



SOUTH ASIAN LEGAL CLINIC OF ONTARIO

BY-LAW NUMBER 8

TABLE OF CONTENTS

| | |
|---|---|
| Section 1. General..... | 1 |
| 1.1 Definitions | 1 |
| 1.2 Interpretation..... | 1 |
| 1.3 Severability and Precedence..... | 2 |
| 1.4 Seal..... | 2 |
| 1.5 Execution of Documents | 2 |
| 1.6 Head Office and Registered Office..... | 2 |
| 1.7 Books and Records..... | 3 |
| Section 2. Directors | 3 |
| 2.1 Qualifications, Election and Term..... | 3 |
| 2.2 Vacancies..... | 4 |
| 2.3 Filling Vacancies | 4 |
| 2.4 Committees..... | 5 |
| 2.5 Remuneration of Directors | 5 |
| 2.6 Rules and Regulations | 5 |
| Section 3. Board Meetings | 5 |
| 3.1 Calling of Meetings..... | 5 |
| 3.2 Regular Meetings | 5 |
| 3.3 Notice..... | 6 |
| 3.4 Chair | 6 |
| 3.5 Voting | 6 |
| 3.6 Participation by Telephonic or Electronic Means | 6 |
| 3.7 Adjournments | 6 |
| 3.8 Quorum..... | 6 |
| Section 4. Financial | 7 |
| 4.1 Banking | 7 |
| 4.2 Financial Year..... | 7 |

| | |
|--|----|
| Section 5. Auditor | 7 |
| 5.1 Annual Appointment..... | 7 |
| 5.2 Removal of Auditor..... | 7 |
| 5.3 Vacancy in the Position of Auditor | 8 |
| 5.4 Remuneration of Auditor | 8 |
| Section 6. Borrowing by the Corporation | 8 |
| 6.1 General Borrowing Authority | 8 |
| Section 7. Officers | 8 |
| 7.1 Officers..... | 8 |
| 7.2 Office Held at Board's Discretion | 8 |
| 7.3 Duties..... | 9 |
| 7.4 Duties of the Chair | 9 |
| 7.5 Duties of the Secretary | 9 |
| 7.6 Duties of the Treasurer..... | 9 |
| Section 8. Protection of Directors and Others | 9 |
| 8.1 Protection of Directors and Officers | 9 |
| Section 9. Conflict of Interest..... | 10 |
| 9.1 Conflict of Interest | 10 |
| Section 10. Members..... | 10 |
| 10.1 Members | 10 |
| 10.2 Membership | 10 |
| 10.3 Disciplinary Act or Termination of Membership for Cause | 11 |
| 10.4 Members' Right to Inspect Books and Records | 11 |
| Section 11. Members' Meetings | 11 |
| 11.1 Annual Meeting | 11 |
| 11.2 Special Meetings..... | 12 |
| 11.3 Meetings by Electronic Conference..... | 12 |
| 11.4 Notice | 12 |
| 11.5 Quorum | 12 |
| 11.6 Chair of the Meeting | 13 |
| 11.7 Voting of Members | 13 |
| 11.8 Proxies | 13 |
| 11.9 Mail Ballots..... | 13 |
| 11.10 Electronic Ballots..... | 14 |

| | |
|--|-----|
| 11.11 Adjournments | 14 |
| 11.12 Persons Entitled to be Present..... | 14 |
| 11.13 Record Date | 14 |
| Section 12. Notices..... | 15 |
| 12.1 Service | 15 |
| 12.2 When Notice Considered Given | 15 |
| 12.3 Declaration of Notice | 15 |
| 12.4 Computation of Time | 16 |
| 12.5 Error or Omission in Giving Notice | 16 |
| 12.6 Waiver | 16 |
| Section 13. Adoption and Amendment of By-laws..... | 16 |
| 13.1 Amendments to By-laws | 16 |
| Section 14. Repeal of Prior By-laws | 17 |
| 14.1 Repeal..... | 17 |
| 14.2 Prior Acts..... | 17 |
| Section 15. Winding Up..... | 17 |
| 15.1 Property of Legal Aid Ontario | 17 |
| Schedule A | 188 |
| Schedule B..... | 20 |
| Schedule C | 21 |

BY-LAW NUMBER 7

A by-law relating generally to the conduct of the affairs of

SOUTH ASIAN LEGAL CLINIC OF ONTARIO

BE IT ENACTED as a by-law of the Corporation as follows:

Section 1. General

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) "Board" means the board of directors of the Corporation, collectively;
- (c) "By-laws" means this by-law (including all schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (d) "Chair" means the chair of the Board;
- (e) "Corporation" means South Asian Legal Clinic of Ontario;
- (f) "Director" means an individual occupying a director's position within the Corporation, whether the title "director" or another is used by the Corporation to refer to such individual's position;
- (g) "Member" means a member of the Corporation;
- (h) "Members" means the collective membership of the Corporation; and
- (i) "Officer" means an officer of the Corporation.

1.2 Interpretation

Other than as specified in Section 1.1, all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

1.4 Seal

The seal of the Corporation, if any, shall be in the form stamped in the margin hereof.

1.5 Execution of Documents

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the Chair, Vice-Chair, Treasurer, Executive Director, or Designated Staff Lawyer.
- (b) Cheques, electronic transfers, or online bill payments issued from the Corporation's general account shall be signed or approved by any two (2) of the Chair, Treasurer, Executive Director, Office Coordinator, or a Director specifically so authorized by a resolution of the Board, provided that at least one such signature shall be that of a Director.
- (c) The Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.
- (d) Any person authorized to sign any document may affix the corporate seal, if any, to the document.
- (e) Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.6 Head Office and Registered Office

The head office of the Corporation is deemed to be the registered office of the Corporation, which shall at all times be in Ontario at the location specified in the articles, provided that:

- (a) The Corporation may change the location of its registered office within its municipality or geographic township by resolution of the Directors; and
- (b) The Corporation may change the municipality or geographic township in which the registered office is located to another place in Ontario by special resolution.

1.7 Books and Records

The Corporation shall maintain at its registered office all books and records required by the *Act*, including:

- (a) articles, By-laws, and all amendments thereto;
- (b) minutes of the Board, Board committees, Member meetings, and Member committees;
- (c) a list of Directors, Officers, and Members going back six (6) years, including names, start dates, end dates, addresses, and email addresses (if they agree to receive documents electronically);
- (d) adequate accounting records; and
- (e) a list of all interests in real estate in Ontario.

Section 2. Directors

2.1 Qualifications, Election and Term

- (a) The Board of Directors shall solicit applications for each position that will be vacant in the upcoming year, and will propose a slate of candidates, responsive to the needs of the Board of SALCO, for distribution to all Members at or prior to the next Annual General Meeting.
- (b) The slate of Directors shall be elected by the Members at each annual meeting from among the Members.
- (c) The Board of Directors shall consist of 9-12 directors.
- (d) At the date of their election and throughout their term as a Director, each Director must:
 - (i) Be at least eighteen (18) years of age;
 - (ii) Not be an employee of SALCO, nor the spouse, or common-law partner, parent, grandparent, child or sibling of a person receiving remuneration from SALCO; and
 - (iii) Not be an undischarged bankrupt.
- (e) The term of service of each Director (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the second annual meeting thereafter, provided that:
 - i. if at such meeting no successor is elected or appointed, the Director's terms shall extend to that day when their successor is elected or appointed;

- ii. As and when necessary for the purpose of staggering the terms served by the Directors (such that at each annual meeting of the Members roughly half of the seats on the Board come up for election), prior to the election of a Director, the Board may by resolution vary the length of the term to be served by such Director.
- (f) Each Director shall consent in writing to acting as such immediately upon being elected or appointed to the Board, and no person who refuses or fails to provide such written consent shall be a Director.
- (g) Directors shall not be elected for more than five 2-year terms consecutively.

2.2 Vacancies

The position of Director shall be vacated immediately:

- (a) if the Director resigns by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (b) if the Director dies or becomes bankrupt;
- (c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- (d) if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term.

2.3 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds such position for the remainder of the unexpired term of the Director's predecessor:

- (a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- (b) if a Director resigns or dies before the end of the Director's term, a quorum of Directors may by appointment fill the vacancy to hold such position for the remainder of the Director's unexpired term;
- (c) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors, the meeting may be called by any Member; and
- (d) except as provided for in the foregoing clauses, a quorum of Directors may fill a vacancy among the Directors.

2.4 Committees

Committees may be established by the Board as follows:

- (a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
- (b) Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities.

The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.5 Remuneration of Directors

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

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- (b) No Director shall be an employee or contractor of the Corporation.

2.6 Rules and Regulations

The Board may from time to time and at any time prescribe such rules and regulations not inconsistent with the By-laws relating to the operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect until the next meeting of the Members where, by ordinary resolution, such rules and regulations shall either be adopted as is, amended and then adopted, or refused. Upon refusal by the Members, all such refused rules and regulations shall cease be of any force or effect.

Section 3. Board Meetings

3.1 Calling of Meetings

Meetings of the Directors may be called by the Chair or any two Directors at any time and any place on notice as required by this by-law.

3.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such regular meetings to each Director, and no other notice shall be required for any such meeting.

3.3 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 12 of this by-law to every Director not less than five days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.4 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.5 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes cast. In case of an equality of votes, the Chair shall have a second or casting vote.

3.6 Participation by Telephonic or Electronic Means

If all Directors consent, generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by telephonic or electronic means or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by such means or device is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

3.7 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

3.8 Quorum

A quorum for the transaction of business at a meeting of the Board shall be four (4) Directors.

Section 4. Financial

4.1 Banking

- (a) The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) The Corporation may, without limitation, hold one or more general accounts, trust accounts or disbursements accounts.
- (c) For all trust accounts and disbursement accounts held by the Corporation, only the Executive Director or the Office Co-ordinator may have signing authority over same.

4.2 Financial Year

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

Section 5. Auditor

5.1 Annual Appointment

- (a) Subject to the *Act*, the Members, at each annual meeting, shall appoint an auditor or a person to conduct a review engagement of the Corporation, who shall hold such position until the close of the next annual meeting, or the Members pass an extraordinary resolution to dispense with both an audit and review engagement, as applicable.
- (b) If an appointment is not made and the Members do not pass an extraordinary resolution to have a review engagement or dispense with an audit, then the incumbent auditor continues in such position until a successor is appointed.

5.2 Removal of Auditor

- (a) The Members may by ordinary resolution at a special meeting of Members, remove any auditor or a person appointed to conduct a review engagement before the expiration of their term in accordance with the *Act*, and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 5.3.
- (b) The Corporation shall give the auditor at least two days to prepare a statement giving reasons opposing the auditor's removal. The auditor shall provide any such statement to the Board. Any such statement provided by the auditor shall be included in the notice of the special meeting of Members called to remove the auditor.

5.3 Vacancy in the Position of Auditor

Subject to the articles, the Board shall fill any vacancy in the position of auditor or a person appointed to conduct a review engagement.

5.4 Remuneration of Auditor

The remuneration of an auditor may be fixed by the Members by ordinary resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

Section 6. Borrowing by the Corporation

6.1 General Borrowing Authority

The Directors may not, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

Section 7. Officers

7.1 Officers

The Board shall appoint from among the Directors a Chair, a Secretary, and a Treasurer at its first meeting following the annual meeting of the Corporation. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

7.2 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- (a) one (1) year from the date of being appointed;
- (b) the Officer's successor being appointed,
- (c) the Officer's resignation, or
- (d) such Officer's death.

Upon ceasing to be an Officer, all books, papers, vouchers, money, and other property of whatever kind in the possession or under the control of such former-Officer and belonging to the Corporation shall be delivered to the Chair immediately, failing which, forthwith upon demand by the Corporation.

7.3 Duties

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

7.4 Duties of the Chair

The Chair shall perform the duties described in sections 3.4 and 11.6, the duties described in Schedule A, and such other duties as may be required by law or as the Board may determine from time to time.

7.5 Duties of the Secretary

The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

In the absence of the Chair, the Secretary shall perform the duties of the Chair, and such other duties as may be required by law or as the Board may determine from time to time.

In the absence of both the Chair and the Secretary, the Directors shall choose from among their number a person who will perform such duties in the Chair's stead.

7.6 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

Section 8. Protection of Directors and Others

Directors and Officers shall be covered by Directors and Officers Liability Insurance as arranged by Legal Aid Ontario. These Insurance Certificates will be provided to all Directors at the first meeting after each Annual General Meeting and at any time that the insurance is renewed.

8.1 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of

the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective position or trust provided that they have:

- (a) complied with the *Act* and the Corporation's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the *Act*.

Section 9. Conflict of Interest

In order to fulfill the duty of the Corporation to provide legal representation to its clients, the interests of the Corporation's clients shall at all times have priority over the interest of any individual, group, organization or other entity related to a Director in any material respect.

9.1 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 10. Members

10.1 Members

Membership in the Corporation shall consist of such persons interested in furthering the Corporation's purposes who have been accepted into membership in the Corporation by resolution of the Board.

10.2 Membership

A membership in the Corporation is not transferable and automatically terminates if a notice sent to the last known address of the Member is returned to sender, if the Member by written notice to the Board resigns or where such membership is otherwise terminated in accordance with the *Act*.

10.3 Disciplinary Act or Termination of Membership for Cause

- (a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

10.4 Members' Right to Inspect Books and Records

Subject to the *Act*, a Member may upon reasonable notice attend at the office of the Corporation and inspect the books and records of the Corporation.

Section 11. Members' Meetings

11.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days, or such other number of days as may be prescribed in the regulations, before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor or person who has been appointed to conduct a review engagement, if any;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year, else an extraordinary resolution dispensing with same;
- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be on the agenda for the annual meeting unless a Member has given notice to the Corporation of any matter that

the Member proposes to raise at the meeting in accordance with the *Act*, so that such special business can be included in the notice of annual meeting.

11.2 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of Members who hold at least 10 per cent (10%) of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

11.3 Meetings by Electronic Conference

- (a) A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Directors or, as the case may be, the Members, may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

11.4 Notice

Subject to the *Act*, not less than 10 days' written notice for an annual meeting or a special meeting, and in any event not more than 50 days' written notice of any annual or special Members' meeting, shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement, if any. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

11.5 Quorum

A quorum for the transaction of business at a Members' meeting is five percent (5%) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

11.6 Chair of the Meeting

The Chair shall be the chair of the Members' meeting. In the Chair's absence, the Members present shall choose another Director as chair of the meeting, and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting. The chair of the meeting shall follow the current edition of Robert's Rules of Order, subject to any further or contrary policy of the Board.

11.7 Voting of Members

Business arising at any Members' meeting shall be decided by ordinary resolution unless otherwise required by the *Act* or the By-laws, provided that:

- (a) each Member shall be entitled to one vote on each question raised at any meeting of the Members;
- (b) votes shall be taken by a show of hands among all Members present unless otherwise required by the By-Laws or the *Act*, or unless a ballot is required by the chair of the meeting or requested by any Member, and the chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall have a second or casting vote; and
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

11.8 Proxies

No Member may vote by proxy.

11.9 Mail Ballots

A Member entitled to vote at a meeting of Members may vote by mail-in ballot if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and

(b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Subject to the foregoing, the conduct of voting by mail-in ballot will be in accordance with the policies and procedures determined from time to time by the Board.

11.10 Electronic Ballots

A Member entitled to vote at a meeting of Members may vote by telephonic or electronic means if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Subject to the foregoing, the conduct of voting by telephonic or electronic means will be in accordance with the policies and procedures determined from time to time by the Board.

11.11 Adjournments

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

11.12 Persons Entitled to be Present

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

11.13 Record Date

The record date for determining the Members entitled to vote at a meeting of the Members shall be the date that is thirty (30) days before such meeting.

Section 12. Notices

12.1 Service

Any notice required to be sent to any Member, Director, or to an auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or telephonic or electronic means:

- (a) to such Member at the Member's latest address as shown in the records of the Corporation;
- (b) to such Director at the latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and
- (c) to such auditor or person who has been appointed to conduct a review engagement at such person's business address;

provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

12.2 When Notice Considered Given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given in writing by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent; and
- (e) if provided by other electronic means, notice is deemed given when transmitted.

12.3 Declaration of Notice

At any meeting, the declaration of the Chair or, if absent, the chair of the meeting, that notice has been given pursuant to this by-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

12.4 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that triggered the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

12.5 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board, or, auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Any Director, Member, or, auditor or person conducting a review engagement, may at any time waive notice of, and ratify and approve, any proceeding taken at any meeting.

12.6 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the *Act*, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

Section 13. Adoption and Amendment of By-laws

13.1 Amendments to By-laws

- (a) Subject to the *Act* or the articles, as applicable, the Board may from time to time in accordance with the *Act* make, amend or repeal and replace any By-laws. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by ordinary resolution of the Members.
- (b) If a By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The said by-law, 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.

Section 14. Repeal of Prior By-laws

14.1 Repeal

Subject to the provisions of section 14.2 of this by-law, all prior by-laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this by-law are repealed.

14.2 Prior Acts

The repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-laws, resolution or other enactment.

Section 15. Winding Up

15.1 Property of Legal Aid Ontario

The Members have no interest in any property or asset of the Corporation and all property and assets of the Corporation shall, upon winding up, belong to and be delivered to Legal Aid Ontario.

ENACTED by the Directors as a By-Law of **SOUTH ASIAN LEGAL CLINIC OF ONTARIO** this 20th day of September, 2025.



Director
Lisa Amin, Chair, Board of Directors

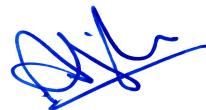


Director
Alizeh Koharasnee, Treasurer, Board of Directors

CONFIRMED by the Members of the **SOUTH ASIAN LEGAL CLINIC OF ONTARIO** in accordance with the *Not-for-Profit Corporations Act, 2010* on the 3rd day of November, 2025.



Director
Lisa Amin, Chair, Board of Directors



Director
Alizeh Koharasnee, Treasurer, Board of Directors

Schedule A

Position Description of the Chair

Role Statement

If appointed, the Chair shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Chair shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management of the Corporation, if any; provide guidance to senior management regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management and the Board.

Committee Membership

May serve as member on any Board committees.

Schedule B

Position Description of the Treasurer

Role Statement

The Treasurer collaborates with the Chair and senior management to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C

Position Description of the Secretary

Role Statement

The secretary collaborates with the Chair to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the Chair in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation and the Board.

Custodian

They shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which they shall deliver up 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.