

ABORIGINAL LEGAL SERVICES

BYLAWS

Effective: October 27, 2021

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1. GENERAL

Definitions

1.1. In this Bylaw, unless the context otherwise requires:

- 1.1.1. "**Act**" means 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;
- 1.1.2. "**Articles**" means any documents or instruments that incorporates the Corporation or modifies its incorporating document or instrument including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent, or a special act;
- 1.1.3. "**Board**" means the board of directors of the Corporation;
- 1.1.4. "**Bylaws**" or "**Bylaw**" means this bylaw and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- 1.1.5. "**Corporation**" or "**Aboriginal Legal Services**" means both "Aboriginal Legal Services - Legal Clinic" and "Aboriginal Legal Services Inc.";
- 1.1.6. "**Director**" means an individual elected or appointed to serve on the Board;
- 1.1.7. "**Member**" means a member of the Corporation;
- 1.1.8. "**Members**" means the collective membership of the Corporation;
- 1.1.9. "**Officer**" means an officer of the Corporation; and
- 1.1.10. "**Shadow Director**" means an individual appointed to participate in the activities of the Board as further contemplated in Section 2.8.

Interpretation

1.2. Other than as specified in Section 1.1, all terms contained in this Bylaw 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 (1) gender include all genders.

Severability and Precedence

1.3. The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. If any of the provisions contained in this Bylaw 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.

Seal

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

Execution of Contracts

1.5. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) 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, bylaw or other document of the Corporation to be a true copy thereof.

2. DIRECTORS

Number

2.1. There shall be a maximum of ten (10) Directors. A majority of Directors at any given time shall be Indigenous-identifying persons. A minimum of two (2) Directors at any given time shall be licensed to practice law.

Election and Term

2.2. The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the Articles) shall be from the date of the meeting at which they are elected or appointed until the second annual meeting after their election or appointment or until their successors are elected or appointed.

Vacancies

2.3. The office of a Director shall be vacated immediately:

2.3.1. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;

2.3.2. if the Director dies or becomes bankrupt;

2.3.3. if the Director is found to be incapable of managing property by a court or under Ontario law; or

2.3.4. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

Filling Vacancies

2.4. A vacancy on the Board shall be filled as follows:

- 2.4.1. a quorum of Directors may fill a vacancy among the Directors;
- 2.4.2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- 2.4.3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- 2.4.4. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

Committees

2.5. Committees may be established by the Board as follows:

- 2.5.1. The Board may appoint committees of Directors and other individuals and may delegate to the committees any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- 2.5.2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

Policies

2.6. The Board may establish policies to further regulate the Board and the Corporation subject to the paramountcy of the Act and this Bylaw.

Remuneration of Directors

2.7. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, subject to the following:

- 2.7.1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;

2.7.2. 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:

2.7.2.1. considered reasonable by the Board;

2.7.2.2. approved by the Board for payment by resolution passed before such payment is made; and

2.7.2.3. in compliance with the conflict of interest provisions of the Act; and

2.7.3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in any other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Shadow Directors

2.8. The Directors may appoint individuals to serve as Shadow Directors and participate in the activities of the Board in a non-voting capacity including, but not limited to, meetings, communications, and events, subject to any restrictions imposed by the Directors.

3. BOARD MEETINGS

Calling of Meetings

3.1. Meetings of the Directors may be called by the president or any two (2) Directors at any time and any place on notice as required by this Bylaw.

Regular Meetings

3.2. The Board may fix the place and time of regular Board meetings.

Notice

3.3. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this Bylaw to every Director of the Corporation not less than seven (7) 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 Director 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.

Quorum

3.4. A quorum for the transaction of business at a Board meeting is a majority of the Directors entitled to vote being present at the meeting. Shadow Directors and Board observers shall not be counted for quorum.

President

- 3.5. The president shall be the chair of the Board and preside at Board meetings. In the absence of the president, the vice-president shall preside at Board meetings. In the absence of the president and the vice-president, the Directors present shall choose one of their number to preside.

Voting

- 3.6. Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by unanimous consent or, in the absence of unanimous consent, a majority of votes. In the case of an equality of votes, the chair shall not have a second or casting vote.

Participation by Telephone or Other Communications Facilities

- 3.7. If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to participate in the meeting with simultaneous aural communication. A Director participating by such means is deemed to be present at that meeting.

Resolutions Approved Outside of Board Meetings

- 3.8. The Directors of the Corporation may approve resolutions outside of Board meetings, by unanimous consent, through e-mail or any other appropriate means. The Directors shall be given reasonable notice of any such resolution, an opportunity to respond, and a reasonable amount of time within which they can respond and either state their approval or objection. In the absence of unanimous consent the resolution shall not be approved until a Board meeting has been held.

Role of Elders

- 3.9. It is recognized that the presence of Elders at Board meetings is desirable and should be encouraged.

4. FINANCIAL

Banking

- 4.1. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

Financial Year

- 4.2. The financial year of the Corporation ends on March 31 in each year or on such other date as the Board may from time to time by resolution determine.

5. OFFICERS

Officers

- 5.1. The Board shall appoint from among the Directors a president, vice-president, treasurer, and secretary. The office of treasurer and secretary may be held by the same person and

may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

Office Held at Board's Discretion

5.2. Any Officer shall cease to hold office upon resolution of the Board.

Duties

5.3. Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or of all such duties.

Duties of the President

5.4. The president shall perform the duties described in in Sections 3.5 and 9.8, be responsible for the direction and representation of the Board and the Corporation, and perform such other duties as may be required by law or as the Board may determine from time to time.

Duties of the Vice-President

5.5. The vice-president shall perform the duties of the president in their absence, or at the request of the president, and shall perform such other duties as may be required by law or as the Board may determine from time to time.

Duties of the Treasurer

5.6. The treasurer shall be responsible for oversight of the financial administration, financial governance compliance, and financial record keeping of the Corporation and such other duties as may be required by law or as the Board may determine from time to time.

Duties of the Secretary

5.7. The secretary shall be responsible for the administration, governance compliance, and record keeping of the Board and such other duties as may be required by law or as the Board may determine from time to time.

6. PROTECTION OF DIRECTORS AND OTHERS

Protection of Directors and Officers

6.1. No Director, Officer or committee member of the Corporation is 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 their respective office or trust provided that they have:

- 6.1.1. complied with the Act and the Corporation's Articles and Bylaws; and
- 6.1.2. exercised their powers and discharged their duties in accordance with the Act.

7. CONFLICT OF INTEREST

Conflict of Interest

- 7.1. 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 where any such contract or transaction is discussed or voted on.

Charitable Corporations

- 7.2. No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

8. MEMBERS

Members

- 8.1. Membership in the Corporation shall consist of those persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation through a process determined by the Board. The Board may charge a membership fee as part of such process.

Membership

- 8.2. A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act. Membership must be renewed annually.

Disciplinary Act or Termination of Membership for Cause

- 8.3. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or Bylaws.
- 8.4. 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 a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

9. MEMBERS' MEETINGS

Annual Meeting

- 9.1. Annual meetings shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) days (or other number of days prescribed in regulations) before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by this Bylaw or Articles.
- 9.2. The business transacted at the annual meeting shall include:
 - 9.2.1. receipt of the agenda;
 - 9.2.2. receipt of the minutes of the previous annual and subsequent special meetings;
 - 9.2.3. consideration of the financial statements;
 - 9.2.4. report of the auditor or person who has been appointed to conduct a review engagement;
 - 9.2.5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - 9.2.6. election of Directors; and
 - 9.2.7. such other or special business as may be set out in the notice of meeting.
- 9.3. No other item of business shall be included on the agenda for an annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

Special Meetings

- 9.4. The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth (1/10) of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

Notice

- 9.5. Subject to the Act, not less than ten (10) and not more than fifty (50) days' written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

Quorum

- 9.6. A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote being present at the meeting. 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.

Participation by Telephone or Other Communications Facilities

- 9.7. A Member may participate in a Members' meeting by telephonic or electronic means that permits all participants to participate in the meeting with simultaneous aural communication. A Member participating by such means is deemed to be present at that meeting.

Chair of the Meeting

- 9.8. The president shall be the chair of the Members' meeting. In the president's absence, the vice-president shall be the chair. In the absence of the president and the vice-president, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

Voting of Members

- 9.9. Business arising at any Members' meeting shall be decided by unanimous consent or, in the absence of unanimous consent, a majority of votes unless otherwise required by the Act or the Bylaw provided that:

- 9.9.1. each Member shall be entitled to one (1) vote at any meeting;

- 9.9.2. 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;

- 9.9.3. an abstention shall not be considered a vote cast;

- 9.9.4. 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;

- 9.9.5. 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

- 9.9.6. 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.

Adjournments

- 9.10. The chair may, with the majority consent of the Members present at the meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one (1) or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Persons Entitled to be Present

- 9.11. The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

Role of Elders

- 9.12. The presence of Elders at Members' meetings is desirable and shall be encouraged.

10. NOTICES

Service

- 10.1. Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address has been given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

Computation of Time

- 10.2. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period. "Days" unless otherwise specified shall refer to calendar days including weekends and holidays.

Error or Omission in Giving Notice

- 10.3. No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

11. ADOPTION AND AMENDMENT OF BYLAWS

Amendments to Bylaws

11.1. The Members may from time to time amend this Bylaw by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this Bylaw other than a provision respecting the transfer of a membership or to change the method of voting by Members not in attendance at a meeting of Members.

PASSED by the Board of Directors of the Corporation this 27th day of October 2021.

CONFIRMED by the Members of the Corporation, this ____ day of _____, 20__.



Jessie Stirling, President



Branden Cave, Secretary