

FAMILY LAWYERS ASSOCIATION

CONSTITUTION AND BY-LAWS

ADDRESS AND NAME

1. The address of the **Family Lawyers Association (the "FLA")** shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Board Members may from time to time determine. Membership in the FLA is open to all lawyers in good standing with the Law Society of Upper Canada.

OBJECTS

2. The objects of the FLA are as follows:
 - 2.1 To associate those lawyers who in the practice of their profession are engaged substantially in the field of family law, which for the purposes of these by-laws includes child protection law;
 - 2.2 To consider problems of law and procedure in family law of particular concern to family law lawyers and to make their views concerning the same known to the public as well as those persons and bodies concerned with law and in particular those persons and bodies concerned with the administration of justice;
 - 2.3 To seek input into the appointment to judicial office of those lawyers best qualified by their experience, training and demeanour to administer family law;
 - 2.4 To make representations for change or amendment of laws, regulations, rules of court, practice directions and guidelines, to serve the interests of individuals and families involved in the justice system;
 - 2.5 To maintain a high standard of professional conduct and civility among family law lawyers;
 - 2.6 To make representations to, and to meet with representatives of, the Law Society of Upper Canada, the Governments of Ontario and Canada, and to any other government bodies;
 - 2.7 To make representations to governments on reforms to the legal system, management or matters concerning family law or family law lawyers;
 - 2.8 To facilitate the exchange of information and ideas in matters affecting Family Law;

- 2.9 To provide for the delivery of lectures and the holding of classes in connection with the legal system as it affects family law and family law lawyers;
- 2.10 To print, publish, sell, lend or distribute the proceedings or reports of the Association or any papers, communications, works or treatises on the legal system and family law.
- 2.11 To promote and to provide for the carrying out of research in connection with the legal system and family law and allied subjects and to make, institute and establish grants, rewards or other benefactions in connection with this.
- 2.12 To associate, to affiliate and to federate with any association, society or organization, incorporated or unincorporated, with objects the same as or similar to the objects of the FLA.
- 2.13 To invest the moneys of the FLA not immediately required in such manner as may, from time to time, be determined.
- 2.14 To do all such other lawful things as may be incidental or may be deemed to be conducive to the attainment of these objects, or any of them.

MEMBERS OF THE BOARD

Number of Board Members

- 3. The affairs of the FLA shall be managed by a Board of a minimum of 8 and a maximum of 12 Board Members. Each of the Board Members at the time of the election or within 10 days thereafter and throughout the term of office, shall be a member of the FLA.

Nomination and Election of Board Members

- 4. All candidates seeking election to the Board must be nominated in writing or by informing the Chair at least fourteen (14) days prior to the annual general meeting. In the event that there are insufficient candidates (7 or less) presented to fill the Board vacancies, there will be nominations accepted from the floor.
- 5. To facilitate the nomination of candidates for election to the Board, the Chair shall, not less than 14 days in advance of the annual general meeting, send a nomination form to all members of the FLA. The nomination form may be sent by facsimile or e-mail and shall be in such form as determined by the Board from time to time.

6. Each Board Member shall be elected at the annual general meeting to hold office until the next annual meeting. Board Members shall have a one-year term. Board Members who retire shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any members.

Transitional Provision

7. The present Board Members shall continue to serve as such until new Board Members are elected at the first annual meeting, pursuant to Section 6, or until the election of the replacement of Board Members at a general meeting called for that purpose, and those replacement Board Members elected during the period prior to the first annual meeting shall have all the powers and responsibilities of Board Members herein.

Powers

8. The Board Members of the FLA may administer the affairs of the FLA in all things and make or cause to be made for the FLA, in its name, any kind of contract which the FLA may lawfully enter into and, save as hereinafter provided, other acts and things as the FLA is by its charter or otherwise, authorized to exercise and do.
9. Without in any way derogating from the foregoing, the Board Members are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the FLA, for such consideration and upon such terms and conditions as they may deem advisable.

Remuneration of Board Members

10. The Board Members shall receive no remuneration for acting as such, and no Board Member shall directly or indirectly receive any profit from his/her position, provided that a Board Member may be reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties.

Attendance, Quorum and Meetings of the Board

11. The Board may hold meetings at such place or places as it may from time to time determine.
12. Attendance at any meeting of the Board may be in person, by telephone conference, internet conference or by any other means as the Board may approve from time to time. Participation at a meeting other than in person must be confirmed no less than 2 business days in advance, in writing with the Chair.

13. No business of the FLA shall be transacted by its Board Members except at a meeting where five or more of the Board Members are in attendance who shall form a quorum for the transaction of business.
14. Meetings may be formally called by the Chair and/or Co-Chair, or by five Board Members.
15. Board Members may consider or transact any business either special or general at any meeting of the Board.

Notice

16. Notice of meetings of the Board shall be faxed, delivered, emailed, or telephoned to each Board Member not less than one day before the meeting is to take place or shall be mailed to each Board Member not less than four days before the meeting is to take place.
17. The Board may appoint a day or days in any month of months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A meeting may also be held, without notice, immediately following the annual meeting of the FLA.
18. No formal notice of any meeting shall be necessary if all the Board Members are present, or if those absent have signified their consent to the meeting being held in their absence.
19. No error or omission in giving such notice for a Board Member's meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Board Member may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

Voting

20. Questions arising at any Board Members meeting shall be decided by a majority of votes. In cases of equality of votes, the Chair shall have a second or casting vote.
21. Any Board Member who is physically present at any meeting of the Board may vote in such manner as determined by the Board such as through a show of hands, vocal assent or dissent, or by casting of a secret ballot presented to the Chair. Board members participating in the meeting by telephone conference, internet conference, or by such other means as is determined by the Board to be appropriate, may vote at any meeting of the Board by identifying themselves and indicating their assent or dissent verbally or, in the case of a secret ballot, by submitting their vote via e-mail transmission to the Chair. For the purpose of this

section, "Chair" means the person who is chairing the Board meeting. The Chair shall keep a separate sealed file for the preservation of all votes cast by e-mail.

22. Except as otherwise provided for in these by-laws such as in the case of the election of an Officer of the Board, no Board Member can vote on any issue unless that person is in attendance at the meeting of the Board either in person, by telephone conference, internet conference or by such other means as determined by the Board from time to time.
23. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible to evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
24. In the event that an urgent issue arises that must be resolved by way of Board vote, the following will occur:
 - 24.1 The issue will be brought to the attention of the Chair who will bring it to the attention of the Co-Chair;
 - 24.2 The Chair and Co-Chair will decide whether the issue is of sufficient importance to call an emergency meeting of the Board, or, whether it can be resolved by way of vote by the Board Members cast electronically. If the Chair and Co-Chair cannot agree, the issue will be put to the Board Members;
 - 24.3 If the Chair and Co-Chair determine that the matter is to be resolved by emergency meeting of the Board, the usual protocol for calling a meeting of the Board shall be followed;
 - 24.4 If the Chair and Co-Chair determine that the issue can be resolved by means of electronic voting (or if the matter is put to the Board in the event that the Chair and Co-Chair cannot agree), the Chair shall present the motion to the Board by way of e-mail transmission. In this event the following shall take place:
 - 24.4.1 A period of no less than 2 full business days shall be allotted for electronic discussion between the members of the Board which discussion shall take place by means of e-mail. At 9:00 a.m. on the third business day the discussion period will be deemed to be at an end and the Board members shall have until 5:00 p.m. that day to cast their vote by means of e-mail transmission sent to both the Chair and the Co-Chair who will acknowledge receipt of the email vote from the Board Member;
 - 24.4.2 The Chair shall announce the results of the vote by way of e-mail transmission sent to the Board Members on or before the

next business day. The chair shall keep a copy of the e-mail containing the members vote in a separate sealed file.

Qualification of Board Members

25. All Board Members shall be eighteen years of age and over and shall be members of the FLA. If a person who is not a member of the FLA is elected to the Board, he/she shall become a member of the FLA within 10 days of his/her election as a Board Member, and if the Board Member fails to become a member within such 10 days, the Board Member thereupon ceases to be a Board Member and shall not be re-elected or re-appointed unless he/she is first a member of the FLA.

Removal of Board Members

26. The Board Members may, by resolution passed by at least two-thirds of the votes cast at a Board meeting of which notice specifying the intention to pass such a resolution has been given, remove any Board Member before the expiration of the Board Member's term of office and may, by a majority of the votes cast at that meeting, elect any person instead for the remainder of the term, provided that such resolution and election is ratified by a majority of the votes cast at the next following meeting of the members.
27. The members of the FLA may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any Board Member before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any person instead for the remainder of the term.

Automatic Termination of Board Member's Term

28. A Board Member's term shall be automatically terminated,
 - 28.1 if the Board Member becomes bankrupt or is declared insolvent;
 - 28.2 if by notice in writing to the FLA, the Board Member resigns office;
 - 28.3 if the Board Member or spouse becomes an employee of the FLA; or
 - 28.4 if the Board Member misses three consecutive Board meetings
 - 28.5 If the Board member misses three Board meetings and fails to both adequately explain the absences at a fourth Board meeting and receive a vote of approval from a majority of the Board Members present at that meeting; or

- 28.6 If a Board Member is no longer a member in good standing of the Law Society of Upper Canada.

Vacancies

29. Vacancies on the Board, however caused, may, so long as a quorum of Board Members remain in office, be filled by the Board Members from among the qualified members of the FLA, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the Board Members for the ensuing year are elected, but if there is not a quorum of Board Members, the remaining Board Members shall forthwith call a meeting of the members to fill the vacancy.
30. If the number of Board Members is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

Board Member's Conflict of Interest

31. Every Board Member who is, or may be, in any way directly or indirectly or who has a spouse who is, or may be, directly or indirectly or who is, or whose spouse is, an employee, officer or Director of an organization which directly or indirectly has, or may have, an interest in a proposed or current contract, piece of litigation, client case, law reform, or any other activity or transaction of the FLA, shall make a full and fair disclosure of the nature and extent of the interest at a meeting of the Board.
32. In the case of a proposed contract, piece of litigation, client case, law reform or any other activity or transaction, the declaration of interest shall be made at the meeting of the Board at which the question of entering into the contract, piece of litigation, client case, law reform or any other activity or transaction is first taken into consideration, or, if the Board Member or the Board Member's spouse is not at the date of the meeting interested in the proposed contract, piece of litigation, client case, law reform or any other activity or transaction, at the next meeting of the Board held after the Board Member or the Board Member's spouse becomes so interested.
33. In the case of an existing contract, piece of litigation, client case, law reform or any other activity or transaction, the declaration shall be made at the first meeting of the Board after the Board Member becomes a Board Member or the interest becomes into being.
34. After making such a declaration as set out in Section 31 to 33 herein, the Board Member shall not vote on such contract, piece of litigation, client case, law reform or any other activity or transaction nor shall the Board Member be counted in the

quorum in respect of such contract, piece of litigation, client case, law reform or any other activity or transaction.

35. If a Board Member has made a declaration of an interest in a contract, piece of litigation, client case, law reform or any other activity or transaction in compliance with this clause, the Board Member shall account to and reimburse the FLA for all profit realized and, upon resolution approved by a majority of the Board Members such Board Member shall submit a resignation.
36. If a Board Member believes another Board Member is in a conflict of interest position, the first Board Member shall have his concern recorded in the minutes and thereafter the votes of each Board Member shall be recorded. Thereafter, and at the request of the Board Member who recorded the initial concern, the Board Members shall review whether or not the Board Member was in a conflict of interest position. If the Board so finds, the vote of the person in the conflict of interest position shall be invalidated.

Board Member's Code of Responsibility

37. The Board Members shall abide by the following Code of Responsibility:
 - 37.1 Board Members shall be familiar with the FLA's structure, goals, objectives, activities, publications and programs.
 - 37.2 Board Members shall treat the affairs of the FLA with the same care and diligence with which they should treat their own affairs.
 - 37.3 Board Members shall be familiar with the statutes and regulations under which programs of the FLA operate.
 - 37.4 Board Members shall be familiar with the FLA's budget, budget process and financial situation, and shall insist on monthly reports from the Treasurer.
 - 37.5 Board Members shall declare all conflicts of interest.
 - 37.6 Board Members shall regularly attend Board meetings and meetings of sub-committees of which they are members.
 - 37.7 Board Members shall be familiar with and shall assume responsibility for the accuracy of the minutes of Board meetings and of meetings of sub-committees of which they are members.
 - 37.8 Board Members shall ensure that committees, including the executive committee, if any, report on the exercise of any delegated authority to the Board and do not overstep their authority.

- 37.9 Board Members shall ensure that the FLA has access to competent legal and accounting services.
- 37.10 Board Members shall ensure that the Board as a whole determines the policies and manages the affairs of the FLA.
- 37.11 Board Members shall represent the FLA in any outside activities which the member is assigned to monitor or participate in.
- 37.12 Board Members shall provide written reports in advance of Board meetings on the activities he or she is involved in on behalf of the Family Lawyers Association; and,
- 37.13 Board Members shall provide a written summary of his or her activities for any newsletter or other communication to the Members and the annual general meeting of the Members.

OFFICERS OF THE FLA

- 38. There shall be a Chair and Co-Chair, Secretary and a Treasurer, and such other Officers as the Board may determine from time to time. These elected individuals shall be the Officers of the FLA.
- 39. One person may not hold more than one office.
- 40. Both the Chair and the Co-Chair may serve for up to three (3) consecutive years in that position at the conclusion of which the Chair and/Co-Chair will be required to sit out for one (1) year before standing for re-election to the same position., unless otherwise decided by special resolution.
- 41. There shall be no restriction on the number of terms that a Secretary or Treasurer may hold that office.
- 42. The Chair, Co-Chair, Secretary, and Treasurer, shall be elected by the Board from among their number at the first meeting of the Board after the annual election of such Board, provided that in default of such election the then incumbents, being members of the Board, shall continue in their positions until an election is held by the Board.
- 43. The election of an Officer shall take place by secret ballot, as prescribed by section 21 of these bylaws, which shall be cast by those in attendance at the meeting of the Board for this purpose. In such instances the most senior Board Member who is not an Officer standing for election shall be designated as the individual to whom the secret ballots are to be submitted. The designated Board Member, shall with the assistance of another Board Member of their choosing,

count the votes and declare the results by way of number of votes cast for the individuals standing for election.

Nominations for Election of Officer

44. All candidates seeking election to a position as Officer of the Board must be nominated in writing or by informing the Chair at least fourteen (14) days prior to the Board Meeting scheduled for the election of the Board Officers. In the event that there are insufficient candidates presented to fill the position(s), there will be nominations accepted from the floor.
45. To facilitate the nomination of candidates for election as an Officer of the Board, the Chair shall, not less than 14 days in advance of the meeting date set for the election of Officers, send a nomination form to all Board Members. The nomination form may be sent by facsimile or e-mail and shall be in such form as determined by the Board from time to time.

Duties of the Chair

46. The Chair shall have the following duties and responsibilities:
 - 46.1 When present, preside at all meetings of the Board or Members of the FLA and of the Board and shall be the Chair of such meetings;
 - 46.2 Oversee the performance of all activities of the Board.
 - 46.3 Report in writing, prior to each annual meeting of the Members, on the work of the Board for the year just ending;
 - 46.4 Maintain a second copy of any minutes of meetings, the correspondence sent and received, submissions forwarded and any other correspondence of the FLA.,
 - 46.5 Formally represent the Family Lawyers Association when called upon to do so, and,
 - 46.6 Exercise any other powers and duties usually associated with the office;

Duties of the Co-Chair

47. The Co-Chair shall have the following duties and responsibilities:
 - 47.1 Assists the Chair in the performance of the responsibilities of that office;
 - 47.2 Preside at all meetings of the Board or Members of the FLA in the absence of the Chair and shall be the Chair of such meetings, unless the

Co-Chair designates a fellow Board Member to replace them as the Chair of the meeting.

- 47.3 Assume the duties of the Chair during the absence or inability of the Chair to act; and,
- 47.4 Exercise any other powers and duties that are usually associated with the office;

Duties of the Secretary

- 48. The Secretary shall have the following duties and responsibilities:
 - 48.1 Record the minutes of business transacted at any meeting of the Members or of the Board;
 - 48.2 Provide a copy of all minutes to the Chair and to the Board in advance of any meetings of the Board or Members;
 - 48.3 Keep the official records of the FLA (i.e. Minute books);
 - 48.4 Ensure that the Board complies with the FLA's by-laws and policies; and,
 - 48.5 Exercise any other duties that are usually associated with the office;

Duties of the Treasurer

- 49. The Treasurer, or person performing the usual duties of a Treasurer, shall have the following duties and responsibilities:
 - 49.1 Keep a full and accurate set of accounts of all receipts and disbursements of the FLA.
 - 49.2 Deposit all moneys or other valuable effects in the name and to the credit of the FLA in such bank as may from time to time be designated by the FLA.
 - 49.3 Disburse the funds of the FLA under the direction of the Board, taking proper vouchers therefore.
 - 49.4 Render to the board at the regular meeting thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the FLA.
 - 49.5 Perform such other duties as may from time to time be determined by the Board.

Duties of Other Officers

50. The duties of all other officers of the FLA shall be such as the terms of their engagement call for or the Board requires of them.

Designated Representatives

51. The Board or the Chair may from time to time appoint a Board Member to represent the FLA in any outside activities which require representation by an FLA Board Member.
52. Any Board Member so appointed is to prepare a written report of their activities in relation to the appointment in advance of each Board Meeting and in advance of the annual meeting of the Members.

Sub-Committees

53. The Board may from time to time appoint standing or ad hoc sub-committees consisting of such numbers of the Board, FLA Members and other persons as may be deemed desirable.
54. The Board shall prescribe the duties and authority of sub-committees. Sub-committees shall have only such authority as is delegated to them by the Board, and shall be accountable for their actions to the Board.
55. The Board shall appoint the Chair of any sub-committee, may at the time dissolve any sub-committee, and may at any time remove any person from any sub-committee and substitute another person for such person or may add persons to or remove persons from sub-committees.
56. Subject to the direction of the Board, sub-committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit. Unless otherwise determined by the Board, a majority of the members of a sub-committee shall be a quorum. Questions arising at any meeting of a sub-committee shall be decided by a majority of votes and in the case of an equality of votes, the Chair of the meeting shall have a second or casting vote. Any decision at a meeting of a sub-committee must be ratified by the Board, unless the Board has expressly delegated to the sub-committee the authority to make a final decision in a particular matter or manner.
57. The Chair of a sub-committee shall ensure that minutes are taken and given to the Chair of the FLA.
58. The Chair of the sub-committee shall prepare a written report of the committee's activities in advance of each Board Meeting and in advance of the annual meeting of the Members.

EXECUTION OF DOCUMENTS

59. Contracts in the ordinary course of the FLA's operations may be entered into on behalf of the FLA by the Chair, Co-Chair, or any other person authorized by the Board.
60. The Board may at any time by resolution direct the manner to which, and the person or persons by whom, any particular instrument, contract or obligations of the FLA may or shall be executed.

BOOK AND RECORDS

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

MEMBERSHIP

62. The membership of the FLA shall consist of the following classes of members:
 - 62.1 Individual members.
 - 62.2 Corporate, partnership, or other non-individual member.
 - 62.3 Honourary Member including Honourary Life Member.
63. The Board may confer Honorary Membership or Honourary Life Membership in the FLA on any person who has made an outstanding contribution to the FLA. Honourary Members and Honourary Life Members shall have none of the rights and privileges of members, and shall not be required to pay annual membership dues. Honourary Members and Honourary Life Members shall have no vote at meetings of the members of the FLA although an Honourary Member or Honourary Life Member may be elected to the Board.
64. Any individual, corporation, partnership or other non-individual entity may apply for membership in the FLA, such application to be approved by the Board or by a sub-committee designated by the Board for that purpose.
65. Each member shall promptly be informed of admission as a member or of the rejection of his application for membership.
66. Each member who has been a member in good standing for at least thirty (30) days prior to the meeting in question shall be entitled to one vote on each

question arising at any special or general meeting of the members. Corporations, partnerships and other non-individual entities may vote through a duly authorized proxy. The thirty (30) day qualification for voting may be waived by a vote of the majority of the qualified members present at the meeting.

Duties and Fees

67. Dues or fees payable by members shall from time to time be fixed by the Board, which vote shall become effective unless and until it is rejected by a vote of the members at an annual or other general meeting.
68. The Chair shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the FLA, but any such members may on payment of all unpaid dues or fees be reinstated by vote of the Board or Members.
69. All memberships in the FLA shall expire on the first day of the month, 12 months from the month in which the member joined or last renewed his or her membership.

Resignation of Members

70. Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board.
71. The Board may terminate a right to be a member by a two-thirds vote of those present at a meeting of the Board called for that purpose after outlining the reasons for considering termination and after the member has been given an opportunity to be heard.

ANNUAL MEETING OF MEMBERS

72. The annual or any other general meeting of the members shall be held each year as the Board may determine and on such day as the Board shall appoint.
73. At the annual meeting:
 - 73.1 A report of the activities of the FLA for the previous year and the Treasurer's Report shall be presented.
 - 73.2 New by-laws and amendments to or revocations of existing by-laws passed by the Board in the previous year shall be presented for confirmation by the members.

- 73.3 The Board may present such other information or material relating to the FLA's affairs as, in the opinion of the Board, is of interest or importance to the members.
- 73.4 Members' agenda items of which the Board has received notice in accordance with Section 91 of this By-law shall be discussed.
- 73.5 Other business relating to the affairs of the FLA which a majority of the members present at the meeting by resolution consent to discuss shall be discussed.
- 73.6 The members shall elect the Members of the Board.
- 74. No public notice or advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by email or facsimile transmission ten days before the time fixed for the holding of such meeting.
- 75. Any meetings of members may be held at any time and place without such notice if all the members of the FLA are present there at, and at such meeting any business may be transacted which the FLA at annual or general meetings may transact.
- 76. Any member wishing to have any matter connected with the affairs of the FLA brought up or discussed at any meeting shall notify the Chair of such matter at least 10 days before the meeting; and upon receipt of such notification, the Chair shall place the matter on the agenda of the meeting.

OTHER MEETINGS

- 77. The Chair, Co-Chair or a majority of the Board, may convene a general meeting of the members at any time or place for business relating to the affairs of the FLA.

IN RELATION TO MEETINGS

- 78. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the FLA shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

79. For the purpose of sending notice to any member, Board Members or Officer for any meeting or otherwise, the address of any member, Board Member or Officer shall be his last address recorded including email address on the mailing list of the FLA.

Adjournments

80. Any meetings of the FLA or of the Board 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. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Quorum of Members

81. A quorum for the transaction of business at any meeting of members shall consist of not less than fifteen members of the FLA present.

Voting Members

82. Each member of the FLA who is physically present at all meetings of members shall be entitled to one vote.
83. No member shall be entitled to vote at meetings of the FLA unless all dues or fees have been paid or the member has undertaken to pay their dues in full.
84. At all meetings of members, every question shall be decided by a majority of the votes of the members present unless otherwise required by the bylaws of the FLA, or by law.
85. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the FLA shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.
86. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present, and such poll shall be taken in such manner and the Chair shall direct and the result of such poll shall be deemed the decision of the FLA in general meeting upon the matter in question.
87. In case of an equality of votes at any general meeting, whether upon a show of hand or at a poll, the Chair shall be entitled to a second or casting vote.

FINANCIAL YEAR

88. Unless otherwise ordered by the Board, the fiscal year of the FLA shall terminate on the 30th day of September in each year.

CHEQUES, ETC.

89. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the FLA, shall be signed by such Officer or Officers, agent or agents of the FLA and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the FLA through its bankers, and endorse notes and cheques for deposit with the FLA's bankers for the credit of the FLA, or the same may be endorsed "for collection" or "for deposit" with the bankers of the FLA by using the FLA's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the FLA and the FLA's bankers and may receive all paid cheques and balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

90. The securities of the FLA shall be deposited for safe-keeping with one or more bankers, trust companies, or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the FLA signed by such Officer or Officers, agent or agents of the FLA, and such a manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confirmed to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

91. Any notice (which term includes any communication or document) to be given, sent, delivered or served to a member, Board Member, or Officer shall be sufficiently given if delivered personally to the person to whom it is to be given or

if delivered to his recorded address or if mailed to such person at the address on the FLA's mailing list by prepaid ordinary mail, by fax or by email.

92. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid.
93. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box.
94. A notice sent by fax or email shall be deemed to have been given when transmitted.
95. The Chair may change or cause to be changed the recorded address of any member, Board Member, Officer or auditor in accordance with any information believed to be reliable.

BORROWING

96. The FLA, being unincorporated, shall not borrow money or go into over-draft.

PROTECTION OF BOARD MEMBERS AND OFFICERS


97. No Board Member or Officer shall be liable for acts, receipts, neglect or default of any other Board Member or Officer or employee of the FLA, for any loss, damage, or expenses happening to the FLA, or for any deficiency on behalf of the FLA in or upon which any moneys or property of the FLA shall be lost or damaged, whether through bankruptcy, neglect or otherwise, whenever such appended in the execution of the duties of his respective office.
98. No Board Member or Officer shall be under any duty or responsibility in respect of any contract, act, transaction whether or not made, done or entered into on behalf of the FLA, except such as shall have been submitted to and authorized or approved by the Board.

NOT FOR PROFIT

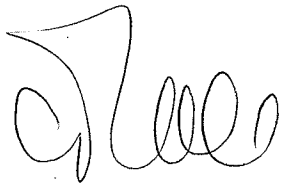
99. The FLA shall be carried on without the purpose of gain for its members and any profits or other accretions to the FLA shall be used to promote its objects.

- 100. On dissolution of the FLA, the net assets remaining after payment of all debts shall be transferred to any organization in Canada carrying on activities similar to the FLA.
- 101. This Constitution and By-laws may be amended by two-thirds vote of the Board.

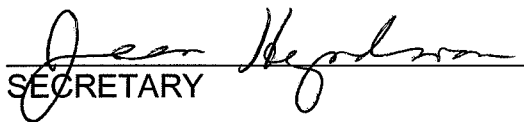
Passed by the FLA membership at the Annual General Meeting held this 27th day of October, 2011



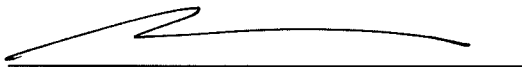
CHAIR



CO-CHAIR



SECRETARY



TREASURER

