

BY-LAW 2

Made: May 1, 2007
Amended: June 28, 2007
September 20, 2007
September 27, 2012
May 22, 2014

CORPORATE PROVISIONS

PART I

GENERAL

SEAL

1. The seal of the Society in use immediately before the day this By-Law comes into force shall continue to be the seal of the Society, that is, a shield in the centre whereof stands a Doric column, surmounted by a beaver, on the dexter side of the shield the figure of Hercules, and on the sinister the figure of Justice, with scales in her right hand and the sword in the left, and the words "Magna Charta Angliae" inscribed on a ribbon floating round the column, together with the words "Law Society of Upper Canada" upon the exterior circle.

COAT OF ARMS

2. The coat of arms of the Society in use immediately before the day this By-Law comes into force shall continue to be the coat of arms of the Society, that is, a sable on a chevron between two stags trippant in chief and a rose in base argent barbed and seeded an open book proper bound azure edged and clasped or between two maple leaves gules and for the crest on a wreath of the colours upon a rocky mount proper a mantle ermine lined murrey thereon a beaver proper in the mouth a sprig of two maple leaves or, together with the following supporters: on the dexter side a figure representing Hercules holding with the exterior hand a club and on the sinister side a figure representing Justice holding in the exterior hand a sword erect proper pommel and hilt or and with a balance suspended from the blade.

PART II

MEMBERS

HONORARY MEMBERS

Authority to make persons honorary members

3. (1) Convocation may make any person an honorary member of the Society.

Rights and privileges

- (2) An honorary member has only the rights and privileges prescribed by this Part.

Transition

4. Every person who is an honorary member of the Society immediately before May 1, 2007 is an honorary member of the Society.

MEETINGS OF MEMBERS

ANNUAL GENERAL MEETING

Meeting of members to be held annually

5. A meeting of members shall be held annually at a time and place determined by Convocation.

Notice of meeting

6. Notice of the annual general meeting, stating the date, time and place of the meeting, shall be given by publication in an issue of the Ontario Reports dated at least sixty days before the day fixed for the meeting.

Agenda for meeting

7. The annual general meeting shall consider the following matters:
 1. Minutes of the previous annual general meeting.
 2. Reports on the work of the Society and of the committees of Convocation.
 3. Financial statements.
 4. Matters of professional interest that are related to the work of the Society.

RULES OF PROCEDURE

GENERAL

Interpretation: “meeting”

8. (1) In this section and in sections 9 to 41, “meeting” means any meeting of members.

Same: “Treasurer”

(2) In this Part, except in section 10, “Treasurer” includes a bencher who presides at a meeting in accordance with section 6.

Reference text

9. Where a matter of order or procedure is not settled by this Part, it shall be settled in accordance with the rules of order set out in the most recent edition of *Bourinot's Rules of Order*.

Presiding bencher

10. The Treasurer shall preside at each meeting, but if the Treasurer for any reason is unable to preside at a meeting, one of the following benchers shall preside, in the following order of precedence:

1. The chair of the Audit and Finance Committee.
2. The chair of the Professional Development and Competence Committee.
3. A bencher selected from among and by the benchers present at the meeting.

Secretary to prepare agenda for meeting

11. For each meeting, the secretary shall prepare an agenda showing the order of business.

QUORUM

Quorum at a meeting

12. Fifty members, none of whose licence is suspended, constitute a quorum at a meeting.

Quorum not present

13. If within one hour after the time appointed for a meeting a quorum is not present, the Treasurer shall adjourn the meeting.

Quorum lost during meeting

14. (1) If a quorum is lost during a meeting, the Treasurer shall, subject to subsection (2), adjourn the meeting.

Same

(2) If a quorum is lost during a meeting, the Treasurer may permit the members remaining to continue to debate a motion, an amendment to a motion or an appeal of a ruling already put to the meeting but not yet disposed of if no member remaining objects.

No voting when quorum not present

(3) Even though debate on a motion, an amendment or an appeal may continue if a quorum is lost during a meeting, no motion, amendment or appeal shall be voted on when a quorum is not present.

Quorum regained

(4) If a quorum, having been lost during a meeting, is regained before the meeting is adjourned, the meeting shall continue as if the quorum had not been lost.

MOTIONS

Subject matter

15. All motions made at a meeting shall relate to the work of the Society.

Procedure for making motions

16. (1) Subject to subsection (2), a motion to be made at a meeting shall be,
- (a) in writing and signed by at least ten members, none of whose licence is suspended at the time of signature; and
 - (b) delivered to the secretary at least forty days prior to the day fixed for the meeting.

Same

(2) A motion may be made at any time during a meeting, even though the

requirements set out in subsection (1) have not been complied with, if the motion relates to a matter then being debated.

Publication of motions

17. The secretary shall arrange for publication of the text of all motions delivered to him or her under section 16.

Introduction at meeting

18. (1) At a meeting, a motion described in subsection 16 (1) may be made by it being,
- (a) proposed by one of the ten members who signed the motion; and
 - (b) seconded by any other member whose licence is not suspended.

Same

- (2) At a meeting, a motion described in subsection 16 (2) may be made by it being,
- (a) proposed by one member whose licence is not suspended; and
 - (b) seconded by another member whose licence is not suspended.

Permitted amendments

19. (1) A motion made at a meeting may be amended by,
- (a) adding or deleting words;
 - (b) varying minor details; or
 - (c) rephrasing sentences.

Amendment not to alter substance of motion

- (2) An amendment to a motion shall not alter the substance of the motion.

Introduction of amendments

20. An amendment to a motion shall be,
- (a) proposed by one member whose licence is not suspended; and

- (b) seconded by another member whose licence is not suspended.

Limit on number of amendments

21. No more than two amendments to a motion shall be before the meeting for debate at the same time.

Withdrawal

22. A motion or an amendment to a motion made at a meeting may be withdrawn if,

- (a) the member who proposed the motion or amendment consents to the withdrawal;
- (b) the member who seconded the motion or amendment consents to the withdrawal;
and
- (c) no member present at the meeting objects to the withdrawal.

DEBATE

Debate on motions and amendments

23. (1) Subject to subsection (2), a motion and an amendment to a motion may be debated by the members present at the meeting.

Debate prohibited

- (2) The following motions shall not be debated:
 - 1. A motion to adjourn a debate.
 - 2. A motion to proceed to the next business.
 - 3. A motion to table.

Order of speaking

24. (1) In a debate, members are entitled to speak to a motion or an amendment to a motion in the following order:

- 1. The member who proposed the motion or amendment.
- 2. The member who seconded the motion or amendment.

3. Any other member present at the meeting when recognized by the Treasurer.

Reserving right to speak

(2) The member who seconds a motion or an amendment to a motion may reserve the right to speak until a later time in the debate.

Limits on speaking

25. (1) Subject to subsection (2), a member is entitled to speak to a motion or an amendment to a motion only once.

Exception

- (2) A member may speak to a motion or an amendment a second time if,
 - (a) all members present at the meeting have exercised, or declined to exercise, their right to speak to the motion or amendment; and
 - (b) the member does not repeat anything already said by any other member.

RULING OF TREASURER

Treasurer may make rulings

26. The Treasurer may make rulings as to the conduct of the meeting and, without limiting the generality of the foregoing, the Treasurer may rule upon the propriety, acceptability, form and substance of any motion or amendment to a motion proposed at a meeting.

Appeal of ruling of Treasurer

27. (1) Subject to subsection (2), a ruling of the Treasurer may be appealed by any member present at the meeting.

Appeal prohibited

- (2) No member is entitled to appeal a ruling of the Treasurer that a matter may not be made the subject of debate or motion by the meeting because,
 - (a) it is a matter in respect of which a hearing may be conducted under the Act, regulations, by-laws or rules of practice and procedure; or

- (b) it is a matter that is pending before an adjudicative body for determination.

Time for making appeal

28. Where a member wishes to appeal a ruling of the Treasurer, the appeal shall be made immediately after the ruling.

Debate permitted

29. (1) Subject to subsection (2), an appeal of a ruling of the Treasurer may be debated by the members present at the meeting.

Debate prohibited

(2) An appeal of a ruling of the Treasurer relating to inappropriate language or behaviour shall not be debated.

Application of ss. 24 and 25

30. Sections 24 and 25 apply, with necessary modifications, to a debate of an appeal of a ruling of the Treasurer.

Treasurer's reasons for ruling

31. (1) After an appeal of a ruling of the Treasurer has been made, and before commencement of debate of the appeal, if permitted, the Treasurer is entitled to give the reasons, including any authority, for the ruling.

Same

(2) After debate of an appeal of a ruling of the Treasurer concludes, the Treasurer is entitled,

- (a) to answer any points raised during the debate; and
- (b) to give, or to repeat, the reasons, including any authority, for the ruling.

Disposition by vote

32. (1) An appeal of a ruling of the Treasurer shall be disposed of by a vote on the question: "Should the ruling of the Treasurer be upheld?"

Call for vote on appeal where debate on appeal prohibited

(2) Where debate on an appeal of a ruling of the Treasurer is prohibited, the Treasurer shall call for a vote on the appeal after exercising, or declining to exercise, the rights given to the Treasurer in subsection 31 (1).

Call for vote on appeal where debate on appeal permitted

(3) Where debate on an appeal of a ruling of the Treasurer is permitted, the Treasurer shall call for a vote on the appeal after debate has concluded and the Treasurer has exercised, or declined to exercise, the rights given to the Treasurer in subsection 31 (2).

VOTING

No appeal from call for vote

33. No member is entitled to appeal a call by the Treasurer for a vote on a motion, an amendment to a motion or an appeal of a ruling.

Order of voting on motions and amendments to motions

34. (1) All amendments to a motion shall be put to a vote before the motion is put to a vote.

Order of voting on amendments to motions

(2) Amendments to a motion shall be put to a vote in the following order:

1. The second amendment proposed.
2. The first amendment proposed.

Entitlement to vote

35. Every member present at a meeting, whose licence is not suspended, is entitled to one vote on each question put to the meeting.

Treasurer may not vote

36. Subject to section 40, the Treasurer shall not vote on any motion, amendment to a motion or appeal of a ruling.

Proxy voting prohibited

37. Votes may not be cast by proxy.

Manner of voting

38. Voting shall be by a show of hands unless a poll is required by the Treasurer or called for by a member.

Poll

39. (1) A poll may be required by the Treasurer or called for by a member either before a question is put to a vote or immediately after the question has been voted on by a show of hands.

Manner of conducting poll

(2) A poll shall be conducted either by ballot or by division, as determined by the Treasurer.

No appeal

(3) No member is entitled to appeal a determination by the Treasurer as to the manner of conducting a poll.

Resolution of question

40. (1) Subject to subsection (3), each question put to the meeting shall be determined by the majority of the votes cast.

Treasurer may exercise casting vote

(2) In the case of a tied vote, except on a vote of an appeal of a ruling of the Treasurer, the Treasurer shall have a casting vote.

Resolution of question: appeal of ruling of Treasurer

- (3) A ruling of the Treasurer shall be upheld on appeal when,
- (a) the majority of votes cast are in favour of upholding the ruling of the Treasurer; or
 - (b) the vote on the appeal results in a tie.

Entry in minutes

41. Whenever voting has been by a show of hands, unless immediately following the vote a poll on the same question is required by the Treasurer or called for by a member, an entry in the minutes of the meeting to the effect that the Treasurer declared a motion carried, an amendment

to a motion approved or a ruling upheld is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion, amendment or ruling.

Communication of resolutions to Convocation

42. (1) All motions carried at a meeting of members shall be,
- (a) communicated to Convocation at its first regular meeting after the meeting of members; and
 - (b) considered by Convocation within six months of the meeting of members.

Convocation not bound by resolutions of meeting

- (2) A motion carried at a meeting of members is not binding on Convocation.

PART III

OFFICERS

CHIEF EXECUTIVE OFFICER

APPOINTMENT

Appointment of C.E.O.

43. Convocation shall, on such terms as it considers appropriate, appoint a person as Chief Executive Officer of the Society.

REPORTING

Reporting

44. The Chief Executive Officer shall be responsible to Convocation.

DUTIES

Duties of C.E.O.

45. (1) The Chief Executive Officer shall be responsible for the management and co-ordination of all phases of the operation, administration, finances, organization, supervision and maintenance of all activities of the Society.

Same

(2) In addition to the duties set out in subsection (1), the Chief Executive Officer shall perform all the functions and duties ordinarily associated with the office of chief executive officer including,

- (a) putting into effect all policies and procedures established by Convocation or a standing committee of Convocation;
- (b) counselling and assisting Convocation or any standing committee of Convocation in the development, adoption and implementation and advancement of the various functions of the Society; and
- (c) advising and assisting in the engaging of officers and employees of the Society and directing such personnel in the on-going administration of approved policies and programmes.

Same

(3) In addition to the duties and functions set out in subsections (1) and (2), the Chief Executive Officer shall perform such functions and duties as may be assigned to him or her by Convocation.

SECRETARY

APPOINTMENT

Appointment of secretary

46. Convocation shall, on such terms as it considers appropriate, appoint a person as secretary of the Society.

DUTIES

Secretary's duties

47. The secretary shall perform the duties ordinarily associated with the office of the secretary, including having custody of the seal and coat of arms, the duties imposed upon the secretary by the by-laws and the duties that may be assigned to the secretary by the Chief Executive Officer.

PART IV
FINANCIAL PROVISIONS

FINANCIAL YEAR

Financial year

48. The financial year of the Society shall be from January 1 to December 31.

AUDIT

Appointment of public accountant

49. (1) Convocation shall appoint a public accountant annually and not later than at its regular meeting in May.

Same

(2) If Convocation fails to appoint a public accountant in any year, the public accountant most recently appointed by Convocation shall be deemed to be appointed by Convocation for the year.

Assurance engagement by public accountant

(3) The public accountant shall perform an assurance engagement and provide an opinion on the annual financial statements of the Society.

BUDGET ESTIMATES

Presentation of annual budget to Convocation

50. (1) The annual budget shall be presented to Convocation for final approval not later than November 30 each year.

Budget to be consistent with planned activities

(2) The budget shall be consistent with the activities planned by Convocation for the next financial year.

Projection of expenses and revenues

- (3) The budget shall include a reasonable projection of all expenses and revenues.

Use of reserve funds

- (4) The use of reserve funds to supplement estimated revenues requires the express approval of Convocation.

Cancellation of program, etc. included in budget approved by Convocation

- (5) Where Convocation has approved a budget that provides for the continuation of a program, activity or service, any significant reduction or cancellation of that program, activity or service during the financial year requires the express approval of Convocation.

PART V

FRENCH LANGUAGE SERVICES

Right to services in English and French

51. (1) Subject to subsections (2), (3) and (4), a person has the right to communicate in English or French with, and to receive in English or French available services from, the Society in the following areas:

1. The licensing of persons to practise law in Ontario as barristers and solicitors or to provide legal services in Ontario.
2. The regulation of licensees.
3. The administration of freezing and trusteeship orders.
4. The administration of the Compensation Fund.
5. The administration of unclaimed trust funds.

Limitation of Society's obligations

(2) A person's right, as set out in subsection (1), in any particular situation, is subject to limits that are reasonable and necessary in the circumstances of that particular situation.

Proceedings before the Law Society Tribunal

- (3) Where a person is a party to a proceeding before the Law Society Tribunal, the

person's right to communicate in English or French with, and to receive in English or French available services from, the Society or the Law Society Tribunal is governed, not by subsection (1), but by sections 49.24 and 49.37 of the Act and the applicable rules of practice and procedure.

Exemptions

- (4) Subsection (1) does not apply with respect to the following:
 - 1. Continuing professional development programs delivered by the Society.
 - 2. Public education programs delivered by the Society.