

# By-Law of South Asian Legal Clinic (Ontario)

## By-Law 5

### **1 NAME AND REPEAL OF BY-LAW 4**

- (a) This by-law sets out the constitution and basic organizational structure of the South Asian Legal Clinic (Ontario) ("SALCO"), incorporated as a not-for-profit corporation without share capital as Ontario Corporation number 1460086.
- (b) This by-law hereby repeals by-law 4. However, the repeal of by-law 4 does not affect, negate or impugn the appointment or authority of the existing Directors to manage and direct the affairs of SALCO.

### **2 DEFINITIONS AND INTERPRETATION**

- (a) In this by-law and other by-laws and resolutions of SALCO,
- (i) Reference to the feminine gender includes the masculine gender and vice versa;
  - (ii) "**Board**" means the Board of Directors of SALCO;
  - (iii) "**Chair**" means the Chairperson of the Board;
  - (iv) "**Committee**" means a committee comprised of Directors of the Board and such other Members as designated by the Board, vested with the power and authority to act on such matters as determined by the Board;
  - (v) "**Community member**" means any individual who is not a member of the Law Society of Upper Canada, and who works with, has an interest in, or is from the South Asian community.
  - (vi) "**Corporations Act**" means the *Ontario Corporations Act*, R.S.O. 1990, c.38 as amended;
  - (vii) "**Director**" means a person who has been elected to the office of Director in accordance with this by-law or appointed to fill a vacancy;
  - (viii) "**Greater Toronto Area**" means the City of Toronto, York Region, Peel Region, Halton Region, Durham Region, and the City of Hamilton.
  - (ix) "**Member**" means a Member of SALCO as described in section 5;
  - (x) "**SALCO**" means the corporation the South Asian Legal Clinic (Ontario);
  - (xi) "**Secretary**" means the Secretary of the Board;
  - (xii) "**South Asian**" means any person who identifies herself as South Asian, or claims origin or heritage from a South Asian country or region, including but not limited to:
    - (1) Bangladesh;
    - (2) The Caribbean;
    - (3) Africa;
    - (4) Guyana;

- (5) India;
- (6) Nepal;
- (7) Pakistan; and
- (8) Sri Lanka.

(xiii) "**Special resolution**" means "special resolution" as defined in the *Corporations Act*.

(xiv) "**Treasurer**" means the Treasurer of the Board.

- (b) Headings used in this by-law and other by-laws and resolutions of SALCO are for convenience and shall not affect the construction or interpretation of the by-law or resolution.

### **3 AIMS AND OBJECTIVES**

- (a) Subject to the applicable laws of Ontario, the direction of the Board, and SALCO's available resources, the aims and objectives of SALCO are:
- (i) To establish, maintain, and operate a community legal clinic in Toronto for the benefit of low-income South Asians in Ontario;
  - (ii) To provide legal information, advice, representation, education, and advocacy on behalf of low-income South Asians in Ontario in a manner responsive to the diverse linguistic and cultural needs of South Asians;
  - (iii) To act as a legal resource and referral centre for South Asians in Ontario in need of legal assistance;
  - (iv) To identify and participate in test case litigation and law reform initiatives which will advance the social, economic, and legal interests of South Asians in Ontario; and
  - (v) To organize, carry on, and participate in such other activities as may from time to time be of legal interest and benefit to the South Asian community in Ontario.

### **4 HEAD OFFICE**

- (a) SALCO's head office shall be located in the Greater Toronto Area. The Head Office of SALCO may be changed to another location in Ontario by special resolution.

### **5 MEMBERSHIP**

- (a) **MEMBERS:** The Members of SALCO shall consist of:
- (i) **Members** – Any interested person, partnership, corporation, agency or other group which supports the Aims and Objectives of SALCO, and who has completed a membership application form.
  - (ii) **Directors** – Members of the Board are, by virtue of their directorship, Members of SALCO.
- (b) **QUALIFICATIONS OF MEMBERS:** Members must be at least eighteen (18) years of age, and must complete a membership application form indicating their interest in achieving the Aims and Objectives of SALCO.

- (c) **APPROVAL OF MEMBERS:** Approval of applications for membership are subject to the discretion of the Secretary or a Director appointed by the Secretary.
- (d) **MEMBERSHIP FEE:** Generally, all Members shall pay a membership fee, as determined by the Board. Payment of this fee entitles an individual to membership in good standing for the Membership Year. The Board may, at its discretion, waive the membership fee for certain Members.
- (e) **TERMINATION OF MEMBERSHIP:** With the exception of Directors, membership terminates when:
  - (i) The Member dies;
  - (ii) The Member resigns in writing and files her resignation at the Head Office of SALCO, or with the Secretary;
  - (iii) The Member is removed from the membership list for conduct or statements contrary to the Aims and Objectives of SALCO, by way of a Board resolution after reasonable notice and an opportunity to respond has been given the Member; or
  - (iv) The Membership Year expires and the Member has failed to reapply for membership or fails to pay the required membership fee, subject to the discretion of the Board to waive such fee.
- (f) **MEMBERSHIP LIST:** Separate alphabetical lists containing the names and addresses of (i) current and (ii) former Members of SALCO over the preceding ten (10) years, shall be maintained at the Head Office, and made available to Members for inspection during normal business hours.
- (g) **MEMBERSHIP IS NON-TRANSFERABLE:** Membership in SALCO may not be transferred to another person, entity, agency, or organization, but this does not affect the ability of a Member to vote by proxy.
- (h) **MEMBERSHIP YEAR:** The Membership Year extends from the date of approval of membership until one day prior to the subsequent annual general meeting.

## **6 BOARD OF DIRECTORS**

- (a) The business of SALCO shall be managed and administered by the Board, elected by majority vote of the Members at SALCO's Annual General Meeting, or otherwise appointed in accordance with the terms of this by-law.
- (b) **COMPOSITION AND TERM:** The Board shall consist of twelve (12) Directors.
  - i) At least two (2) Directors must be members of the Law Society of Upper Canada, in good standing, and shall be elected for a term of 2 years;
  - ii) At least two (2) Directors must be community members who work with, have an interest in, or are from the South Asian community in the Greater Toronto Area, and shall be elected for a term of 2 years;
  - iii) At least one (1) Director shall be a full-time post-secondary student in Ontario, and shall be elected for a term of one (1) year; and

iv) All other Directors shall be elected for a term of two (2) years.

(c) **LIMITS ON CONSECUTIVE YEARS SERVED:** Directors shall not be elected for more than six (6) consecutive years.

(d) **QUALIFICATIONS OF DIRECTORS:** At the date of her election and throughout her 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.

If, during her term, a Director ceases to meet the qualification requirements described in section 6(d) of this by-law, she thereupon ceases to be a Director, and her vacancy may be filled in the manner set out in section 6(g).

(e) **REQUEST FOR RESIGNATION:** Where a Director fails to attend two (2) consecutive Board meetings, or three (3) Board meetings in any twelve-month period, without reasonable justification, the Board may, at its discretion, request that the Director resign.

(f) **REMOVAL OF DIRECTOR:** The Members of SALCO may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of her term of office, and may by a majority of votes cast at that meeting, elect any person in her stead for the remainder of her term.

(g) **TERMINATION OF DIRECTORSHIP:** Upon termination of her directorship, a Director ceases to be a Member in accordance with section 5(a)(ii) of this by-law. The term of a Director terminates when:

- i. The Director dies;
- ii. The Director resigns in writing and files his or her resignation at the Head Office of SALCO or with the Secretary;
- iii. The Director ceases to qualify as a Director; and
- iv. The Director is removed in accordance with the process described in section 6(e) of this by-law, or such other removal process authorized by the *Corporations Act*.

(h) **VACANCY:** Vacancies on the Board, however caused, may so long as a quorum of Directors remains in office, be filled from among the Members of SALCO by appointment. Any appointment of a Director must be approved at the next meeting of the Board. The withholding of such approval shall not negate or impugn any decisions taken by the Board in the intervening period. Otherwise, such vacancy shall be filled at the next general meeting of the Members at which Directors are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a general meeting of the Members to fill the vacancy.

- (i) **MEETINGS OF THE BOARD:** The Chair or Secretary may call a meeting of the Board upon the request of at least two (2) Directors.
- (j) **NOTICE OF BOARD MEETING:** The Board may appoint a day or days in any month or months for regular meetings at a time to be named. For such regular meetings, no notice need be sent. A Board meeting may also be held, without notice, immediately following the annual general meeting of SALCO. Notice of all other meetings of the Board shall be mailed, e-mailed, delivered, telephoned or faxed to each Director not less than 48 hours before the meeting is to take place. The Directors may consider or transact any business either special or general at any meeting of the Board.
- (k) **QUORUM:** A simple majority of Directors constitutes quorum for the transaction of any business at Board meetings. However, in no case shall quorum be less than two-fifths (2/5) of the Directors.
- (l) **VOTING:** Motions arising at any Board meeting shall be decided in a format authorized by the Board. In case of an equality of votes, the motion shall be defeated.
- (m) **DURATION OF BOARD VACANCY APPOINTMENTS:** Any appointment made under section 6(g) of this by-law extends until the next general meeting of the Members at which Directors are elected.

## **7 NOMINATIONS COMMITTEE**

- (a) **MEMBERSHIP:** There shall be a nominations committee comprised of two (2) Directors and one (1) Member of SALCO;
- (b) **DUTIES AND RESPONSIBILITIES:** The Nominations Committee 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. The slate of candidates proposed by the Nominations Committee shall, as far as possible, be representative of the South Asian community's diversity with respect to gender, sexual orientation, language, ethnicity, religion, and region.

## **8 OFFICERS**

- (a) **ELECTION OF OFFICERS:** SALCO shall have, as Officers, a Chair, Secretary, and Treasurer, who shall be elected by the Board from among the Directors by a majority vote at the first Board meeting following:
  - (i) Each annual general meeting; or
  - (ii) The termination of a Director serving as an Officer of the Board.
- (b) **DUTIES OF CHAIR:** The duties of the Chair are those of the "President" as set out in the *Corporations Act*. In addition, the Chair shall:
  - (i) When present, preside at all Board and Members' meetings;
  - (ii) Oversee the management of the affairs and operations of SALCO;
  - (iii) Together with at least one (1) other Officer, sign all by-laws;

- (iv) In the event that there is no Executive Director on staff, or as otherwise designated by the Board, be the official spokesperson for SALCO; and
- (v) Perform any other duties requested by the Board.

c) **DUTIES OF SECRETARY:** The duties of the Secretary are those as set out in the *Corporations Act*. In addition, the Secretary shall

- (i) Oversee the maintenance of the current and historical membership lists, as described in section 5(f) of this by-law;
- (ii) Be responsible for recording minutes of each Board and Members' meeting and for presenting them at the following Board or Members' meeting for approval;
- (iii) Oversee the maintenance and safe custody of all corporate books, minute books, and records at the Head Office and release no information from these books and records except as authorized by the Board or as required by law;
- (iv) Oversee the maintenance and safe custody of all other relevant documents presented by Board Members; and
- (v) Perform any other duties as requested by the Board.

d) **DUTIES OF TREASURER:** The Treasurer shall:

- (i) Carry out the responsibilities of a member of the Board of Directors;
- (ii) Assist in the preparation of the budget;
- (iii) Monitor the budget;
- (iv) Ensure the Board's financial policies are being followed;
- (v) Inform, disclose, and report to the Board, concerning all financial matters in a timely and transparent manner;
- (vi) Prepare any required financial reporting forms;
- (vii) Maintain all bank accounts;
- (viii) Oversee all financial transactions; and
- (ix) Perform any other duties as requested by the Board.

(e) **ABSENCE OF OFFICER:** In the event of the absence or the inability of any Officer to carry out her duties, the Board may from time to time appoint, by majority vote, an Acting Chair, Secretary, or Treasurer for the purpose of carrying out and exercising such duties and powers as are conferred upon the Chair, Secretary, or Treasurer, respectively.

(c) **EXECUTION OF DOCUMENTS BY OFFICERS:** All contracts entered into on behalf of SALCO, in the ordinary course of SALCO's business, must be approved by the Board.

## 9 EXECUTIVE COMMITTEE

(a) **COMPOSITION:** The Executive Committee shall consist of the Chair, Secretary, and Treasurer.

- (b) **AUTHORITY:** The Executive Committee is empowered to discuss matters relating to the management of SALCO and make recommendations to the Board. The Executive Committee may decide matters specifically delegated to it by the Board.
- (c) **EMERGENCY AUTHORITY:** Where the Executive Committee agrees by a majority vote that there is an emergency situation requiring immediate action by SALCO, the Executive Committee may make a decision on behalf of the Board by a majority vote. Prior to making decisions in an emergency situation, the Executive Committee shall make good faith efforts to inform all other Directors of the emergency situation and to solicit their views. Any decision made by the Executive Committee in an emergency situation shall be communicated to all other Directors as soon as possible.

## **10 POWERS**

- (a) **GENERAL POWERS:** The Board may administer the affairs of SALCO, and may make or enter into lawful contracts for SALCO in its name. The Board will be responsible for the hiring and dismissal of all employees. Generally, the Board may exercise all such other powers and do all such acts or things as it is authorized to do in its Letters Patent, By-laws, or other such authority.
- (b) **DELEGATION OF POWER:** The Board may appoint any person or persons to perform any function that is deemed necessary to efficiently conduct the business of SALCO.
- (c) **DELEGATION TO COMMITTEES:** The Board may set up such standing and temporary committees as are deemed necessary to adequately serve the needs of SALCO and to achieve its Aims and Objectives. Each standing or temporary committee shall consist of a Chair to be named by the Board, and Members of SALCO. The mandate, composition, and scope of power delegated to the committee shall be specifically identified in the resolution of the Board establishing the committee. A committee may be dissolved by the Board at any time.

## **11 REMUNERATION AND INDEMNIFICATION OF DIRECTORS**

- (a) **PROHIBITION ON REMUNERATION:** The Directors shall receive no remuneration for acting as such save for reimbursement of reasonable expenses incurred by them in the normal course of their duties.
- (b) **INDEMNITY OF DIRECTORS:** Every Director of SALCO and her estate, heirs, executors, administrators, and other legal personal representatives shall be indemnified and saved harmless out of the funds of SALCO from and against:
- (i) Any liability and all costs, charges, and expenses sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against a Director, Member of SALCO, employee, or agent for or in respect of the execution of duties of her office; and
  - (ii) All other costs, charges, and expenses that a Director, Member of SALCO, employee, or agent sustains or incurs in respect of the affairs of SALCO except such costs, charges or expenses as are occasioned by her own wilful neglect or default.

(c) **PROTECTION FROM LIABILITY:** No Director shall be liable for the acts, receipts, neglects, or defaults by any other Director, Member of SALCO, employee, or agent, for joining in any act of conformity, or for any loss, damage, or expense happening to SALCO through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of SALCO or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to SALCO shall be placed out or invested or for any loss or damage arising from the bankruptcy, or insolvency of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by any error or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of her respective office or trusts or in relation thereto unless the same shall happen by or through her own wilful neglect or default.

(d) **ACTS OF DIRECTORS DEEMED VALID:** The acts of a Director or of an Officer are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.

(e) **RELIANCE BY DIRECTORS:** Directors may rely upon the accuracy of any statement or report prepared by SALCO's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

(f) **DIRECTORS' LIABILITY INSURANCE:** SALCO shall provide Directors' liability insurance for the benefit of its Directors.

## **12 ANNUAL AND GENERAL MEETINGS OF MEMBERS**

(a) **ANNUAL GENERAL MEETING:** An annual general meeting shall be held not more than fifteen (15) months after the holding of the last preceding annual general meeting. At every annual general meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement, the minutes of the previous elections meeting, and the report of the auditors shall be presented. The auditors shall be appointed by vote for the subsequent fiscal year.

(b) **GENERAL MEETINGS:** The Directors may at any time call a general meeting of the shareholders or Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

### **(c) REQUISITIONED GENERAL MEETINGS:**

(i) Members comprising at least one-tenth (1/10) of the membership and entitled to vote at the meeting proposed to be held may request the Directors to call a general meeting of the Members for any purpose connected with the affairs of SALCO that is not inconsistent with the *Corporations Act*.

(ii) Requisition: The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of SALCO and may consist of several documents in like form signed by one or more requisitionists.

(iii) **Duty of Directors to call meeting:** Upon deposit of the requisition, the Directors shall call forthwith a general meeting of the shareholders or Members for the transaction of the business stated in the requisition.

(iv) **Where requisitionists may call meeting:** If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition call and hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.

(d) **NOTICE OF MEETING:** Notice of the time, place, and date of Members' meetings and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each Member entitled to notice of the meeting (and in the case of an annual general meeting, to the Auditor of SALCO). Such notice shall be sent via prepaid mail to the Member's last known address.

(e) **VOTING BY MEMBERS:** Each Member shall be entitled to one (1) vote on each question arising at any annual or general meeting of the Members.

(f) **VOTING BY PROXY:** Each Member shall be entitled to vote by proxy, upon signing, dating and completing a proxy form indicating:

(i) That she is a Member of SALCO;

(ii) That she confers on another Member a proxy to vote; and

(iii) That the Member upon whom the proxy is granted is identified.

The proxy form must be presented at any special or general meeting of the Members in order for a Member to vote by proxy.

A Member may vote by proxy on behalf of no more than three (3) other Members.

(g) **RECORDING VOTES:** At all Members' meetings every motion shall be decided by a majority of votes of the Members present in person or represented by proxy. Every motion shall be decided by a show of hands. Upon a show of hands, every Member shall have one (1) vote. In the case of an equality of votes at any Members' meeting by a show of hands, the Chair or Acting Chair shall be entitled to a second or deciding vote.

(h) **QUORUM AT MEMBERS' MEETING:** A quorum for a Members' meeting, and for the transaction of any business at such meeting, shall be at least three (3) Directors and 5 members who are not staff or directors of the corporation.

(i) **NOMINEES:** All nominees for vacant positions, and deadlines for receipt of nominee applications, will be determined by the Nominations Committee.

### **13 GENERAL NOTICE PROVISIONS**

(a) **COMPUTATION OF TIME:** In computing the date when notice must be given under any provision of the by-laws, the date of giving the notice is included.

(b) **OMISSIONS AND ERRORS:** The accidental error or omission in giving notice of any Members' or Board meeting or adjourned meeting shall not invalidate such meeting or make void any votes held or resolutions made at such meeting, provided that it can be established by the Board that the omission or error was reasonable in the circumstances. Any Member or Director may waive notice of a Members' meeting and may ratify, approve and confirm any or all proceedings, votes taken or had, or resolutions made.

(c) **ADJOURNMENTS:** With sufficient reason, any meeting of the Members or of the Board may be adjourned to a new time and place, and business may be transacted at such adjourned meeting as it might have been transacted at the original meeting. No notice shall be required of such motion for adjournment. Such adjournment may be made notwithstanding the absence of quorum.

#### **14 FINANCIAL MATTERS**

(a) Unless otherwise ordered by the Board, the fiscal year of SALCO shall terminate on December 31<sup>st</sup> of each year.

#### **15 DISSOLUTION**

(a) Upon dissolution of SALCO and after the payment of all debts and liabilities, any remaining property or assets of SALCO shall be distributed among one (1) or more charitable organizations whose objects and goals are in general accord with the Aims and Objectives of SALCO, and that are of general benefit to the South Asian community.

#### **16 BYLAWS, RESOLUTIONS AND AMENDMENTS**

(a) **ENACTMENT:** By-laws may be enacted, repealed, amended, or re-enacted by a two-thirds (2/3) vote of Members at a general meeting.

(b) **APPROVAL OF CONSTITUTION:** This by-law is hereby approved by the Board. Upon being approved and adopted by Members at the next annual general meeting, this version shall be regarded as the constitution of SALCO, by-law 3 being thereby repealed.

**PASSED by the Board of Directors:**

**Date: October 29, 2008**

**CHAIR: Prakash David**

**WITNESS: Shalini Konanur**

**WITNESS: Atulya Sharman**