

SOCIETY OF ONTARIO ADJUDICATORS AND REGULATORS

BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of the Society of Ontario Adjudicators and Regulators, a corporation without share capital incorporated under the Ontario *Corporations Act* and continued under the *Not-for-Profit Corporations Act, 2010* (the “**Act**”), Ontario Corporation Number 1016424 (the “**Society**”).

HEAD OFFICE

1. The head office of the Society shall be in the City of Toronto in the Province of Ontario. The directors may, by ordinary resolution, determine the specific location of the head office within Toronto. The members may, by special resolution, locate the head office in an Ontario municipality other than the City of Toronto.

FISCAL YEAR

2. The fiscal year of the Society shall begin on July 1 each year and end on June 30 of the following year.

MEMBERSHIP CLASSES, CONDITIONS OF MEMBERSHIP

3. There shall be three (3) classes of members, comprised of:
 - (a) Regular members, each of whom shall be entitled to vote at meetings of the members, comprised of individuals, each of whom have submitted an application and are:
 - (i) performing adjudicative/regulatory functions authorized by an Ontario provincial statute or municipal by-law (“**Ontario adjudicator or regulator**”);
 - (ii) the head of or employed by an Ontario body in which adjudicative/regulatory functions authorized by an Ontario provincial statute or municipal by-law are exercised (for example, “**Executive Chair, Chair, Associate Chair or staff of an Ontario adjudicative or regulatory tribunal (“Staff”)**”);
 - (iii) in a teaching position within an Ontario post-secondary institution and have a professional interest in the administration of justice;
 - (iv) performing adjudicative/regulatory functions authorized by a federal statute of Canada where the federal tribunal is domiciled in Ontario; or
 - (v) not qualified to be a Regular member pursuant to sections 3(a)(i)-(iv), but have been admitted to the board of directors.
 - (b) Associate members, each of whom shall not be entitled to vote at meetings of the members, comprised of individuals:
 - (i) performing adjudicative/regulatory functions authorized by a provincial or territorial statute other than Ontario or

- (ii) who can reasonably be seen to have a significant professional interest in Ontario's administrative justice system, as approved by the board of directors,
- (c) Honorary members, appointed by the board, in its sole discretion, each of whom shall be non-voting.

MEMBERSHIP CLASSES, WITHDRAWAL OR TRANSFER

- 4. If a member ceases to meet the criteria of one class and meets the criteria of another class, the member shall be transferred to the new class without formality, effective the date the member notifies the board or the date the board becomes aware of and confirms this change, whichever occurs first.

TERM OF MEMBERSHIP

- 5. The term of membership of a member shall be two (2) years, which term shall automatically renew unless and until termination of membership in accordance with section 6.

MEMBERSHIP TERMINATION

- 6. membership in the Society automatically terminates upon the occurrence of any of the following events:
 - (a) the resignation in writing of a member of the Society;
 - (b) the death of a member;
 - (c) the expulsion of a member from the Society in accordance with section 8;
 - (d) the liquidation or dissolution of the Society under the Act;
 - (e) the cessation of membership for failure to pay membership dues, if any, as provided in section 11; or
 - (f) failure to meet the criteria for membership as set out in section 3.
- 7. Any member may be removed as a member upon resolution passed by a two-thirds majority vote of the directors present at a meeting of the board called for that purpose.

MEMBERSHIP DISCIPLINE

- 8. The board shall have authority to suspend or expel any member from the Society for any one (1) or more of the following grounds, upon a two-thirds (2/3rds) majority vote of those directors in attendance at a meeting duly called and held for that purpose:
 - (a) a material violation of any provision of the Society's articles (which shall include any document or instrument that incorporates the Society or modifies its incorporating document or instrument), by-laws, or written policies of the Society;
 - (b) carrying out any conduct which may be detrimental to the Society as determined by the board in its sole discretion; or

- (c) any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purposes and activities of the Society.
9. In the event the board determines that a member should be expelled or suspended from membership in the Society, the Executive Director, or such other Officer as may be designated by the board, shall provide at least fifteen (15) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Executive Director, or such other Officer as may be designated by the board up to five (5) days before the end of the notice period.
10. In the event that no written submissions are received, the Executive Director, 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 Society. If written submissions are received in accordance with this section 10, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision. Notification shall be in writing within a reasonable time. The board's decision shall be final and binding on the member, without any further right of appeal.

MEMBERSHIP FEES

11. Membership fees, if any, may be determined, from time to time, by the board.

MEMBERSHIP, BENEFITS

12. Regular members in good standing and who have paid the membership fee, if any, are entitled to:
- (a) Attend any meeting of the Society;
 - (b) Participate in the discussions or debates at any meeting of the Society;
 - (c) Vote at any meeting of the Society;
 - (d) Vote in the election of members of the board of directors; and
 - (e) Enjoy other advantages or services that the Society may from time to time make available to members.
13. Associate and Honorary members are entitled to:
- (a) Attend any meeting of the Society;
 - (b) Participate in the discussions or debates at any such meeting, but not vote; and
 - (c) Enjoy other advantages or services that the Society may from time to time make available to members.

MEETINGS OF MEMBERS

14. The annual or any other general meeting of the members shall be held at the head office of the Society or elsewhere in Ontario as the board may determine and on such day as the board shall appoint. The annual general meeting shall be held within six (6) months

- of the end of the Society's fiscal year, and not later than fifteen (15) months after the preceding annual meeting.
15. The board may determine that any meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.
 16. At every annual general meeting, in addition to any other business that may be transacted, the report of the president, the financial statements and the report of the auditors shall be presented; auditors for the upcoming year shall be appointed.
 17. The board or the president or vice president shall have the power to call a special meeting of the members at any time.
 18. The directors may fix a record date for each meeting to determine which members are entitled to receive notice of the meeting and which are entitled to vote at the meeting. A record date for providing notice must not be more than fifty (50) days before the day on which notice is sent and a record date for determining the members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If the directors do not fix a record date for which members are entitled to receive notice of the meeting or for which members are entitled to vote at such meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.
 19. Notice of the time and place of the annual general meeting or special meeting of the members shall be given to each member by sending the notice by prepaid mail, e-mail or facsimile transmission at least ten (10) days but no more than fifty (50) days before the time fixed for the holding of such meeting. The notice shall be sent to the electronic or mailing address of the member as recorded on the books of the Society.
 20. A quorum for the transaction of business at any meeting of the members shall consist of at least ten (10) Regular members present in person or by proxy.
 21. If a meeting of the members of the Society has no opening quorum, the board may adjourn to a fixed time and place and no other business shall be transacted.
 22. At any meeting called, each Regular member present shall be entitled to one (1) vote.
 23. At all meetings of members every question shall be decided by a majority of the votes of the Regular members present in person or by proxy, unless otherwise required by the by-laws or by law. Every question shall be decided in the first instance by a show of hands. Upon a show of hands, every Regular member shall have one (1) vote, and a declaration by the chair of the meeting (who shall be the president or their designate) that a resolution has been carried or not carried and an entry to that effect in the minutes of the Society shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the case of an equality of votes, the vote shall be deemed to have been lost.

MEMBER PROXIES

24. Regular members may, by means of a proxy, appoint a person to attend the meeting on the Regular member's behalf to act in the manner set out in the proxy, to the extent and

with the power conferred by the proxy and the government regulations. A proxy shall be in writing. The proxy holder need not be a member.

25. A proxy shall be executed by:
 - (a) the Regular member; or
 - (b) the attorney of the Regular member authorized in writing under a valid power of attorney.
26. A proxy is valid only at the meeting in respect of which it is given or at the continuation of that meeting after an adjournment.
27. Subject to government regulations, a proxy may be in such form as the board prescribes or in such other form as the chair of the meeting may accept as sufficient.
28. A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the board may prescribe. The board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours excluding Saturdays and holidays before the meeting.

BOARD OF DIRECTORS

29. The board of directors shall manage the affairs of the Society.
30. The number of directors shall be fixed from time to time by resolution of the board to a number within the range set out in the articles.
31. The board shall endeavour to be comprised as follows:
 - (a) 2 Chairs (means Executive Chair, Chair or Associate Chair);
 - (b) 2 full-time adjudicators;
 - (c) 2 part-time adjudicators;
 - (d) 2 Staff;
 - (e) 4 members-at-large; and
 - (f) The immediate past president, who shall serve ex officio
32. To ensure membership representation or perspective, the board may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of the members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members.

DIRECTOR QUALIFICATIONS

33. Each director shall:
 - (a) be a Regular member of the Society;
 - (b) be an individual who is at least eighteen (18) years of age;

- (c) not have the status of bankrupt;
 - (d) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (e) not be a person who has been declared incapable by any court in Canada or elsewhere;
 - (f) consent in writing to hold office as a director within ten (10) days after their election or appointment, provided that where a director consents in writing more than ten (10) days after election or appointment, it shall not invalidate their election or appointment as a director;
 - (g) not be an employee of the Society; and
 - (h) not miss two (2) consecutive board meetings without reasonable excuse as determined by the board.
34. If a person ceases to be qualified as provided in section 33, the person thereupon ceases to be a director and the vacancy so created may be filled in the manner prescribed by section 62(a).

DIRECTOR REMUNERATION

35. No director shall receive remuneration for acting as such, but the Society may compensate them for expenses.

TERM OF OFFICE

36. Each director is eligible for election for three (3) consecutive two (2) year terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a director.

OFFICERS

37. The officers of the Society are the president, two (2) vice presidents, the secretary and the treasurer.
38. The president, who may also be called the chair of the board, or their delegate, shall:
- (a) Preside at all meetings of the members of the Society and of the board;
 - (b) Subject to the authority of the board, have general supervision of the affairs and business of the Society;
 - (c) With the secretary or other officer appointed by the board for that purpose, sign all by-laws;
 - (d) Be an ex officio non-voting member of all committees (except the Executive Committee); and
 - (e) Perform such other duties as may, from time to time, be determined by the board.

During absence or inability of the president, the president's duties and powers may be exercised by either of the vice presidents or by such other director as the board may, from time to time, appoint.

39. The secretary shall:
- (a) Be responsible for the recording of all facts and minutes of all proceedings in the books kept for that purpose;
 - (b) Be responsible for ensuring that all notices required to be given to members or to the directors are duly given;
 - (c) Be responsible for ensuring that all books, papers, records, contracts and other documents belonging to the Society are kept in proper custody and not delivered up without authorization by a resolution of the board; and
 - (d) Perform such other duties as may, from time to time, be determined by the board.
40. The treasurer shall:
- (a) Ensure that full and accurate accounts of all receipts and disbursements of the Society are kept in proper books of account and that all moneys or other valuable effects are deposited in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the board;
 - (b) Supervise the disbursement of the funds of the Society under the direction of the board, and shall provide an account of all the Society's financial transactions, and of the financial position of the Society to the board at its regular meetings or upon the board's request; and
 - (c) Perform such other duties as may, from time to time, be determined by the board.
41. Any of the duties of the secretary or treasurer may, with the consent of the secretary or treasurer, be assigned by the board to any of the Society's other directors.
42. The duties of vice presidents shall be such as the board or the president may assign or delegate and may include presiding over standing committees of the Society.

COMMITTEES

43. The board may convene such committees as it, from time to time, considers advisable. Subject to section 50, no committee shall have the power to act for or on behalf of the Society or otherwise commit or bind the Society to any course of action. Committees shall only have the power to make recommendations to the board.
44. Members of committees shall be appointed by the board and shall hold office at the pleasure of the board. Persons who are not members of the Society, including persons who are not qualified to be members of the Society, may be appointed as members of committees.
45. Each committee is accountable to the board and shall submit such reports as the board may, from time to time, request.

46. Each committee may hold its meetings at the Head Office of the Society or at any such place or places or in any manner as it may, from time to time, determine.

STANDING COMMITTEES

47. The standing committees of the Society shall be:

- (a) Executive Committee;
- (b) Finance Committee;
- (c) Education Committee; and
- (d) Public Interest and Innovation Committee

Subject to the by-laws, the rules governing the standing committees of the Society shall be established by way of Terms of Reference in effect and approved by the board from time to time.

(A) EXECUTIVE COMMITTEE

48. The Executive Committee shall be responsible for:

- (a) The organization and functioning of Board Committees;
- (b) Scheduling of Board meetings and setting agendas for them;
- (c) Overseeing the day to day operations of the Society;
- (d) Oversight of the responsibilities and activities of the Executive Director, if any; and
- (e) Engaging in such other tasks as determined by the board from time to time

49. The board, whenever it consists of more than six (6) individuals, may establish an Executive Committee, comprised of the president, two (2) vice presidents, the secretary and the treasurer, and any other director as determined by the board from time to time. The president shall be ex officio the chair of the Executive Committee. Each member of the Executive Committee shall serve for the time that they remain in office and only for as long as such member shall be a director. The board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy exists in the Executive Committee, the remaining members may exercise all their powers so long as a quorum remains in office.

50. Subject to the by-laws or any other policies of the Society, during the intervals between the meetings of the board, the Executive Committee shall possess and may exercise all the powers of the board in the management and direction of the affairs and business of the Society in such manner as the Executive Committee deems to be in the best interests of the Society.

51. Each director, who is not on the Executive Committee, shall be entitled to speak, but not to vote, at any meeting of the Executive Committee at which the director is present. However, only a director elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee and the presence of such director shall not be included for the purpose of calculating a quorum.

(B) FINANCE COMMITTEE

52. The Finance Committee shall:

- (a) Work with the Executive Director, if any to determine the financial needs of the Society;
- (b) Review the annual budget for the Society and make recommendations to the board;
- (c) Review financial statements as prepared by the treasurer;
- (d) Review audited financial statements;
- (e) Research possible sources of funds, including government agencies and corporations, as may be directed by the board;
- (f) Organize ad hoc committees for fund-raising events/projects, the proceeds of which may be used to purchase equipment and/or meet other financial obligations of the Society; and
- (g) Engage in such other tasks as determined by the board from time to time.

(C) EDUCATION COMMITTEE

53. The Education Committee shall:

- (a) Oversee the development and delivery of programs to members;
- (b) Facilitate partnerships with other education delivery institutions with a view to collaboration and joint program initiatives;
- (c) Engage in strategic thinking and planning to anticipate member needs; and
- (d) Engage in such other tasks as determined by the board from time to time.

(D) PUBLIC INTEREST AND INNOVATION COMMITTEE

54. The Public Interest and Innovation Committee shall:

- (a) Monitor issues relating to the effective delivery of adjudicative and regulatory functions;
- (b) Be the voice of the administrative tribunal community; and
- (c) Engage in such other tasks as determined by the board from time to time.

MEETINGS OF THE BOARD

55. A majority of the board shall form a quorum for the transaction of business. The board may hold its meetings at the Head Office of the Society or at any such place or places or in any manner as it may, from time to time, determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if, before or after such meeting, those absent waive notice. Meetings of the board may be formally called by the president, a vice president or any two (2) directors or by the secretary on direction of any of the foregoing. Notice of such meetings shall be delivered, telephoned, e-mailed, faxed

or mailed to each director at least five (5) days before the meeting is to take place. The board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meetings no notice need be sent. A meeting of the board may also be held, without notice, immediately following the annual meeting of the Society. The board may consider or transact any business, either special or general, at any meeting of the board.

56. Questions arising at any meeting of the board shall be decided by a majority of those present entitled to cast a vote, provided there is a quorum. The chair of the meeting shall not have a vote except in the case of a tie. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

ELECTION OF BOARD AND EXECUTIVE

57. Candidates for the office of director shall comprise the slate of candidates for office proposed by the Election Committee, or if there is no Election Committee, by the board. There shall be no nominations from the floor of the meeting at which directors are elected.
58. Nominations shall be open for a period of fourteen (14) days from the open nomination date as determined by the Election Committee. Candidates will declare their status with the Society (Chair; full-time adjudicator; part-time adjudicator; or Staff) and state which designated position they are seeking.
59. Nominations shall be provided to the Election Committee by submitting a nomination to the Election Committee in the form prescribed by the board from time to time at least forty-five (45) days prior to the date of the annual meeting.
60. Candidates with the greatest number of votes shall fill each respective designated position as listed in section 31; members-at-large are elected thereafter, in order of number of votes received.
61. At the first board meeting following the annual general meeting, the directors shall elect from among themselves a president, (2) two vice presidents, a secretary and a treasurer.
62. Vacancies on the Board may be filled as follows:
- (a) Except as provided in the Act, so long as a quorum of the directors remains in office, a vacancy on the board may be filled by resolution of the directors of the Society. If no quorum of directors exists, the remaining directors shall call a Special Meeting of members to fill a vacancy on the board. A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the director's predecessor.
 - (b) The directors are not required to fill a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure to elect the number or minimum number of directors provided for in the by-laws or articles.

EXECUTION OF CONTRACTS

63. Contracts shall be entered into on behalf of the Society by any two (2) of the following persons: president, a vice president, secretary or treasurer, or by any persons authorized by the board.
64. Any two (2) of the president, a vice president, secretary or treasurer or any persons from time to time designated by resolution of the board may vote or transfer any and all shares, bonds or other securities from time to time standing in the name of the Society in its individual capacity or otherwise and may accept in the name and on behalf of the Society transfers of shares, bonds or other securities from time to time transferred to the Society and may make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
65. Notwithstanding any provisions to the contrary contained in the by-laws of the Society, the board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Society may or shall be executed.

TRUSTEES

66. The board may, by resolution, appoint trustees to hold the property of the Society in trust for the Society and may determine the terms of any such trust. Any person authorized by the board to do so may execute any such trust agreement on behalf of the Society.

BOOKS, RECORDS AND REPORTS

67. The board shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.

CHEQUES, ETC.

68. All cheques, bills of exchange or other negotiable instruments evidencing payment to the Society shall be endorsed for deposit with the Society's bankers by a person or persons authorized to make such endorsements by the treasurer and the president, or by either of them and any other officer of the Society.
69. All cheques, bills of exchange or other negotiable instruments evidencing payment by the Society to another person shall be signed by the treasurer and the president, or by either of them and any other officer of the Society. Authority to sign cheques within specified limits respecting particular projects may also be delegated by the board to any other two or more persons.
70. Any person or persons authorized by the treasurer and the president, or by either of them and any other officer of the Society may arrange, settle, balance and certify all books and accounts between the Society and its bankers and may receive all cancelled cheques and vouchers and sign all bank forms and settle accounts between the Society and its bankers.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

71. The securities of the Society shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board. Any and all securities so deposited may be withdrawn, from time to time, only pursuant to a written direction signed by the treasurer and the president, or by either of them and any other officer of the Society.
72. The direction shall indicate the purposes for withdrawing the securities and designate the person or persons who shall be custodian of the security.

DISTRIBUTION UPON DISSOLUTION

73. Subject to the articles of the Society, upon the dissolution of the Society and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to The Law Foundation of Ontario, its successors, and assigns.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

74. Except with respect to wilful misconduct or criminal activities, all directors or officers and their heirs, executors and administrators, and estates 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 judgments, awards, costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person in or about the execution of the duties of the office; and
 - (b) All other costs, charges and expenses that such person sustains or incurs in or about in relation to the affairs of the Society, except such costs, charges or expenses as are occasioned by such person's wilful neglect or default.

EXECUTIVE DIRECTOR

75. The board may hire an Executive Director who shall be accountable to the board.
76. For clarity, the Executive Director shall not be a member of the board of directors, but shall be entitled to partake in all discussions except when the president determines that a conflict of interest exists.
77. The Executive Director has day-to-day responsibility for carrying out the Society's goals and objectives. The Executive Director will attend all board meetings, report on the progress of the Society's activities, answer questions of the board members and carry out the duties described in the job description.

AMENDMENTS

78. By-laws and amendments to them may be proposed at a regular or special members' meeting. By-laws and amendments require a special resolution approved by those members in good standing, present in person or by proxy.

79. The membership must be notified by the president of proposed amendments to the bylaws at least ten (10) days prior to the meeting. This notice requirement will be satisfied by normal methods used to communicate with the membership, and should contain a summary of the proposed amendments.

CONFLICT OF INTEREST

80. In the event that any director has a conflict of interest that might properly limit the director's fair and impartial participation in board deliberations or decision-making, the director shall inform the board of the possible conflict. If the circumstances warrant non-participation, the board may nonetheless request from the director any appropriate non-confidential information which might inform the board's decisions. Conflict of interest shall include but shall not be limited to any transaction by or with the Society in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgement or otherwise act in the best interests of the Society.
81. No director shall cast a vote, nor take part in the final deliberation in any matter in which they, members of their immediate family, or any organization to which such director belongs, has a personal interest that may be seen as competing with the interests of the Society. Any director who believes they may have such a conflict of interest shall notify the board prior to deliberation on the matter, and the board shall make the final determination as to whether the director has a conflict of interest in the matter. The minutes of the board meeting shall reflect disclosure of any conflict of interest and the recusal of the affected director.

