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**BYLAWS**

Bylaws relating generally to the conduct of the affairs of

**GLOBAL LAWYERS OF CANADA SOCIETY**

(the "Society")

(as of August 2015)

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**ARTICLE 1**  
**INTERPRETATION**

**1.1 Definitions**

In these Bylaws, any capitalized term used, but not otherwise defined, has the meaning given to that term in the *Societies Act* (Alberta) and, unless the context otherwise requires:

- 1.1.1 "Act" means the *Societies Act*, RSA 2000, c S-14 and all regulations;
- 1.1.2 "Annual Meeting of Members" means a meeting of members called by the board of directors annually as set out herein;
- 1.1.3 "Associate Member" means an individual who supports the objects of the Society and does not otherwise qualify as a Full Member or a Student Member.
- 1.1.4 "Board" means the board of directors of the Society and includes the officers of the Society and Directors;
- 1.1.5 "Bylaws" means this bylaw, as amended or restated from time to time, and all other bylaws of the Society in force and effect from time to time;
- 1.1.6 "Contract" means all contracts, documents or instruments in writing;
- 1.1.7 "Director" means a member of the Board, who, from time to time, has been duly elected, acclaimed or appointed to serve on the Board;
- 1.1.8 "Electronic Document" means a document, information or a record that is "electronic" within the meaning supplied by the *Electronic Transactions Act* (Alberta);
- 1.1.9 "Form of Proxy" means a written or printed form that, upon completion and execution by or on behalf of a Member, becomes a Proxy. For greater certainty, a written form also includes, but is not limited to, direct email communications to the Proxyholder;
- 1.1.10 "Full Member" means an individual who is a lawyer in good standing with a law society from a common law or civil law jurisdiction, a judge of a court from any common law or civil law jurisdiction, a full-time member of the faculty of a law school from a common law or civil law jurisdiction, or holds a law degree from a common law or civil law jurisdiction, and who, in each case, supports the objects and principles of the Society;
- 1.1.11 "Full Member Director" means a director who is a Full Member;
- 1.1.12 "Honorary Member" means an individual who, for conspicuous service to the Society is elected an Honorary Member of the Society by two-thirds of the votes cast by the Board. The right to elect Honorary Members can only be exercised by the Board and does not extend to any Regional Executive;
- 1.1.13 "Law Society" means the governing body of the legal profession in a province or territory of Canada;

- 1.1.14 "**Meeting of Members**" means an Annual Meeting of Members or a Special Meeting of Members;
- 1.1.15 "**Member**" means any individual who is registered with the Society in accordance with the Bylaws;
- 1.1.16 "**NCA**" means the National Committee on Accreditation;
- 1.1.17 "**Proxy**" means a completed and executed Form of Proxy by means of which a Member has appointed a Proxyholder;
- 1.1.18 "**Proxyholder**" means a person holding a Proxy granted by a Member who gives this person the corporate authority to attend and act for the Member and on his/her behalf at a Meeting of the Members;
- 1.1.19 "**Region**" means an identified geographic region of Canada as set out herein in Section 3.3;
- 1.1.20 "**Regional Chapter**" has the meaning ascribed to such term in Section 3.3;
- 1.1.21 "**Regional Executive**" has the meaning ascribed to such term in Section 3.4;
- 1.1.22 "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;
- 1.1.23 "**Society**" means the Global Lawyers of Canada.
- 1.1.24 "**Special Meeting of Members**" includes any meeting of any class or classes of Members other than an Annual Meeting of Members;
- 1.1.25 "**Special Resolution**" has the meaning ascribed to such term in section 1(d) of the Act; and
- 1.1.26 "**Student Member**" means an individual who is a student of the faculty of law of an accredited law school in Canada or otherwise, or an NCA student, and who, in each case, supports the objects of the Association.

## 1.2 Gender and Number

In these Bylaws, and all other bylaws of the Society hereafter passed, words signifying the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons includes an individual, body corporate, partnership, trust and unincorporated organization.

## 1.3 Extended Meanings

Every use of the words "includes" or "including" in these Bylaws is to be construed as meaning "includes, without limitation" or "including, without limitation", respectively.

**1.4 Headings**

The division of these Bylaws into articles and sections, the insertion of headings and the inclusion of a table of contents are for convenience of reference only and do not affect the construction or interpretation of these Bylaws.

**1.5 References in these Bylaws**

1.5.1 References to any bylaws or any special resolution of the Society or to any statute or any section in a statute include any amendments or replacement of such bylaws, special resolution, statute or section; and

1.5.2 References in these Bylaws to an article or section are to be construed as references to an article, or section of or to these Bylaws unless otherwise specified.

**ARTICLE 2**  
**BUSINESS OF THE SOCIETY**

**2.1 Corporate Seal**

The Society may have a corporate seal in the form approved, from time to time, by the Board. If a corporate seal is approved by the Board, the Secretary of the Society shall be the custodian of the corporate seal.

**2.2 Head Office**

Until changed in accordance with the Act, the head office of the Society shall be in the City of Calgary in the Province of Alberta.

**ARTICLE 3**  
**BOARD AND REGIONAL CHAPTERS**

**3.1 Board and Regional Chapter Structure**

3.1.1 The Board shall, subject to the Bylaws or directions given by majority vote at the Meeting of Members, have full control and management of the affairs of the Society.

3.1.2 The property and business of the Society shall be managed by the Board, who may exercise all such powers and do all such acts and things as may be exercised or done by the Society, other than those powers and acts which are required to be done at the Meeting of Members.

3.1.3 Subject to the foregoing sentence and the provisions of the Act, the Board may delegate to a Regional Chapter or Regional Executive such powers, rights, authorities and permissions, and the right to do such acts and things as may be exercised or done in relation thereto relating to such matters, areas and topics of administration relating to the applicable Region as it determines in its discretion, including but not limited to opening accounts with financial institutions, designing and executing local or regional events and activities and all marketing, advertising and fundraising in relation to such events and activities. For greater certainty, no action of a Regional Chapter or Regional Executive

shall bind or have the effect of binding the Board or the Society. Further, a Regional Chapter or Regional Executive shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of the applicable delegation by the Board.

- 3.1.4 No act or proceeding of any Director or the Board will be deemed invalid or ineffective by reason of any irregularity in regard to such act or proceeding or the qualification of such Director or Board.

### **3.2 Fixed Board**

The Board will be comprised of a minimum of three (3) and a maximum of nine (9) officers and Full Member Directors. The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board duly called for the purpose of determining the number of Directors to be elected to the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members.

### **3.3 Regions**

A Regional Chapter must have Members principally engaged in the practice of law or principally residing in a Region. The Regions, for the purposes of determining the Regional Chapters, are as follows:

- 3.3.1 the Eastern Region, comprising the provinces of New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland and Labrador;
- 3.3.2 the Ontario Region, comprising the province of Ontario;
- 3.3.3 the Quebec Region, comprising the province of Quebec;
- 3.3.4 the British Columbia Region, comprising the province of British Columbia; and
- 3.3.5 the Western Region, comprising the provinces of Manitoba, Saskatchewan, Alberta and the territories of Yukon, Northwest Territories and Nunavut.

The Board may, in its discretion, prescribe minimum membership thresholds for each Region prior to a Regional Chapter being recognized by the Board approved by a two-thirds (2/3) majority.

### **3.4 Regional Executive**

- 3.4.1 At the Annual Meeting of Members, the Members of a Region shall elect the Regional Executive of such Region.
- 3.4.2 The Regional Executive will be comprised of a minimum of three (3) and a maximum of nine (9) Full Members. The number of the Regional Executive shall be determined from time to time by a majority of the Regional Executive at a meeting of the Regional Executive and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Directors at a Board meeting.

- 3.4.3 The organization and affairs of the Regional Executive shall be established and conducted in accordance with the provisions set out in the Bylaws and under the Act applicable to the Directors and the Board, provided that the Regional Executive shall not have a chair and certain rights, powers and obligations accruing to the Directors and Board shall not be applicable to the Regional Executive, as noted herein.

### 3.5 Appointment of Directors

- 3.5.1 The President of the Regional Executive shall be automatically appointed to the Board to represent the interests of its Region at the Board.
- 3.5.2 Where a Region has more than 200 Members at the time a Meeting of Members is called in accordance with Section 7.2, one additional member of the Regional Executive shall be appointed to the Board to represent the Region for each additional 200 Members, to a maximum of three (3) Directors appointed to the Board per Region.

### 3.6 Director Elections

Subject to the provisions of Section 3.4 and Section 3.5, a number of Directors equal to the number of vacancies on the Board shall be elected every year at the Annual Meeting of Members. Subject to the provisions of Section 3.4.1, Full Member Directors shall be elected by votes from Full Members only.

### 3.7 Election of Directors

- 3.7.1 Subject to the provisions of Section 3.8 and Section 3.9, the Members will elect the Directors in the manner set out in Section 3.7, for a term of two (2) years with a maximum of three (3) consecutive terms.
- 3.7.2 Where there is a tie or an acclamation, the tenure of a Director's service will be determined by an agreement or vote by the elected Directors.
- 3.7.3 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and their successor is elected.
- 3.7.4 Where approved by the Board, the immediate past President of the Board may be a non-voting *ex-officio* Director for a term of one (1) year. Where approved by the Regional Executive, the immediate past President of the Regional Executive may be a non-voting *ex-officio* member of the Regional Executive for a term of one (1) year.

### 3.8 Qualifications of Directors

Each Director shall:

- 3.8.1 be, at the date of election of the Member and thereafter remain throughout the term of office, a Full Member of the Society who is qualified by the terms of this Section 3.5 to hold office;
- 3.8.2 be at least eighteen (18) years of age, with power under law to enter into Contracts;

- 3.8.3 not be an undischarged bankrupt or a mentally incompetent person;
- 3.8.4 have been, at the date of the election, a Member for a minimum of twelve (12) months;
- 3.8.5 not have, within the five (5) years immediately preceding the date of the election and through the term of the office:
  - (a) been found guilty of professional misconduct by a Law Society;
  - (b) been found guilty of, or convicted of, any criminal offence by authorities under a statute in any jurisdiction ; and
- 3.8.6 not be, as of the date of the election and thereafter throughout the term of office, the subject of a notice of referral by a Law Society.

### **3.9 Call for Nominations**

Prior to the election of Directors each year at the Annual Meeting of Members, a Director appointed by the Board to chair a nomination committee of the Society may request nominations for, or applications to, the Board. The Board shall set deadlines for the submission of such nominations or applications. Unless such deadlines are extended by a majority of the Board, nominations or applications received by the Society after the applicable deadline (including nominations and applications from the floor during the Annual Meeting of Members) shall be deemed invalid. In the nominations for, or applications to, the Board, the nominated person or applicant will specify the Region to which he or she belongs.

### **3.10 Vacancy in Office**

The office of a Director shall be automatically vacated:

- 3.10.1 if the Director is no longer a Full Member of the Society;
- 3.10.2 if the Director has resigned their office by delivering a written resignation to the Secretary of the Society;
- 3.10.3 if the Director is found by a court or a competent authority to be of unsound mind or mentally incompetent;
- 3.10.4 if the Director is suspended or found guilty of professional misconduct by a Law Society.
- 3.10.5 if the Director becomes bankrupt or suspends payment or compounds with their creditors (i.e., if the Director declares or is declared insolvent or otherwise stops making payments to their creditors or makes an unauthorized assignment of debt);
- 3.10.6 if the Director is found guilty of, or convicted of, any criminal offence by authorities under a statute in any jurisdiction.
- 3.10.7 if the Director fails to attend three consecutive meetings of the Board without being excused from attendance by a motion of the Board;

3.10.8 if at a special Meeting of Members a resolution is passed by at least two-thirds (2/3) of the votes cast that the Director be removed from office before the expiration of their term of office; or

3.10.9 on death;

provided that if any vacancy shall occur for any reason in this Section 3.10, the Board by majority vote, may, by appointment, fill the vacancy for the remainder of the term.

### **3.11 Filling of Vacancy**

The Board shall appoint Directors to fill vacancies on the Board due to insufficient Directors being elected, a resignation or other departure of a Director on the basis of appointing Directors who will increase the diversity of the Board, provided that a vacancy with respect to a Regional Director must be replaced by an appointee from such Region.

### **3.12 Remuneration and Expenses**

Subject to section 8.1 of these Bylaws, the Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as a Director, provided that a Director may be paid reasonable expenses incurred by them in the performance of his/her duties. Nothing herein contained shall be construed to preclude any Director from serving the Society as an officer or in any other capacity and receiving compensation therefor. Reasonable remuneration for all officers, agents and employees, other than the President, shall be fixed by the Board by written authorization.

## **ARTICLE 4 MEETINGS OF DIRECTORS**

### **4.1 Meetings of Directors**

Meetings of the Board shall be held as often as may be required, but at least every three months, and shall be called by the President, or Vice-President, or any two (2) Directors. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such Board meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

### **4.2 Place and Notice of Meetings**

Meetings of the Board may be held either at the head office of the Society, the city where the President or Vice-Presidents reside, or at any place and time to be determined by the Directors provided that (a) at least forty-eight (48) hours' notice of such meeting shall be given to each Director by email or telephone, and (b) meetings of the Board may be held at any time without formal notice if all the Directors are present or if those absent waive notice or otherwise signify their consent to the Secretary to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice of a meeting may be waived by any Director.

#### **4.3 Meeting by Electronic Means**

The Directors may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Directors at a meeting of the Board.

The Board may meet by other electronic means that permit each Director to communicate adequately with each other, provided that:

- 4.3.1 the Board or Members have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, and the procedure for establishing quorum and recording votes;
- 4.3.2 each Director has equal access to the specific means of communication to be used; and
- 4.3.3 each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

#### **4.4 Votes to Govern**

Motions at any meeting of the Board will be decided by a majority of votes. In the case of an equality of votes, the President, in addition to the President's original vote, will have a second or casting vote. A declaration by the President that a resolution has been carried or lost will be conclusive evidence of the fact without proof of the number or proportion of votes of Directors recorded in favour of or against the motion.

#### **4.5 Quorum**

A majority (defined as 50% or more) of Directors shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions of the Board by or under the Bylaws.

#### **4.6 Disclosure of Interest**

Subject to the Bylaws, no Director will be disqualified as a Director solely due to his or her having a Contract or arrangement or proposed Contract or arrangement with the Society. The Director, however, will not participate in any decision regarding such Contract. It will be the duty of every Director of the Society who is in any way, whether directly or indirectly, interested in a Contract or arrangement or proposed Contract or arrangement with the Society to declare such interest to the Board as soon as the Director becomes aware of the interest.

#### **4.7 Protection of Directors and Officers**

- 4.7.1 The officers and Directors of the Society are not responsible for any Contract, act or transaction made or entered by or on behalf of the Society, except those authorized or approved by the Board.
- 4.7.2 If any officer or Director of the Society employed by or will perform services for the Society other than as an officer or Director of the Society or is an employee, member, officer or director of an agency, business or organization which is employed by or

performs services for the Society, the fact that such person is an officer or Director of the Society will not disentitle such person or such agency, business or organization, as applicable, from being paid for such services.

4.7.3 In addition to any and all protections afforded officers and Directors under the Act, every Director or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society, any corporation controlled by it, and such officer or Director's 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 Society, from and against:

- (a) all costs, charges and expenses which such officer or Director or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against an officer or Director, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by an officer or Director, in or about the execution of the duties of such officer or Director's office or in respect of any such liability; and
- (b) all other costs, charges and expenses which an officer or Director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such officer or Director's own wilful neglect or default.

#### 4.8 Delegation of Authority

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

### **ARTICLE 5 OFFICERS AND COMMITTEES**

#### 5.1 Officers

- 5.1.1 The officers of the Society shall be a President, Vice-President, Secretary and Treasurer and any such other officers as the Board may determine pursuant to these Bylaws or otherwise under the Act.
- 5.1.2 A maximum of three (3) offices may be held by the same person, except as specifically approved by the Board.
- 5.1.3 Only Full Members are eligible for appointment as an officer.

#### 5.2 Committees of the Board

- 5.2.1 The Board may, from time to time, establish any committee and appoint any Director or other persons, subject to Subsection 5.2.3, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. 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. Each committee shall have at least one member who is a Director and who shall function as the Board liaison.

- 5.2.2 The members of each committee established pursuant to this Section 5.2, shall hold office for one (1) year terms following their appointment or until their successors have been appointed, and may be re-appointed for successive terms by a resolution of the Board.
- 5.2.3 The Board may, in its discretion, appoint persons who are not Directors to any committee established pursuant to this Section 5.2. The Board may delegate such appointment authority to an officer of the Society.
- 5.2.4 The executive committee of the Society shall be comprised of the officers of the Society.
- 5.2.5 Each committee established pursuant to this Section 5.2 shall have a mandate and act in accordance such mandate, and shall be empowered to give advice and make recommendations to the Board.
- 5.2.6 Any committee member may be removed by resolution of the Board.

### **5.3 Advisory Bodies**

The Board may appoint one or more advisory bodies to provide advice and recommendations to the Board, as the Board deems necessary and appropriate from time to time. An advisory body shall consist of persons who have outstanding expertise and prior experience in a discipline relevant to the Board, provided that membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of, attend or vote at meetings of the Board. The Board may dissolve or remove any member of an advisory committee by ordinary resolution.

### **5.4 Description of Offices**

The officers of the Society shall have the following duties and powers associated with their positions:

- 5.4.1 The President shall preside over all meetings of Members and meetings of the Board. It is the role of the President to ensure the integrity and effectiveness of meetings of Members and the Board. In the absence of the President, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside. The President shall oversee the general and active management of the affairs of the Society. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall be the main spokesperson for the Society. For the purposes of a Regional Executive, the President of such Regional Executive shall be the main spokesperson for the Regional Chapter and such President may make statements or take positions on behalf of the Society with respect to matters relating to their Region, provided in all cases that such statements or positions are not contrary or in contradiction to any statements or positions made by the President of the Society.
- 5.4.2 The Secretary shall attend all meetings of Members and the Board and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for

that purpose. The Secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Society generally under the supervision of the officers thereof. The Secretary shall give or cause to be given notice of all Meetings of Members and of the Board, and shall perform such other duties as may be prescribed by the Board or President. If the Board approves a corporate seal, the Secretary shall be custodian of the corporate seal, which the Secretary shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. The Seal of the Society, whenever used, shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In the case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society. The Secretary shall also keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasure Branch, as required.

- 5.4.3 The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. The Treasurer shall properly account for the funds of the Society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting of Members a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.

The duties of all other officers of the Society shall be such as the terms of their engagement call for or as the Board may specify. The Board may from time to time and, subject to the Act, vary, add to or limit the powers and duties of any officer of the Society. No act or proceeding of any officer will be deemed invalid or ineffective by reason of any irregularity in regard to such act or proceeding or the qualification of such officer.

#### **5.5 Transaction of Business of Executive Committee**

Meetings of the executive committee may be held at the head office of the Society or at any place and time to be determined by the President provided that at least forty-eight (48) hours' notice of such meeting shall be given to each officer by email or telephone. A majority (defined as 50% or more) of the officers of the Society, from time to time shall constitute a quorum for meetings of the executive committee. The executive committee may meet by teleconference or other electronic means that permit the members of the executive committee to communicate adequately with each other, provided that the Directors have complied with the applicable provisions of Section 4.3.

#### **5.6 Responsibility for Acts**

The officers of the Society may rely upon the accuracy of any statement or report prepared by the Society's auditors and professional advisors and will not be responsible or held liable for any loss or damage resulting from the officer's reliance in good faith on such statement or report.

**5.7 Removal of Officers**

In the absence of a written agreement to the contrary, the Board may remove the officer by resolution passed by an unanimous decision of all other officers and a majority of not less than 75% of the votes of all Directors and officers entitled to vote. Unless so removed, an officer shall hold office until the earliest of the occurrence of any of the following events:

- 5.7.1 the officer's successor being appointed;
- 5.7.2 the officer's resignation;
- 5.7.3 such officer ceasing to be a Director qualified pursuant to Section 3.5; or
- 5.7.4 such officer's death.

If the office of any officer of the Society becomes vacant, the Board may, by resolution, appoint a Full Member to fill such vacancy.

**ARTICLE 6**  
**MEMBERSHIP**

**6.1 Conditions of Membership**

Membership in the Society shall be limited to individuals who have applied for and been accepted into membership in the Society by resolution of the Board, or in such other manner as may be determined by the Board, and have paid the prescribed membership fee, if any, as determined by the Board.

**6.2 Classes**

There will be four (4) classes of Members in the Society:

- 6.2.1 Associate Members;
- 6.2.2 Full Members;
- 6.2.3 Student Members; and
- 6.2.4 Honorary Member.

Only Full Members and Student Members have voting rights in the Society. Other classes of Members (other than Full Members and Student Members) shall have no voting rights and shall not be eligible to be an officer or Director of the Society nor a member of a Regional Executive, but shall have all other rights of membership.

**6.3 Termination of Membership**

Any member wishing to withdraw from membership may do so upon a notice in writing to the Board. If any member is in arrears for fees for any year, such member shall be automatically suspended at the expiration of six (6) months from the end of such year and shall thereafter be

entitled to no membership privileges or powers in the Society until reinstated. Any member upon a majority vote of all members of the Society may be expelled from membership for any cause which the Society may deem reasonable.

In addition, membership in the Society is terminated when:

- 6.3.1 the Member dies or resigns;
- 6.3.2 the Member is expelled or the Member's membership is otherwise terminated in accordance with the Bylaws;
- 6.3.3 the Member no longer meets the criteria for a Member or class of membership;
- 6.3.4 termination of the Member's membership is approved by a vote of a majority of the Board at a meeting of the Board, and a corresponding Board resolution is passed;
- 6.3.5 the Member's term of membership expires; or
- 6.3.6 the Society is liquidated and dissolved under the Act.

Upon any termination of membership, the rights of the Member, including any rights in the property of the Society, automatically cease to exist.

#### **6.4 Regional Chapters**

All Members shall belong to the Regional Chapter consisting of the province or territory where the Member is principally engaged in the practice of law or principally resides; provided that Members practising or resident in a province or territory where a Regional Chapter has not been formed may apply to the Board for acceptance to belong to another Regional Chapter.

#### **6.5 Membership Fees**

- 6.5.1 Membership fee, if any, in the Society, shall be determined and varied, from time to time, by the Board.
- 6.5.2 Fees shall be payable upon admission to membership in the Society.
- 6.5.3 The local executives shall be responsible for the collection of fees from Members.
- 6.5.4 The Board may require each Regional Chapter to remit to the Society amount of the fees collected by each Regional Chapter. The Board may determine such percentage from time to time by a special resolution of the Directors at a meeting of the Board.

### **ARTICLE 7** **MEETINGS OF MEMBERS**

#### **7.1 Meeting of Members**

- 7.1.1 The Board shall call the Annual Meeting of Members each year, of which notice in writing to the last known email address of each member shall be delivered 15 days prior to the

date of the meeting. If required, at this meeting there shall be elected a President, Vice-President, Secretary, treasurer and the directors. At every Annual Meeting of Members, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business, either special or general at any Meeting of Members.

- 7.1.2. General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known email address of each member, delivered in the email eight (8) days prior to the date of such meeting.
- 7.1.3. Special meetings shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members, setting forth the purpose for calling such meeting, which shall be by email to the last known email address of each member, delivered eight (8) days prior to the meeting. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the special meeting.

#### **7.2. Place**

Meetings of Members may be held at any place within Canada determined by the Board or, if the Full Members so agree, outside Canada and on such day as the said Directors shall appoint.

#### **7.3. Meeting by Electronic Means**

If the Society chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of the Bylaws, any person participating in a Meeting of Members, pursuant to this Section 7.3, who is entitled to vote at that meeting may vote, by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose.

#### **7.4. Right to Vote**

Each Full Member present at a Meeting of Members shall have the right to exercise one vote. A Full Member may, by means of a Form of Proxy, appoint a Proxyholder to attend and act at a Meeting of Members, in the manner and to the extent authorized by the Proxy.

#### **7.5. Making, altering or rescinding Bylaws**

A special resolution of the Members of unanimous decision of the Board and not less than three quarters of votes of all Members present at the meeting called for that purpose is required to make any amendment to the Bylaws of the Society.

**7.6 Votes to Govern**

At all Meetings of Members, every motion shall be determined by a majority of votes unless otherwise specifically provided by the Act or by the Bylaws. 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 President, in addition to an original vote, shall have a second or casting vote. At all Meetings of Members unless a poll is demanded, a declaration by the President, or in his/her absence, the Vice-President, that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

**7.7 Quorum**

Proxyholders for Full Members present in person at a Meeting of Members, representing not less than five (5) percent of the Full Members shall constitute a quorum.

**7.8 Chair of Meetings**

In the event that the President and Vice-President are absent, the Members who are present and entitled to vote at the Meeting of Members shall choose one of their number to chair the meeting.

**ARTICLE 8**  
**DOCUMENTS AND FINANCIAL MATTERS**

**8.1 Remuneration**

Unless authorized at any meeting and after notice for same shall have been given, no officer, director or member of the Society shall receive any remuneration for his/her services.

**8.2 Contracts**

The Board may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of Contract which the Society may lawfully enter into and save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society by its Bylaws or otherwise authorized to exercise and do. Further, the Board may delegate its authority, in whole or in part, to make or cause to be made for the Society, in its name, any kind of Contract which the Society may lawfully enter into, to a Regional Chapter or Regional Executive with respect to matters in such Region.

**8.3 Execution of Documents**

Deeds, transfers, assignments, Contracts, obligations and other instruments in writing requiring execution by the Society may be signed by two (2) officers, including the President. In addition, the Board may, from time to time, direct the manner in which, and the person or persons by whom, a particular Contract, document or type of document shall be executed, including the execution by officers of a Regional Executive. Any person authorized to sign any Contract or document or type of document may affix the corporate seal (if any) to the Contract, document or type of document. Only an officer of the Society may certify a copy of any instrument, resolution, Bylaws, Contract or other document of the Society to be a true copy thereof.

**8.4 Financial Statements**

The Society shall send to the Members a copy of the annual financial statements and other financial documents or a copy of a publication of the Society reproducing the information contained in the documents. Instead of sending the documents, the Society may send a summary to each Member along with a notice including information about the procedure of obtaining a copy of the annual financial statements and other documents free of charge. The Society is not required to send the annual financial statements and other documents or a summary to a Member who, in writing, declines to receive such document.

**8.5 Financial Year**

Unless otherwise ordered by the Board, the fiscal year end of the Society shall be December 31. The rights and obligations of the Directors or the Board arising under this provision shall not be applicable to any Regional Executive.

**8.6 Minutes of the Board and Regional Executive**

The minutes of the Board shall be maintained and be available to the Directors. The minutes of each Regional Executive shall be maintained and available to such Regional Executive and the Board. The minutes shall be made available to any Member upon request, unless the Board or Regional Executive meeting is held in camera or if the Board or Regional Executive has reasonable grounds to refuse a particular request.

**8.7 Books and Records**

The Directors shall ensure that all necessary books and records of the Society required by the Bylaws, the Act or by any applicable statute or law are regularly and properly kept. The rights and obligations of the Directors arising under this provision shall not be applicable to any Regional Executive.

**8.8 Auditors**

The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual Meeting of the Members. The auditor shall hold office until the next Annual Meeting of the Members provided that the Directors may fill any casual vacancy in the office of the auditor. Directors may rely upon the accuracy of any statement or report prepared by the Society's auditors and will not be responsible or held liable for any loss or damage resulting from acting upon such statement or report. The rights and obligations of the Directors arising under this provision shall not be applicable to any Regional Executive. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Members.

The books and records of the Society may be inspected by any member of the Society at the Annual Meeting of Members or at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of same. Each member of the Board shall at all times have access to such books and records.

**8.9 Specific Authority**

The Board shall have power to authorize expenditures on behalf of the Society from time to time. Further, the Board may delegate its authority, in whole or in part, to authorize expenditures on behalf of the Society from time to time to a Regional Chapter or Regional Executive with respect to matters in such Region. However, only the Directors 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 Society in accordance with such terms as the Board may prescribe.

**8.10 Borrowing Powers**

For the purpose of carrying out its objects, the officers and Directors may from time to time:

8.10.1 borrow money on the credit of the Society;

8.10.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Society;

8.10.3 give a guarantee on behalf of the Society; and

8.10.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society.

Nothing herein limits or restricts the borrowing of money by the Society on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Society. The rights and obligations of the Directors arising under this provision shall not be applicable to any Regional Executive.

This borrowing power shall be exercised only under the authority of the Board, and only with the sanction of a Special Resolution.

**8.11 Grants and Donations**

The Board shall take such steps as they may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society.

**ARTICLE 9**  
**REPEAL OR AMENDMENT**

**9.1 Amendment**

Subject to the Bylaws, the Board may, by resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Society. Any such bylaws, amendment or repeal shall be effective from the date of the resolution of the Members until the next meeting of the Members where it may be confirmed, rejected or amended by the Members by special resolution. If the bylaws, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The bylaws, amendment or repeal ceases to have

effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

**9.2 Repeal**

All bylaws of the Society before the below signed date are repealed as of the coming into force of these Bylaws provided that such repeal shall not affect the previous operation of any bylaw so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any Contract or agreement made pursuant to any such bylaw prior to its repeal. All officers or persons acting under any bylaw so repealed shall continue to act as if appointed by the Directors under provisions of these Bylaws or the Act until their successors are appointed.

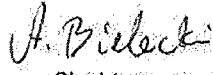




**ARTICLE 10  
TRANSITIONAL PROVISIONS**

**10.1 Regulations**

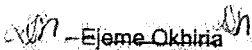


The Board may make regulations respecting any transitional matters necessary for the effective implementation of these Bylaws.

**ENACTED** by the officers and Directors of the Society under the Act.

**CONFIRMED** at the Annual General Meeting on August 31, 2015 by the Members of the Society entitled to vote under the Act.

Agnieszka Bielecki Print Name	 Signature	15 <sup>th</sup> Floor, 850-2 <sup>nd</sup> Street SW, Calgary, AB T2P 0R8 Address
Carlos Andreas Duran Print Name	 Signature	111, 1808 36 Avenue SW, Calgary, AB T2T 6J2 Address
Daniel Lo Print Name	 Signature	15 <sup>th</sup> Floor, 850-2 <sup>nd</sup> Street SW, Calgary, AB T2P 0R8 Address
Ximena Espana Amador Print Name	 Signature	Suite 2500, 450-1 <sup>st</sup> SW, Calgary, AB T2P 5H1 Address
Bill deJong Print Name	 Signature	1836 Cayuga Dr NW, Calgary, AB T2L 0N3 Address

**WITNESS**

 Print Name	 Signature	<del>Suite 200, 128 2nd Ave SE, Calgary, AB, T2G 5J5</del> Address
Dessa Nguyen Print Name	 Signature	15 <sup>th</sup> Floor, 850-2 <sup>nd</sup> Street SW, Calgary, AB T2P 0R8