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*, 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, from time to time, determine the specific location of the head office.

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.

SEAL

3. There shall be a corporate seal for the Society. An imprint of the corporate seal is impressed in the margin.

MEMBERS

4. The following persons shall be eligible for membership in the Society:

a) Regular Members - Persons are eligible for regular membership in the Society if they are full or part-time adjudicators, dispute resolution officers and/or Order in Council members of any of Ontario's provincial regulatory and adjudicative agencies, boards commissions and tribunals ("agencies"). Regular membership is also available to (i) staff of ministries who are assigned on a full or part-time basis to functions comparable to adjudicators or dispute resolution officers at agencies, and (ii) staff of the agencies;
b) Associate Members - Persons are eligible for associate membership in the Society if they are full or part-time adjudicators, dispute resolution officers or staff of federal or municipal regulatory or adjudicative agencies, boards, commissions or tribunals, academics, practitioners before provincial, federal or municipal agencies, boards, commissions or tribunals, members of advocacy groups and other interested person;
c) Honourary Members - such persons as are admitted by the Board.

5. Membership fees, if any, may be determined, from time to time, by the Board.

6. Every regular member in good standing and who has paid the membership fee, if any, is entitled:

a) To attend any meeting of the Society,
b) To vote at any meeting of the Society, and
c) To hold any office of the Society.

Associate and honourary members do not have the right to vote at meetings or to hold any office of the Society.

7. Any member may be removed as a member upon resolution passed by a two-thirds majority vote of the directors present and voting at a meeting of the Board called for that purpose.

SECTIONS

8. The membership shall be divided into the following sections:

a) Chairs - persons who are chairs shall be admitted as members of this section;
b) Full-time adjudicators or dispute resolution officers - persons who are full-time adjudicators or dispute resolution officers shall be admitted as members of this section;
c) Part-time adjudicators or dispute resolution officers - persons who are part-time adjudicators or dispute resolution officers shall be admitted as members of this section;
d) Staff - persons who are staff of an agency, board, commission or tribunal shall be admitted as members of this section

The applicant for membership shall self-declare the section for which he or she is eligible. A member may be a member of only one section at a time. A member may, from time to time, declare that he or she is a member of a different section as his or her circumstances change. The Board shall resolve any dispute with respect to self-declaration.

MEETINGS

9. 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.

10. At every annual meeting, in addition to any other business that may be transacted, the report of the President, the financial statement and report of the auditors shall be presented. The Board or the President or Vice President shall have the power to call at any time a general meeting of the members. No public notice or advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each regular member by sending the notice by prepaid mail, e-mail or facsimile transmission ten (10) days or more before the time fixed for the holding of such meeting. The notice shall be sent to the address of the member as recorded on the books of the Society. Business for which no adequate notice has been given shall not be transacted unless 75% of the members present at the meeting, and the President or his or her delegate, consent.

11. A quorum for the transaction of business at any meeting of the members shall consist of at least ten members present in person.

12. Any meeting of the Society or of the Board may be adjourned to any time and from time to time and such business may be transacted at the continuation of such meeting as might have been transacted at the original meeting. No notice shall be required of the continuation of the meeting. Such adjournment may be made notwithstanding that no quorum is present.

VOTING OF MEMBERS

13. At any meeting called, each regular member present shall be entitled to one vote.

14. At all meetings of members every question shall be decided by a majority of the votes of the regular members present and voting, 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 vote, and a declaration by the chair of the meeting 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 a tie, the chair of the meeting shall be entitled to a second or casting vote.

BOARD OF DIRECTORS

15. The Board of directors shall manage the affairs of the Society.

16. The Board shall be comprised of the President and three directors representing each of the Society's sections.

a) President shall hold office for three years, or until a successor is duly elected or appointed.
b) At the Annual General Meeting scheduled for November, 2006, one director from each of the Society's sections shall be elected for a term of one year, one director from each of the Society's sections shall be elected for a term of two years, and one director from each of the Society's sections shall be elected for a term of three years. Thereafter, directors shall be elected for terms of three years, or until his or her successor has been duly elected and qualified.

The president, if re-elected as a director, shall be eligible to be re-elected as President for a further three-year term, but shall not be eligible for election to that office for more than two consecutive terms.

17. The office of President or director shall be vacated if such director:

a) Becomes bankrupt or is declared insolvent
b) Becomes of unsound mind,
c) Resigns office by notice in writing to the Society,
d) Ceases to be eligible as a regular member of the Society, provided that in this case, the director shall continue in office until a replacement has been appointed by the Board or elected.

18. No employee of the Society may be a director.

19. The President and directors shall receive no remuneration for acting as such, but the Society may compensate them for expenses.

OFFICERS

20. The officers of the Society are the President, the Vice President, the Secretary and the Treasurer.

21. The President or his or her delegate shall, when present, preside at all meetings of the members of the Society and of the Board. The President, subject to the authority of the Board, shall have general supervision of the affairs and business of the Society. The President with the Secretary, or other officer appointed by the Board for that purpose, shall sign all by-laws. The President shall be, ex officio, a member of all committees. The President shall 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 the Vice President or by such other director as the Board may, from time to time, appoint.

22. 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;
d) Perform such other duties as may, from time to time, be determined by the Board.

23. 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 ensure that proper vouchers therefore are taken, and shall render to the Board at regular meetings therefore or whenever required, an account of all the Society's financial transactions, and of the financial position of the Society; and

c) Perform such other duties as may, from time to time, be determined by the Board.

24. 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.

25. The duties of the Vice President shall be such as the Board or the President may assign or delegate.

COMMITTEES

26. The Board may appoint such committees as it, from time to time, considers advisable. Subject to section 28, 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.

27. 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.

28. Each committee shall submit to the Board such reports as the Board may, from time to time, request, but, in any event, each committee shall submit an annual report to the Board at such time as the Board may, from time to time, determine.

29. The President, Vice President, Secretary and Treasurer shall together comprise the Society's Executive Committee, chaired by the President, which Committee shall be authorized to act for the Board in dealing with any matter delegated to it by the Board. In any decision-making by the Executive Committee, in the event of a tie vote, the chair shall have a second or deciding vote.

MEETINGS OF THE BOARD

30. Five members 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 as it may, from time to time, determine. No formal notice of any such meeting shall be necessary if all the directors be present, or if, before or after such meeting, those absent waive notice. Meetings of the Board may be formally called by the President, the Vice President or any two 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 not less than 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.

31. Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of a tie, the chair of the meeting shall not have a second or casting vote. 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 OF PRESIDENT

32. Subject to Section 16 an election shall be held at every annual general meeting to elect one third of the Board of directors. The Board shall establish a Nominating Committee to coordinate the election process. The Nominating Committee is responsible for the following activities:

a) Preparing and distributing nomination forms,
b) Receiving nomination forms,
c) Preparing voting ballots,
d) Preparing proxy forms,
e) Organizing the election of the directors at the annual general meeting, including the voting booths, volunteers and ballot counting.

33. Regular members of a section may nominate other regular members of that section as candidates for director. A candidate shall be a regular member of that section to be eligible to be a director.

34. Regular members shall only elect directors as representatives of the section in which the regular member is a member. A member may be a member of and vote for directors in only one section. Subject to section 16, the number of directors to be elected for each section is as follows:

a) Chair section - three regular members of that section,
b) Full-time Adjudicators and Dispute Resolution Officers Section - three regular members of that section,
c) Part-time Adjudicators and Dispute Resolution Officers Section - three regular members of that section,
d) Staff section - three regular members of that section.

35. The directors shall elect from among themselves a President, a Vice President, a Secretary and a Treasurer.

36. The President shall remain a director of the Society but will cease to be a director representing the section of which he or she is a regular member. The vacancy of director for that section shall be filled by the candidate who received the next most votes or, if no such candidate is available, by the Board with a regular member of that section.

37. Vacancies on the Board shall be filled in accordance with sections 35 and 36.

EXECUTION OF CONTRACTS

38. Contracts may be entered into on behalf of the Society by any two of the following persons: President, Vice President or Secretary, or by any persons authorized by the Board.

39. Any two of the President, Vice President, 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.

40. 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

41. 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

42. 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.

43. 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.

44. 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.

45. 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

46. 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.

47. The direction shall indicate the purposes for withdrawing the securities and designate the person or persons who shall be the custodian of the security.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

48. Except with respect to willful 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 willful neglect or default.