

BYLAWS OF
BRITISH COLUMBIA LEGAL MANAGEMENT ASSOCIATION

Part 1 – Interpretation

- 1.1 In these bylaws, unless the context otherwise requires,
- (a) "Directors" means the Directors of the Society for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia and all regulations thereto, as the same may from time to time be amended or replaced by similar legislation;
 - (c) "registered address" of a member means its address as recorded in the register of members.
- 1.2 The meaning of any words or phrases defined in the Society Act shall, unless these bylaws or the context otherwise requires, bear the same meaning in these bylaws.
- 1.3 Expressions referring to writing shall be construed as including references to printing, lithography, typewriting, photography and other modes of representing or reproducing words in a visible form.
- 1.4 The rules of construction contained in the Interpretation Act all apply, mutatis mutandis, to the interpretation of these bylaws.
- 1.5 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation and vice versa.

Part 2 – Membership

- 2.1 The members of the Society are the applicants for incorporation of the Society, and those law firms who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 Law firms may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member.
- 2.3 Every member shall uphold the constitution and comply with these bylaws.
- 2.4 Membership fees shall be determined by the Directors from time to time.
- 2.5 A law firm shall cease to be a member of the Society:
- (a) by delivering its resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;

- (b) on its dissolution;
- (c) on being expelled; or
- (d) on having been a member not in good standing for 12 consecutive months.

2.6 A member may be expelled by a special resolution of the members passed at a general meeting.

2.7 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

2.8 The firm which is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.9 All members are in good standing except a member who has failed to pay its current annual membership fee or any other debt due and owing by it to the Society and it is not in good standing so long as any such fee or other debt remains unpaid.

Part 3 - Meetings of Members

3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the Directors decide.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The Directors may, when they think fit, convene an extraordinary general meeting.

3.4 Notice of a general meeting shall be in writing and shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

3.5 Notice must be given to members at least 14 days prior to the date of the general meeting.

3.6 The accidental omission to give notice of a general meeting to or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.7 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 - Proceedings at General Meetings

4.1 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except,
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

4.2 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.4 A quorum shall be three persons present or a greater number determined from time to time at a general meeting.

4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.6 Subject to bylaw 4.7, the President of the Society or in his absence, one of the other Directors present, shall preside as chairman at every general meeting.

4.7 If at a general meeting, neither the President nor other Director is present within 15 minutes after the time appointed for holding the meeting or is willing to act as chairman, the members present shall choose one of their number to be chairman.

4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.10 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.11 No resolution proposed at a general meeting need be seconded and the chairman of a general meeting may move or propose a resolution.

4.12 In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

4.13 A member in good standing present at a meeting of members is entitled to one vote. Voting is by show of hands.

4.15 Voting by proxy is not permitted.

4.16 Each member shall attend all meetings of the Society by way of an authorized representative, and may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be recognized as a member for all purposes with respect to a general meeting of the Society.

4.17 The Directors shall determine the other rules of procedure of any general meeting, guided by the most current edition of Robert's Rules of Order Revised. If any member who is entitled to vote objects to procedures at any general meeting such Robert's Rules of Order shall apply.

Part 5 - Directors and Officers

5.1 The Directors shall manage or supervise the management of the affairs of the Society. The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Society;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.

5.2 No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

5.3 The President shall be a Director of the Society.

5.4 The number of Directors of the Society shall be three or a greater number determined from time to time at a general meeting.

5.5 Elections for vacancies in the Directors shall be held at the annual general meeting by the members entitled to vote thereat.

5.6 A retiring Director shall be eligible for re-election.

5.7 For the purpose of achieving consistency and balance at meetings of the Directors, the Directors shall determine a fair and equitable procedure which would assign new elected Directors to a term of one, two or three years, so as to establish a staggered pattern of three year Directors' terms of office pursuant to bylaw 5.5.

5.8 A Director shall hold office for a term that commences at 12:00 p.m. on the first day after the annual general meeting in the year that the Director was elected to office and shall be for a term of three years, ending at the time the next group of elected Directors takes office.

5.9 Where a vacancy occurs in the Directors (the former Director being the "departed Director") the Directors may, by majority vote, appoint a person who meets the eligibility requirements for Directors as set out in bylaw 5.17 to fill the vacancy thereby until the next annual general meeting shall take place. If the departed Director upon the date of his resignation or deemed resignation would have had more than a year remaining in his term, at the next annual general meeting there shall be a new election by the members pursuant to bylaw 5.5 to replace the departed Director, and such replacement Director so elected shall hold office for the remaining term that the departed Director would have sat for but for such departed Director's resignation or deemed resignation. If the departed Director upon the date of his resignation or deemed resignation had less than a year remaining in his term, at the next annual general meeting there shall be a new election by the members pursuant to bylaw 5.5 to replace the departed Director, and such replacement Director so elected shall hold office for the usual three year term.

5.10 The office of Director shall be vacated if the Director:

- (a) resigns his office by notice in writing delivered to the address of the Society;
- (b) dies or becomes unable to manage his affairs due to physical or mental impairment.

5.11 The members may by special resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person who meets the eligibility requirements for Directors as set out in bylaw 5.17 in his stead until the next cycle of elections.

5.12 Where the Society fails to hold an annual general meeting in accordance with the Society Act, the Directors then in office shall be deemed to have been elected or appointed as Directors on the last day on which the annual general meeting could have been held pursuant to these bylaws and they may hold office until other Directors are appointed or elected or until the day on which the next annual general meeting is held.

5.13 If at any general meeting at which there should be an election of Directors, the places of any of the retiring Directors are not filled by such election, such of the retiring Directors who are not re-elected as may be requested by the newly-elected Directors shall, if willing to do so,

continue in office to complete the number of Directors fixed pursuant to these bylaws until further new Directors are elected at a general meeting convened for that purpose.

5.14 No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

5.15 The Directors may cause the Society to purchase and maintain insurance for the benefit of the Directors, Officers and employees of the Society against personal liability incurred by them as a director, officer or employee as the case may be.

5.16 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

5.17 All Directors, whether elected, appointed or otherwise, must be an employee of a member who is in good standing at the time of that Director's nomination or election. Directors shall immediately cease to hold office upon ceasing employment with a member.

Part 6 - Proceedings of Directors

6.1 The President shall preside as chairman at every meeting of the Directors, or if the President is not present within fifteen minutes of the time appointed for holding the meeting or is not willing to act as chairman, or has advised the Secretary that he will not be present at the meeting, the Directors present shall choose one of their number to be chairman of the meeting.

6.2 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit.

6.3 The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of Directors then in office.

6.4 Questions arising at any meeting of Directors or committee of Directors shall be decided by a majority of votes.

6.5 In case of an equality of votes the chairman does not have a second or casting vote.

6.6 A Director may participate in a meeting of the Directors or committee of Directors by means of conference telephones or other communications facilities by means of which all Directors participating in the meeting can hear each other, provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this bylaw 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.

6.7 A Director may, and the Secretary upon request of a Director shall, call a meeting of the Directors at any time. Reasonable notice of such meeting specifying the place, day and hour of such meeting shall be given by mail, postage prepaid, addressed to each of the Directors and alternate Directors at his address as it appears on the books of the Society or by leaving it at his

usual business or residential address or by telephone, telegram, telex, telecopier, e-mail, or any method of transmitting legibly recorded messages. It shall not be necessary to give notice of a meeting of Directors to any Director or alternate Director (i) who is at the time not in the Province of British Columbia or (ii) if such meeting is to be held immediately following a general meeting at which such Director shall have been elected or is the meeting of Directors at which such Director is appointed.

6.8 Any Director may file with the Secretary a document executed by him waiving notice of any past, present or future meeting or meetings of the Directors being, or required to have been, sent to him and may at any time withdraw such waiver with respect to meetings held thereafter by filing such withdrawal of waiver with the Secretary. After filing such waiver with respect to future meetings and until such waiver is withdrawn no notice need be given to such Director and, unless the Director otherwise requires in writing to the Secretary, to his alternate Director of any meeting of the Directors and all meetings of the Directors so held shall be deemed not to be improperly called or constituted by reason of notice not having been given to such Director or alternate Director.

6.9 Subject to the provisions of the Society Act, all acts done by any meeting of the Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such Directors or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

6.10 A resolution consented to in writing, whether by document, telegram, telex, telecopier, or any method of transmitting legibly recorded messages or other means, by all of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Directors and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

6.11 The Directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.

6.12 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed upon it by the Directors and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.

6.13 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.

6.14 The members of a committee may meet and adjourn as they think proper.

Part 7 - Duties of Officers

7.1 The Directors shall, from time to time, appoint a President, a Secretary, a Treasurer and such other officers, if any, as the Directors shall determine and the Directors may, at any time, terminate any such appointment. Until terminated by the Directors, any appointment of officers hereunder shall be effective and shall continue in force despite the fact that any or all of the Directors making such appointment have ceased to be Directors and it shall not be necessary to reappoint officers after each of the Society's annual general meetings.

7.2 One person may hold more than one of such offices except that the offices of President and Secretary must be held by different persons. Any person appointed as the President shall be a Director. The other officers need not be Directors.

7.3 Subject to these bylaws, the President shall preside at all general meetings of the members and at all meetings of the Directors.

7.4 The President shall supervise the other officers in the execution of their duties.

7.5 The Secretary shall:

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;
- (d) have custody and/or control of all records and documents of the Society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the Society, if any; and
- (f) maintain the register of members.

7.6 The Treasurer shall

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*; and
- (b) render financial statements to the Directors, members and others when required.

7.7 If the offices of Secretary and Treasurer are held by one person, he shall be known as the Secretary/Treasurer.

7.8 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

7.9 No officer shall be remunerated for being or acting as an officer but an officer shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 8 - Seal

8.1 The Directors may provide a seal for the Society and, if they do so, shall provide for the safe custody of the seal.

8.2 The seal of the Society shall not be affixed to any instrument except in the presence of the following persons, namely:

- (a) any two (2) Directors, or
- (b) the President and the Secretary, or
- (c) such person or persons as the Directors may from time to time by resolution appoint;

and the said Directors, officers, person or persons in whose presence the seal is so affixed to an instrument shall sign such instrument. For the purpose of certifying under seal true copies of any document or resolution, the seal may be affixed in the presence of any one of the foregoing persons.

Part 9 - Borrowing

9.1 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, and subject to the approval referred to in Bylaw 9.2, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

9.2 No mortgage, debenture, general security agreement or other security agreement of any kind or loan document shall be issued without the sanction of a special resolution.

Part 10 - Auditor

10.1 This Part applies only where the Society is required or has resolved to have an auditor.

10.2 The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

10.3 At each annual general meeting, the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

10.4 An auditor may be removed by ordinary resolution.

10.5 An auditor shall be promptly informed in writing of appointment or removal.

10.6 No Director, officer or employee of the Society shall be auditor.

10.7 The auditor may attend general meetings.

Part 11 - Notices to Members

11.1 A notice may be given to an authorized representative of a member either personally or by mail to it at its address as shown on the register of members of the Society.

11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

11.3 Notice of a general meeting shall be given to:

- (a) every member, or authorized representative of a member, shown on the register of members on the day notice is given; and
- (b) the auditor, if Part 10 applies.

11.4 No other person is entitled to receive a notice of general meeting.

Part 12 - Bylaws

12.1 On being admitted to membership, each member is entitled to and the Society shall give it, without charge, a copy of the constitution and bylaws of the Society.

12.2 These bylaws shall not be altered or added to except by special resolution.

Dated this 29 day of March, 2011.