

" SOCIETIES ACT"
VANCOUVER BAR ASSOCIATION
BY-LAWS

1.0 DEFINITIONS, INTERPRETATION AND PROCEDURES

1.1 Definitions. Unless the context otherwise requires, the definitions in the Societies Act, SBC 2015, c 18, of the following terms apply to these By-laws:

ordinary resolution
special resolution

In addition, unless the context otherwise requires: "Association" means the Vancouver Bar Association.

"At-large Directors" means the members of the Executive Committee referred to in By-law 5.1(c).

"auditor" means a person with the qualifications set out in s. 112 of the Societies Act.

"Executive Committee" means the committee of the Association referred to in By-law 5.1.

"register of members" means the register of members of the Association required to be maintained pursuant to the Societies Act.

"registered address" of a member, means the member's address as recorded in the register of members of the Society and of the Society, means its address for the purposes of the Societies Act

"Secretary" means the Secretary-Treasurer of the Association.

"Societies Act " means the Societies Act of the Province of British Columbia from time to time in force and, all amendments to it and any legislation in substitution therefor.

1.2 Interpretation. Headings in these By-laws are for convenience of reference only and do not limit or otherwise affect the meaning of any By-law. Words importing the singular include the plural and vice versa.

1.3 Resolutions in Lieu of Meetings. A resolution in writing which is consented to in writing by all 75% of the members of the Executive Committee or any committee established by the Executive Committee and which is placed with the minutes of the Executive Committee or such committee is as valid and effective as if regularly passed at a meeting of the Executive Committee or of the committee as the case may be. Any

such resolution may be in two or more counterparts and a written consent may be in the form of personally signed instrument, or in the form of a telegram, telex or other form of legibly transmitted message. Any such resolution shall be effective on the date specified therein, or in the absence of a specified date, then on the giving of the last of the required consents.

1.4 Participation in Meetings. A member of the Executive Committee or any other committee of the Association may participate in a meeting of any committee on which the member sits via any communication facilities that enables all persons participating in the meeting to hear each other and provided that a majority of such persons agree to such participation. A person participating in a meeting in accordance with this provision shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefor and be entitled to speak and vote thereat.

2.0 MEMBERSHIP

2.1 Membership Categories. There shall be the following members and categories of members of the Vancouver Bar Association (the "Association"):

- (a) Active Members;
- (b) Student Members;
- (c) Honourary Members; and
- (d) such other categories or persons as the members may approve by special resolution.

2.2 Membership Eligibility.

- (a) Any person who is a member of the Law Society of British Columbia, is enrolled as an articling student in the Law Society of British Columbia, or who is a member of the faculty of law of a university located in British Columbia shall be eligible to be an Active Member of the Association.
- (b) Any person who is enrolled as a student at a faculty of law of a university located in Canada shall be eligible to be a Student Member of the Association.
- (c) Any person of distinction who is or has been a member of the Bench or Bar in Canada or in any other country, and who has rendered outstanding services to the Bar shall be eligible to be an Honourary Member of the Association, and may, on the recommendation of the Executive Committee, be made an Honourary Member by the Association at a general meeting. An Honourary Member shall have all the rights of an Active Member, including the right to vote, but shall not be required to pay any membership fees or any other dues or assessments which are levied pursuant to these By-laws.

- (d) Any person admitted to membership pursuant to By-law 2.1(d) shall continue to be eligible for membership upon compliance with these By-laws.
- (e) In no event shall the number of non-voting members exceed the number of voting members.

2.3 Becoming and Continuing to be a Member. Subject to the rules, regulations and restrictions established from time to time by the Executive Committee, every person eligible for membership in the Association who pays the Association for any year the amount of the annual membership fee for that year for the person's category of membership shall be a member of the Association for that year. An Honourary Member shall continue to be a member until the Honourary Member dies, resigns or is expelled from the Association.

2.4 Member Responsibility. Every member shall uphold the Constitution of the Association shall comply with and observe these By-laws and the rules, regulations and restrictions adopted by the Executive Committee from time to time, and except for Honourary Members, shall promptly pay when due the annual membership fees and all dues and assessments which are levied, pursuant to these By-laws.

3.0 RESIGNATION

3.1 Resignation. A member shall have the right to resign at any time by giving notice in writing to the Association.

3.2 Ceasing to be a Law Society or Faculty Member. Any member who ceases to be a member or articling student in good standing of the Law Society of British Columbia, a student at a faculty of law of a university located in Canada, or a member of a faculty of law of a university located in British Columbia shall cease to be an Active Member or Student Member of the Association, as the case may be, and shall be struck from the register of members. If the person is reinstated as a member or articling student in good standing of the Law Society of British Columbia or as a member or student of such a faculty of law, the person may become a member pursuant to By-law 2.3.

3.3 Failure to Pay Membership Fees. Any member, other than an Honourary Member, who has not paid the annual membership fee as required by these By-laws shall be deemed not to be in good standing and if the member fails to pay the annual membership fee within 60 days after it is due the Secretary may at any time thereafter strike the member from the register of members and the member shall thereupon cease to be a member.

3.4 Power to Suspend and Expel. The Executive Committee shall have the power to suspend or expel a member who has, in its opinion, been guilty of conduct which is improper or unbecoming for a member of the Association or is detrimental to the interests or reputation of the Association, or who fails to comply with any rule, regulation, restriction or by-law of the Association, or fails to pay when due dues or assessments (other than membership fees) as levied.

3.5 Procedure for Suspension and Expulsion. Before a member shall be suspended or expelled pursuant to the preceding By-law, the Executive Committee shall give 48 hours' notice to the member of the meeting called for the purpose of dealing with the charge(s) against such member, which notice shall contain reasonably complete information with respect to the charge(s) that are preferred against such member. At the meeting the charge(s) shall be heard and may be dealt with whether the member is present or not. The member shall have a reasonable opportunity to respond to the charge(s) and any evidence presented. No member shall be suspended or expelled pursuant to By-laws 3.4 and 3.5 except by a vote of at least two-thirds of the number of members of the Executive Committee present at the meeting. Any member who has been suspended or expelled by the Executive Committee pursuant to By-laws 3.4 and 3.5 may appeal to the Association in general meeting.

4.0 MEETINGS OF MEMBERS

4.1 General Meetings. The annual and other general meetings of the Association shall be held at such place in the County of Vancouver, and at such times, as the Executive Committee may from time to time designate.

4.2 Notices of Meetings. Only the current auditor of the Association and those members whose names appear in the register of members and who are in good standing shall be entitled to receive notices of meetings. Fourteen days' notice specifying the place, date and hour of any meeting of the Association shall be given. Neither the accidental omission to give notice of a meeting to a member nor the failure of a member to receive notice of a meeting shall invalidate any of the proceedings or any resolutions passed at the meeting.

4.3 Requisition of Meetings. The President shall, on requisition signed by 10% of the voting members of the Association who are in good standing, call a general meeting of the members to be held within 60 days following receipt by the President of the requisition, giving written notice of the purposes of the meeting and any resolution proposed by the requisitionists to be put to the meeting. If notice of such meeting is not given within 21 days after receipt of the requisition by the Association, the meeting may be called and the notice of the meeting may be given by the requisitionists or a majority of them for a day not later than 4 months after the date of delivery of the requisition to the Association.

4.4 Meeting Quorum. No business shall be transacted at any meeting while a quorum is not present. The quorum necessary for the transaction of any business at any meeting of the Association shall be 25 voting members in good standing and should the number of voting Members present at any meeting be insufficient to constitute a quorum for the transaction of business, those present may adjourn the meeting for a date not later than 15 days thereafter and notice of such adjourned meeting shall be given to all members of the Association entitled thereto.

4.5 Meeting Chairman. The President, and in his absence the Vice-President, shall preside as the Chairman of every meeting of the Association. If neither the President

nor the Vice-President is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose someone of their number to be Chairman of the meeting.

4.6 Meeting Adjournment. The Chairman, with the consent of the meeting, may adjourn a meeting from time to time but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.7 Entitlement to Vote. Except for a member who is not in good standing, a Student Member, and a member who is admitted pursuant to a special resolution of all the members under By-law 2.1(d) and who by virtue of the terms of the member's admission to membership is not entitled to vote, every member shall be entitled to vote and each of such members shall have one vote at any meeting of the Association. No voting by proxy is permitted. No proceeding or resolution passed at any meeting of the Association shall be invalidated by the presence or voting of any non-member or any member who is not entitled to vote or is not in good standing, or by anyone purporting to exercise more than one vote.

4.8 Voting. At all meetings of the Association all questions shall be decided by a majority of votes, except those which require a special resolution, and, in the case of an equality of votes, the Chairman shall be entitled to a casting vote. Unless a poll or ballot request is made at the time of voting, all votes shall be open and by a show of hands, except for the selection of the Executive Committee, which shall take place at annual general meetings by ballots cast at such meetings. In elections of At-large Directors, those elected shall be determined by reference to the number of votes cast for each nominee.

5.0 EXECUTIVE COMMITTEE

5.1 Composition. The Executive Committee of the Association shall consist of:

- (a) the officers of the Association,
- (b) the member who filled the office of the President during the preceding year, and
- (c) 12 other Active Members who are elected or appointed to the Executive Committee pursuant to these By-laws (the "At-large Directors").

Each member of the Executive Committee is a director of the Association and the Executive Committee shall constitute the Association's board of directors.

5.2 Limit of One Person per Firm. No more than one member or associate of any firm of barristers or solicitors shall be eligible for nomination as an At-large Director at an annual general meeting of the Association or shall hold office as an At-large Director at any particular time.

5.3 Term and Election of Directors and Officers.

- (a) Each At-large Director shall retain office for two years until a successor is elected at the second annual general meeting following the At-large Director's election.
- (b) At each annual general meeting the member who has filled the office of President during the preceding year shall remain as a member of the Executive Committee for the ensuing year, but all officers and all At-large Directors whose term is expiring shall retire from their respective offices, and the members present at that annual general meeting shall elect officers for a one-year term and 6 At-large Directors for a two-year term to fill the offices vacated.
- (c) The word "year" where used in this By-law or By-law 5.6 means the period between annual general meetings and not necessarily a calendar year.

5.4 Nominations by Nominating Committee. The nomination of officers and At-large Directors to be elected at an annual general meeting shall be conducted as follows. At least 30 days prior to each annual general meeting of the Association the President with the approval of the Executive Committee shall appoint a Nominating Committee of not less than 2 members of the Executive Committee. The President shall designate the chairman of the Nominating Committee. The Nominating Committee, in accordance with guidelines established from time to time by the Executive Committee, shall prepare a report comprised at least of a list of nominees eligible for election. The list shall contain at least one nominee for each office to be filled and for positions as At-large Directors at least as many nominees as there are At-large Directors to be elected. The report of the Nominating Committee shall be filed with the Secretary of the Association not later than 7 days before the date of the annual general meeting of the Association.

5.5 Nominations by Membership. Any Active Member who is in good standing and wishes to stand for election at an annual general meeting to an office or a position as an At-large Director may be nominated by a petition which is signed by at least 25 voting members in good standing of the Association and shall be filed with the Secretary not later than 7 days before the date of the annual general meeting. To be valid the petition must contain the written consent of the nominee to be a candidate for election at the impending annual general meeting and, if elected, to serve in the office for which the nominee is nominated or as an At-large Director, as the case may be. For any election no member may nominate for an office more than one person nor for a position as an At-large Director more than the number of At-large Directors to be elected.

5.6 Limit on Re-election. No person who has served as an At-large Director for one term shall be eligible for re-election as an At-large Director for a consecutive term. No person who has served as an officer of the Association for one term shall be eligible for re-election to the same office for a consecutive term or for election as an At-large Director for a consecutive term. This By-law does not apply to the election or re-election

of the Secretary-Treasurer or to any person who during the preceding year filled a casual vacancy under By-law 5.7.

5.7 Casual Vacancies. Any casual vacancy occurring in the Executive Committee (including the position of any officer) may be filled by an Active Member in good standing who is appointed by the Executive Committee.

5.8 Failure to Attend Meetings. Unless the Executive Committee otherwise determines in a particular instance, any member of the Executive Committee who fails to attend 3 consecutive meetings of the Executive Committee shall be deemed to have resigned their position on the Executive Committee and the casual vacancy thereby created may be filled in accordance with By-law 5.7.

5.9 Removal. The Association may, by special resolution, remove any member of the Executive Committee before the expiration of his period of office and may by ordinary resolution appoint in his stead any Active Member in good standing.

6.0 EXECUTIVE COMMITTEE POWERS

6.1 General Power. Except as otherwise directed from time to time by the Association at a general meeting, the business and affairs of the Association shall be managed, controlled, directed and determined by the Executive Committee and all powers of the Association may be exercised by the Executive Committee. No action by the Association in general meeting shall invalidate a prior act of the Executive Committee or any officer of the Association that would have been valid if that action had not been taken by the Association.

6.2 Membership Fees. The annual membership, fees shall be such as the Executive Committee may from time to time determine. The Executive Committee may establish different levels of fees for different categories of members other than Honorary Members. Annual membership fees for a year shall be due and payable on or before the date determined by the Executive Committee. The annual membership fees and their due date for any year shall be specified in a written notice given to the members for that year. The 12-month or other period for which membership fees apply may be determined from time to time by the Executive Committee.

6.3 Other Dues and Assessments. In addition to membership fees the Executive Committee may from time to time levy upon the members dues and assessments to meet any deficit of the Association, to establish any reserve for the Association or subject to approval by the members by an ordinary resolution, for any other purpose which is consistent with any of the objects of the Association. The Executive Committee may establish the due date for any dues or assessments it levies, may establish different levels of dues and assessments for different categories of members, and may alter or rescind any levy of dues or assessments.

6.4 Rules, Regulations and Restrictions. From time to time the Executive Committee may establish, rules, regulations and restrictions which the Executive Committee

considers reasonable and which relate to membership in the Association or to the operation or affairs of the Association, and may alter or rescind the same.

6.5 Investments. The Executive Committee may invest the funds of the Association in any securities or investments which in its sole discretion it considers to be in the best interests of the Association and the Executive Committee is not restricted to investments to which trustees are restricted.

7.0 EXECUTIVE COMMITTEE PROCEDURES

7.1 Meetings. Subject to these By-laws, the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless the Executive Committee otherwise determines, the President shall preside over the affairs of the Executive Committee and be the chairman at its meetings.

7.1 Voting. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. In case of an equality of votes, the President (or other person presiding over the Executive Committee) shall have a second or casting vote.

7.3 Calling of Meetings. The President, Vice-President or any two other members of the Executive Committee may, and the Secretary on the requisition of such officer or committee members shall, at any time, call a meeting of the Executive Committee. Except in cases of emergency, at least 2 clear days' notice of a meeting shall be given.

7.4 Quorum. The quorum necessary for the transaction of the business of the Executive Committee shall be five.

7.5 Directors' Conflict of Interest. Every member of the Executive Committee who is directly or indirectly interested in a proposed contract or transaction with the Association shall, before a vote is taken, disclose fully and promptly the nature and effect of his interest to the Executive Committee. Such a person shall not participate in any discussion relating to, or vote in respect of, any such contract or transaction with the Association in which the person is interested and if the person shall do so their vote shall not be counted, but the person shall be counted in the quorum present at the meeting at which such vote is taken. A member of the Executive Committee shall be deemed not to be interested at any time in a proposed contract or transaction by reason only that such person is or was at any time a member or articling student of the Law Society of British Columbia or a member of a faculty of law of a university located in British Columbia or that the person is affected by such a contract or transaction by virtue of being a member or articling student of the Law Society of British Columbia or a member of such a faculty of "law.

8.0 OTHER COMMITTEES

8.1 Special and Standing Committees. Special Committees and Standing Committees may be formed or dissolved at any time by resolution of the Executive

Committee. The President shall, ex officio, be a member of each Special Committee and each Standing Committee.

8.2 Composition. Any member of the Association or any non-member may be appointed by the Executive Committee to serve on any Special or Standing Committee as Chairman thereof or otherwise.

8.3 Purposes and Powers. The purposes and powers of such Special or Standing Committees shall be those specified by the Executive Committee from time to time. The Executive Committee may by resolution delegate any of its power and authority to any of such committees.

8.4 Proceedings. Each committee may meet and adjourn as they think proper. A majority of the members of a committee shall constitute a quorum thereof. Questions arising at any such meeting shall be determined by a majority of votes of the members of the committee present, and in case of an equality of votes the Chairman of the meeting shall have a casting vote. Subject to any rules or directions of the Executive Committee, each committee may make rules for the conduct of its business.

8.5 Authority. Each committee shall keep regular minutes of its proceedings and shall provide copies of the same in a timely way to the Executive Committee, which shall have the power at any time to:

- (a) revoke or override any authority given to, or acts done by or to be done by, any such committee; and
- (b) add any person to, or remove any person from, any such committee.

9.0 OFFICERS

9.1 Offices and Functions. The Association shall have a President, Vice-President, Secretary-Treasurer and such other officers as the Executive Committee may designate from time to time. Each officer shall have the authority and duty to perform the functions which pertain to the officer's office, including those specified in the Societies Act or these By-laws for that office or officer, together with any authority, and subject to any duty, which from time to time is designated by the Executive Committee for that office or officer. In particular:

- (a) the President shall preside over the affairs of the Association, including acting as chairman of meetings of the Executive Committee and general meetings of the Association;
- (b) the Vice-President shall act in the place of the President when the President is unable or unavailable to perform his/her duties; and
- (c) the Secretary-Treasurer shall maintain or supervise the maintenance of the financial and other records of the Association.

9.2 Election. In accordance with By-laws 5.3 to 5.6 inclusive, the officers of the Association shall be nominated annually from among the Active Members in good standing, elected annually at each annual general meeting of the Association and shall retain office until their successors are elected.

9.3 Re-election. The Secretary-Treasurer may stand for re-election as Secretary-Treasurer or for election to another office. Any other officer retiring at an annual general meeting shall be eligible for re-election at that meeting only to a different office in the Association.

9.4 Casual Vacancies and Removal. Casual vacancies among the officers shall be dealt with in accordance with By-law 5.7. Any officer shall be deemed to have resigned and may be removed from office in accordance with By-laws 5.8 and 5.9 respectively.

10.0 REMUNERATION AND INDEMNITY OF DIRECTORS AND OFFICERS

10.1 Remuneration. The remuneration of the Secretary shall be fixed annually by the Executive Committee. No other officer or director shall be entitled to any remuneration from the Association by virtue of holding office but the Association may reimburse each of its officers and directors for reasonable expenses incurred in the performance of the officer or director's office.

10.2 Indemnity. Subject to the Societies Act, by decision of the Executive Committee, the Association may indemnify a director, officer, former director or former officer of the Association (each herein referred to as an "Indemnatee") and the Indemnatee's heirs and personal representatives, against all costs, charges and expenses (including an amount paid to settle a claim or action or to satisfy a judgment) which are actually and reasonably incurred by the Indemnatee(s) in connection with a claim, action or proceeding (whether of an administrative, civil, criminal or other nature, and even if made or brought by or on behalf of the Association) to which the Indemnatee(s) is made a party by reason of being or having been a director or officer of the Association, or the heir(s) or personal representative(s) of a former director or former officer of the Association, or by reason of any act or omission of an Indemnatee (whether or not the subject matter was part of the duties of the Indemnatee or was within the actual or usual authority of the Indemnatee), if:

- (a) the Indemnatee acted honestly and in good faith with a view to the best interests of the Association, and
- (b) if the case of a criminal or administrative claim, action or proceeding the Indemnatee had reasonable grounds for believing that their conduct was lawful.

10.3 Insurance. The Association may secure and maintain liability insurance for the benefit of its directors, officers, former directors and former officers and their respective heirs and personal representatives against personal liability that may be incurred or may be alleged to have incurred in their capacity as a director or officer or as an heir or personal representative of a former director or former officer.

10.4 Benefit of Indemnity and Insurance. Each member who becomes a director or officer shall automatically be entitled to the benefit of By-laws 10.2 and 10.3 and shall continue to be entitled to the benefit of those By-laws even though the person may no longer be a member. The heirs and personal representatives of former directors and former officers shall be entitled to the benefit of By-laws 10.2 and 10.3 whether or not any of them is or ever has been a member of the Association.

11.0 BORROWING POWERS.

11.1 Authority. In order to carry out the purposes of the Association the Executive Committee may, on behalf of and in the name of the Association, borrow, raise, guarantee and secure the payment or repayment of money in such manner as it determines and in particular but without limiting the generality of the foregoing, by the issue of debentures.

11.2 Debenture Issue. No debenture shall be issued without the sanction of a special resolution, which resolution may refer to a particular issue of debentures or may confer on the Executive Committee a general power to issue debentures for a period not exceeding one year from the date on which the resolution is passed, or for an amount not exceeding a specified aggregate amount, or for such a period and such an amount.

11.3 Restriction. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting, and no such restriction is effective against any person other than a member or a director of the Association.

12.0 ACCOUNTS, FINANCIAL STATEMENTS AND AUDIT

12.1 Accounts. The Executive Committee shall cause true accounts to be kept of:

- (a) all transactions of the Association;
- (b) all sums of money received and expended by the Association with full particulars of such receipts and expenditures; and
- (c) the assets and liabilities of the Association.

12.2 Fiscal Period. The fiscal period of the Association shall be as the Executive Committee designates from time to time.

12.3 Financial Statements. At each annual general meeting the Executive Committee shall make available to the members of the Association financial statements for the immediately preceding fiscal year showing the income and expenditures of the Association during the immediately preceding fiscal year and the Association's assets and liabilities as of the end of that fiscal year.

12.4 Appointment of Auditor. At each annual general meeting of the Association the members shall appoint an auditor who shall make a report at the next annual general

meeting regarding the financial statements of the Association presented to that meeting. The remuneration of the Association's auditor shall be fixed annually by the Executive Committee.

12.5 Rights of Auditor. The auditor is entitled to receive every notice and other communication that relates to a general meeting which takes place during the period of his/her appointment and that a member is entitled to receive in their capacity as a member. The auditor may attend each such meeting and is entitled to be heard at each such meeting that the auditor attends on any part of the business of the meeting that concerns the auditor, as auditor, or that concerns the financial statements of the Association.

12.6 Casual Vacancy of Auditor. The Executive Committee may fill any vacancy in the office of the auditor.

12.7 Removal of Auditor. Between annual general meetings an auditor may be removed at any time by an ordinary resolution of the members at a meeting called, for that purpose.

12.8 Notice of Auditor's Appointment and Removal. An auditor shall be informed forthwith in writing of the auditor's appointment and removal.

13.0 SEAL AND EXECUTION OF DOCUMENTS

13.1 Adoption of Seal. The Executive Committee may adopt a common seal for the Association and it may from time to time destroy, replace or alter the seal and Substitute a new or altered seal.

13.2. Affixing of Seal. Subject to By-law 13.3, the common seal of the Association shall be affixed only when authorized by a resolution of the Executive Committee and then only in the presence of the person or persons prescribed in the resolution or if no persons are prescribed, in the presence of an officer of the Association and any other member of the Executive Committee.

13.3 Certification by Secretary. The Secretary may affix the common seal of the Association to a true copy of any document, record or resolution of the Association for the purpose of authenticating the same.

13.4 Execution of Documents. The Executive Committee shall have the power to appoint any person or persons to sign cheques or other documents not requiring the affixing of the seal on behalf of the Association.

14.0 MINUTES AND RECORDS

14.1 Register of Members. The Secretary shall maintain in any manner the Secretary sees fit a register of members which lists the name, resident address and category of membership of each of the members, the date on which each member becomes and

ceases to be a member, and any other information required to be maintained therein by the Societies Act.

14.2 Maintenance of Minutes and Membership Lists. The Secretary shall keep proper minutes of all elections and appointments of officers and other members of the Executive Committee, of the names of the members of the Executive Committee present at each meeting and of all resolutions and proceedings of all meetings of the Association and of the Executive Committee. The Secretary shall also keep copies of all minutes of other committees of the Association which are provided to the Executive Committee and all lists of members of the Association. The Executive Committee may direct that any or all of such records may be kept in a different form than their original form and that thereafter the original records may be destroyed.

14.3 Other Records. The Secretary shall keep any and all other records and documents of the Association, including the books of account and other financial records of the Association. The Secretary may cause any of such books, documents and records to be kept in any manner the Secretary considers appropriate and to be destroyed and/or kept, in a different form than their original form when the Executive Committee so authorizes.

14.4 Inspection Rights. The register of members, books of account, records and other documents of, or belonging to, the Association may be inspected by:

- (a) the auditor and any member of the Executive Committee at any time during normal business hours; and
- (b) any other member of the Association who is in good standing during normal business hours upon giving reasonable written notice of at least 2 clear days to the Secretary which specifies the documents the member wishes to inspect.

15.0 NOTICES

15.1 Notice to Members

- (a) Subject to By-law 15.3, notice may be given to a member either personally or by mail to the member at the member's registered address.
- (b) Subject to By-law 15.3 notice sent to a member by mail shall be deemed to have been given on the second day (Saturdays, Sundays and British Columbia statutory holidays excepted) after the date of mailing the notice in a Canadian post office receptacle in British Columbia.

15.2 Notice to the Association. Subject to By-law 15.3, notice may be given to the Association, the Executive Committee or any of its officers by mail to the registered address of the Association.

15.3 Postal Disruption. In the event of a postal disruption in Vancouver, British Columbia, notice may be given either by actual delivery or by electronic transmission, to the respective addresses as aforesaid, or in the case of notice of a general meeting of members in a newspaper of general circulation in Vancouver, British Columbia.

16.0 ALTERATION OF BY-LAWS

16.1 Special Resolution Requirement. These By-laws may only be altered or added to by a special resolution of the Association.

85-12-05

FORM 10
Certificate of Incorporation No. S-2984

"SOCIETY ACT"

VANCOUVER BAR ASSOCIATION

AMENDMENTS TO THE CONSTITUTION

The following is a copy of a special resolution passed in accordance with the by-laws of the Vancouver Bar Association on the 5th day of December, 1985:

"RESOLVED AS A SPECIAL RESOLUTION THAT:

A. Section 2 of the Association's Constitution be deleted and replaced by the following:

" 2. The purposes of the VANCOUVER BAR ASSOCIATION (the "Association") are:

- (a) To advance and protect the interest of the members of the legal profession residing or practising in the County of Vancouver, Province of British Columbia;
- (b) To foster harmonious relations and cordial intercourse among its members;
- (c) To uphold the honour and dignity of the profession of the law;
- (d) To encourage a high standard of legal education, training and ethics;
- (e) To cooperate with the Law Society of British Columbia and with the Benchers thereof and with other associations of lawyers in the furtherance of any of the objects of the Association;
- (f) To circulate among its members information on all matters affecting the legal profession; and
- (g) To print, publish, issue and circulate such papers, periodicals, magazines, books, circulars and other literary undertakings as may seem conducive to any of the above objects."

and
B.

Section 3 of the Association's Constitution be deleted

Certified this 10th day of December, 1985.

FILED AND REGISTERED	
January 13, 1986	
W.A. McLachlan, Secretary-Treasurer, Vancouver Bar Association	M. A. Jorre de St. Jorre REGISTRAR OF COMPANIES

*Specimen
an email
all my
H. James
5*

6455z/2

*cert
100%*



Certificate

Canada

SOCIETY ACT

18-2984

Province of British Columbia

I **Hereby Certify** that VANCOUVER BAR ASSOCIATION
has pursuant to the Society Act altered its purposes and
that its purposes now are:

2. The purposes of the VANCOUVER BAR ASSOCIATION (the "Association") are:
 - a) To advance and protect the interest of the members of the legal profession residing or practising in the County of Vancouver, Province of British Columbia;
 - b) To foster harmonious relations and cordial intercourse among its members;
 - c) To uphold the honour and dignity of the profession of the law;
 - d) To encourage a high standard of legal education, training and ethics;
 - e) To cooperate with the Law Society of British Columbia and with the Benchers thereof and with other associations of lawyers in the furtherance of any of the objects of the Association;
 - f) To circulate among its members information on all matters affecting the legal profession; and
 - g) To print, publish, issue and circulate such papers, periodicals, magazines, books, circulars and other literary undertakings as may seem conducive to any of the above objects.

*Given under my hand and seal of office at
Victoria, B.C., this thirteenth
day of January, one
thousand nine hundred and eighty-six*

R. J. LOWDON

Deputy Registrar of Companies.

"SOCIETIES ACT."

CANADA:
Province of British Columbia.



No. 2984

Certificate of Incorporation

I hereby certify that

"VANCOUVER BAR ASSOCIATION"

has this day been incorporated as a Society under the "Societies Act."

The locality in which the operations of the Society will be chiefly carried on is **in and**
near the City of Vancouver Province of British Columbia.

GIVEN under my hand and Seal of Office at Victoria, Province of
British Columbia, this **-6th-** day
of **November**, one thousand nine hundred
and **forty-five**.

W. L. LLEWELLYN.

Deputy REGISTRAR OF COMPANIES.

2984 Doc

"SOCIETIES ACT"

FILED and REGISTERED
107787 /-1
6 JUN 1945
W. L. LEBWILLIEN,
DEPUTY
REGISTRAR of COMPANIES

VANCOUVER BAR ASSOCIATION

DECLARATION

We, the undersigned, hereby declare that we desire to form a society under the "Societies Act," and that:

1. The name of the Society is VANCOUVER BAR ASSOCIATION.

2. The objects for which the Society is formed are:

*Amended
Jan/86*

(a) To advance and protect the interests of the members of the legal profession residing or practising in and about the City of Vancouver, Province of British Columbia;

(b) To foster harmonious relations and cordial intercourse among its members;

(c) To uphold the honour and dignity of the profession of the law;

(d) To encourage a high standard of legal education, training, and ethics;

(e) To co-operate with the Law Society of British Columbia and with the Benchers thereof and with other Bar Associations in the furtherance of any of the objects of this Society;

(f) To circulate among its members information on all matters affecting the legal profession;

(g) To print, publish, issue, and circulate such papers, periodicals, magazines, books, circulars, and other literary undertakings as may seem conducive to any of the above objects;

~~(h) To ensure the provision of efficient and comprehensive legal services for all persons in the area served~~

ADVERTICES
NOV 15 1945

by members of the Society.

(1) To acquire the assets and assume the obligations of the unincorporated body now known as the "Vancouver Bar Association."

amended

3. The operations of the Society are to be chiefly carried on in and near the City of Vancouver in the Province of British Columbia.

DATED the 5th day of November 1945.

WITNESS:

(Full name, address + occupation)

(Full names, addresses and occupations)

Simon Ronald
Gordon Dent
829th 18th Ave.
Vancouver
British Columbia.
Student at Law.

Alexander James Robertson

640 W. Pender St.,
Vancouver, B.C.,
Barrister-at-law

Shawood Kett
620 W. Pender St.
Vancouver B.C.
Solicitor

William Henry Samuel Dixon
2001 W 37 Ave.
Vancouver B.C.
Solicitor

Reginald Elliott Hanson
1500 The Royal Bank Bldg.
Vancouver B.C.
Barrister-at-law

John Campbell Lewis
1508 Standard Bank Bldg.
Vancouver, B.C.
Solicitor

Five Dollars (\$5.00) or such other sum as the Association in general meeting may from time to time determine and shall be due and payable on or before the fifth day of October in each and every year. Any member who has not paid his membership fee as aforesaid shall not be deemed to be in good standing.

Conditions of Withdrawal, Suspension
and Expulsion of Members

7. A member shall have the right to resign at any time by giving notice in writing in that behalf to the Association.

8. Any member who ceases to be a member in good standing of the Law Society of British Columbia, ipse facto, shall cease to be a member of the Association and shall be struck off the official membership list. If such member is reinstated as a member in good standing of the Law Society of British Columbia he may make application for membership in the Association under paragraph 3 of these By-laws.

9. The Executive Committee shall have the power to suspend or expel a member who has, in their opinion, been guilty of conduct detrimental to the interests of the Association, or who fails to comply with any rule or by-law of the Association, or fails to pay any dues or assessments as levied.

10. Before a member shall be suspended or expelled, the Executive Committee shall give forty-eight hours' notice to such member of the meeting called for the purpose of dealing with charges against such member, which notice shall contain full information with respect to the charges that are preferred against such member. Such notice may be given by delivering the same personally to such member or by mail addressed to the last address given for such member on the books of the

Association. At such meeting the charges shall be heard whether the accused member is present or not, but no member shall be expelled or suspended except by a vote of at least two-thirds of the number of members of the Executive Committee present at such meeting. Any member who has been expelled or suspended by the Executive Committee under paragraphs 9 and 10 of these by-laws may appeal to the Association in general meeting.

✓
Mode and Time of Calling of General and Special Meetings of the Society and Number Constituting a Quorum at any such Meeting, and Rights of Voting

11. The annual general meeting of the Association shall be held at such place in the City of Vancouver and at such time as the Executive Committee may appoint between the 15th day of November and the 15th day of December in each year. The fiscal year of the Society shall end on each October 31st. All other meetings of the Association shall be called upon order of the Executive Committee except as hereinafter provided.

12. Only those members whose names appear on the official membership list and who are in good standing shall be entitled to receive notices of meetings or other notices and such notices shall be deemed to be duly given if sent to such members at the addresses appearing on such official membership list.

13. ^{Twenty} Two clear days' notice specifying the place, date and hour of any meeting of the Association and of the general nature of the business to be transacted thereat shall be given to the members. Such notice may be given personally or by mail addressed to each member at ^{its} ~~his~~ last address registered with the Association. The non-receipt of notice by any member shall not invalidate the proceedings or any resolution passed at any meeting.

Amended 1958 (14)

The President shall on a requisition signed by any ~~ten~~ ^{five} members of the Association in good standing call a general meeting of the members and, if so required, shall give due notice of any proposed resolution and, if such meeting is not called or if such notice is not given within seven days for a meeting to be held within ^{fourteen} fourteen days after such requisition shall have been duly mailed to the President of the Association, such meeting may be called and such notice may be given by any one or more of such requisitionists for a day not later than fourteen days after such default.

Amended 1958 (15)

No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. The quorum necessary for the transaction of any business at any meeting of the Association shall be ^{five} ten members in good standing and should the number of members present at any meeting be insufficient to form a quorum for the transaction of business, those present may adjourn the meeting for a date not later than fifteen days thereafter and notice of such adjourned meeting shall be given to all members of the Association.

16. The President, and in his absence the Vice-President, shall preside as Chairman of every meeting of the Association. If neither the President nor the Vice-President is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose someone of their number to be Chairman of the meeting.

17. The Chairman, with the consent of the meeting, may adjourn a meeting from time to time but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

18. ^{only delegates or persons appointed by proxy} Only such members as are in good standing shall be entitled to vote and each of such members shall have one vote at any meeting of the Association. No proceeding or resolution passed at any meeting of the Association shall be invalidated by the presence or voting of any non-member or member not in good standing.

^{add v^g -}
19. At all meetings of the Association all questions shall be decided by a majority of votes and, in the case of an equality of votes, the chairman shall be entitled to a second or casting vote. All votes shall be open and by a show of hands, except for the election of the Executive Committee, which may be taken by ballot or in such manner as the members at the meeting may decide.

Appointment and Removal of Executive Committee and other Officers and their Duties, Powers and Remuneration

20. The Executive officers of the Association shall be a President, Vice-President, Secretary and Treasurer. The said officers shall be elected at each annual meeting of the Association and shall retain office until their successors are appointed. (^{and} ~~One person may be appointed both Secretary and Treasurer.~~)

21. The said Executive Officers shall have the powers and perform the duties which usually pertain to such offices respectively.

22. The Executive Committee shall consist of the said Executive Officers, the member who has filled the office of President during the preceding year, and twelve other members.

Amended
23. Not more than one member of any firm of barristers or solicitors shall be eligible for election or nomination as members of the Executive Committee.

Amended

24. At each annual general meeting of the Association all officers and other members of the Executive Committee shall retire from office and the members present at each annual meeting shall elect officers and other members (~~except the past President~~) of the Executive Committee to fill the offices vacated.

25. Subject to the provisions of Clause 31 any retiring officer shall be eligible for re-election to any office in the Association.

26. The business and affairs of the Association (except as otherwise directed from time to time by the Association at a general or annual meeting) shall be managed, controlled, directed and determined by the Executive Committee.

27. The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

28. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

29. The President, Vice-President or any two other members of the Executive Committee may, and the Secretary on the requisition of such officer or committee-men shall, at any time, summon a meeting of the Executive Committee.

30. The quorum necessary for the transaction of the business of the Executive Committee shall be ^{two} five.

Amended

31. No person who has served as a member of the Executive Committee for two consecutive terms shall be

eligible for re-election as a member of the said Committee for a third consecutive term. Provided, however, that the provisions of this clause shall not apply to any election to the Executive offices of President, Vice-President, Secretary or Treasurer, or to a person filling a casual vacancy under paragraph 32 of these by-laws.

32. Any casual vacancy occurring in the Executive Committee may be filled by said Committee.

33. The Association may, by extraordinary resolution, remove any member of the Executive Committee before the expiration of his period of office and may by an ordinary resolution appoint any person in his stead.

34. Special Committees and Standing Committees may be formed or dissolved at any time by resolution of the Executive Committee. The President shall, ex officio, be deemed a member of every special or standing committee.

35. Any ^{number of} member ~~or~~ members of the Association may be appointed to serve on any such special or standing committee as chairman thereof or otherwise.

36. The purposes and powers of such special or standing committees shall be those specified by the Executive Committee.

37. The remuneration of the auditor, secretary and treasurer shall be fixed annually by the Executive Committee.

Exercise of Borrowing Powers

38. The bank account of the Association shall be kept at such chartered bank of Canada as shall be designated at the annual meeting of the Association. /^{St. b} Until the first annual meeting the bank account of the Association shall be kept in the Main Branch of the Canadian Bank of Commerce in the City of Vancouver.

DATED 12TH MAY, A. D. 1948

"SOCIETIES ACT"

VANGOVER BAR ASSOCIATION

CERTIFIED COPY
of
EXTRAORDINARY RESOLUTION

W. H. S. Dixon, Esq.
Barrister and Solicitor
744 West Hastings St.
VANGOVER, B. C.

"SOCIETIES ACT"

2984
(800)

EXTRAORDINARY RESOLUTION
of
VANCOUVER BAR ASSOCIATION

At the Annual General Meeting of the members of the said Association, duly convened and held in the Banquet Room, Hotel Vancouver, Vancouver B.C., on Thursday, the 8th day of December, 1949, at 7.15 p.m., the following extraordinary resolution was duly passed:-

"RESOLVED that the By-laws of the Association as amended to date be further amended by

- (a) deleting from the first and subsequent lines of paragraph (a) of By-law No. 3 the following words, viz:

"and who holds or has held an office appointment or position in any of the Courts of British Columbia, the University of British Columbia, the Civil Service of British Columbia or of Canada, or any City or Municipal Government in British Columbia."

and by substituting therefor the following words, viz:

"of British Columbia or of any other Province of Canada or of the United Kingdom of Great Britain and Northern Ireland or of any Dominion, Colony or other political entity within the British Commonwealth of Nations and Empire and who ordinarily resides in British Columbia"

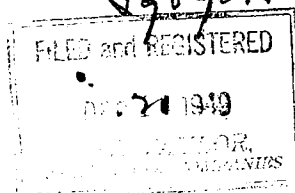
- (b) by inserting after the words "has been" in line 1 of By-law No. 4 the following words, viz:

"or is eligible to become"

- (c) by deleting the word "Association" where it appears the second time in By-law No. 4 and substituting therefor the word "Bar".

CERTIFIED A TRUE COPY this 17th day of December, A.D. 1949.

W. A. Dixon
Secretary



CERTIFIED COPY of Extraordinary Resolutions passed at the Annual General Meeting of the VANCOUVER BAR ASSOCIATION held on Friday, the 16th day of December, 1955, at 8:20 p.m., at the Banquet Room, Hotel Vancouver, corner Georgia and Burrard Streets, Vancouver, B.C.

1. RESOLVED as an Extraordinary Resolution that the Bylaws of the Association as amended to date be further amended by striking out Bylaw 23 and substituting therefor the following:

"23. Not more than one (1) member or associate of any firm of barristers or solicitors shall be eligible for election or nomination as members of the Executive Committee."

2. RESOLVED as an Extraordinary Resolution that the Bylaws of the Association as amended to date be further amended by striking out Bylaw 24 and substituting therefor the following:-

"24. (a) At the Annual General Meeting held on December 16, 1955, all officers and other members of the Executive Committee except the member who has filled the office of President during the preceding year, who shall remain as a member of the Executive Committee but not as President) shall retire from office and the members present thereat shall elect a President and other officers for a one-year term to fill the offices vacated, and shall elect six (6) members to the Executive Committee for a one-year term and six (6) members for a two-year term, but members who served on the said Committee for the preceding year shall be eligible only for a one-year term.

(b) At each Annual General Meeting held after the year 1955 the member who has filled the office of President during the preceding year shall remain as a member of the Executive Committee for the ensuing year, but all officers and all members of the Executive Committee whose term has expired shall retire from office, and the members present at each such Annual General Meeting shall elect officers for a one-year term and six members of the Executive Committee for a two-year term to fill the offices vacated.

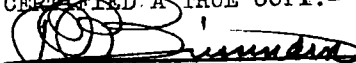
(c) The word "year" where used in this Bylaw means the period between annual general meetings and not necessarily a calendar year.

3. RESOLVED as an Extraordinary Resolution that the Bylaws of the Association as amended to date be further amended by striking out Bylaw 31 and substituting therefor the following:

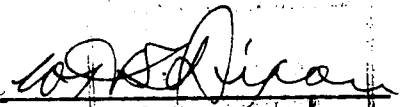
"31. No person who has served as a member of the Executive Committee for one term shall be eligible for re-election as a member of the said Committee for a consecutive term: Provided, however, that the provisions of this clause shall not apply to any election to the Executive Offices of President, Vice-President, Secretary or Treasurer, or to a person filling a casual vacancy under Clause 32 of these Bylaws. "

DATED at Vancouver, British Columbia, this 5th day of January, A. D. 1956. 15712-D.

CERTIFIED A TRUE COPY:-



President



Secretary

2984-50

CERTIFIED COPY of an Extraordinary Resolution passed at the Annual General Meeting of the VANCOUVER BAR ASSOCIATION held on Thursday, the 4th day of December, 1958, at 8:00 p.m., at the Banquet Room, Hotel Vancouver, corner Georgia and Burrard Streets, Vancouver, B.C.

RESOLVED as an Extraordinary Resolution that the Bylaws of the Association as amended to date be further amended:

"By striking out the word "ten" where it appears in clauses 14 and 15 thereof and substituting therefor the words "twenty five" in each case."

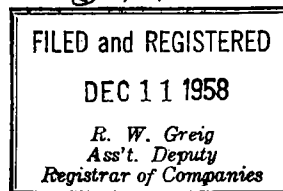
DATED at Vancouver, British Columbia, this 9th day of December, A. D. 1958.

CERTIFIED A TRUE COPY:-

H. L. Lamm
President

W. S. Dixon
Secretary-Treasurer

34747-E



2984
sol

"SOCIETIES ACT"

VANCOUVER BAR ASSOCIATION

TAKE NOTICE that at the Annual General Meeting of the Vancouver Bar Association held on the 5th of December, 1967, IT WAS RESOLVED that the By-laws of the Association be altered by deleting therefrom Clause 6 and substituting therefor the following clause:-

"6. The annual membership fee shall be the sum of \$10.00 or such other sum as the Association at the general meeting may from time to time determine, and shall be due and payable on or before the 5th of October in each and every year. Any active member who has not paid his membership fee as aforesaid shall not be deemed to be in good standing."

DATED at Vancouver, British Columbia, this 7th day of December, 1967.

J. L. Gandy
SECRETARY-TREASURER OF THE
VANCOUVER BAR ASSOCIATION.

111279262
FILED and REGISTERED
DEC 11 1967
A. H. HALL
REGISTRAR OF COMPANIES

M

VANCOUVER BAR ASSOCIATION

EXTRAORDINARY RESOLUTION

The following Extraordinary Resolution was passed unanimously by the members of the Vancouver Bar Association at its Annual General Meeting on Thursday, December 2, 1971:

"BE IT RESOLVED as an Extraordinary Resolution of the Association that the By-Laws be amended as follows:-

(i) by inserting into Claus 1 thereof as Clause 1(d) the following:

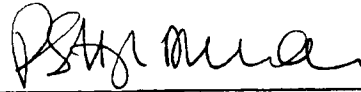
'(d) Lawyers' Inn Members.';

(ii) by inserting as Clause 3A the following:

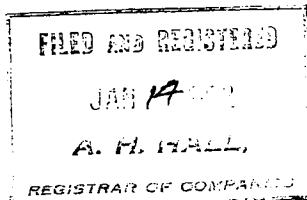
'3A (a) Any person who is a member in good standing of The Lawyers' Inn shall, subject to the rules, regulations or restrictions laid down from time to time by the Executive Committee and so long as the Association shall operate the premises known as "The Lawyers' Inn", be a Lawyers' Inn Member.

(b) Lawyers' Inn Members shall be the only members having the right to use "The Lawyers' Inn". A Lawyers' Inn Member, as such, shall not be entitled to receive notice of, attend or vote at any general meeting of the Association or be eligible to be an Executive Officer or a member of the Executive Committee."

Certified:



Peter S. Hyndman
Secretary-Treasurer
Vancouver Bar Association



241724538



85-12-05

FORM 10

Certificate of Incorporation
No. S-2984

"SOCIETY ACT"


VANCOUVER BAR ASSOCIATION

CHANGE OF BY-LAWS

The following is a copy of a special resolution passed in accordance with the by-laws of the Vancouver Bar Association on the 5th day of December, 1985:

"RESOLVED AS A SPECIAL RESOLUTION THAT the present By-laws of the Association be rescinded and that the By-laws attached to this resolution be adopted in their stead as the By-laws of the Association."

Certified this 10th day of December, 1985.


W.A. McLachlan,
Secretary-Treasurer,
Vancouver Bar Association

*Approved
new set BL 54552/5
H. Jan 13/86
F*

FILED AND REGISTERED

January 13, 1986

M. A. Jorre de St. Jorre
REGISTRAR OF COMPANIES