

By-Law ~~Number~~No. 1

A ~~Bylaw~~By-Law relating generally to the organization and conduct of the affairs of

**Community Legal Services of Ottawa/
Services juridiques communautaires d'Ottawa**
(the "Corporation")

WHEREAS the Corporation was ~~formed out~~incorporated under the *Corporations Act*, R.S.O. 1990, c. C.38;

WHEREAS the Corporation must continue under the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 by October 19, 2024;

WHEREAS it is necessary and appropriate to repeal By-Law No. 1 and By-Law No. 2 of the amalgamation of Community Legal Services Ottawa Centre, South Ottawa Community Legal Services, and West End Legal Services by Letters Patent of Amalgamation effective April 1, 2017-Corporation and to replace them with this new By-Law No. 1 to comply with the new legislation;

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1 – Definitions and Interpretation

1.1 Definitions. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Not-for-Profit Corporations Act*, ~~R-2010~~, S.O. ~~1990, chap. C.38~~2010, c. 15, as it may be amended from time to time ~~amended~~, and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- ~~(b) "Amalgamation Agreement" means the agreement between Community Legal Services Ottawa Centre, South Ottawa Community Legal Services, and West End Legal Services dated March 7, 2017;~~
- (b) "Articles" means the Articles of Continuance of the Corporation as they may be amended from time to time including any articles of amendment or any further articles of continuance in the event of subsequent substitution of the Act;
- (c) "By-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (d) "Corporation" means Community Legal Services of Ottawa/Services juridiques communautaires d'Ottawa and may be referred to by the acronyms "CLSO" in English and "SJCO" in French;

- (e) “Board” means the board of directors of the Corporation;
- (f) “Corporate Member” means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (g) “Director” means an individual elected or appointed to the Board;
- (h) “Effective Date” means the date upon which the ~~Director appointed under the Act issues Letters Patent of Amalgamation in accordance with~~Corporation is continued under the Act;
- ~~(i) “Letters Patent” means the Letters Patent of Amalgamation for the Corporation as may be amended from time to time including any articles of amendment or letters patent of continuance in the event of subsequent substitution of the Act;~~
- ~~(j)~~(i) “meeting of ~~members~~Members” includes an annual ~~and a~~, general, and special meeting of members;
- ~~(k) “Member” means a Person having a membership in the Corporation in good standing;~~
- ~~(l)~~(j) “~~Member in Good Standing~~” means ~~a Member who is not in arrears of any membership dues or fees;~~
- ~~(m)~~(k) “Person” includes an individual, a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- ~~(n)~~(l) “Regulations” means the regulations made under the Act as from time to time amended, and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws to provisions of the regulations shall be read as references to the substituted provisions in the new regulations; and
- ~~(o)~~(m) “Special Resolution” means a resolution passed by the Board and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting; and.
- ~~(p) “Transitional Board” means the persons named in the Application for Letters Patent of Amalgamation as the first directors of the Corporation.~~

1.2 Interpretation. In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-law, all terms contained in this By-law ~~and which that~~ are defined in the Act shall have the meanings given to such terms in the Act;
- (b) to the extent of any conflict between the provisions of the By-laws and the provisions of either the Act or the ~~Letters Patent to the Corporation~~Articles, the provisions of the Act or the ~~Letters Patent~~Articles shall govern-;
- (c) words importing the singular number only shall include the plural and vice versa;
- (d) words referring to gender include all genders;
- (e) the invalidity or unenforceability of any provision of the By-laws shall not affect the validity or enforceability of the remaining provisions of the By-laws-; and
- (f) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 2 – French Language Services

- 2.1 Everyone has the right to communicate in French with and to receive available services in French from the Corporation as provided in the *French Language Services Act*.

ARTICLE 3 – Operating Policies

- 3.1 Subject to the Act, the Board may adopt, amend or repeal ~~such~~ operating policies that are not inconsistent with the ~~Letters Patent~~Articles or By-laws relating to such matters as (i) the management and operation of the Board, (ii) qualifications and conditions for membership in the Corporation, (iii) terms of reference of committees, (iv) Board code of conduct, (v)-conflicts of interest, ~~as well as~~ (vi) procedural and other requirements the Board may deem appropriate from time to time. Any operating policy adopted by the Board will immediately come into force and will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

ARTICLE 4 – Membership

- 4.1 Subject to the ~~Letters Patent~~Articles, there shall be one class of Members in the Corporation. Membership in the Corporation shall be available only to Persons interested in furthering the Corporation's objects ~~and~~ who have applied for and been admitted into Membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Subject to the restrictions on voting set out in this By-law or the Act, each Member shall be entitled to receive notice of, attend and ~~is entitled to exercise~~ one vote at ~~all meetings~~each meeting of the Members of the Corporation. Membership in the Corporation shall be divided into the following categories of Members:

- (a) Individuals;
- (b) Corporate;
- (c) Employees of the Corporation; and
- (d) Honorary.

- 4.2 ~~Each~~ individual ~~Members~~Member or ~~individuals~~individual representing a Corporate Member must be at least eighteen (18) years of age and be a resident of or working in the City of Ottawa;
- 4.3 ~~Each~~ Corporate ~~Members~~Member must have its head or registered office address in Ottawa or must be carrying on its business or activities in the City of Ottawa;
- 4.4 Honorary Membership may be granted to any Person that, by resolution of the Board, is determined to have given distinguished service or support to the Corporation.
- 4.5 No applicant ~~that is eligible to be a Member if~~
- ~~(a) the applicant has been dismissed as an employee of the Corporation or one of the amalgamating corporations, or of a corporation that amalgamated with the Corporation;~~
 - ~~(b) the applicant has taken legal action against the Corporation or one of the amalgamating corporations in the preceding 10 years, or has litigation pending against the Corporation or one of the amalgamating corporations is eligible to be a Member of the Corporation.; or~~
 - ~~(c) the applicant has litigation pending against the Corporation or one of the amalgamating corporations.~~
- 4.6 The term of membership for each Member is three years, subject to renewal in accordance with the Operating Policies of the Corporation. Memberships expire on December 31st of the third year following admittance to the Corporation regardless of when the Member was admitted to the Membership of the Corporation.
- 4.7 No membership fees are currently payable by Members. The Board may choose to establish a membership fee from time to time. Any membership fee may vary from one membership category to another. In the event that fees become payable, Members shall be notified in writing of the membership dues at any time payable by them, as established by the Board in accordance with the Operating Policies of the Corporation. If any Member does not pay ~~his/her~~their membership dues within three calendar months of the membership renewal date, any such Member in default shall automatically cease to be a ~~member~~Member of the Corporation.

4.8 Membership Transferability. A Membership may only be transferred to the Corporation.

4.9 Termination of Membership. A Membership in the Corporation is terminated when:

- (a) the Member dies, or is liquidated or dissolved, as the case may be;
- (b) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
- (c) the Member is expelled or their Membership is otherwise terminated in accordance with the ~~Letters Patent~~Articles or By-laws;
- (d) the Member's term of Membership expires; or
- (e) the Corporation is liquidated or dissolved under the Act.

4.10 Effect of Termination of Membership. Subject to the ~~Letters Patent~~Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

4.11 Discipline of Members.

- (a) The Board shall have authority to suspend or expel any Member from the Corporation on any one or more of the following grounds:
 - (i) violating any provision of the ~~Letters Patent~~Articles, By-laws, or Operating Policies of the Corporation;
 - (ii) carrying out any conduct ~~which~~that may be detrimental to the Corporation as determined by the Board in its sole discretion;
 - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.
- (b) In the event that the Board determines that a Member should be suspended or expelled from Membership in the Corporation,
 - (i) the President, or such other Officer as may be designated by the Board, shall provide 15 days' written notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion.~~The;~~
 - (ii) the Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such 15-day period.~~In;~~

~~(iii)~~ in the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from Membership in the Corporation. ~~If; and~~

~~(i)(iv)~~ if written submissions are received in accordance with this section, the Board ~~will~~shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 10 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

ARTICLE 5 – Meetings of Members

- 5.1 All Members ~~in Good Standing. Only Members in Good Standing~~ are entitled to notice of, to attend and to vote at meetings of Members. Members ~~in Good Standing~~ shall be determined as of any record date set by the Board of Directors, or if no record date is set by the Board of Directors, immediately prior to the commencement of the particular meeting of Members.
- 5.2 The annual meeting of the Members of the Corporation shall be held at least once annually. The annual meeting shall be held no later than six months after the financial year end of the Corporation. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the accountant, and transacting such other business as may properly be brought before the meeting or is required under the Act.
- 5.3 Special Meetings. The Board may at any time call a special meeting of Members for the transaction of any business ~~which~~that may properly be brought before the Members.
- 5.4 Members Calling a Members' Meeting. Subject to the exceptions in the Act, the Board shall call a special meeting of Members in accordance with the Act, on written requisition of Members carrying not less than 10% of the voting rights that may be cast at a Meeting of Members sought to be held. Subject to the Act, if the Board does not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.
- 5.5 Subject to the Act, not less than 30 days' written notice shall be given in the manner specified in 5.6 to each Member in Good Standing of any meeting of the Members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members may remind the Member that the Member has the right to vote by proxy.
- 5.6 Notice of a meeting of Members is deemed to be given as of the date of mailing the notice by ordinary mail, by fax transmission, by hand delivery of notice to the member, or upon

the sending of the notice by electronic means to an electronic mail address provided by the Member.

- 5.7 Subject to the restrictions set out in the By-laws, all Members ~~in Good Standing~~ shall be eligible to vote on all matters at meetings of the Members.
- 5.8 Because of the potential for conflict of interest, no employee Member may vote for any candidates for election to the Board other than the staff director position. No Member shall vote on any matter that would involve a conflict of interest related to such Member's status with the Corporation.
- 5.9 At any Meeting of Members every question shall, unless otherwise provided by the Act, the ~~Letters Patent~~Articles, or the By-laws, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall, in addition to an original vote, have a second or casting vote.

5.10 A quorum at any Meeting of Members shall be the presence of those Members entitled to vote who are present at the meeting.

ARTICLE 6 – Board of Directors

- 6.1 Duties and Number. The affairs of the Corporation shall be managed by the Board who may be known and referred to as directors, trustees or governors and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the By-laws or by statute expressly directed or required to be done in some other manner. Until changed in accordance with the Act, the Board shall consist of ~~13~~between 10 and 12 Directors.
- 6.2 Composition. The Board shall be made up of the following:
- (a) One individual elected from among the employees of the Corporation, other than the executive director of the Corporation;
 - (b) ~~Four~~Between three and four individuals elected from among those Members of the Corporation who would financially qualify to receive services from the Corporation; and
 - (c) ~~Eight~~Between six and seven individuals elected from among the Members of the Corporation.

Notwithstanding Section 6.2(b), if there are ~~less~~fewer than between three and four individuals nominated for election to the Board from among those Members of the Corporation who would financially qualify to receive services from the Corporation, the Members may elect from among the Members of the Corporation ~~that~~the number of Directors necessary to ensure that there are ~~13~~between 10 and 12 Directors on the Board.

6.3 Qualifications and Restrictions.

- (a) Every Director shall be 18 or more years of age and shall be a Member of the Corporation at the time of such individual's election to the Board. No undischarged bankrupt shall become a Director;
- (b) In electing individuals to the Board, every reasonable effort shall be made to ensure that the Board reflects the geographic, linguistic, cultural and gender diversity of Ottawa;
- ~~(c) Individuals who served on the Transitional Board are entitled to be nominated for election to the Board after such Director's term of office on the Transitional Board has expired, as long as such individual remains qualified;~~
- ~~(d)~~(c) Not more than one employee of the Corporation shall sit on the Board at any one time;
- ~~(e)~~(d) The executive director of the Corporation is not eligible to be elected as a ~~director~~Director of the Corporation;
- ~~(f)~~(e) Not more than a total of three combined lawyers, paralegals or law students may sit on the Board at any one time;
- ~~(g)~~(f) Not more than three ~~directors~~Directors may reside outside the City of Ottawa (including staff ~~directors~~Directors) at any one time.

Notwithstanding Sections 6.3(c), (d), ~~(e)~~ or ~~(f)~~, the point in time of any such determination, shall be as of the date of election to the Board. No Director shall be disqualified from being a director of the Corporation if any Director's position or residence change during ~~his/her~~their term on the Board.

~~6.4 Transitional Board. The Directors on the Transitional Board shall remain in office based upon the terms of office set out in the Amalgamation Agreement or until their successors are elected or appointed. Directors shall be elected to the Board in the following manner:~~

- ~~(a) the Director elected pursuant to Section 6.2(a) above will be elected at the first annual meeting of members following the Effective Date;~~
- ~~(b) three Directors elected pursuant to Sections 6.2(b) and (c) above will be elected at the first annual Meeting of Members following the Effective Date;~~
- ~~(c) three Directors elected pursuant to Sections 6.2(b) and (c) above shall be elected by the Members at the second annual Meeting of Members following the Effective Date; and~~

~~(d) six Directors elected pursuant to Sections 6.2(b) and (c) above will be elected by the Members at the third annual Meeting of Members following the Effective Date.~~

~~6.5 Term of Office.~~

6.4 Term of Office.

(a) The Directors' ~~term~~terms of office (subject to the provisions, if any, of the ~~Letters Patent~~Articles and ~~the~~ By-laws) shall be as follows:

- (i) The term of Directors elected pursuant to Section 6.2(a) above shall be from the date of the meeting at which they are elected or appointed until the first annual meeting next following or until their successors are elected or appointed; and
- (ii) The term of Directors elected pursuant to Sections 6.2(b) and (c) above shall be from the date of the meeting at which they are elected or appointed until the third annual meeting next following or until their successors are elected or appointed.

(b) Subject to Section 6.~~54~~54(c) below, all Directors, ~~including the Transitional Board,~~ are entitled to be elected for a maximum of three consecutive terms, unless a minimum of twelve (12) months has elapsed since the expiry of that individual's last term.

(c) Notwithstanding the foregoing, any ~~director~~Director may be elected for a fourth term in extraordinary circumstances, including the inability to elect the minimum number of Directors provided for in the ~~Letters Patent~~Articles or these By-laws, as determined by the Board.

(d) If an election of ~~directors~~Directors is not held at the proper time, the incumbent ~~directors~~Directors shall continue in office until their successors are elected.

6.65 Election of Directors. Directors shall be elected as follows:

(a) The individual to be elected pursuant to Section 6.2(a) above (the employee ~~director~~Director) shall be elected by the Members ~~in Good Standing~~ who are categorized as '~~employee members~~Employee Members':

(b) All individuals to be elected pursuant to Sections 6.2(b) and (c) above (all other ~~directors~~Directors) shall be elected by the Members ~~in Good Standing~~ who are categorized as Individuals, Corporate and Honorary ~~members~~Members.

(c) The election of ~~directors~~Directors shall take place in a general meeting when an election of ~~directors~~Directors is required, on a show of hands, unless a poll is demanded and if a poll is demanded such election shall be by ballot.

6.76 Nominations for Election to the Board.

- (a) Any Member of the Corporation seeking election to the Board must be nominated in writing no later than twenty-five (25) days prior to the date of the annual meeting of Members of the Corporation.
- (b) Nominations shall be submitted to the President of the Board.
- (c) A Member may nominate ~~himself or herself~~themselves or be nominated by another Member of the Corporation.
- (d) All nominees for election to the Board must consent, in writing, to be nominated for election to the Board prior to the date of the annual meeting of Members.

ARTICLE 7 – Meetings of the Board

- 7.1 Meetings of the Board shall be scheduled at least ten (10) times per year.
- 7.2 Meetings of the Board may be held at such times and at such places within the City of Ottawa as the Board may from time to time determine. The Board may use teleconferencing or other electronic means as an alternative to in-person meetings but ~~in no instance shall it holdendeavor to meet~~ in-person ~~meetings less than five (5) times at least twice~~ a year.
- 7.3 A majority of the minimum number of Directors required by the articles shall constitute a quorum at any meeting of the Board, unless the ~~Letters Patent~~Articles or a special resolution otherwise determines. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.
- 7.4 Meetings of the Board shall be convened by the President, but may also be convened at the written request of a minimum of four Directors, which request shall include the reasons for calling the meeting. The notice provisions of Section 7.6 shall apply to any such meetings.
- 7.5 The Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.
- 7.6 Notice of the time and place of each regular meeting of the Board of Directors shall be given to each Director not less than forty-eight hours before the time that the meeting is to be held. Notice may be given by mail, by electronic means of communication or orally by telephone. Although the notice for a regular Board meeting need not specify the business to be transacted except where required by law, every reasonable effort shall be made to ensure that Directors are informed about the business to be transacted at the meeting.

If the first meeting of the Board following the election of Directors by the Members is held immediately thereafter, then for such meeting or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

- 7.7 If all Directors consent thereto in advance, generally or in respect of a particular meeting, and all Directors have equal access, a Director may participate in a meeting of the Board by means of such conference telephone, electronic or other communications facilities as permits all persons participating in the meeting to communicate with one another simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary of the meeting shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the Directors at the meeting. Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.
- 7.8 Members of the Board who are absent from three (3) consecutive meetings of the Board without providing a reasonable explanation, at the Board's discretion, will be asked to resign from the Board.
- 7.9 Vacancies on the Board may, so long as a quorum of ~~Board~~ Directors remains in office, be filled by the Board from among the Members ~~in Good Standing~~, giving priority to the category of membership in which the vacancy has occurred. If no quorum of Directors remains in office, the Directors shall call a meeting of the members to fill the vacancies for the unexpired terms.
- 7.10 In the event that a Director resigns from the Board before the expiry of ~~his or her~~ the Director's term of office, the Board of Directors may take such steps as it deems fit to appoint a Member ~~in Good Standing~~ to the vacant position. The Board shall accept nominations for the vacant position for at least two weeks after the Board meeting at which the resignation of the Board member is accepted. The Executive Committee may recommend a nominee to the Board, but the Board is not bound by that recommendation. The Director that the Board appoints shall then serve for the remainder of the departing Director's term.
- 7.11 A simple majority of those present is sufficient to pass any resolution of the Board except where otherwise provided in the Act or the By-laws. In case of a tie vote, the chair of the meeting will cast a second vote.
- 7.12 Where questions of procedure arise, reference may be made to Nathan's Company Meetings.

ARTICLE 8 – Powers of the Board of Directors

- 8.1 The Board 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, except as otherwise specifically provided in the By-laws, shall exercise all such other powers and do all such other acts and things as the Corporation is by its ~~Letters Patent~~Articles or otherwise authorized to exercise and do.
- 8.2 The Board shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may determine.
- 8.3 The Board may appoint such agents and hire such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as determined by the Board. The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution, to an Officer or Officers of the Corporation, the right to employ and pay salaries to employees.
- 8.4 The Board may fix the remuneration of all agents and employees by resolution of the Board or by other means.
- 8.5 The Board may fix a reasonable remuneration for all of the Officers, agents and employees, and committee members of the Corporation.
- 8.6 The Board may from time to time:
- (a) borrow money upon the credit of the Corporation;
 - (b) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
 - (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
 - (d) subject to the Act, delegate the powers conferred on the Board under the By-laws to such Officer or Officers of the Corporation and to such extent and in such manner as the Board may, by resolution, determine. Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.
- 8.7 The Board may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit, subject to the Act. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The Board may remove any committee member and may fix any remuneration for such committee members.

8.8 Committees.

- (a) Executive Committee. The Corporation shall have an executive committee which shall be comprised of the Officers of the Corporation, namely the President, the Vice-President, the Secretary and the Treasurer of the Corporation. The Executive Committee shall have power to fix its quorum at not less than a majority of its number and may have such powers as the Board may delegate to it, subject to any restrictions imposed from time to time by the Board and the Act. All decisions of the Executive Committee shall be reported to the Board at the next meeting of the Board following such decision, and all decisions made by the Executive Committee must be ratified by the Board in order to remain effective. The executive director shall be an advisor to the Executive Committee.
- (b) Other Committees. The Board may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit-, subject to the Act. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The Board may remove any committee member and may fix any remuneration for such committee members.

ARTICLE 9 – Officers of the Corporation

- 9.1 The Officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer.
- 9.2 The Board may appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless these By-laws otherwise provide. Two (2) or more offices may be held by the same person.
- 9.23 The Board shall annually appoint the Officers at its first regular meeting following the annual meeting of Members. The Officers of the Corporation shall hold office for one year from the date of their appointment or until their successors are appointed in their stead.
- 9.34 The Board shall fill vacancies which arise among the Officers by appointing replacements.
- 9.45 Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if ~~officers~~Officers are appointed, shall have the following duties and powers associated with their positions:
 - (a) President – The President shall be a Director. The President shall, when present, preside at all meetings of the Board, the Members and all Committees. The President shall have such other duties and powers as the Board may specify.

- (b) Vice-President – The Vice-President shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at all meetings of the Board, the Members and all Committees. The Vice-President shall have such other duties and powers as the Board may specify.
- (c) Secretary – The Secretary shall attend and be the Secretary of all meetings of the Board, Members and Committees. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the Secretary shall ensure that all policies of the Corporation are recorded in the corporate records of the Corporation; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the accountant and members of committees.
- (d) Treasurer – The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person’s transactions as Treasurer and of the financial position of the Corporation.

ARTICLE 10.0 – Indemnification of Directors

10.1 Subject to the Act, every Director or Officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against,

- (a) all costs, charges and expenses whatever that such Director, Officer or other person ~~sustains or reasonably~~ incurs in ~~or about~~ respect of any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses that such Director, Officer or other person ~~sustains, or reasonably~~ incurs, ~~in or about or~~ in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

10.2 The Corporation shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the corporation. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

ARTICLE 11.0 – Financial Management

- 11.1 The Board shall approve such financial procedures and controls as are necessary to ensure the sound financial management of the Corporation and compliance with the requirements of the Act and the funding bodies of the Corporation.
- 11.2 The financial year of the Corporation shall terminate on March 31st of each year.
- 11.3 The Board is authorized to designate, by resolution, officers or agents of the Corporation who are authorized to transact the banking business of the Corporation. Those persons shall have the authority set out in the resolution.
- 11.4 Any two of the Officers of the Corporation or any persons authorized by the Board of Directors may enter into contracts on behalf of the Corporation.

ARTICLE 12.0 – Executive Director

- 12.1 The Board shall employ an executive director to manage the affairs of the Corporation under the general direction of the Board. The executive director shall be accountable to the Board for the proper and legal conduct of the business of the Corporation according to the Operating Policies that the Board establishes from time to time. ~~He or she~~The executive director shall be responsible for the organization of the Corporation's work and for the hiring, supervision, direction and discharge of all personnel in accordance with the personnel policies from time to time established by the Board.
- 12.2 The executive director shall serve as signing officer for all accounts in the name of the Corporation. The executive director may also designate members of the Corporation's staff to act as signing officers.

ARTICLE 13.0 – Amendments to By-Laws

- 13.1 The By-laws may be repealed or amended by by-law enacted by the Board and sanctioned by an affirmative vote of two-thirds of the Members entitled to vote at a meeting duly called for the purpose of considering the said by-law. Except as otherwise provided by law, such amendments are not effective until confirmed by a two-third ~~(2/3)~~ majority vote of the members present at such meeting. Notwithstanding the foregoing, this By-law No. 1 shall come into effect on the Effective Date.
- 13.2 The Board of Directors shall review the by-laws at least every three years to ensure that appropriate amendments are proposed to the membership at a General Meeting.

ARTICLE 14.0 – Prior By-laws of Amalgamating Corporations

- ~~14.1 Prior By laws of Amalgamating Corporations. This By law shall come into effect on the Effective Date and shall repeal and replace all of the by laws of each of the Amalgamating Corporations, being Community Legal Services Ottawa Centre, South Ottawa Community Legal Services, and West End Legal Services from and after the Effective Date.~~

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ENACTED by the Board as of the _____ day of _____, 20____.

President

Secretary

CONFIRMED by the Members as of the _____ day of _____, 20____.

Secretary