

## BY-LAW NO. 6

### A By-Law to repeal and replace By-Law No. 5 of the County & District Law Presidents' Association L'Association des Batonnieres de Comtes et District (hereinafter referred to as the "Corporation" or the "Association")

#### **GENERAL**

##### **1.01 Definitions**

In this by-law, unless the context otherwise requires:

1. "Act" means the Corporations Act, R.S.O. 1990, Chapter c.38, or if proclaimed in force the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the board of directors of the Corporation;
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
4. "Chair" means the chair of the Board;
5. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
6. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
7. "Executive" means the Board of the Corporation including any appointees appointed pursuant to this By-Law;
8. "In Good Standing" means a lawyer who is, at the relevant time, entitled to practice law in the Province of Ontario
9. "Member" means a member of the Corporation;
10. "Members" means the collective membership of the Corporation; and
11. "Officer" means an officer of the Corporation.

##### **1.02 Interpretation**

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

##### **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

##### **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

##### **1.05 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **HEAD OFFICE**

**2.00** The head office of the Corporation shall be situated at 731 9<sup>th</sup> Street West, Owen Sound, Ontario and may be changed from time to time by Special Resolution passed by the directors (“Directors”).

## **SEAL OF THE CORPORATION**

**3.00** The seal which appears in the margin is the seal of the County & District Law Presidents’ Association.

## **BOARD OF DIRECTORS/EXECUTIVE**

**4.00** The business of the Corporation will be administered by a Board of up to fourteen (14) Directors (hereinafter sometimes referred to as the “Board” or “Executive”), a majority of which shall constitute a quorum.

**4.01** (a) The members of the Corporation shall at the annual general meeting held every eighteen months after the last such event elect Directors which shall include the President of the Corporation, who shall be referred to as the “Chair” of the Corporation, the regional directors and a director who shall be the representative of the Toronto Lawyers’ Association pursuant to Section 4.02(g) herein.

(b) One seat on the Executive shall be filled by the immediate Past-Chair of the Corporation without the necessity of an election.

(c) Up to a maximum of two (2) seats on the Board may, at any time, be filled by election by the Directors from the membership at large of the Corporation.

(d) Two (2) seats shall be filled by the election by the Board of a Vice Chair and Second Vice Chair, both of whom shall be elected by the Directors following each election of the Board and both of whom may also be Regional Directors.

(e) A Director of the Corporation must be a current or former President of a local law association who is also a practicing lawyer in good standing with the Law Society of Upper Canada. Any individual not in good standing shall cease to be a Director until such time as they may become in good standing at which point they may, if approved by a majority of the Board, resume their position as a Director.

**4.02** (a) The Chair of the Corporation shall be elected by the membership at large.

(b) No person elected as Chair of the Corporation may serve in such a position for more than one full term. In the event that, for whatever reason, a Chair is unable to complete his or her elected term of office the Vice Chair shall become the Chair, and the Second Vice Chair shall become the Vice Chair. The Board may elect an interim Second Vice Chair from amongst its members to complete the relevant term of office. No interim Chair, entering office under the provisions of this Section 4.02(b) shall be precluded from being elected as Chair, to serve a full term, at the next general meeting held for that purpose.

(c) “full term” of office shall mean eighteen (18) months from the last annual meeting whereat elections to the Board occurred (other than vacancies) at either the fall general meeting (“Fall Plenary”) or spring general meeting (“Spring Plenary”) of the Corporation. Provided always that should the time between annual general meetings held to elect the Board, exceed the usual eighteen (18) month period, then the Directors then elected shall remain in office until replaced at the general annual meeting held immediately thereafter for the purposes of electing the Board.

(d) A Director may not serve for more than three (3) full consecutive terms of office unless the Director is thereafter elected the Chair, or is appointed by resolution by the Board of Directors as the Vice Chair or Second Vice Chair within sixty (60) days of the completion of the third full term.

(e) Nominations for the position of Chair and the other Directors of the Corporation shall be submitted to the membership at the annual general meeting by a report of a nominating committee selected by the Board. Nominations for the position of chair and Director(s) may also be made from the floor.

(f) A Regional Director must conduct his or her primary practice of law within a Judicial Region in order to stand for election in that Judicial Region.

(g) One Director shall be a representative nominated by the Executive of the Toronto Lawyers' Association provided that the Toronto Lawyers' Association is a member of the Corporation, or has entered into a valid Memorandum of Understanding or similar contract or agreement with the Corporation.

(h) One Director shall be elected from each of the seven (7) Judicial Regions established under the Courts of Justice Act, R.S.O. 1990 Chap. C.43 as amended.

(i) If more than one member permits his or her name to stand for election for Director within a Judicial Region the vote for such Director shall be conducted by ballot, and only the Presidents with a Judicial Region shall vote for a Director from that Region. If two or more candidates stand for election as Director, the person with the lowest vote on the first ballot shall be eliminated and voting shall continue by ballot eliminating the candidate with the lowest vote until only one candidate remains who shall be declared elected.

(j) The election of the Chair or the Directors may be conducted by a show of hands, however, where an election is contested, the vote shall be by secret ballot and shall be supervised by the Nominating Committee whose decision on any issue shall be binding.

**4.03** There is a vacancy on the Board of Directors when a Director:

(a) resigns his/her functions by giving written notice to the Secretary of the Corporation;

(b) is declared by a court of competent jurisdiction to be mentally incompetent;

(c) makes an assignment in bankruptcy or is an undischarged bankrupt;

(d) dies;

(e) is not in good standing;

(f) fails to maintain membership for any period in excess of 30 days in the local law association where the Director conducts his or her primary practice of law;

(g) ceases his or her primary practice within the region he or she was elected to represent; and/or

(h) fails to attend three (3) consecutive duly called Board of Directors' meetings, and a resolution is passed by 2/3 of the Board declaring the position vacant.

If any of the above-mentioned situations should occur, the Board may, by a majority vote, appoint a member of the Corporation to fill the vacancy until the next general meeting of the Corporation at which Directors are elected, provided that such vacancy shall be filled by a member from the region which the member of the Board whose position is being filled represents, or at large, as the case may be. In the event no member is willing to be elected from the region to fill such vacancy, the Board of Directors may fill such vacancy from any member of the Corporation.

**4.04** The Directors shall hold a meeting at least six times a year at such time in such locations as the Directors may agree and in such places as the Directors may choose as long as each Director has received either written notice seven (7) days prior or telephone notice by forty eight (48) hours prior to the meeting. No error or omission in the notice given for such meeting or adjournment of a Board meeting will annul the said meeting or measures thereby taken, a Director may at any time waive notice and ratify, approve or confirm,

measures taken or adopted at said meeting. Each Director present is entitled to one (1) vote in the event of an equality of votes.

- 4.05** The members of the Corporation, by resolution, passed by at least two thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, may remove any elected director(s) before the expiration of his or her term of office and may, by a majority of votes, cast at that meeting, elect any person in his or stead for the remainder of the term, provided that such vacancy shall be filled by a member of the region which the Member of the Board whose position is being filled represents, or at large, as the case may be. In the event no member is willing to be elected from the region to fill such vacancy, the Board of Directors may fill such vacancy from any member of the Corporation. Any Director appointed to the Executive may be removed by a two thirds (2/3) vote of the remaining directors at any time.

### **REMUNERATION OF DIRECTORS**

**5.00** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with any applicable conflict of interest rules including provisions of the Act; and
- (c) Notwithstanding the foregoing, the Chair, in recognition of the significant time commitment required shall be entitled to an annual honourarium which shall be determined by the Executive in advance of the election of each Chair.

### **INDEMNITY OF DIRECTORS (AND OTHERS)**

**6.00** Unless prohibited by law, a Director of the Corporation, and his heirs, executors and administrators, and estate and effects, respectively, are from time to time and at all times indemnified and saved harmless out of funds of the Corporation, from and against,

- (a) all costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, her or it for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, her or it, in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his, her or its own willful neglect or default.

### **POWERS OF THE DIRECTORS**

**7.00** The 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 hereinafter provided, generally may exercise all such other powers and all such other acts and things as the Corporation is by its charter otherwise authorized to exercise and do. In addition to the other duties as may be defined by the Directors from time to time, the Directors shall meet with the staff and Benchers of the Law Society of Upper Canada as often as is reasonably possible to discuss matters of mutual interest.

**7.01** The Board may take any measure judged necessary to permit the Corporation to acquire, to accept, to solicit or to receive legacies, gifts, supplements and donations of any kind meant to promote the goals of the Corporation.

## **OFFICERS**

**8.00** There shall be a Chair, Vice Chair, a Second Vice Chair, a Secretary, a Treasurer and such other officers as the Board may determine by by-law. One person may hold more than one office. No person may be elected to any such office until he or she has been elected a second time to the Board of Directors.

**8.01** The officers, except for the Chair who shall be elected, shall be appointed by resolution of the Board during its first meeting following the preceding annual general meeting of the Members at which the Directors were elected to serve, at the pleasure of the Board, or until the next general meeting at which Directors are elected.

## **DUTIES OF THE OFFICERS**

**9.00** The officers must be members of the Board.

**9.01** The Chair is the first officer of the Corporation. He/she shall preside at all meetings of the Corporation and of the Board. He/she is directly responsible for the internal management of the business of the Corporation and must see to the application of its by-laws and all resolutions taken by the Board.

**9.02** The Vice Chair or the Second Vice Chair shall, in the absence or inability of the Chair, exercise the duties and powers of the Chair and execute any duty which will be assigned to him or her by the Board, as the case may be. The Vice Chair or Second Vice Chair, at the will of the Chair, shall be the standing nominee to the Toronto Law Association Board Meetings. Such nominee shall report regularly to the Board.

**9.03** (a) The Treasurer shall keep the funds and transferable property of the Corporation and shall keep full and accurate account and shall deposit all monies, or other valuable effects in the name of the Corporation in such bank or trust company or, in the case of transferable property, commit them to a broker or custodian in transferable properties duly registered and selected by the Board. He/she shall disburse the funds of the Corporation, taking proper vouchers therefor and shall render to the Board at the regular meetings thereof or whenever required of him/her, an account of all his transactions and of the financial position of the Corporation. He/she shall also perform such other duties as may from time to time be determined by the Board.

(b) The Treasurer shall prepare a Treasurer's Report at each general meeting of the Members.

(c) The Treasurer shall ensure that an audit is conducted of the financial affairs of the Corporation annually by a properly qualified firm of Chartered Accountants.

**9.04** The Board may authorize by Resolution to the Secretary to handle in a general manner the internal business of the Corporation under the supervision of the Members of the Board; he/she shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give or require to be given all notices for all meetings of the Members and of the Board. He/she shall be the custodian of the seal of the Corporation which he/she shall deliver up only when authorized by a Resolution of the Board and to such person or persons as named in the Resolution. He/she shall perform such other duties as may from time to time be determined by the Board of Directors or by the Chair, to whom he/she will be answerable.

**9.05** The Secretary shall be responsible for recording minutes of the meetings of the Directors and of the Members of the Corporation, which minutes shall be distributed within a reasonable time following each said meeting.

**9.06** All officers of the Board shall fulfill duties as required by their mandate or by the Board. In addition, the Board may nominate as its nominees on various external bodies which require representation from the corporation. Such nominees shall act, to the extent permitted by law and the constating documents of the entities upon which each nominee serves, in the best interests of the Corporation and shall file with the Secretary of the Corporation an annual written report of his or her duties on such external entity's board or committee.

## **COMMITTEES**

**10.00** The Board may from time to time constitute such committees as it deems necessary and shall prescribe the duties of such committees. The Board shall appoint a Chair for each committee or may require any committee to appoint its own Chair, the Chair or any member of a committee need not be a member of the Board. The Members of all committees shall either be Presidents of local law associations, former Presidents of law associations, or employees of local law associations.

Without limiting the generality of the foregoing, the Board may establish the following committees with the mandates ascribed following their respective names:

- (a) Profession Governance – which committee shall be charged with those tasks assigned by the Board and relating to issues of governance of the profession by the Law Society, statute or other regulation, including matters of annual levies, fees, dues, discipline and insurance.
- (b) Courts, Judiciary & Government Legal Services – which committee shall be charged with those tasks assigned by the Board and relating to issues of the Courts, the Judiciary and community legal infrastructures, including matters of court services, security, access, and relationships between the bench and the bar.
- (c) Practice Resource Centre Committee – which committee shall be charged with those tasks assigned by the Board and relating to issues regarding the provision of library and other services for lawyers in local Law Associations as provided by LibraryCo or any other body.
- (d) Real Estate Liaison and Practice Committee – which committee shall be charged with those tasks assigned by the Board and relating to practice issues regarding real property law, conveyancing and related technological developments.
- (e) Rules and Practice Issues – which committee shall be charged with those tasks assigned by the Board and relating to the Rules of Professional Conduct, the Small Claims Court Rules and any other rules governing pleadings, appearances and practice before the Courts in Ontario.
- (f) Communication and Publications – which committee shall be charged with those tasks assigned by the Board and relating to the compilation, production and delivery of communications to the local Law Associations, their members or other affiliated groups, with specific responsibility for the production of newsletters and the maintenance of the Corporation's website.
- (g) Finance Committee – which committee shall be charged with those tasks assigned by the Board and relating to budgeting, fundraising and expenditures of the Corporation, which committee shall be chaired by and meet at the call of the Treasurer.
- (h) Legal Aid Committee – which committee shall be charged with those tasks assigned by the Board and relating to the provision of legal aid services and the role of the private bar in providing those services in Ontario.
- (i) The Board may, from time to time, constitute such ad hoc committees (including a nominating committee) as it sees fit and appoints a chair thereof and such other members as it sees fit.
- (j) Any chair of a standing committee, who is not otherwise a Director of the Corporation, shall be an ex-officio member of the Board and shall attend all meetings of the Board.

## **MEMBERSHIP**

**11.00** (a) Each President, and each Past President, of each county and district law association (herein referred to as the “Local Law Association”) as elected from time to time shall be a member of the Corporation. There will be no fixed membership dues or fees payable by the Members, however the Directors shall have the power to set and vary membership dues from time to time.

(b) The President of each Local Law Association may appoint a delegate to attend Corporation meetings and participate on behalf of a Local Law Association with all the rights and privileges of a local President. The name of such delegate shall be supplied to the Corporation.

(c) Each Local Law Association may, in addition to the President or appointed delegate, send one or more alternate delegates who may participate at any meeting, provided however, no Local Law Association shall have more than one vote on the determination of any question.

**11.01** The secretary shall maintain a current membership list containing the name and address of the President of each Local Law Association.

## **BANKING**

**12.00** The banking business of the Corporation or any part thereof shall be transacted with such Canadian chartered bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by Resolution and all such banking business, or any part thereof, shall be transacted on the Corporation’s behalf by such one or more officers and/or other persons as the Board may designate, direct appoint or authorize from time to time by Resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation’s accounts, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing drafts, acceptances, bills of exchange and order, for the payment of money, the giving of receipts for and orders relating to any such banking business, and defining the rights and powers of the parties thereto and the authorizing of any officer of such banker to do any act or thing on the Corporation’s behalf to facilitate such banking business.

## **MEETINGS OF MEMBERS**

**13.00** There shall be two (2) general meetings of the Members of the Corporation each year, the Spring Plenary to be held in May and the Fall Plenary to be held in November, and such other meetings as may be called from time to time by the Directors. The annual general meeting of the Corporation shall normally be at the Fall Plenary, except where elections must occur pursuant to Section 5(c) hereof at the Spring Plenary whereupon the annual general meeting shall occur at the Spring Plenary. Where possible, one general meeting of the Association, during the term of each Chair, shall be held at a location selected by the Chair which is outside of the city of Toronto.

**13.01** At every general meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the Treasurer’s report shall be presented. During those meetings, the Members may consider and transact any business either special or general, without notice thereof at any meeting of the Members. The Board or any two officers thereof shall have the power to call at any time a general meeting for the Members of the Corporation.

**13.02** The quorum for the meeting of members at a general meeting shall be one third (1/3) of all current Presidents or their delegates of the Local Law Associations.

**13.03** Business arising at any Members’ meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- (a) subject to 11 (c) hereof, each Member shall be entitled to one vote at any meeting;
- (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **MEETINGS OF DIRECTORS**

### **14.00 Calling of Meetings**

Meetings of the Directors may be called by the Chair, or any two Directors at any time and any place on notice as required by this by-law.

### **14.01 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy via fax, e-mail or regular mail fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### **14.02 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board member may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### **14.03 Chair**

Each meeting of the Board shall be chaired by the Chair. If the Chair of the Board is absent, he/she will be replaced by the Vice Chair and then the Second Vice Chair. In the event none of the foregoing are present the meeting shall be chaired by any other Director the Board may elect by a majority vote.

### **14.04 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

### **14.05 Participation by Telephone or Other Communications Facilities**

Any meeting of the Board may be held by telephone or video conference, or in any manner approved by a majority of the Board, provided that the method selected permits all participants to



communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

## **NOTICES**

**15.00** (a) Any notice or other document to be given by the Corporation to a Member of the Corporation or of the Board or of any Committee thereof or to any officer shall be sufficiently given if delivered personally to the person to whom it is to be given or, if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary mail in an envelope addressed to him at his last address as recorded in the books of the corporation or if sent by facsimile transmission or electronic mail addressed to him at such facsimile phone number or electronic mail address. A notice or document, so delivered shall be deemed to have been given when it is delivered personally or at the address or number aforesaid, and a notice or document so mailed or sent shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by means of electronic mail shall be deemed to have been given when delivered to the appropriate communication provider or its representative for dispatch and for facsimile transmission communication it shall be deemed to have been received on the date it was sent.

**15.01** A Notice of an Annual, Special or General meeting must be sent to every member who is a President of a Local Law Association at least twenty-one (21) days in advance. Notice shall be deemed to be sufficiently given if delivered by fax, e-mail or regular letter mail to the address of the Local Law Association as it appears on the books of the Corporation.

**15.02** No error or omission in sending the notice of an Annual or General meeting of the Members will annul said meeting or debates thereof, and any Member may at any time waive the right to receive such notice and ratify, approve and confirm one or more debates occurring thereof. The Members and Directors will receive notice of meeting or of the adjournment by the Corporation of any meeting.

**15.03** All Resolutions and questions placed before the Corporation for vote shall be determined on a majority basis by a show of hands unless a roll call is requested in which case a vote shall be by roll call or by ballot. The Directors shall have the right to vote at all general meetings or special meetings of the Corporation.

**15.04** The conduct of all meetings of the Corporation and the Directors shall be governed by the Rules of Order as set out in Roberts Rules of Order.

## **FISCAL YEAR**

**16.00** The fiscal year of the Corporation shall end on the 31<sup>st</sup> day of December of each year until changed by Resolution of the Directors.

## **AMENDMENT OF BY-LAWS**

**17.00** The By-Laws of the Corporation may be repealed, amended, re-enacted or revoked by means of a resolution enacting a by-law passed by a majority of the Directors present at a meeting of the Board. Such by-law shall be effective upon passing, but must be confirmed and ratified thereafter by not less than two thirds (2/3) of the votes cast at a general or special meeting of the Members duly called and for which proper notice of the new by-law has been given. If the new by-law is not confirmed at such meeting of Members, then it shall be null and void and subject to the provision of Section 68(2) of the Act.

## **RECORDS**

**18.00** The Directors shall ensure that proper records of the Corporation are being held as provided for by any applicable statute or law, and are regularly and properly kept.

## **PROTECTION OF DIRECTORS AND OFFICERS**

## **19.00 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

## **CONFLICT OF INTEREST**

### **20.00 Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

## **INTERPRETATION**

**21.00** In all present and future By-Laws of the Corporation, where context so requires or permits, the singular shall include the plural and the masculine gender shall include the feminine gender, and vice versa, and where reference is made to persons it shall include firms and corporations.

**21.00** By-Law Number 5 of the Corporation as amended are hereby revoked.

**Enacted this        day of November 2014**