

CONSOLIDATION OF BY-LAWS #1, #2, #3, #4, #5 & #6 & #7
WILLOWDALE COMMUNITY LEGAL SERVICES

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-Law of **WILLOWDALE COMMUNITY LEGAL SERVICES** (hereinafter called the "Corporation"), as follows:

1. HEAD OFFICE

The Head Office of the Corporation shall be within the Clinic boundaries as defined by the Clinic Certificate then in force, in the City of Toronto in the Province of Ontario and at such place therein as the Directors of the Corporation may decide.

2. SEAL

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

3. FISCAL YEAR

The fiscal period of the Corporation shall terminate on the 31st day of March in each year or on such other date as the Directors may by resolution determine.

4. MEMBERSHIP

- (a) Any person who is a resident of the community served by the Clinic may be a member of the Corporation. "Resident" is defined as a person living or working within the Clinic boundaries.
- (b) Any person who is not a "resident" as defined above may apply to the Board of Directors to become a member of the Corporation.
- (c) A member may withdraw by giving notice in writing to the Board of Directors.
- (d) A member shall be considered to have withdrawn if a notice sent by ordinary mail to the last known address is returned.

5. MEETINGS

- (a) The Annual General Meeting of the members will be held during the month of October on a day named by the Board of Directors and thirty days notice of such meeting shall be given to every member of the Corporation.
- (b) The Board of Directors or any 10 members of the Corporation may call a general meeting of the Corporation for any purpose. It shall be the responsibility of the Board of Directors to ensure that 10 days notice of such meeting is given to every member of the Corporation.
- (c) Subject to any interim provisions provided in the By-Laws, a quorum for the transaction of business at any general meeting of the Corporation shall be 10, present in person or by proxy, provided that at least 4 members are present in person.
- (d) Every member shall be entitled to one vote at any general or special meeting providing that such member has been a member for 30 days prior to said meeting. A member may assign his or her vote to another person by written proxy, in the form set by resolution of the Board of Directors.
- (e) The rules of procedure at general meetings of the Corporation shall be the current edition of Robert's Rules of Order.
- (f) Every notice of an annual or general meeting shall state the nature of the business of the meeting.

6. BOARD OF DIRECTORS

- (a) The affairs of the Corporation shall be managed by a Board of Directors which consists of 10 Directors each having one vote.
- (b) A quorum for the transaction of business at meetings of the Board of Directors shall be 4 Directors.
- (c) The Board of Directors shall be elected by the majority of the members at the annual general meeting of the Corporation.

- (d) Subject to any interim provisions provided in the By-Laws, the Directors shall serve a term of 2 years. The terms of Directors shall commence following their election. Directors may serve for a maximum of three consecutive terms of 2 years. A former Director may stand for election after a minimum of 1 year has elapsed since the last term served.
- (e) The qualification of a Director shall be that he or she be a member in good standing of the Corporation.
- (f) Notwithstanding article 6(c) and subject to any interim provision provided in the By-Laws, at least 50% of the Directors on the Board of Directors shall be residents of the community served by the Corporation. "Resident" means a person living or working within the Clinic boundaries. Working is defined so as to include involvement in a community organization which serves all or part of the geographic area served by the Clinic.
- (g) The office of Director shall be vacated:
 - (i) if by notice in writing to the Board of Directors of the Corporation he or she resigns his/her office;
 - (ii) if at any general meeting of the Corporation two thirds majority of the members present so decide that he/she be removed from office;
 - (iii) if the Director fails to attend three consecutive meetings without approval;
 - (iv) if the Directors of the Corporation find that a Director has been excessively absent or has conducted himself or herself in a manner which is detrimental to the Corporation, after a vote by the Directors at a Directors Meeting;
 - (v) provided that if any vacancies shall occur for any reason prior to an annual general meeting, the Directors may by resolution fill the vacancy with any person who could qualify as a Director at an annual meeting. The person so chosen shall hold office until the next annual general meeting.

- (h) The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.
- (i) No Director shall be a full time employee of the Corporation.
- (j)
 - (i) In order to fulfil the duty of the Corporation to provide legal representation to its clients, the interests of the clients have priority over any individual interest of a group or organization to which a Director belongs, or by whom he or she is employed.
 - (ii) A conflict of interest may be actual or perceived.
 - (iii) A conflict of interest may exist whether or not a financial advantage has been or may be conferred on the Director.
 - (iv) Any Director with a conflict of interest on a particular matter involving the activities of the Corporation shall declare such conflict and must thereafter abstain from all discussions and votes regarding the matter.
 - (v) The Board of Directors may, on the motion of any Director, consider by resolution whether or not a conflict of interest on the part of any Director of the Board exists. If the Board of Directors determines that a conflict of interest does exist, then the Board shall declare such conflict and the Director shall thereafter abstain from all discussions and votes regarding the matter.

7. MEETINGS OF DIRECTORS

- (a) Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of a tied vote, the Chairperson shall have the deciding vote. Where necessary, decisions of the Board may be made by means of a telephone poll. Decisions made in this manner shall be confirmed by resolution at the next regular Board meeting.

- (b) The Directors may exercise all such powers of the Corporation as are not by the Ontario Corporation Act or by the By-Laws required to be exercised by the members at general meetings. Directors shall furthermore have power to authorize expenditures on behalf of the Corporation and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to the employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.
- (c) The Board of Directors shall take such steps as it deems necessary to enable the Corporation to receive donations and benefits for the purpose of furthering the objects of the Corporation.
- (d) The Board of Directors may establish Ad Hoc and Standing Committees, including the *Executive Committee*, a *Legal Services Committee*, a *Personnel Committee*, a *Board Recruitment Committee*, and the Board of Directors may set Terms of Reference for its Committees.

8. OFFICERS

- (a) The Officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Treasurer, a Secretary and such other Officers as the Board of Directors may determine.
- (b) The Officers of the Corporation shall be appointed at the first meeting of the Board of Directors following each annual general meeting of members.
- (c) The Board may appoint such agents and engage such employees as it shall deem necessary and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board.
- (d) The Officers of the Corporation shall hold office for one year or until their successors are elected or appointed in their stead.
- (e) The Executive Committee of the Corporation shall be composed of the Officers of the Corporation, the Lawyer/Director, and any persons delegated by the Board to sit on the Executive. Notice of Executive Meetings shall be given to all Directors and any Director attending an Executive Committee Meeting shall have the right to vote at such meetings.

9. DUTIES OF OFFICERS

- (a) The Chairperson shall, when present, preside at all meetings of the Board, the Executive Committee and members, and he or she shall have the deciding vote in case of a tie. The Chairperson shall have the other powers and duties from time to time prescribed by the Board.
- (b) The Vice-Chairperson shall in the absence or disability of the Chairperson exercise the powers of the Chairperson and shall perform such other duties as shall be imposed upon him or her by the Board. Should both the Chairperson and the Vice-Chairperson be absent or unable to act, the performance of their powers and duties shall be delegated to a Chairperson appointed by the Board.
- (c) The Secretary shall attend all meetings of Directors and members and shall act as Clerk, and ensure a record of all votes, minutes of all proceedings, and appropriate records. He or she shall give or cause to be given notice of all meetings of members and of the Board of Directors. He or she shall keep or cause to be kept an accurate list of members. The secretary shall perform the other duties from time to time prescribed by the Board of Directors.
- (d) The Treasurer shall recommend policy on financial management to the Directors. The Treasurer shall ensure that financial records of the Corporation are kept in order, and shall present from time to time, at a minimum of quarterly, a financial report including such information as may be required by the Board of Directors. The Treasurer shall oversee the disbursement of funds as ordered by the Board, taking proper vouchers for such disbursements. The accounts of the Corporation shall be maintained in the name of Willowdale Community Legal Services.
- (e) In all cases of death, resignation, retirement or removal from office, all books, papers, vouchers, money, and other property of whatever kind in the possession or under the control of any Officer of the Corporation and belonging to the Corporation shall be delivered to the Board of Directors.

10. INDEMNITIES TO DIRECTORS AND OTHERS

Directors and Officers are covered by Directors and Officers Liability and Corporation Reimbursement Insurance as arranged by Legal Aid Ontario.

11. SIGNATURE AND CERTIFICATION OF DOCUMENTS

- (a) Contracts, documents or other instruments in writing requiring a signature of the organization will be signed by the Chairperson, Vice-Chairperson, Treasurer, Lawyer/Director or Staff Lawyer, where authorized by the Board of Directors to do so. The Board of Directors may authorize any additional Directors or staff members to sign on behalf of the organization for general purposes or for a specific purpose. Where required, the Seal of the organization may be affixed to contracts, documents, and instruments in writing which are signed as aforesaid. Cheques issued from the organization's General Accounts shall be signed by any two of the Chairperson, Vice-Chairperson, Treasurer, Lawyer/Director, Staff Lawyer or other Director as aforesaid, and at least one of the two signatures will be that of a member of the Board of Directors.
- (b) The clinic may maintain a Trust Account and a Disbursements Account. The Lawyer/Director and/or the Staff Lawyer are to be the sole signing officers on these accounts.

12. PAYMENT OF EXPENSES

The Directors may authorize the payment of all expenses incurred in setting up and registering the organization and all other expenses incidental to the formation of the organization, of which it considers preliminary.

13. RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the operation of the organization as they deem expedient, provided that such rules and regulations shall have force and effect only until the next general meeting of members of the organization when they shall be confirmed, and in default of confirmation at such general meeting of members shall at all times, and from that time cease to have effect.

14. RESOLUTIONS AND AMENDMENTS

- (a) The By-Laws of the organization may be amended at any general meeting of the organization by an extra-ordinary resolution adopted by two thirds majority vote of the members of the organization present and voting at any general meeting.
- (b) Notice of proposed changes to the By-Laws shall be given to all members with the notice of meeting at which the proposed changes are to be decided.
- (c) Any resolution other than an extra-ordinary resolution shall be deemed passed if a majority of the members present vote in favour of such resolution.
- (d) For all purposes of the organization, "extra-ordinary resolutions" shall mean resolutions passed by two thirds majority of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose a resolution as an extra-ordinary resolution has been duly given.

15. INTERPRETATION

In all By-Laws and Resolutions of the organization the singular shall include the plural, and the plural, the singular; the word "person" shall include firms and corporations; the masculine shall include the feminine. Whenever references are made in any By-Law or any resolution of the organization or to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such By-Laws, statute or section thereof as the case may be.

16. BOOKS AND RECORDS

The books and records of the organization shall be open to inspection by members at all reasonable times, upon reasonable notice at the office of the organization.

17. WINDING UP

It is an unalterable provision of this By-Law that members of this organization shall have no interest in the property and assets of this organization. All assets of this organization belong to Legal Aid Ontario.