

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

LAWYERS' RIGHTS WATCH CANADA INC.

(the "Corporation")

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

1) Membership Classes and Conditions

- a) Class A voting membership shall be available to persons who have applied for Class A membership in the form prescribed by the Board and have been accepted by the Board for Class A voting membership in the Corporation.
 - i) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
 - ii) Each Class A voting member is entitled to receive notice of, attend, and be heard at all meetings of members, and shall be entitled to one (1) vote at all meetings of members.
- b) Class B non-voting membership shall be available to persons who have applied for Class B non-voting membership in the form prescribed by the Board and have been accepted by the Board for Class B non-voting membership in the Corporation.
 - i) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
 - ii) Subject to the Act and the Articles, a Class B non-voting member shall not be entitled to receive notice of, attend, be heard, or vote at meetings of the members of the Corporation.

2) Membership Transferability

Membership in the Corporation is non-transferable.

A change to this section is a fundamental change requiring a special resolution of members pursuant to Section 197(1) of the Act.

3) Membership Dues

Dues shall be set by the Board, and shall be payable annually in advance. Members shall be notified in writing of the membership dues at any time payable by them and, if they are not paid in full within sixty (60) days of the invoice date the member shall be subject to discipline in accordance with these By-Laws.

4) Discipline of Members

- a) The Board shall have authority to reprimand, suspend, or expel any member from the Corporation for violating any provision of the Articles, by-laws, or any other policies of the Corporation, including failure to pay dues, or for any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion, or for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

- b) Only members not under disciplinary action may exercise the rights and privileges of membership.
- c) A member may only be suspended or expelled by majority vote at a meeting of the Board of Directors, and provided that the Corporation shall provide twenty-one (21) days notice of such meeting to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Board prior to such a meeting and is entitled to be heard by the Board at such a meeting.
- d) The Board's decision shall be final and binding on the member, without any further right of appeal.

5) Termination of Membership

A membership in the Corporation is terminated when:

- a) The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) the member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- c) the member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws or as set by the Board of Directors;
- d) the member is expelled or their membership is otherwise terminated in accordance with the Articles or by-laws;
- e) the member's term of membership expires and is not renewed; or
- f) the Corporation is liquidated or dissolved under the Act.

6) Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist, and any debts or obligations of the member to the Corporation immediately become payable and survive termination.

7) Calling a Members' Meeting

Members' meetings shall be held:

- a) annually and not less than 15 months following the last meeting;
- b) at the discretion of the Executive Director;
- c) by resolution of the Board; and
- d) on written requisition of members carrying not less than 5% of the voting rights in accordance with Section 167 of the Act.

8) Place of Members' Meeting

Meetings of the members may be held at any place within Canada determined by the Executive Director or by resolution of the Board, or if all of the members entitled to vote at such meeting so agree, outside Canada (subject to s. 159 of the Act).

9) **Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of the Corporation shall be:

- a) those entitled to vote at the meeting,
- b) the Directors and Officers of the Corporation;
- c) the Executive Director of the Corporation;
- d) the public accountant of the Corporation;
- e) persons invited by the chair; and
- f) persons invited by resolution of the members.

10) **Notice of Members' Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic, written, or other communication facility to the last co-ordinates for the member registered with the Corporation at least **21 days** before the day on which the meeting is to be held. The notice will contain sufficient information for the Regular Member to form a reasonable judgment about the business to be transacted at the meeting.

A change to this section is a fundamental change requiring a special resolution of members pursuant to Section 197(1) of the Act.

11) **Members' Proposals**

- a) A member entitled to vote at an annual meeting of members may, during the period 90-150 days prior to anniversary of last annual general meeting, submit to the corporation notice of any matter that the member proposes to raise at the meeting and may discuss at a meeting any matter with respect to which the member would have been entitled to submit a proposal.
- b) The Corporation shall include the proposal in the Notice of the meeting and, if so requested by the member making it, a statement in favour of the proposal, the total of which shall not exceed 500 words.
- c) The cost of the notice and statement shall be borne by the member making the proposal unless by majority vote at the meeting the members determine otherwise.
- d) Subject to the Regulations under the Act, a proposal may include nominations for the election of Directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.
- e) The Corporation shall not be obligated to comply with these provisions if
 - i) the proposal is not submitted to the corporation within the prescribed period;
 - ii) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its Directors, Officers, members or debt obligation holders;
 - iii) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the corporation;

- iv) in the last two years, the member had submitted a member's proposal that was included in the notice of meeting but then failed to present that proposal to the members;
- v) substantially the same proposal was submitted to members in a notice or notices of a meeting of members held within the preceding five years and did not receive the prescribed minimum amount of support at the meeting(s); or
- vi) the rights conferred by this section are being abused to secure publicity.

12) Quorum at Members Meetings

A quorum at any meeting of the members shall be three members entitled to vote at the meeting. If a quorum is present at the opening of a meeting the business of the meeting may proceed even if a quorum is not present throughout the meeting.

13) Votes to Govern at Members Meetings

At any meeting of the members any question may be decided by consensus of the members entitled to vote or by a vote. A question shall be decided by a vote at the request of any member entitled to vote. Every question decided by a vote shall be determined by a majority of the votes cast on the questions unless otherwise provided by the Articles or by-laws or by the Act. In case of an equality of votes the chair of the meeting in addition to an original vote shall have a second or casting vote. The capacity for anonymous voting is available in the form prescribed by the Board.

14) Absentee Voting at Members' Meetings

A Member entitled to vote at a meeting of members may vote by proxy in the form prescribed by the Board of Directors. Proxies may only pass between Members entitled to vote at the meeting, and must clearly state the authority and limitations on the proxy, and a proxy is only valid for the single meeting for which it is issued and in respect of the issues and subject to the limitations with which it is given. Where proxies are solicited, the solicitation shall include sufficient information for the member to form a reasoned judgment about the business for which the proxy is sought. A proxy is revocable by the member giving it in writing any time prior to the casting of the vote, provided that for the purposes of this section only notice of the revocation is only received when actually received by the chair of the meeting.

A change to this section is a fundamental change requiring a special resolution of members pursuant to Section 197(1) of the Act.

15) Participation by Electronic Means

If the Corporation 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 or all persons entitled to attend such meeting may participate in the meeting by means of such means, and is deemed to be present and may vote by that means at the meeting.

16) Number of Directors

The Board shall consist of no less than 3 Directors who shall each be nominated by at least two (2) members authorized to vote at a meeting of members, who accept the nomination, and who are elected by a majority vote of members entitled to vote. Directors shall serve without

remuneration but be entitled to reimbursement of reasonable expenses incurred carrying out the business of the corporation.

17) Term of Office of Directors

The Directors shall be elected to hold office for a term expiring not later than the close of the annual meeting of members following the election.

18) Appointment of Additional Directors

The Board may appoint additional Directors not exceeding one third of the number of Directors elected at the last Member's Meeting.

19) Calling of Meetings of the Board

The Board of Directors shall meet

- a) not less than quarterly at a time and place determined by the Executive Director; and
- b) on the written request of not less than **three** Directors.

20) Notice of Meetings of the Board

Notice of the time and place for the holding of a meeting of the Board shall be given by electronic means not less than **21 days** before the time when the meeting is to be held. Notwithstanding this section notice shall not be required:

- a) where all Directors attend and waive the notice requirement;
- b) for the re-convening of an adjourned meeting at a time and place announced at the adjourned meeting; or
- c) where the Directors have established by resolution a regular schedule of meetings.

21) Quorum at Meetings of the Board

A quorum at any meeting of the Board shall be 3 members entitled to vote at the meeting. If a quorum is present at the opening of a meeting the business of the meeting may proceed even if a quorum is not present throughout the meeting.

22) Votes to Govern at Meetings of the Board

At meetings of the Board, any question may be decided by consensus of the Directors or by a vote. A question shall be decided by a vote at the request of any Director. Every question decided by a vote shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote. The capacity for anonymous voting is available in the form prescribed by the Board.

23) Executive Committee

a) The Board of Directors shall meet within six weeks of the annual meeting of members and shall appoint from among themselves the Executive Committee, which shall consist of the Executive Director and the Secretary, and at the Board's discretion may also include:

- i) Chair of the Board;
- ii) Vice Chair; and
- iii) Treasurer.

- b) The term of office shall be one year.
- c) The Chair (or their designate) shall preside at all meetings of the Board and the members.
- d) The Executive Officers shall serve without remuneration but are entitled to reimbursement for reasonable expenses incurred in the exercise of their duties.
- e) An Executive Officer may be removed by majority vote at a meeting of the Board.

24) Vacancy

If a position on the Board or the office of any Officer of the corporation is or becomes vacant for any reason, the Directors may, by resolution, appoint a person to fill such vacancy to serve until the next annual meeting of members.

25) Appointment of Officers

The Board may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

26) Description of Offices

Unless otherwise specified by resolution of the Board the offices of the Corporation shall have the following duties and powers associated with their positions:

- a) Chair of the Board – The chair of the Board, if one is to be appointed, shall be a Director. The chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The chair shall have such other duties and powers as the Board may specify.
- b) Vice-Chair of the Board – The vice-chair of the Board, if one is to be appointed, shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The vice-chair shall have such other duties and powers as the Board may specify.
- c) Executive Director – If appointed, the Executive Director shall be the Chief Executive Officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- d) Secretary –the secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- e) Treasurer – If appointed, the treasurer shall have such powers and duties as the Board may specify.

27) Establishment of Committees

The Board of Directors may from time to time by resolution establish committees for carrying out the work of the Corporation and, unless otherwise specified in the discretion of the Board, the notice, quorum, voting, and other procedural requirements set out in these by-laws for meetings of the Board shall also be applicable to meetings of committees.

28) **Definitions**

In this by-law and all other by-laws and policies of the Corporation, unless the context otherwise requires, words in the singular include the plural and vice-versa, words in one gender include all genders, and all words have their ordinary meaning unless specifically defined:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the board of directors of the Corporation and "Director" means a member of the Board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

29) **Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation or their designate shall be the custodian of the corporate seal.

30) **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any

signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

31) Financial Year

The financial year end of the Corporation shall be December 31 in each year.

32) Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

33) Borrowing Powers

The Directors of the Corporation may, 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 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 debt obligation of the corporation.

34) Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

35) Method of Giving Any Notice

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the by-laws or otherwise to a member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given, unless otherwise specified, when sent by electronic means or regular mail to the last email or postal address registered with the Corporation.

36) Invalidity of any Provisions of this By-law

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.

37) Omissions and Errors

The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or public accountant, 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.

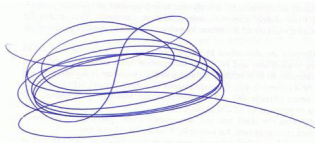
38) By-laws and Effective Date

Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. 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 the members by ordinary resolution. If the 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 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.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 12th day of March, 2014 and confirmed by the members of the Corporation by special resolution on the 25th day of April, 2014.

Signed and Dated as of the 30th day of October, 2014.

A handwritten signature in blue ink, appearing to be "Gail Davidson", written over a light green grid background.

Printed name: Gail Davidson

Title: Executive Director, Lawyers' Rights Watch Canada