



A by-law relating generally to the transaction of the affairs of the **Ontario Paralegal Association** (the “OPA”)

A corporation without share capital incorporated under the *Ontario Corporations Act* (the “Act”).

Table of Contents

GENERAL.....	5
Interpretation.....	5
Severability and Precedence.	5
Definitions.....	5
MEMBERSHIP.....	8
ELIGIBILITY.....	8
CLASSES.....	8
Individual Membership (Voting).....	8
Associate Membership (non-voting).....	8
Student Membership (non-voting).....	9
Retired Membership (non-voting).....	9
Honourary Membership (non-voting).....	10
Membership Dues and Fees.	10
Member Resignation.	10
Member Benefits.....	10
MEETINGS OF THE MEMBERS.....	10
Place of General Membership Meetings.	10
Annual Meetings (AGM).	10
Failure to Notify.	11
Special Member Meetings.	11
Notices for Meetings.	11
Persons Entitled to be Present at Special Meetings.....	11
Persons Entitled to be Present at General Meetings.....	11
Minutes of Meeting.....	11
Quorum.....	12
Parliamentary Authority.	12
VOTING OF MEMBERS.....	12
Entitlement to Vote.....	12

Electronic Voting.	12
Security.	12
COMPLAINTS & APPEALS PROCESS.....	12
Special Levies.	12
Appeal of Denied Membership	12
Procedure for complaint made to Board	13
Suspension or Termination.	13
Notice to the affected person	13
Responding Material	13
Express Suspension	14
Hearing and Decision of the Board	14
COMMITTEES	14
The Membership Committee.	14
The Education Committee.	14
The Events Committee.	15
The Promotion and Public Awareness Committee	15
The LSO/Government Relations Committee.	15
The Elections Committee.	15
The Review Committee.	15
The Student Committee.	15
The Newsletter Committee.	15
The Regional Committee.	15
COMMITTEE OVERVIEW	16
Guidelines & Policies	16
Director as Liaison.	16
Length of Term.	16
Requests for Volunteers	16
Board to Appoint.	16
Minutes of Meetings	17
Appoint, Replace, Remove Member.	17
Structure of Committee.	17
Chair and Vice Chair	17
Secretary	17
Sub-Committees.	18
BOARD OF DIRECTORS	18

Number of Directors.18

Student Directors.18

Qualifications of a Director.18

Implementation of Regional Representation.18

Length of Term as Director.....18

Regional Directorships.18

Regular Meetings of the Board.....19

Meetings with Committee Chairs.19

Special Board Meetings.....19

Attendance at Board Meetings.....19

Quorum.....19

Participation by Electronic Means.19

Notice of Board Meeting.....19

Voting.20

Resolutions.20

In Camera.....20

Powers and Responsibilities.....20

Non-directors at Board Meetings.20

EXECUTIVE OFFICERS 21

Election of Executive Officers.21

Removal of Executive Officer.21

Resignation of Officers.....21

Duties of the President.21

Duties of the Vice-President(s).22

Duties of the Secretary.22

Duties of the Treasurer.22

Duties of the Non-Executive Committee.....23

Duties of the Student Director.23

A CEO or Executive Director.23

NOMINATION PROCESS 23

Candidate List.....23

Request for Debate.....23

CONFLICT OF INTEREST 24

Definition.24

Process for Resolution of Conflicts in Board Matters.....24

Consequences of a Conflict may include:	24
Benchers as Directors.	24
REMOVAL OF DIRECTORS	25
Complaint Against Elected Director.	25
Reason for Complaint.	25
Notice to the Elected Director.	25
Responding Material	26
Hearing and Decision of the Members.....	26
Removal of a Director Appointed by the Board.....	26
Responding Material	26
VACANCIES ON THE BOARD	27
Resignation of a Director.	27
Automatic.	27
When Vacancies Occur.....	27
LIABILITIES OF DIRECTORS AND OFFICERS.....	27
Indemnity of Directors and Officers.....	28
Insurance for Directors and Officers.	28
Authorization of Expenditure.	28
ADMINISTRATION	28
Head Office.	28
Banking.	28
Execution of Documents.	29
Books and Records.	29
Fiscal Year.	29
Auditor.....	29
NOTICES	29
Service.	29
Computation of Time.....	29
AMENDMENTS TO BY-LAWS.....	30
Amendments by Members.....	30
Amendments by the Board.	30
Confirmation	30
Rejection.....	30
Suspension.....	31

Notice	31
CERTIFICATE OF THE BOARD	31

BE IT ENACTED as a by-law of the Ontario Paralegal Association as follows:

GENERAL

Interpretation.

1. The Ontario Paralegal Association (the “OPA”) derives its duties, responsibilities, and powers from its Articles of Amalgamation, By-laws, Policies and Guidelines as established and amended from time to time. The OPA exists to secure and promote the interests and welfare of Paralegals in the Province of Ontario without the purpose of financial gain for its members. Any profits or other assets shall be used for the objects as stated in the Articles of Amalgamation of the OPA. In this By-law and all other by-laws, policies, guidelines and resolutions of the OPA, unless the context requires otherwise:
 - a. In the interpretation of this by-law, words in the singular include the plural and vice-versa, and words in one gender include all genders. Other than as specified herein, words and expressions defined in the *Act* have the same meanings when used in these by-laws;
 - b. Headings are for convenience only and do not affect the interpretation of these By-laws;
 - c. By-laws are to be interpreted broadly as a reasonable person would.

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.

Definitions.

2. In this By-law and all other By-laws, Policies, Guidelines and Special Resolutions of the Board, unless the context otherwise requires, the following definitions will be used in the interpretation of the Constitution and By-laws:
 - a. “Act” means the ***Corporations Act***, R.S.O 1990, c.C. 38;
 - b. “AGM” means the Annual General Meeting as described herein;
 - c. “Board of Directors” aka “Board” refers to the elected or appointed Directors of the OPA;
 - d. “Board Liaison” means any Director of the Board acting as correspondent between a Committee and the Board of Directors;

- e. "Board Meeting" means a properly constituted meeting of the Board of Directors which may be held by telephone, electronic email or other forms of communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in the meeting by those means is deemed to be present at the meeting.;
- f. "By-law" means this By-law and all other by-laws of the OPA from time to time in force and effect;
- g. "Candidate List" means a list developed by the Elections Committee of accepted nominees;
- h. "Chairperson" means the individual overseeing the function of a meeting of the Board or of a Committee;
- i. "Chapter(s)" means a Regional Chapter as defined herein;
- j. "Committee(s)" means those committees established by the Board at it's discretion;
- g. "Conflict of interest" means the existence of a substantial risk that a member's loyalty to or representation of the OPA would-be materially and adversely affected by the member, Director, or Officer's own interest or the duties they owe to a third party. The risk must be more than a mere possibility;-there must be a genuine, serious risk to the duty of loyalty;
- h. "CPD" means continuing professional development as defined by LSO;
- i. "Code of Ethics" means the *Paralegal Rules of Conduct* (PROC) adopted by LSO and amended from time to time;
- j. "OPA" means The Ontario Paralegal Association;
- k. "Director" means any person duly elected or appointed to the Board of Directors;
- l. "Directorship" means the position of Director on the Board;
- m. "Disloyal" means showing an absence of allegiance, devotion, obligation, faith, or support
- n. "Electronic means" includes a process whereby something created, recorded, transmitted or stored in digital form or in other intangible form by electronic, magnetic or optical means or by any other means that has capabilities for creation, recording, transmission or storage similar to those means, and "electronically" has a corresponding meaning;

- o. “Executive” is defined as collectively or singularly one of the Officers of OPA;
- p. “Executive Committee” means those persons elected or appointed by the Board in accordance with these by-laws and shall be made up of the Officers of the Board of Directors;
- q. “Good standing” means having fulfilled all duties and maintained their obligations to the LSO and remains in good standing with the LSO and the OPA;
- r. “Guidelines” means criteria set forth by a Committee or the Board at their Discretion;
- s. “In-camera” refers to meetings where the discussions and activities are done confidentially and with no recording, either written or electronically not to be made public or otherwise;
- t. “Incorporating Documents” means Letters Patent of the OPA, Articles of Amalgamation of the OPA, or any other incorporating documents;
- u. “LSO” means the Law Society of Ontario and any successor organization thereof;
- v. “Member” means the general, unelected, member of the Ontario Paralegal Association;
- w. “Officer” means a duly appointed Officer of the OPA;
- x. “Policy” means any policy statements or documents or principles as ratified and amended from time to time as the Board may deem fit;
- y. “Proxy” refers only to an in-person voting situation wherein a Member, Director or Officer is unable to attend and instead provides their vote using the designated proxy voting form;
- z. “Region(s)” means the Ontario Court of Justice Judicial districts/ regions;
- aa. “Regional Directorship(s)” means any of the East, northeast, central east, central west, Toronto, central south, southwest or all of them together;
- bb. “Register of Members” means the register maintained by the Secretary of the Board containing the names of the Members of OPA;
- cc. “Secretary” means the Secretary of the Board;
- DD. “Special Meeting” means a special meeting of the Board or Members as defined herein.

MEMBERSHIP

ELIGIBILITY

1. The following persons are eligible for membership in the Association:
2. a member in good standing of the Law Society of Ontario, or a person with a recognized Paralegal degree, diploma, or certificate such as a member of an accredited Paralegal Program in the Province of Ontario or a person who is a lawyer, Arbitrator, Justice of the Peace, Deputy Judge, or Judge of any court of Ontario;
 - a. a person who has ceased to be a member of the LSO by reason of holding an appointment in the public service;
 - b. a paralegal student or student at law who is enrolled in a course in an accredited paralegal program or at a Canadian law school recognized by a law society in Canada, or who is articling or otherwise;
 - c. a person who is:
 - d. a member in good standing of a bar or a law society outside Canada;
 - e. a judge or retired judge of a court of record outside Canada;
 - f. a notary licensed to practice law outside Canada; or
 - g. an executive employee of a foreign Bar Association.

CLASSES

3. There are five classes of membership:
 - a. Individual membership (voting);
 - b. Associate membership (non-voting);
 - c. Student membership (non-voting);
 - d. Honorary membership (non-voting); and
 - e. Retired membership (non-voting).

Individual Membership (Voting)

4. "Individual Member" means any person who holds a P1 licence in good standing with the LSO and is shown in the LSO Paralegal Directory as providing legal services, and who abides by the Association's Principles of Conduct, may be entitled to a Voting Membership provided that their completed application in the proper form has been received, accompanied by the required supporting documentation, as may be adopted from time to time by the OPA, and upon payment of the appropriate dues and fees as established by Policy.
5. All Individual members of the Association have equal rights and privileges, including the rights to attend all meetings of the Association, to have a deliberative voice therein, to vote, to bring motions, to hold office and to propose and second resolutions.

Associate Membership (non-voting)

6. "Associate Member" means any person who holds a P1 license as issued by the LSO, and whose status is defined as "Not Providing Legal Services" by LSO, may at his/her option, be entitled to an Associate membership in lieu of an Individual membership provided that their completed application in the proper form has been received, accompanied by the required supporting documentation, as may be adopted from time to time by the OPA, and upon payment of the appropriate dues and fees as established by Policy.

7. A person may be admitted to Associate membership in the Association who is not a member of the Law Society in Ontario, and who holds no recognized paralegal licence, and who is an organization or individual who has an interest in the advancement of the paralegal profession provided that their completed application in the proper form has been received, accompanied by the required supporting documentation, as may be adopted from time to time by the OPA, and upon payment of the appropriate dues and fees as established by Policy.
8. Associate members have the rights to attend all meetings of the Association and to have a deliberative voice therein, but do not have the rights to vote, to bring motions, to hold office to propose or second resolutions, but may otherwise participate in committees.

Student Membership (non-voting)

9. “Student Member” means any Student enrolled in a recognized accredited Paralegal Program in Ontario or Paralegal Candidate who is not currently the holder of a P1 licence and who abides by the Association’s Principles of Conduct may be entitled to a Student Membership provided that their completed application in the proper form has been received, accompanied by the required supporting documentation, as may be adopted from time to time by the OPA, and upon payment of the appropriate dues and fees as established by Policy.
10. Student Members shall not use references to their affiliation with the OPA in promotional material, brochure, advertisement, business cards and letterhead without the written permission of the OPA.
11. Student members have the right to attend all meetings of the Association, and to have a deliberative voice therein, but do not have the rights to vote, to bring motions, to hold office to propose or second resolutions, except as permitted in the By-laws.
12. A Student member ceases to be such a member:
 - a. When the member is issued a P1 licence; or
 - b. If the member fails to be issued a P1 licence, or fails to provide proof thereof, within a reasonable period of time, but in any event, no longer than one year from the date of graduation.

Retired Membership (non-voting)

13. “Retired Member” means an Individual member who is at least 60 years of age and who has been a member in good standing of a law society for at least 10 years, and who has retired from the active provision of legal services by permanently resigning from the law society provided that their completed application in the proper form has been received, accompanied by the required supporting documentation, as may be adopted from time to time by the OPA, and upon payment of the appropriate dues and fees as established by Policy.
14. A person who has been permitted to resign or retire arising from a disciplinary proceeding of the law society is not eligible to be a Retired member.
15. Retired members have the right to attend all meetings of the Association and to have a deliberative voice therein, but do not have the rights to vote, to bring motions, to hold office to propose or second resolutions, but may otherwise participate in committees.
16. A Retired member who ceases to be retired from the active provision of legal services will be an Individual member of the Association and the membership fees fixed in Policy will apply.

Honourary Membership (non-voting)

17. The Board, by resolution, may admit any person(s) who, in the opinion of the Board, has made an outstanding contribution to the development of, and/or, has furthered the purposes of the OPA.
18. The following persons may be admitted to Honourary membership in the Association:
 - a. Past Presidents of the Association, on completion of their term as President;
 - b. Distinguished persons may, by resolution of the Board, be admitted to Honourary membership in the Association; or
 - c. A person who has been a member of a Law Society of Ontario for 50 years or more and of the Association for not less than 20 consecutive years.
19. Honourary members have the rights to attend all meetings of the Association and to have a deliberative voice therein but, unless they pay membership fees, or are Past Presidents of the Association, do not have the rights to vote, to bring motions, to hold office or to propose or second resolutions.
20. Honourary members are admitted for life or a lesser term as stated in the resolution and pay no membership fees.

Membership Dues and Fees.

21. Shall be established by Policy and may be adjusted, from time to time as determined by a majority of the Board.

Member Resignation.

22. Members may resign by signifying their wish in writing, such resignation to become effective upon acceptance thereof by the Board of Directors. Members wishing to resign will not be entitled to a refund of membership fees.

Member Benefits

23. All members of the OPA in good standing are entitled to the benefits offered by the Association.
24. Only Individual and Honourary members will be provided CPD certificates.

MEETINGS OF THE MEMBERS

Place of General Membership Meetings.

25. General Meeting of the members may be conducted electronically or held at the head office of the OPA or elsewhere in Ontario as the Board may determine and on such day as the said Directors shall appoint. The Board, or the President, or Vice-President shall have the power to call, at any time, a general meeting of the Members of the OPA. At such meeting, any business may be transacted which the OPA would normally transact at annual or general meetings.

Annual Meetings (AGM).

26. The AGM may be held entirely by telephonic, electronic, or other communication facility on such day as determined by the Directors provided that it is no longer than fifteen (15) months from the date of the last AGM. At every AGM, in addition to the election of Directors and any other business that may be transacted, the report of the Board, the

financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business without any notice thereof excluding amendments to these by-laws, or other business outlined herein as requiring notice.

Failure to Notify.

27. Accidental omission or failure to notify a member shall not invalidate any resolution passed or any action taken at a general meeting, special meeting or annual meeting.

Special Member Meetings.

28. The Secretary shall, within ten (10) days, call a general membership meeting on the written request of ten percent (10%) of members of the agency, two Directors, the President, or the Vice-President, who shall, in their requisition, state the nature of the business it is proposing to transact at such meeting, and only such business shall be brought before the meeting, and such meeting shall be held within thirty-five (35) days of receipt of the request therefore.

Notices for Meetings.

29. Notice of the time and place and method of a meeting of members shall be given to each member entitled to vote at the meeting by the following means: by mail, courier or personal delivery to each member entitled to vote at the meeting not less than twenty (20) days before the day on which the meeting is to be held; or by telephonic, electronic, posting on the Corporate website, or other communication facility to each member entitled to vote at the meeting, not less than twenty (20) days before the day on which the meeting is to be held.

Persons Entitled to be Present at Special Meetings.

30. Any and all Voting Members in good standing with the OPA are entitled to be present at special meetings. If the OPA chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility as established by the Board of Directors.

Persons Entitled to be Present at General Meetings

31. Any and all Members in good standing with the OPA are entitled to be present at general meetings. If the OPA chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility as established by the Board of Directors.

Minutes of Meeting.

32. Minutes are to be taken by a Secretary during the meeting. Alternatively, the meeting can be audio recorded, video recorded, or a group's appointed or informally assigned Secretary may take notes, with minutes prepared later.

Quorum.

33. Fifteen percent (15%) of the Voting Members entitled to vote, present in person, or by approved electronic means, or by proxy shall be requisite and shall constitute a quorum at all the meetings of the members for the transaction of business unless otherwise provided by law or by these by-laws. A Voting Member who has voted electronically on at least one matter at a meeting shall be considered as being present for the purposes of determining the quorum requirement herein.

Parliamentary Authority.

34. Robert's Rules of Order Newly Revised shall be the Parliamentary authority where applicable and where there is no conflict between said Rules, the By-laws, Guidelines, Policies and Articles of Amalgamation of the OPA.

VOTING OF MEMBERS

Entitlement to Vote.

35. Each Voting Member shall, for the purposes of all votes in person, by proxy, or online, be entitled to one vote which shall be cast either by electronic ballot or by show of hand in the case of an in-person meeting.

Electronic Voting.

36. The Board may, from time to time, decide upon and implement such electronic voting policies and procedures at its discretion.

Security.

37. Voting Data related to an electronic vote must be retained securely and confidentially throughout the dispute period as set out in these by-laws and for as long as necessary thereafter, including as may be required by law, in the event that a petition for questioning the election is duly filed.

COMPLAINTS & APPEALS PROCESS

Special Levies.

38. May be made on members of the Association or any class of members by resolution of the Board or pursuant to relevant Policies or Guidelines.

Appeal of Denied Membership

39. Any applicant who is declined membership or denied membership in the class for which they applied, may apply to the Review Committee for review of his/her application by submitting a written request to the Secretary of the Board for an appeal outlining the reasons for the appeal, within thirty-one (31) calendar days of the date the denial was issued. The following procedure shall be applied:

- a. The Secretary shall within ten (10) days notify the Review Committee;
- b. The applicant shall submit affidavits, related correspondence, and/or materials that may assist the Review Committee. Included in the materials must be the written reasons for the denial;

- c. The Membership Committee shall have ten (10) calendar days to submit responding material to the Review Committee outlining their reasons for denying membership;
- d. The Review Committee shall have authority at its discretion and with a 2/3 vote of the Committee, made after a review of the applicant's submissions, to overturn the decision of the Membership Committee to deny membership;
- e. The Review Committee shall notify the applicant and the Membership Committee of its decision in writing within thirty (30) days of receiving the applicant's complaint.
- f. The decision of the Review Committee is final.

Procedure for complaint made to Board.

40. The following procedure shall apply with necessary modifications including, but not limited to, all questions of conduct, discipline, termination or suspension, or other decisions that affect the rights of Member(s) where a written complaint has been brought to the Board by a Member, Director, or Officer.

Suspension or Termination.

41. The Board may suspend or terminate a Member's Membership for one or more of the following reasons:

- a. If the Member has failed to abide by the By-laws;
- b. if the Member has been disloyal to the OPA;
- c. if the Member has disrupted meetings or functions of the OPA;
- d. if the Member has done or failed to do anything judged to be harmful to the OPA;
- e. If the Member ceases to be a member in good standing of a law society by reason of disciplinary action or removal from office;
- f. If the Member has failed to pay fees as prescribed by Policy; or
- g. If the Member acts in a manner which does not reflect professional conduct in their business or professional dealings.

Notice to the affected person.

42. The affected person will receive written notice of the Board's intention to discuss whether that person may be disciplined by the following procedure:

- a. The notice will be sent by regular mail or electronic mail to the last known address of the Member shown in the records of the OPA or hand delivered by an Officer of the Board not less than thirty (30) days prior to any hearing scheduled.
- b. The notice will state the reasons why discipline is being considered, the possible outcomes, and sufficient details to enable the affected person to understand the nature and extent of the allegations made against him or her.

Responding Material

43. Any responding material intended to be used by the Member may be submitted to the Board no later than ten (10) days prior to the assigned meeting date.

44. Materials not provided in this time will not be accepted.

Express Suspension

45. Following a majority vote of the Board this notice period is hereby waived for the purposes of suspension, such shall take effect immediately provided no vote of the members occurs prior to the scheduled hearing.

Hearing and Decision of the Board

46. The Member and/or a representative of the member will have an opportunity to appear before the Board to address the matter.

47. Matters shall be dealt with through written submissions unless an oral meeting is requested in writing to the Secretary of the Board by the Member.

48. Unless requested by the member, oral meetings will be conducted in-camera.

49. The Board will determine the time and location of the meeting and may limit the time given the Member to address the Board.

50. Any request for witnesses shall be submitted to the Board along with a list of proposed witnesses and their “will say” statements no later than ten (10) days prior to the date assigned for the Special Meeting. The Board may deny the Member request to have witnesses speak, and shall notify the Member by email, or other means, of their decision at least five (5) days prior to the date assigned for the Special Meeting;

51. The Board may exclude all members from its discussion of the matter, including the deciding vote.

52. The decision of the Board is final and shall be released to the Member in accordance with notice to the affected person outlined herein.

COMMITTEES

53. The Board may by resolution establish and appoint persons to the following committees, and may develop further committees as the Board deems necessary:

The Membership Committee.

54. The Membership Committee shall seek to increase and maintain membership numbers, seek out membership benefits and provide input to the Board of Directors with respect to fees and dues.

The Education Committee.

55. The Education Committee shall plan all education (Continuing Professional Development) events, secure presenters, venues, audio visual equipment, venue set up, LSO accreditation and shall monitor attendance.

The Events Committee.

56. The Events Committee shall plan the AGM, all social events, and the holiday party, supply food and set up CPD events and secure sponsorships.

The Promotion and Public Awareness Committee.

57. The Promotion and Public Awareness Committee shall promote and educate the public on the role and services of paralegals.

The LSO/Government Relations Committee.

58. The LSO/Government Relations Committee shall monitor, report, draft and advocate issues to relevant stakeholders that affect the paralegal profession.

The Elections Committee.

59. The Elections Committee shall manage the Board of Directors election process.

60. Should the Elections Committee not be in operation when required, the Board shall have three (3) days to place a call for volunteers.

The Review Committee.

61. The Review Committee shall vet member complaints brought against potential members, current members, and shall handle all complaints brought by members as they pertain to elected Directors, and all questions of conflicts of interest amongst Board members.

62. Should this Committee not be in operation at the time a complaint is received, the duties of this Committee shall fall to the Elections Committee.

The Student Committee.

63. The Student Committee shall be a liaison between the colleges and the Association.

The Newsletter Committee.

64. The Newsletter Committee shall provide quality communication to members by way of updates and information.

The Regional Committee.

65. The Regional Committee shall ensure regional representation and encourage expansion of the OPA throughout Ontario by means which shall be approved by the Board. The Regional Committee shall also be responsible for the approval, maintenance, and disbanding of the Regional Chapters of the OPA which may be named at the discretion of the Chair of the Regional Committee.

66. A Chapter can commence if:

- a. Any five (5) Members of the OPA apply to the Regional Committee for permission to form a Chapter, with headquarters in any City or Town which they may select, and such permission shall be granted by the Board if it is found that the Territory proposed to be covered by the new Chapter does not encroach upon that of any existing Chapter;

- b. If any question of encroachment shall arise, it shall be determined by the Board at their discretion without appeal;
- c. Members of the Chapters must be Individual Members of the OPA, but no obligation shall rest upon any Member of the OPA to become a member of a Chapter;
- d. Each Chapter shall adhere to the OPA By-laws, Policies, Guidelines, and the Act;
- e. Each Chapter shall report monthly to the Regional Committee the number of members on its roll, and if at any time the number shall fall below five (5), the Regional Committee may declare such Chapter no longer in existence.

COMMITTEE OVERVIEW

Guidelines & Policies

- 67. Each Committee shall at its first annual meeting review and amend as necessary the Guidelines and Policies relating to that Committee's operation. Further amendments may be made as necessary.
- 68. Committee Guidelines and Policies shall not be contrary to these By-laws, OPA Policies, OPA Guidelines, Articles of Amalgamation or the Act and may be subject to amendment by the Board at its discretion.

Director as Liaison.

- 69. The Committees shall each have one Director of the OPA as a liaison who will be responsible for communications between the Board and their respective Committee, and to complete the duties assigned by the Board. Executive Officers may, at the discretion of the Board, act as Board Liaison to a Committee.

Length of Term.

- 70. The term of office for a Committee Chair and a Committee Secretary shall be from the date of election or appointment, to the first meeting following each AGM.

Requests for Volunteers.

- 71. At the AGM each year, a call for volunteers may be made to the membership. Further requests for volunteers shall be made by email to all members, or by posting on the website, or by other means deemed acceptable by the Board at the request of the Committee Chair.

Board to Appoint.

- 72. Each newly elected Board shall, within 2 months of the most recently completed AGM establish the Committees for the ensuing year and shall determine the Board Liaison to be appointed to each Committee.
- 73. The Board shall also review the existing mandate of each Committee and shall confirm or amend as deemed appropriate. From time to time, throughout the year, the Board may strike new committees as they deem necessary to the operation of the OPA.

Minutes of Meetings.

74. Each Committee shall maintain minutes of its meetings in the form determined by the Board and shall provide a copy of said minutes to the Board Secretary to be retained in the OPA records. The Secretary of each Committee shall provide a written report on its activities to the Newsletter Committee and the Board monthly.

Appoint, Replace, Remove Member.

75. The Board shall have the authority to appoint, replace and/or remove a Committee member, Chair or Secretary if, in the opinion of the Board, it is in the best interests of the Committee to do so. In this instance, the member removal shall be immediate, the member is not entitled to notice, but may respond after-the-fact by way of written submissions. This removal does not constitute removal of OPA member status.

Structure of Committee.

76. At the inaugural meeting of the Committees the first order of business will be to elect a Chair and Secretary. The last order of business will be to discuss pending issues provided to the Committee by the Board.

77. Committees are an extension of and are responsible to the Board.

78. All committees will meet at least once a month in person or by electronic means.

Chair and Vice Chair.

79. The mandate of these positions is to guide the committee to achieve its goals as set out by the committee of the prior year and to set out new goals and projects where necessary. Their roles include setting Agendas and Chairing monthly meetings to set projects and receive updates on ongoing projects and to ensure that meetings are professional.

80. The Chair and/or the Vice Chair are responsible for chairing the meetings of the Committee and providing an update to the Board Liaison and to the membership at the monthly CPD general meeting.

81. The Chair and/or Vice-Chair may be required to attend stakeholder meetings at the request of the President or their Board Liaison.

82. The Chair of each Committee must provide the Board, by the end of February each year, a projected budget for the Committee.

Secretary.

83. A Secretary for each committee shall be appointed by vote of the Committee and shall be the clerk of the Committee. He/she shall attend all committee meetings and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall perform such other duties as may, from time to time, be determined by the committee.

Sub-Committees.

84. Committees may, from time to time, determine the need for sub-committees and may assign such duties as may be necessary.

BOARD OF DIRECTORS

Number of Directors.

85. The affairs of the OPA shall be managed by a Board of, not less than three (3) and not more than eleven (11) Directors, each of whom at the time of his/her nomination being accepted for election to the Board is a Voting member in good standing, and throughout the term of his/her office maintains their Voting Membership of the OPA. It shall be preferred that Six (6) Directors may be representatives of the Regions defined herein.

Student Directors.

86. The Board may also appoint up to four (4) non-voting Student Directors, with one from each Region, where possible, who may attend Board meetings and perform such functions as assigned to them by the Board from time to time.

Qualifications of a Director.

87. The following are requirements for holding the office of a Director other than a Student Director:

- a. Be 18 years of age or older;
- b. Be mentally competent;
- c. Be a Voting Member of the OPA in good standing;
- d. Not have the status of bankrupt;
- e. Be a member of the LSO in good standing;
- f. Must not have been removed or resigned as a Director in the preceding two years (time to be calculated from the date of removal or resignation);
- g. Must be a resident Canadian; and
- h. Satisfy the nomination criteria as set forth herein.

Implementation of Regional Representation.

88. The territory of the OPA, being the Province of Ontario, shall be divided by the Ontario Court of Justice Judicial districts/ regions and amended from time to time by the Board.

Length of Term as Director

89. Directors shall be elected for a three (3) year term;

90. No Director shall be eligible to serve more than two (2) consecutive terms;

91. Time served as an appointed Director shall not be considered toward calculating the term of a Director;

92. A Director who has served two (2) consecutive terms shall not be eligible to serve again as a Director before the passing of one (1) year.

Regional Directorships.

93. May be filled by a Member whose primary residence is located in the geographical boundaries of a particular Region.

Regular Meetings of the Board.

94. Meetings of the Board may be held at such times and at such places within the territorial boundaries of the OPA as the Board may from time to time determine. The Board shall meet at least six (6) times each year. Directors meeting may be formally called by the President or Vice President or by the Secretary on direction of the President or Vice President or by the Secretary in writing by two (2) Directors.

Meetings with Committee Chairs.

95. The Board shall meet with the Committee Chairs at least four (4) times a year at such times and at such places within the territorial boundaries of the OPA and by such means as the Board may from time to time determine.

Special Board Meetings.

96. Special meetings of the Board may be called by or at the request of the President or any two (2) members of the Board. The person or persons authorized to call special meetings of the Board may fix any location, as the place for holding any special meeting of the Board called by them.

Attendance at Board Meetings.

97. The Executive Board may at its discretion extend an invitation to participate in Board meetings to members in good standing to discuss relevant OPA business, matters and concerns.

Quorum.

98. The presence, in person and/or on-line, of a majority of current members of the Board shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these by-laws.

Participation by Electronic Means.

99. The Board may use teleconferencing, or other electronic systems, as an alternative to meetings in person for either regular meetings, special meetings, or with meetings with the Chairs. A meeting of Directors or of a Committee of Directors may be held by such a telephone, electronic, email, or other forms of communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in the meeting by those means is deemed to be present at the meeting.

Notice of Board Meeting.

100. Except as provided herein, notice of Board meetings, excluding in-camera meetings, shall be delivered by telephone, transmitted by facsimile, or electronically, or by mail to each Director and published on the OPA's website no less than four (4) days before the meeting is to take place. Should such notice be challenged, a statutory declaration of the

Secretary, Vice President or President that notice was given pursuant to this by-law shall be conclusive evidence of the giving of such notice. The Board may appoint a day(s) in any month(s) for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Board meeting may also be held without notice immediately following the annual meeting of the OPA if all Directors are present and consent. The Directors may consider transacting any business either special or general at any meeting of the Board.

Voting.

101. A majority vote is needed to make a decision of the Board. Unless otherwise stated herein, each Director, not including the President is authorized to exercise one (1) vote. If there is a tie, the President will cast his/her one (1) vote to break the tie. Votes will be by a show of hands, by verbal assent or dissent, or by such electronic means as approved of by the Board from time to time, unless a Director requests a ballot. For the purposes of voting, an absent Director may vote if they complete the requisite proxy voting form and the form is present at the time of the vote.

Resolutions.

102. A statement by the Chairperson of the Board that a decision has been made and/or a decision is recorded in the minutes of the meeting is admissible as proof on its fact that the decision was made without proof being required of the number of votes recorded in favour of or against such decision.

In Camera.

103. To provide an opportunity for the Board to discuss particularly sensitive matters within the jurisdiction of the Board, the Board may hold meetings, or portions of meetings, in camera. Notice of such meeting must be given to all members of the Board by electronic means. Members of the OPA are not entitled to notice and may not attend in-camera meetings of the Board.

Powers and Responsibilities.

104. The Board manages and directs the affairs of the OPA. It can enter into any kind of contract which the law allows the OPA to make and may use all the powers of the OPA, unless the *Act* or these by-laws state that a members meeting is needed to decide on a specific matter. The Board can act only by a decision at a properly constituted Board meeting.

Non-directors at Board Meetings.

105. Members of the OPA may attend any meeting of the Board provided that no person other than a Director is entitled to vote or speak, without invitation, provided a member gave written notice of their intention to attend in order that the Board may seek a larger meeting space if necessary. Such notice must be provided in writing no less than four (4) days before the scheduled Board meeting.

EXECUTIVE OFFICERS

Election of Executive Officers.

106. The Board may elect the following executive officers, annually or more often as needed who together form the “Executive Committee”:

- a. President
- b. Vice-President (1)
- c. Vice-President (2)
- d. Secretary
- e. Treasurer

Officers may be elected at the first meeting after the Board’s election at the AGM.

107. First meeting of the Board shall be held immediately following the AGM.

108. The Executive Committee has all the powers of the Board during the intervals between the meetings of the Board.

109. The Executive Committee may meet as it is deemed necessary and one member appointed by the Executive Committee shall be responsible for notifying each Executive of the place and time of the next meeting.

110. A majority of the Executive Committee being present shall constitute a quorum provided that at least three (3) Executives are present.

111. The Executive Committee shall record the minutes of its meetings and present those minutes to the Board at it’s next meeting, or upon request from any Director within seven days (7) of receiving such request.

Removal of Executive Officer.

112. A majority vote of the Board can remove any officer by resolution. Notice must be given to all Directors of such a proposed resolution with the notice of the meeting. The Directors shall immediately choose another qualified person to fill the vacancy from the persons currently sitting as a member of the Board. Such removal does not constitute removal as a Director.

Resignation of Officers.

113. An Officer can resign as Officer by giving written notice to the President, and/or the Secretary. The resignation takes effect upon receipt. Such resignation does not constitute resignation as a Director unless clearly stated.

Duties of the President.

114. The President or his/her delegate shall:

- a. Chair all meetings of the Members of the OPA and of the Board. Unless otherwise outlined herein, the President shall only vote in the event of a tie;
- b. Subject to the authority of the Board, have general supervision of the affairs and business of the OPA;

- c. With the Secretary or another Officer appointed by the Board, sign all by-laws;
- d. Act as Board Liaison to the Elections Committee, in so far as notifying the Elections Committee of the need for nominations;
- e. Be an ex officio non-voting member of all committees (except the Executive); and
- f. 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 President(s) or by such other director as the President or Board may, from time to time, appoint.

Duties of the Vice-President(s).

115. The Vice-President shall:
- a. Perform all duties of the President in event of absence, resignation, unwillingness, or inability of the President to perform such duties;
 - b. Perform such other duties as may be assigned by the Board from time to time.

Duties of the Secretary.

116. The Secretary shall:
- a. Be responsible for the recording of all facts and minutes of all proceedings in the books kept for that purpose and ensure that an attendance record is maintained;
 - 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 OPA are kept in proper custody and not delivered up without authorization by a resolution of the Board;
 - d. Respond to membership inquiries regarding viewing of minutes and records;
 - e. Keep the website up to date as it relates to Board meetings, Board summaries, Committee minutes and OPA events;
 - f. Maintain a current membership roster of all Board members;
 - g. Conduct e-mail blasts as requested by the Board or Committee Chairs; and
 - h. Perform such other duties as may, from time to time, be determined by the Board.

Duties of the Treasurer.

117. The Treasurer shall:
- a. Ensure that full and accurate accounts of all receipts and disbursements of the OPA are kept in proper books of account and that all monies or other valuable effects are deposited in the name of, and to the credit of, the OPA in such bank(s) as may, from time to time, be designated by the Board;
 - b. Supervise the disbursement of the funds of the OPA under the direction of the Board, and shall provide an account of all the OPA's financial transactions, and of the financial position of the OPA to the Board at its regular meetings or upon the Board's request;
 - c. Update committees on their budgets on a monthly basis by providing a report showing monthly expenditures compared to available budgets;
 - d. Work with the auditor selected by the members at the most recently held AGM to ensure yearly audits are completed before each AGM;

- e. Be transparent with membership as to where the finances are being allocated;
- f. Communicate with membership regarding questions surrounding finances; and
- g. Perform such other duties as required from time to time, and as are determined by the Board.

Duties of the Non-Executive Committee.

118. Directors shall:
- a. Perform such duties as may from time to time be determined by the Board; and
 - b. Fulfil the obligations of the Executive Officers during absence or inability.

Duties of the Student Director.

119. If appointed, the Student Director(s) shall:
- a. Act as liaison between the colleges and OPA;
 - b. Shall attend all Board Meetings; and
 - c. Perform such other duties and tasks as determined by the Board from time to time.

A CEO or Executive Director.

120. This position may be created by the Board and assigned such roles and responsibilities as determined by the Board in its discretion.

NOMINATION PROCESS

121. Elections Committee shall request nominations for the position of Directorships to be voted on from the Voting Members no later than **August 15**.

122. All candidates for the position of a Director to be elected must:

- a. Be nominated by two (2) Voting Members;
- b. Submit the completed Nomination Package no later than **September 15** of the current election year;
- c. Receive an email confirming their Nomination Package was received.

123. Failure to submit a completed Nomination Package with all required attachments will result in exclusion from candidacy during that election.

Candidate List

124. The Elections Committee will then prepare the Candidate List of all qualified Nominees which shall be provided to the Voting Members in the notice at least thirty (30) days in advance of voting.

Request for Debate

125. The Elections Committee may arrange for a debate between all candidates to be held at the request of two (2) or more candidates.

CONFLICT OF INTEREST

Definition.

126. A Conflict of Interest exists where an individual has any pecuniary or personal interest, direct or indirect in any matter involving the OPA or whereby a reasonable person would conclude that a member of the Board's personal or financial interest may affect his or her judgment or the discharge of his or her duties to the OPA, or where her or his obligations to another organization, professional association or regulatory body does, or may, conflict with her or his obligations to the OPA. A Conflict of Interest may be real or perceived, actual or potential, direct or indirect, legal, moral, financial or otherwise.
127. All Directors and Officers of the OPA must swear or affirm a duty of faith and loyalty and endeavour at all times to avoid any conflict of interest.

Process for Resolution of Conflicts in Board Matters.

128. A Director and/or Voting Member of the OPA who believes that a Director has a Conflict of Interest shall disclose to the Board in writing, as soon as practicable after becoming aware of same, the general nature of the Conflict of Interest prior to any consideration of the matter in any meeting; and unless a majority of the other Members of the Board agree otherwise, the implicated Director shall not:
- a. Take part in the discussion of or vote on any question in respect of the matter to which the Conflict of Interest relates; or
 - b. Influence or attempt to influence in any way whether before, after or during any meeting the voting involving the matter.

Consequences of a Conflict may include:

129. Should a situation arise wherein a Director or Officer has failed to declare a conflict, the following consequences may be administered at the discretion of the Review Committee.
- a. A declaration of faith and loyalty, despite a potential conflict, which is accepted by a majority of the Board;
 - b. A declaration that a good faith effort to remove themselves from the conflict will be made, which is accepted by a majority of the Board;
 - c. Reporting the resolution of the conflict, which must be accepted by a majority of the Board;
 - d. Abstaining from any vote connected, directly or indirectly, with the conflicting issue;
 - e. Demotion, if possible, upon resolution of a majority of the Board; or
 - f. Suspension of the Officer or Director pending resolution of the conflict.
130. Pending resolution of the conflicting issue, a Director in conflict may only continue to act in their capacity as a Director with the approval of a majority of the Board.

Disqualification as Directors.

131. Without limiting the generality of the foregoing, no Director shall be permitted to act as a Director in the following cases:

- a. Any paralegal firm, paralegal franchise and/or organization shall not have more than one (1) representative holding office in the same term on the Board of the OPA;
- b. Any spouse, common law, or persons living together shall not hold office in the same term on the current Board;
- c. Any situation that would make it impossible to distinguish to whom it is that a duty is owed shall constitute a conflict of interest; and
- d. No current LSO Paralegal Standing Committee Bencher shall be eligible to act as a Director or Officer of the OPA.

REMOVAL OF DIRECTORS

Complaint Against Elected Director.

132. The following procedure shall apply with necessary modifications to all questions of discipline, termination or suspension raised by Members wishing to have their complaint voted on by members, where a written complaint has been brought to the Review Committee by a Member, Director, or Officer against an elected Director. If no Review Committee is in place, notice shall be provided to an Executive of the Board who shall within three (3) days forward notice to the Chair of the Election Committee.

Reason for Complaint.

133. The Members may suspend or terminate an elected Director for one or more of the following reasons:
- a. If the Director has failed to abide by the By-laws, Policies, Guidelines, or Act;
 - b. If the Director has been disloyal or has acted contrary to the best interests of the OPA;
 - c. If the Director has disrupted meetings or functions of the OPA;
 - d. If the Director has done, or failed to do, anything judged to be harmful to the OPA, including failing to perform their duties; or
 - e. If the Director no longer meets the qualifications of a Director as outlined herein.

Notice to the Elected Director.

134. The elected Director and the membership will receive written notice of the Member's intention to determine whether that elected Director may be disciplined, not less than thirty (30) days prior to the date of the Special Meeting;
- a. The notice will be sent by the Chair of the Review Committee to the elected Director by regular mail, electronic mail, or hand delivered to the last known address of the elected Director shown in the records of the OPA;
 - b. The notice will be provided to the membership by posting said notice on the website of the OPA;
 - c. The notice will state the reasons why discipline is being considered, the possible outcomes, and sufficient details so as to enable the affected person to understand the nature and extent of the allegations made against him or her.

Responding Material

135. Any responding material may be submitted to the Review Committee no later than ten (10) days prior to the special meeting date. The Review Committee shall ensure such evidence is posted to the website of the OPA no later than five (5) days prior to the assigned meeting date.

Hearing and Decision of the Members.

136. The elected Director and/or a representative of the elected Director shall have an opportunity to appear before the membership to address the matter by way of oral submissions, the procedure shall be as follows:

- a. The Review Committee shall determine the time and location of the meeting;
- b. The elected Director may bring witnesses provided the names and “will say” statements are provided to the Review Committee at least five (5) days prior to the scheduled meeting date;
- c. Quorum of membership for the purposes of this vote shall be considered to be at least fifteen percent (15%) of Voting Members of the OPA in person or represented by proxy;
- d. The elected Director may remain present for the vote;
- e. The elected Director cannot vote;
- f. The elected Director may be removed only by a resolution passed by a majority of the votes cast by the members at a general meeting; and
- g. The decision of the membership is final.

Removal of a Director Appointed by the Board.

137. A Director who is found to be in violation of the By-laws, or Guidelines, or Policies, or Code of Ethics, or of dishonourable conduct in business dealings, or of acting in a manner likely to bring discredit to the OPA, or who is no longer providing legal services, or who otherwise no longer meets the qualifications of a Director as outlined herein, may be suspended or removed from the Board by an affirmative vote of at least two thirds ($\frac{2}{3}$) of all of the Directors, including the President but excluding the Director in question, at a meeting duly called for the purpose of considering such action, provided that the Director shall be given a reasonable opportunity to be heard by the Board prior to their making such a decision.

Responding Material

138. Any responding material may be submitted to the President or Secretary of the Board no later than ten (10) days prior to the special meeting date. It shall be the responsibility of the recipient to distribute such responding materials to all current Directors and Officers no later than eight (8) days prior to the assigned meeting date.

VACANCIES ON THE BOARD

Resignation of a Director.

139. Directors may resign by submitting a resignation in writing to the President or Secretary, and it will take effect upon receipt.

Automatic.

140. The office of Director shall be automatically vacated if:
- a. They absent from three (3) consecutive Board meetings or misses one-third or more of all duly scheduled Board meetings in a calendar year without leave of the Board;
 - b. They are found to be mentally incapable in the opinion of a qualified medical professional;
 - c. They are deceased; or
 - d. They no longer satisfies the criteria set forth in the Qualifications of a Director outlined herein.

When Vacancies Occur.

141. A request may be made in writing to the Elections Committee for a qualified person to be appointed by the Board for the rest of term of the former Director.
142. The Board may appoint a new Director(s) to serve the remainder of the former Director(s) term based on the nominations put forward by the Elections Committee. The Board shall ensure there is a quorum within the Board when electing the approved nominee.
143. The time served by the Director so appointed shall not be considered for the purposes of considering that Director's eligibility for further terms.
144. The President shall be included for purposes of determining quorum and shall be permitted to vote on the appointment of a new Director.
145. If no quorum of Directors remains in office, the remaining Director(s) must call a general meeting to fill the vacancies. At the meeting the members elect Directors to serve the rest of the terms of the former Directors.

LIABILITIES OF DIRECTORS AND OFFICERS

146. No Director or Officer shall be liable for:
- a. The acts, receipts, neglects or defaults of any other Director or Officer or employee, or
 - b. For joining in any receipt or other act for conformity, or
 - c. For any loss, damage or expense happening to the OPA through insufficiency or deficiency of title to any property acquired for or on behalf of the OPA, or
 - d. For the insufficiency or deficiency of any security in or upon which any of the monies of the OPA shall be invested, or

- e. For any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the money, securities or effects of the OPA shall be deposited, or
- f. For any loss occasioned by any error of judgment or oversight on his/her part, or
- g. For any other execution of the duties of his/her own office or in relation thereto, unless the same are occasioned by his/her own wilful neglect or default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations there under or from liability for any breach thereof.

Indemnity of Directors and Officers.

147. Every Director or officer of the OPA and her executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the OPA, from and against all costs, charges and expenses whatsoever that the Director, a de-facto Director (as determined by the courts), or former Director (up to two (2) years after the end of their office), sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against his/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by his/her, in or about the execution, in good faith, of the duties of her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default of her own dishonest or fraudulent acts and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default. The OPA shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the OPA;

Insurance for Directors and Officers.

148. The OPA shall purchase and maintain Directors and Officers liability insurance for the benefit of the Directors and Officers of the OPA or persons who act or acted at the OPA's request as a Director or Officer of a body corporate of which the OPA is or was shareholder or creditor and his/her heirs and legal representatives and assigns against any liability incurred by him/her, in his/her capacity. Proof of Directors and Officers Liability Insurance shall be provided yearly to the current Directors

Authorization of Expenditure.

149. By majority vote of Board unless otherwise outlined in Policy or Regulation.

ADMINISTRATION

Head Office.

150. The head office of the OPA shall be in the City of Vaughan, in the Province of Ontario or at such other place in Ontario that may designated by the Board from time to time.

Banking.

151. The banking of the OPA shall be transacted by such banks, trust companies, or other financial institutions that may be designated by the Board from time to time.

Execution of Documents.

152. Unless otherwise provided for in this By-law, any deeds, transfers, licenses, contracts, engagements, or other instruments may be signed on behalf of the OPA by the President and any One (1) other Officer or by any two (2) Directors.

Books and Records.

153. The Secretary shall ensure that all necessary books and records of the OPA required by law and this By-law are regularly updated and properly kept and shall be made available to members pursuant to the *Act*.

Fiscal Year.

154. The fiscal year of the Agency shall be from January 1, to December 31, of each year.

Auditor.

155. There shall be an annual examination, by a qualified financial accountant, of the financial record of the Agency. This financial report shall be presented to the Board of Directors prior to being presented to the members of the OPA at the AGM.

NOTICES

Service.

156. Any notice (which term includes any communication or document) to be given, sent, delivered within 14 days or served pursuant to the *Act*, the Articles of Amalgamation, the By-laws, the Policies, Guidelines, or otherwise to any Member, Director, Officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their last recorded address or if mailed to him at his/her last recorded address by prepaid or ordinary mail, or if sent to them at their last recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid: a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box: and a notice sent by any means or transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, Officer or auditor in accordance with any information believed by the Secretary to be reliable.

Computation of Time.

157. From the time the letter is emailed, or five (5) days following the date regular lettermail is deposited at the post office or post box.

AMENDMENTS TO BY-LAWS

Amendments by Members.

158. Except as otherwise provided by law, or by the Articles of Amalgamation, new by-laws may be adopted, amended or repealed or these By-laws may be amended or repealed by a two-thirds (2/3) majority vote of the Members present and voting at any regular meeting of the OPA, a quorum being present, provided the text of the proposed amendment has been submitted to the membership in writing at least ten (10) days prior to the meeting date, and quorum is met.

Amendments by the Board.

159. The Directors of the OPA may pass by-laws not contrary to the Act or to the Articles to regulate:

- a. The admission of persons and unincorporated associations as members and as members by virtue of their office and the qualification of and the conditions of membership;
- b. The fees and dues of members;
- c. The issue of membership cards and certificates;
- d. The suspension and termination of memberships by the OPA and by the member;
- e. The transfer of memberships;
- f. The qualification of and the remuneration of the directors and the directors by virtue of their office, if any;
- g. The time for and the manner of election of directors;
- h. The appointment, remuneration, functions, duties and removal of agents, officers and employees of the OPA and the security, if any, to be given by them to it;
- i. The time and place and the notice to be given for the holding of meetings of the members and of the board of directors, the quorum at meetings of members, the requirement as to proxies, and the procedure in all things at members' meetings and at meetings of the board of directors;
- j. The conduct in all other particulars of the affairs of the OPA.

Confirmation

160. A by-law passed by the Board and a repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the members duly called for that purpose, is effective only until the next annual meeting of the members unless confirmed thereat, and, in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a general meeting of the members.

Rejection

161. The members may at the general meeting or the annual meeting confirm, reject, amend or otherwise deal with any by-law passed by the directors and submitted to the

meeting for confirmation, but no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or other dealing.

Suspension.

162. A by-law of the OPA may be suspended in case of emergency by the vote of members comprising a majority 2/3 of the voting members of the OPA.

Notice

163. Proposed amendments to these By-laws by the Board where member confirmation or rejection is sought must be provided to members in accordance with the notice periods outlined herein.

CERTIFICATE OF THE BOARD

X

Stephen Parker
President

X

Secretary