

**BY-LAW NO. 8**

A By-law relating generally to the  
transaction of the business and affairs of

**Judges Counselling Program**  
**Programme de consultation pour la Magistrature**

(the "Corporation")

## TABLE OF CONTENTS

Page

### BY-LAW NO. 8

ARTICLE 1 DEFINITIONS AND INTERPRETATION .....	1
1.1    Definitions.....	1
1.2    Interpretation.....	1
ARTICLE 2 BUSINESS OF THE CORPORATION .....	2
2.1    Corporate Seal.....	2
2.2    Registered Office .....	2
2.3    Books and Records .....	2
2.4    Financial Year.....	2
2.5    Execution of Documents.....	2
ARTICLE 3 BOARD OF DIRECTORS .....	3
3.1    Powers of the Board.....	3
3.2    Board of Directors.....	3
3.3    Term of Directors.....	3
3.4    Removal of Directors.....	3
3.5    Vacancies .....	4
ARTICLE 4 MEETINGS OF DIRECTORS .....	4
4.1    Meetings of the Board.....	4
4.2    Place of Meetings.....	5
4.3    Meeting by Electronic Means, etc. ....	5
4.4    Calling of Meetings.....	5
4.5    Adjourned Meeting .....	5
4.6    Quorum .....	5
4.7    Votes to Govern .....	6
4.8    Remuneration and Expenses .....	6
4.9    Regular Meetings .....	6
4.10   Resolutions in Writing .....	6
4.11   Minutes .....	6
ARTICLE 5 COMMITTEES.....	6
5.1    Committees of the Board .....	6
5.2    Transaction of Business .....	7
5.3    Advisory Bodies.....	7
5.4    Procedure .....	7

**TABLE OF CONTENTS**  
(continued)

	<b>Page</b>
ARTICLE 6 OFFICERS .....	7
6.1 Appointment .....	7
6.2 President.....	7
6.3 Past President.....	7
6.4 Executive Vice-President.....	8
6.5 Vice-President.....	8
6.6 Secretary .....	8
6.7 Treasurer .....	8
6.8 Agents and Attorneys.....	8
6.9 Term of Office .....	8
6.10 Remuneration.....	9
ARTICLE 7 EXECUTIVE COMMITTEE .....	9
7.1 Executive Committee.....	9
ARTICLE 8 PUBLIC ACCOUNTANT.....	9
8.1 Public Accountant.....	9
ARTICLE 9 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS .....	10
9.1 Limitation of Liability.....	10
9.2 Indemnity .....	10
9.3 Insurance.....	11
ARTICLE 10 MEMBERSHIP.....	11
10.1 Membership .....	11
10.2 Removal of Members.....	11
ARTICLE 11 MEETINGS OF MEMBERS.....	11
11.1 Annual Meetings.....	11
11.2 Special Meetings and Requisition Meetings.....	12
11.3 Place of Meetings.....	12
11.4 Meeting by Electronic Means, etc. ....	12
11.5 Notice of Meetings.....	12
11.6 Waiver of Notice.....	13
11.7 Annual Financial Statements .....	13
11.8 Persons Entitled to be Present.....	13
11.9 Quorum .....	13
11.10 Manner of Voting.....	13
11.11 Adjournments.....	14

**TABLE OF CONTENTS**  
(continued)

	<b>Page</b>
11.12 Resolution in lieu of Meeting .....	14
ARTICLE 12 AMENDMENT OF BY-LAW AND ARTICLES .....	14
12.1 Amendments .....	14
ARTICLE 13 MISCELLANEOUS .....	15
13.1 Method of Giving Notice .....	15

## ARTICLE 1 DEFINITIONS AND INTERPRETATION

### 1.1 Definitions

In the By-laws of the Corporation, capitalized terms used but not otherwise defined will have the same meaning as in the Act. In addition:

- 1.1.1 "Act" means the *Canada Not-for-profit Corporations Act* and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;
- 1.1.2 "Articles" has the meaning given to that term in the Act;
- 1.1.3 "Board" means the board of Directors of the Corporation;
- 1.1.4 "By-laws" means this by-law as amended or restated and all other by-laws of the Corporation in force and effect;
- 1.1.5 "Director" or "Directors" means any one or more persons, respectively, who from time to time have been duly elected by the Members to serve on the Board;
- 1.1.6 "Executive Vice-President" means the executive vice-president of the Corporation;
- 1.1.7 "Member" or "Members" means any one or more persons, respectively, who have been admitted to membership in the Corporation in accordance with the By-laws;
- 1.1.8 "Officer" or "Officers" means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;
- 1.1.9 "President" means the president of the Corporation;
- 1.1.10 "Past President" means the past president of the Corporation;
- 1.1.11 "Secretary" means the secretary of the Corporation;
- 1.1.12 "Special Resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- 1.1.13 "Treasurer" means the treasurer of the Corporation; and
- 1.1.14 "Vice-President" means a vice-president of the Corporation.

### 1.2 Interpretation

- 1.2.1 In the By-laws, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders.

- 1.2.2 The words "includes" or "including" as used in the By-laws mean includes or including without limitation.
- 1.2.3 The word "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- 1.2.4 The division of the By-laws into articles and sections and the insertion of headings are for convenience of reference only and will not affect the construction or interpretation of the By-laws.

## **ARTICLE 2 BUSINESS OF THE CORPORATION**

### **2.1 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 shall be the custodian of the corporate seal.

### **2.2 Registered Office**

Unless changed in accordance with the Act, the registered office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

### **2.3 Books and Records**

The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

### **2.4 Financial Year**

Unless otherwise ordered by the Board, the financial year-end of the Corporation shall be December 31<sup>st</sup>.

### **2.5 Execution of Documents**

Contracts, documents or any other instrument in writing requiring the signature of the Corporation, shall be signed by any member of the Executive Committee and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Corporation to sign specific contracts, documents and instruments in writing.

### ARTICLE 3 BOARD OF DIRECTORS

#### 3.1 Powers of the Board

3.1.1 The Board shall manage or supervise the management of the activities and affairs of the Corporation in all things. The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.

3.1.2 Without limiting the generality of the foregoing, the Board may:

3.1.2.1 borrow money on the credit of the Corporation;

3.1.2.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

3.1.2.3 give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

3.1.2.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Board may, by resolution, delegate the powers referred to in this Section 3.1.2 to a Director, a committee of Directors or an Officer.

#### 3.2 Board of Directors

The Board will consist of a minimum of three (3) Directors and maximum of forty (40) Directors. The number of Directors shall be determined from time to time by resolution of the Board. A Director must be either a member of the Canadian Superior Courts Judges Association/Association canadienne des juges des cours supérieures ("CSCJA/ACJCS"), a member of the Canadian Association of Provincial Court Judges/L'Association canadienne des juges de cours provinciales ("CAPCJ/ACJCP"), a master, a prothonotary or a justice of the peace. A Director must also be a Member of the Corporation. The number of Directors who are members of the CSCJA/ACJCS or the CAPCJ/ACJCP shall be equal.

#### 3.3 Term of Directors

Each Director elected hereunder will have a term of one (1) year or until their successor is elected, whichever is later.

#### 3.4 Removal of Directors

3.4.1 The office of Director shall be automatically vacated:

- 3.4.1.1 if the Director is less than 18 years of age;
  - 3.4.1.2 if the Director is declared incapable by a court in Canada or in another country;
  - 3.4.1.3 if the Director has the status of a bankrupt;
  - 3.4.1.4 on the Director's death;
  - 3.4.1.5 if the Director ceases to be a Member of the Corporation; or
  - 3.4.1.6 if the Director ceases to be a member of CSCJ/ACJS, a member of CAPCJ/ACJCP, a master, a prothonotary or a justice of the peace.
- 3.4.2 The Members may, by resolution, at a special meeting remove any Director from office for any reason.
- 3.4.3 The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.
- 3.5 Vacancies**
- 3.5.1 Subject to the Act, a quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from:
- 3.5.1.1 a failure to elect the number or minimum number of Directors provided for in the Articles; or
  - 3.5.1.2 an increase in the number or the minimum or maximum number of Directors provided for in the Articles.
- 3.5.2 Subject to the Act, if there is not a quorum of the Board, or if the vacancy has arisen in the circumstances referred to in Section 3.5.1, the Directors then in office will forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- 3.5.3 A Director appointed under Section 3.5.1 will only hold office for the unexpired term of their predecessor.

## **ARTICLE 4 MEETINGS OF DIRECTORS**

### **4.1 Meetings of the Board**

Subject to the By-laws, the Act and any resolution of the Board, notice of the time and place of each meeting of the Board will be given in the manner provided in Section 13.1 to each Director



not less than 48 hours before the time when the meeting is to be held, but if the President considers it a matter of urgency that a meeting of the Board be convened, he or she may give notice of a meeting by telephone or electronic means no less than four (4) hours before the meeting. No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act. Except where there may be a conflict of interest, the President, the Treasurer, and any other person or persons designated by the Board, will be entitled to receive notice of every meeting of the Board, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

#### **4.2 Place of Meetings**

Unless the Articles otherwise provide, meetings of the Board may be held at the registered office of the Corporation or at any other place within Canada, as determined by the Board.

#### **4.3 Meeting by Electronic Means, etc.**

If all the Directors of the Corporation consent, a meeting of Directors or of a committee of Directors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by those means is deemed to be present at that meeting. The Secretary shall take all reasonable steps to ensure that each such meeting is handled in a secure manner.

#### **4.4 Calling of Meetings**

Subject to any resolution of the Board, in addition to any regular meetings of the Board scheduled under Section 4.9, the President may, and the Secretary shall, upon written requisition of not less than a majority of the Directors, call a meeting of the Board of Directors.

#### **4.5 Adjourned Meeting**

Notice of an adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

#### **4.6 Quorum**

A majority of the number of Directors of the Corporation in office at the time the meeting is held constitutes a quorum at any meeting of Directors.

#### 4.7 **Votes to Govern**

Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

#### 4.8 **Remuneration and Expenses**

The Directors will serve without remuneration for their services and no Director shall directly or indirectly receive any profit from such Director's position as such. The Directors may be paid reasonable expenses incurred by them in the performance of their duties.

#### 4.9 **Regular Meetings**

The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named, and without limiting the generality of the foregoing, the Board shall meet at least once a year. A copy of any resolution of the Board fixing the place and time of those regular meetings will be sent to each Director promptly after being passed, but no other notice will be required for any regular meeting except where the Act requires the purpose of, or the business to be transacted at, that meeting to be specified.

#### 4.10 **Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit his or her written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.

#### 4.11 **Minutes**

The Board shall see that all minutes of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

### **ARTICLE 5 COMMITTEES**

#### 5.1 **Committees of the Board**

The Board may appoint one or more committees of Directors, however designated, and delegate to any committee any of the powers of the Board except those which, under the Act, a committee of Directors has no authority to exercise. Persons who are not Members may be appointed to committees, provided that a majority of the persons on a committee shall be Members.

## 5.2 Transaction of Business

The powers of a committee of Directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of that committee who would have been entitled to vote on that resolution at a meeting of that committee. Meetings of any committee may be held at any place.

## 5.3 Advisory Bodies

The Board may appoint an advisory body or bodies. Membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of or attend meetings of the Corporation's Directors or Members.

## 5.4 Procedure

Unless otherwise determined by the Board, each committee and advisory body will have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

# ARTICLE 6 OFFICERS

## 6.1 Appointment

The Board, in its discretion, may appoint any of the Officers named in this Article 6, as well any other officers as the Board may determine, provided that the Board shall appoint as Executive Vice-President the member of CAPCJ/ACJCP selected by CAPCJ/ACJCP. All Officers will be individuals selected for appointment at the discretion of the Board, provided that each of the President, Secretary and Treasurer shall be a member of CSCJA/ACJSC and the Executive Vice-President shall be a member of CAPCJ/ACJCP. Any two (2) offices may be held by the same individual. The power of the Board to determine the powers and duties of the Corporation's Officers is subject to the Act, the Articles and the By-laws.

## 6.2 President

The President shall be the chief executive officer of the Corporation and shall perform all such duties as are customary for a chief executive officer of a corporation similar in size and operation to the Corporation. He/she shall have the general and active management of the affairs of the Corporation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as may be determined by the Board of Directors from time to time.

## 6.3 Past President

The Past President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be determined by the Board of Directors from time to time.

#### 6.4 **Executive Vice-President**

The Executive Vice-President shall, in the absence or disability of the President or Past President, perform the duties and exercise the powers of the President and shall perform such other duties as may be determined by the Board of Directors from time to time.

#### 6.5 **Vice-President**

The Board may appoint from among its members one or more Vice-Presidents who will exercise any powers and perform any duties that the Board may specify and who, if appointed, will hold office from the date of appointment or until their successor is appointed.

#### 6.6 **Secretary**

The Board may appoint a Secretary who, if appointed, will hold office from the date of appointment until his/her successor is appointed. Unless otherwise determined by the Board, the Secretary will attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary will enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the Board, Members and committees of the Board, whether or not the Secretary attends those meetings; the Secretary will give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, the public accountant, members of committees of the Board and any other persons or person designated by the Board; the Secretary will be the custodian of all books, papers, records, documents and instruments in writing belonging to the Corporation, except when some other Officer has been appointed for that purpose; and the Secretary will have any other powers and duties as the Board may specify.

#### 6.7 **Treasurer**

The Board may appoint a Treasurer who, if appointed, will hold office from the date of appointment until his/her successor is appointed. Unless otherwise determined by the Board, the Treasurer will keep proper accounting records in compliance with the Act and will be responsible for the deposit of money and the disbursement of funds of the Corporation, and will have any other powers and duties as the Board may specify.

#### 6.8 **Agents and Attorneys**

The Board will have power to appoint agents or attorneys for the Corporation in or out of Canada with any powers of management (including the power to sub-delegate) that the Board deems appropriate.

#### 6.9 **Term of Office**

6.9.1 Each Officer shall continue in office until:

6.9.1.1 their term of appointment expires;

6.9.1.2 the election or appointment of a successor;

- 6.9.1.3 the Officer's resignation by delivery of a written resignation to the Secretary of the Corporation;
  - 6.9.1.4 the Officer ceases to be a Director;
  - 6.9.1.5 the Officer's removal by resolution of the Board;
  - 6.9.1.6 the Officer's death; and
  - 6.9.1.7 with respect to the position of Executive Vice-President, until a successor is appointed by CAPCJ/ACJCP.
- 6.9.2 If the office of any Officer of the Corporation shall be or becomes vacant, the Directors may by resolution appoint a person to fill such vacancy for the remainder of the predecessor's term or until their successor is appointed.

#### 6.10 Remuneration

The Board may determine a reasonable remuneration for all agents, attorneys, and employees of the Corporation. The Officers may be paid reasonable expenses incurred by them in the performance of their duties.

### ARTICLE 7 EXECUTIVE COMMITTEE

#### 7.1 Executive Committee

The Board may establish an Executive Committee composed of the President, the Past President, the Executive Vice-President, the Vice-President, the Secretary, the Treasurer and up to three (3) Directors and delegate to that committee any of the powers of the Board except those which, under the Act, a committee of Directors has no authority to exercise. The Executive Committee will ensure the functioning of the Corporation in accordance with the wishes of the Board and decisions made at the annual meeting of Members. The members of the Executive Committee shall be subject to removal by resolution of the Board of Directors at any time, provided that the Executive Vice-President may only be removed with the consent of CAPCJ/ACJCP.

### ARTICLE 8 PUBLIC ACCOUNTANT

#### 8.1 Public Accountant

At each annual meeting, the Members shall appoint a public accountant to hold office until the close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Members may, at any special

meeting, remove the public accountant by Special Resolution before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public accountant, the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board.

## ARTICLE 9 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

### 9.1 Limitation of Liability

Except as provided in the Act, no person referred to in Section 9.2.1 will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### 9.2 Indemnity

9.2.1 Subject to the Act, the Corporation will indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's request as a Director or Officer, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding in which he or she is involved because of his or her association with the Corporation if:

9.2.1.1 he or she acted honestly and in good faith with a view to the best interests of the Corporation; and

9.2.1.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

9.2.2 The right to indemnity provided in this Section 9.2 will include the right to the advance of moneys from the Corporation for the costs, charges and expenses of a proceeding referred to in Section 9.2.1, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in Section 9.2.1. The Corporation will also indemnify the persons listed in Section 9.2.1 in any other circumstances that the Act permits or requires. Nothing in the By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of the By-laws.

**9.3 Insurance**

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 9.2.1 against any liabilities and in any amounts as the Board may determine and as are permitted by the Act.

**ARTICLE 10  
MEMBERSHIP**

**10.1 Membership**

10.1.1 Membership in the Corporation shall be limited to the Directors of the Corporation.

10.1.2 An individual shall not be elected as a Director unless that individual has consented to serve as a Director and Member of the Corporation. A person shall become a Member effective upon the date of such Director's election to the Board.

10.1.3 No membership fees or dues shall be levied by the Corporation in respect of the Members, unless otherwise directed by the Board.

10.1.4 A Director ceases to be a Member when such individual ceases to be a Director.

**10.2 Removal of Members**

Membership in the Corporation is terminated when:

10.2.1 the Member dies;

10.2.2 a Member fails to maintain any qualifications for membership described in Section 10.1 of these by-laws;

10.2.3 a Member is removed by a vote of sixty-six and two-thirds percent (66 2/3%) of the Members, provided that the Member shall be granted an opportunity to be heard;

10.2.4 the Corporation is liquidated or dissolved under the Act.

**ARTICLE 11  
MEETINGS OF MEMBERS**

**11.1 Annual Meetings**

Subject to the Act, the annual meeting of Members will be held on the date and at the time determined by the Board, but in any case, not (i) more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) later than six (6) months after the end of the Corporation's preceding financial year. At every annual meeting of Members, in addition to any other business that may be transacted, the Members shall:

- 11.1.1 review and consider the financial statements, the report of the public accountant and any other reports required by the Act to be placed before the Members at the annual meeting;
- 11.1.2 elect Directors;
- 11.1.3 appoint the public accountant; and
- 11.1.4 transact any other business that may be properly brought before the Members.

## 11.2 Special Meetings and Meeting Requests

The Executive Committee shall have the power to call at any time a special meeting of the Members. In addition, the Executive Committee shall call a meeting of the Members on written requisition of Members who hold not less than twenty five percent (25%) of the votes that may be cast at a meeting of Members, for the purposes stated in the requisition. Should the Executive Committee fail to call such meeting within twenty-one (21) days of receipt of such requisition, any Member who signed the requisition may call such meeting.

## 11.3 Place of Meetings

The annual meeting or any special meeting of the Members shall be held at the registered office of the Corporation or at any place in Canada as the Board may determine and on such day as the Board shall appoint.

## 11.4 Meeting by Electronic Means, etc.

Any person entitled to attend a meeting of Members may participate in the meeting, in accordance with the Act, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of this Act to be present at the meeting.

## 11.5 Notice of Meetings

- 11.5.1 Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:
  - 11.5.1.1 by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
  - 11.5.1.2 by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.



11.5.2 Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this Section, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business". The President, the Treasurer, the public accountant and any other person or persons designated by the Board, will be entitled to receive notice of every meeting of the Members, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

#### 11.6 Waiver of Notice

A meeting of Members may be held at any time and place without notice if all the Members waive notice or otherwise consent to such meeting being held. Attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where that Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### 11.7 Annual Financial Statements

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

#### 11.8 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members will be those entitled to vote at that meeting, the Directors, the President, the Treasurer and the public accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the Members.

#### 11.9 Quorum

The holders of a majority of the votes entitled to vote at a meeting of Members will constitute a quorum at that meeting.

#### 11.10 Manner of Voting

11.10.1 Each Member is entitled to one (1) vote at a meeting of Members.

- 11.10.2 Any Member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of the Members in the manner and to the extent authorized by the proxy. A proxyholder must be a Member.
- 11.10.3 At all meetings of Members, every question will be determined by a majority vote, unless otherwise specifically provided by the By-laws or the Act.
- 11.10.4 If an electronic or telephonic meeting of Members is held, then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the Act, by means of the telephonic or electronic communication facility that the Corporation has made available for the purpose. Any vote at a meeting of Members may be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility.

#### 11.11 Adjournments

Any meeting of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. If the meeting is adjourned:

- 11.11.1 for less than 31 days, it is not necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned; or
- 11.11.2 by one or more adjournments for an aggregate of more than 30 days, notice of the adjournment will be given as if for an original meeting.

Such adjournment may be made notwithstanding that no quorum is present.

#### 11.12 Resolution in lieu of Meeting

Subject to the Act, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Member may submit his or her written signature by facsimile, email or other functionally equivalent electronic means of transmission.

### ARTICLE 12 AMENDMENT OF BY-LAW AND ARTICLES

#### 12.1 Amendments

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) of the Act because such By-law amendments or repeals are only effective when confirmed by the Members.

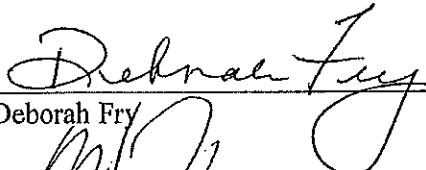
**ARTICLE 13  
MISCELLANEOUS**

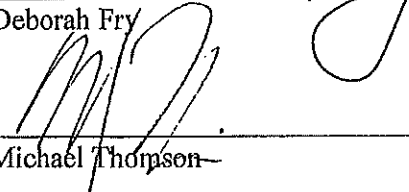
**13.1 Method of Giving Notice**

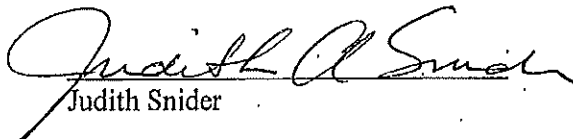
13.1.1 A notice or document required by the Act, the Articles or the By-laws, to be sent to a Member or Director of the Corporation may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Corporation, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this Section 13.1 to a Member or Director of the Corporation is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law.

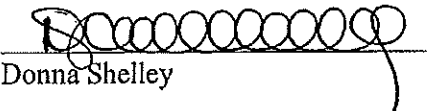
13.1.2 The accidental omission to give any notice to any Member, Director, Officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.

ENACTED by the Board of Directors as of the 14th day of September, 2013

  
Deborah Fry

  
Michael Thompson

  
Judith Snider

  
Donna Shelley

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Nancy K. Orr



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Ross Green

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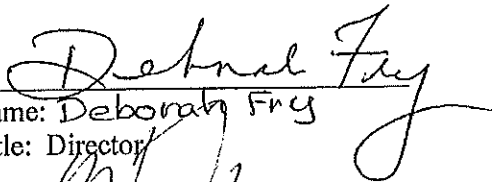
Louis A. Legault

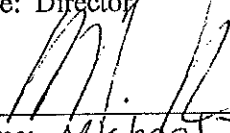
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Karen Ruddy

CERTIFIED a true copy of By-law No. 8 of Judges Counselling Program/ Programme de consultation pour la Magistrature (the "Corporation") enacted by the directors of the Corporation on the 14th day of September, 2013 and sanctioned by the members of the Corporation on the 14th day of September, 2013, which by-law is in full force and effect and unamended at the date hereof.

DATED as of the 14th day of September, 2013.

  
Name: Deborah Fry  
Title: Director

  
Name: Michael Thomson  
Title: Director

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