newly Revised* to conduct the meeting.

## **DIRECTORS**

### **Article 8 – Directors**

- 8.1 The affairs of the Clinic shall be governed by a board of directors (“the Board”). The Board shall consist of twelve directors, each of whom, at the time of election and throughout the term of office, is by their office an *ex officio* member of the Clinic.
- 8.2 The directors of the Clinic are responsible for the Clinic's operations, services, health and welfare; are accountable to the community for the services provided by the Clinic; and are accountable to the Clinic's funder(s) for the stewardship of those funds. The Board shall be a governing board and shall not be involved in day-to-day operations of the Clinic.
- 8.3 The directors shall receive no remuneration for acting as such, and no director shall directly or indirectly receive any profit from their position, provided that a director may be reimbursed for reasonable travel, meal and accommodation expenses incurred by the director in the performance of their duties, within the monetary limits that may be set by the Board from time to time.
- 8.4 Any member of the Clinic who is eighteen years of age or older; is capable of discharging the duties of a director; is not an undischarged bankrupt; and is eligible to be a member is eligible to become a director, subject to the provisions of this by-law. It is required that at least two directors be bilingual (English/French). It is preferred, but not required, that at least one director formerly be a client of the Clinic, one director be a lawyer, and one director have an accounting designation.
- 8.5 An individual is ineligible to be elected to the Board where that individual is:
  - (a) Repealed: 2024
  - (b) A paid employee of this or any other community legal clinic (*as defined by Legal Aid Services Act, 2020, S.O. 2020, c. 11, Sched.*

15) or a former employee of a community legal clinic where their employment ended less than one year prior to election.

- (c) A family member or spouse of any paid employee of the Clinic.
- (d) Repealed: 2024
- (e) Repealed: 2024
- (f) Repealed: 2024

8.6 Directors shall be elected for a three-year term. Directors shall be eligible for re-election, if otherwise qualified, for two further terms of three years, for a total of nine years of service. The election of directors shall be by secret ballot if there are more candidates than vacancies. Otherwise, a show of hands will suffice or some other method as agreed upon.

At the first AGM of the amalgamated Hamilton Community Legal Clinic/Clinique juridique communautaire de Hamilton, four directors shall be elected for three-year terms, four directors shall be elected for two-year terms, and four directors shall be elected for one-year terms. The date of the first AGM of the amalgamated Clinic shall be the commencement of the directors' terms of office with the Clinic. For the purposes of this article, the first one-year and two-year terms do not constitute a term of office.

8.7 After serving three three-year terms, a director shall retire from the Board for one year before being eligible for re-election.

8.8 The Board may determine, in exceptional circumstances, by a majority vote of directors present at the meeting where this issue is considered, that a director who has served three, three-year terms may defer the requirement to retire from the Board for one year by one term (of 3 years).

8.9 If a director is removed from the Board in accordance with this by-law, for reasons other than retirement or ineligibility because of the completion of three successive three-year terms, that person shall not be eligible for election unless the Board, by a majority vote of directors present when this issue is considered, votes the person eligible.

8.10 A director must provide consent in writing to hold office as a director before or within 10 days after an election or appointment.

## Article 9 – Directors’ Meetings

- 9.1 No business of the Clinic shall be transacted by its directors except at a meeting where a quorum of the Board is present.

A majority of the number of directors constitutes a quorum at any meeting of the directors, and, despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine

- 9.2 Directors' meetings may be formally called by the Chair or vice-chair of the Board, or by the secretary on direction of the Chair or vice-chair, or by the secretary on direction in writing of four directors.

- 9.3 The directors may consider or transact any business either special or general at any meeting of the Board.

- 9.4 The chair of a meeting of the directors or a board committee may set the rules for the meeting so long as a consensus among participants is reached. In the event consensus is not possible, the chair of a meeting of directors or a board committee may use *Robert's Rules of Order Newly Revised* to conduct the meeting.

- 9.5 Written notice of special meetings of the Board shall be delivered to each director not less than one week before the meeting is to take place via mail, facsimile, or email. The statutory declaration of the secretary or chair of the Board that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

- 9.6 Notwithstanding the provisions of paragraph 9.5, the Board may appoint a day or days in any month or months for regular meetings at an hour to be named. No notice need be sent for such regular meetings. A directors' meeting may also be held, without notice, immediately following the AGM of the Clinic.

- 9.7 No formal notice of any meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.

- 9.8 No error or omission in giving notice for a directors' meeting shall invalidate such meeting or invalidate or make void any proceedings taken

or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

- 9.9 Decisions of the Board shall be by resolution, moved, seconded and passed by a majority of votes cast by those directors in attendance at the meeting, except by the chairperson of the meeting. In case of an equality of votes cast at any general meeting, whether upon a show of hands or at a poll, the chairperson shall be entitled to cast a vote. All votes at such meetings shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken by show of hands.
- 9.10 If all directors present at or participating in the meeting consent, a meeting of directors or a committee of directors may be held by telephone, electronic, or other communication facilities as permit all persons participating in the meeting to communicate with each other, in real time, and a director participating in the meeting by those means is deemed to be present at the meeting.

#### **Article 10 – Directors’ Vacancies And Removals**

- 10.1 (ONCA 26 (1)) The members of a corporation may, by ordinary resolution at a special meeting, remove from office any director or directors, except persons who are directors by virtue of their office.
- 10.2 Repealed: 2024
- 10.3 The office of a director of the Clinic shall be vacated automatically, without a vote at a Board meeting:
- (a) If by notice in writing to the Clinic, the director retires from the office.
  - (b) If the director or the director’s spouse or family member becomes an employee of the Clinic.
  - (c) If the director misses three consecutive Board meetings or more than half the regular Board meetings, unless otherwise determined by the Board.
  - (d) If the director is no longer a member in good standing of the Clinic.

(e) If the director no longer resides, works or volunteers within the boundaries of the City of Hamilton.

10.4 Vacancies on the Board, however caused, as long as a quorum of directors remains in office, may be filled by the directors through the recruitment and interview process. Persons selected to fill vacancies shall be appointed to the Board to complete the term of the person departing from the Board that they are replacing. Such appointments shall be ratified at the next AGM along with the approval of the slate of directors recommended by the Governance Committee.

### **Article 11 – Directors’ Conflict Of Interest**

11.1 A director who is a party to a material contract or transaction or proposed material contract or transaction with the Clinic or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Clinic shall make the disclosure required by the *Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15* ("the Act"). Except as provided by the Act, no such director shall attend any part of a meeting of directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

11.2 Repealed: 2024

11.3 Repealed: 2024

11.4 Repealed: 2024

11.5 Repealed: 2024

11.6 Repealed: 2024

11.7 Repealed: 2024

11.8 Repealed: 2024

### **Article 12 – Directors' Code of Responsibility**

The directors shall abide by the following code of responsibility:

12.1 Directors shall comply with all required activities as set out in agreements setting out the terms of funding of the Clinic by a funder, including that

provided to the Clinic under the terms of the *Legal Aid Services Act* as it may be amended from time to time.

- 12.2 Directors shall be familiar with the Clinic structure, goals, objectives, activities, publications, and programs.
- 12.3 Directors shall, at all times, act in the best interests of the Clinic.
- 12.4 Directors shall treat the affairs of the Clinic with the same care and diligence with which they should treat their own affairs.
- 12.5 Directors shall be familiar with the statutes and regulations under which programs of the Clinic operate.
- 12.6 Directors shall be familiar with the terms and conditions of the Clinic's funding agreements, and the Clinic budget, budget process and financial situation.
- 12.7 Directors shall declare all real conflicts of interest as defined in paragraph 11.1 and proactively disclose situations which might lead a reasonable person to suspect a conflict of interest.
- 12.8 Directors shall regularly attend Board meetings and meetings of the committees of which they are members having read materials provided in advance of such meetings.
- 12.9 Directors shall be familiar with and shall assume responsibility for the accuracy of the minutes of Board and committee meetings of which they are members.
- 12.10 Directors shall ensure that committees, including the Executive Committee, if any, report to the Board on the exercise of any delegated authority and do not overstep their authority.
- 12.11 Directors shall ensure that the Clinic has access to competent legal and accounting services.
- 12.12 Any financial information acquired as a result of being on the Board relating to funds available for personnel salaries shall be held in strictest confidence and shall not be discussed with any person who is not a director of the Clinic without explicit permission from the Board.
- 12.13 Failure to meet these responsibilities is grounds for removal of a director under section 10.1

## **Article 13 – Nomination of Directors**

- 13.1 A list of nominees shall be prepared by the Governance Committee for approval of the Board and for presentation to the membership at the AGM.
- 13.2 Nominations from the membership may be submitted and must be received by the chair of the Governance Committee no less than ten days prior to the AGM. Nominations from the membership must be signed by the nominee and three members in good standing. Nominees from the membership must be members at least thirty days prior to the AGM or the meeting in which their nomination is to be considered. There will be no nominations to the Board accepted from the floor at the AGM.

## **OFFICERS**

### **Article 14 – Officers**

- 14.1 There shall be a chairperson of the Board ("the Chair"), a vice-chairperson of the Board, a secretary, and a treasurer.
- 14.2 One person shall not hold more than one office at a given time.
- 14.3 The term of office for officers shall be two years, renewable up to one time, for a total of four years in a particular office. In exceptional circumstances the board may extend or renew the term of office.
- 14.4 The Chair, vice-chair, secretary and treasurer shall be elected by the Board from among their number at the first meeting of the Board after the AGM elections. This meeting shall be held within thirty days of the date of the AGM with the understanding that incumbents, being members of the Board, shall continue in their positions until the election is held by the Board.

### **Article 15 – Officers' Duties**

- 15.1 All officers shall comply with the requirements set out in any instrument of funding provided to the Clinic.
- 15.2 The duties of the Chair include the following:
  - (a) To chair Board meetings.

- (b) To call Executive Committee meetings at times considered to be appropriate or necessary.
- (c) To be an *ex officio* member of all committees.
- (d) To represent the Board when required.
- (e) To perform such other duties as the Board or Executive Committee may recommend.
- (f) To represent the Board to other organizations.
- (g) To delegate any of the above functions to other Board or staff members as may seem appropriate from time to time.

15.3 The duties of the vice-chair shall include:

- (a) To fulfill the duties of the Chair in their absence.
- (b) To assist the Chair as requested.
- (c) To perform such other duties as the Board or Executive Committee may recommend.

15.4 The duties of the treasurer shall include:

- (a) To chair the Finance Committee.
- (b) To account for the funds of the Clinic and ensure that necessary accounts are maintained.
- (c) To oversee the preparation of budgets and financial statements.
- (d) To ensure that budgets and financial statements are brought to the Board's attention at appropriate times and submitted to any funding bodies as required.
- (e) To perform such other duties as the Board or Executive Committee may recommend from time to time.

15.5 The duties of the secretary shall include:

- (a) To prepare or oversee the preparation of minutes of the Board and membership meetings.

- (b) To maintain and oversee a registry of directors and report all changes therein to any funding bodies and government agencies as required.
- (c) To maintain and oversee a registry of members.
- (d) To notify or oversee the notification of directors and members of meeting dates, times, and locations.

15.6 Repealed: 2024

## **COMMITTEES**

### **Article 16 – Committees**

- 16.1 The Board has seven standing board committees:  
*Anti-Oppression/Anti-Racism (AR/AO) Committee, Executive Committee, Finance Committee, French Language Services Committee, Fundraising Committee, Governance Committee, and Personnel Committee.*
- 16.2 The Board, through approved Terms of Reference, shall prescribe the duties and authority of committees. Committees shall have only such authority as is delegated to them by motion of the Board, and shall be accountable for their actions to the Board.
- 16.3 Committees shall elect their own chairs in accordance with the Terms of Reference of each committee.
- 16.4 The Board may at any time dissolve any committee; revise the duties and authority of any committee; or remove any person from any committee and substitute another person for such person or may add persons to or remove persons from committees.
- 16.5 Any decision at a meeting of a committee must be ratified by the Board, unless the Board has expressly delegated to the committee the authority to make a final decision in a particular matter.

The Board may only delegate authority to a committee that is composed entirely of members of the Board.

(ONCA 36 (2)) Directors may not delegate the following powers to a committee of directors: to submit to the members any question or matter

requiring the approval of the members; to fill a vacancy among the directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation; to appoint additional directors; to issue debt obligations except as authorized by the directors; to approve any financial statements under ONCA 83; to adopt, amend or repeal by-laws; and to establish contributions to be made, or dues to be paid, by members under ONCA 86.

- 16.6 The chair of a committee shall ensure that minutes are taken and filed at the Clinic.

## **TECHNICALITIES**

### **Article 17 – Execution Of Documents**

- 17.1 Contracts in the ordinary course of the Clinic's operations may be entered into on behalf of the Clinic by the Chair, or treasurer of the Board, or the Executive Director.
- 17.2 Instruments and documents requiring the signature of the Clinic may be signed by any two of either, the Chair, vice-chair, secretary, treasurer, and Executive Director. These may include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.
- 17.3 Notwithstanding any provisions to the contrary contained in the by-law of the Clinic, the Board may at any time direct the manner in which, any particular instrument, contract or obligation of the Clinic may or shall be executed, by resolution of the Board.

### **Article 18 – Books And Records**

- 18.1 The directors shall see that all necessary books and records of the Clinic required by the by-laws of the Clinic or by any applicable statutes or law or funding source are regularly and properly kept.
- 18.2 All books and records shall be made available to directors and members of the Clinic upon receipt of a written request with reasonable notice at the

head office of the Clinic and during times deemed by the Board to be convenient. The Board reserves the right to amend any material which may be sensitive or confidential, or for any other reason or reasons deemed appropriate by the Board.

#### **Article 19 – Fiscal Year**

- 19.1 The fiscal year of the Clinic shall terminate on the 31st day of March in each year.

#### **Article 20 – Cheques**

- 20.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Clinic, shall be signed by such officer or officers, agent or agents of the Clinic and in such manner as shall from time to time be determined by resolution of the Board. Two signatories are required on expenditures.

#### **Article 21 – Notice**

- 21.1 Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to *Not-for-Profit Corporations Act, 2010 (S.O. 2010, c. 15)*, the articles, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered to the person's last address recorded in the most up-to-date registry be that: email, street address or facsimile.
- 21.2 A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box, sent successfully by email or facsimile.
- 21.3 A notice sent by any means of transmittal or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch or when an electronic receipt confirmation is received.
- 21.4 The secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by the secretary to be reliable.
- 21.5 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Clinic shall invalidate such meeting or make void any proceedings taken

thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

- 21.6 For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be their last street, facsimile and/or electronic address recorded on the registry of the Clinic.

## **Article 22 – Directors’ And Officers’ Protection**

- 22.1 Each director and officer shall be protected from acts, neglect or default of any other director or officer or employee of the Clinic in accordance with the terms of the policy of insurance for directors and officers as provided through Legal Aid Ontario or its successor, and as may be amended from time to time.
- 22.2 No contract, act, or transaction, whether or not made, done, or entered into on behalf of the Clinic shall bind the Clinic unless such contract, act, or transaction, has been submitted to and authorized or approved by the Board.
- 22.3 No director or officer of the Clinic shall be indemnified by the Clinic in respect of any liability, costs or charges that they sustain or incur in or about any action, suit or other proceeding, if they are found to be in breach of any duty or responsibility imposed upon them under law.

## **Article 23 – By-law Amendment**

- 23.1 This by-law may be amended by majority vote of the membership of the Clinic present at the AGM or at a special general meeting of the members called for that purpose. The changes proposed must be publicized to the members thirty days in advance of the meeting. This notice can be by mail, e-mail or facsimile whichever meets the member’s preferred method of communication recorded in the most up-to-date registry.

## **INTERPRETATION**

### **Article 24 – Interpretation**

24.1 In this by-law and in all other by-laws of the Clinic hereafter passed unless the context otherwise requires, words importing the plural number shall include the singular; reference to gender shall infer gender fluidity, and, reference to spouse shall include but not be limited to married, common law or same sex partners.

## **Appendices**

### **Appendix A: Not-for-Profit Corporations Act (2010) clause 56**

#### Member's right to submit and discuss proposals

56 (1) A member entitled to vote at an annual meeting of the members may,

- (a) give the corporation notice of any matter that the member proposes to raise at the meeting, referred to as a "proposal"; and
- (b) discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal. 2010, c. 15, s. 56 (1).

#### Proposal set out in notice

(2) A corporation shall include the proposal in the notice of meeting required under section 55. 2010, c. 15, s. 56 (2).

#### Supporting statement included in notice

(3) Upon the request of the member who submits a proposal, the corporation shall include in the notice of meeting a statement in support of the proposal by the member and the name and address of the member. The statement and the proposal must together not exceed the prescribed maximum number of words or characters. 2010, c. 15, s. 56 (3).

#### Member to pay cost of including proposal, etc., in notice

(4) The member who submitted the proposal shall pay any cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented, unless the by-laws or an ordinary resolution of the members present at the meeting provide otherwise. 2010, c. 15, s. 56 (4).

#### Proposal nominating directors

(5) A proposal may include nominations for the election of directors if the proposal is signed by not less than 5 per cent of the members of a class or group of members of the corporation entitled to vote at the meeting at which the proposal is to be presented or a lower percentage that is set out in the by-laws, but this subsection does not preclude nominations being made at a meeting of the members. 2010, c. 15, s. 56 (5).

#### Exception

- (6) A corporation is not required to comply with subsections (2) and (3) if,
- (a) the proposal is not submitted to the corporation at least 60 days before the date of the meeting;
  - (b) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its directors, officers, members or debt obligation holders;
  - (c) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the corporation;
  - (d) not more than two years before the receipt of the proposal, the member failed to present in person or by proxy, if authorized by the by-laws, at a meeting of the members, a proposal that had been included in a notice of meeting at the member's request;
  - (e) substantially the same proposal was submitted to members in a notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated; or
  - (f) the rights conferred by this section are being abused to secure publicity.
- 2010, c. 15, s. 56 (6).

#### Immunity

- (7) No corporation or person acting on its behalf incurs any liability by reason only of complying with this section. 2010, c. 15, s. 56 (7).

#### Notice of refusal

- (8) If a corporation refuses to include a proposal in a notice of meeting, it shall, within 10 days after the day on which it receives the proposal, notify the member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal. 2010, c. 15, s. 56 (8).

#### Application to court, by member

- (9) On the application of a member submitting a proposal who is aggrieved by the refusal, the court may restrain the holding of the meeting at which the proposal is sought to be presented and may make any further order that it thinks fit. 2010, c. 15, s. 56 (9).

#### Same, by corporation

(10) On the application of the corporation or any other person aggrieved by a proposal, the court may, if it is satisfied that subsection (6) applies, make an order permitting the corporation to omit the proposal from the notice of meeting and may make any further order that it thinks fit. 2010, c. 15, s. 56 (10).

## **Change History**

<b>Date</b>	<b>By</b>	<b>Details</b>
<i>various</i>	Simon Lebrun	Notations for change from current (Nov 2022) by-law based on board discussions.
2023-01-17	Governance Committee	ONCA preparation work. See named version <i>Notations made by the Governance Committee (2023-01-17)</i> .
2024-06-17	Simon Lebrun	preparation of version for submission to board
2024-06-24	-	Approved by directors for presentation to membership
2024-09-18	-	Adopted by members at AGM