GENERAL BY-LAWS
OF
THE LORD READING LAW SOCIETY /
L'ASSOCIATION DE DROIT LORD READING

ARTICLE 1 NAME AND HEAD OFFICE

1.1 This Corporation shall be known as THE LORD READING LAW SOCIETY-L'ASSOCIATION DE DROIT LORD READING (hereinafter, the "**Society**").

1.2 The Society's head office shall be in the Judicial District of Montreal, Province of Quebec.

ARTICLE 2 TERMS OF REFERENCE

2.1 In these By-Laws:

a) "**Board**" means the Board of Directors of the Society and "**Director**" means a member of the Board;

b) "**By-Laws**" means the By-Laws of the Society;

c) "**Executive**" means the President, the Vice-President(s), the Secretary, the Treasurer and the Immediate Past President;

d) "**Member in Good Standing**" and "**Member**" means a member of the Society who has paid all such amounts as may be determined from time to time by the Board and has complied with the conditions hereinafter stipulated in these By-Laws;

e) "**Officers**" means the officers of the Society named pursuant to Section 7.1 of these By-Laws;

f) "**Regulation**" means any rule adopted from time to time by the Society.

g) "**Special Board Meeting**" means a special meeting of the Board called in accordance with Subsections 6.6 f) and 6.6 g) of these By-Laws;

h) "**Special Members Meeting**" means a special meeting of the Board called in accordance with Section 5.3 of these By-Laws;

2.2 Any word or phrase not defined hereinabove or elsewhere in these By-Laws shall be interpreted in accordance with the generally or commonly accepted meaning associated with such word or phrase.

2.3 Words denoting the singular number shall include the plural and vice-versa, and words denoting any gender shall include all genders, unless the content otherwise requires.

2.4 Nothing contained in the By-Laws shall be interpreted so as to compel it to do or suffer any act which in the Board's opinion would be deemed to be contrary to the practice or principles of the *Act Respecting the Barreau du Quebec* (CQLR, c. B-1), the *Code of Professional Conduct of Lawyers* (CQLR, c. B-1, r. 3.1), the *Notaries Act* (CQLR, c. N-3) or the *Code of Ethics of Notaries* (CQLR, c. N-3, r. 2), as the case may be.

ARTICLE 3 OBJECTS AND PURPOSES

3.1 The Society's objects and purposes shall be:

a) to be the collective voice of Jewish jurists of Quebec *vis-à-vis* the greater legal community and Government;

b) to provide a stimulating and convivial forum for continuing legal education on matters of professional, topical or cultural interests;

c) to further the interests of and recognize outstanding contributions to the advancement of human rights and fundamental freedoms;

d) to advocate and promote the advancement of human rights and fundamental freedoms;

e) to encourage qualified Jewish Members of the Bar and of the Chamber of Notaries to apply for appointment to the Bench, administrative tribunals and other governmental bodies;

f) to provide Members of the Society with a forum for fellowship;

g) to promote and encourage the active participation of Members of the Society in the institutions and activities of the greater legal community; and

h) to foster and recognize scholastic excellence of law students through the funding of prizes.

3.2 The Society may support any individual or group for any purpose or cooperate in any cause, which has for its purpose an objective consistent with the Society's objects and purposes; provided however that the Society shall not support any individual or group for any purpose or cooperate in any cause which has among its purposes an objective which is inconsistent with the Society's objects and purposes.

3.3 The Society includes among its purposes to fight against antisemitism, as defined by the International Holocaust Remembrance Alliance (IHRA) and recognized by Canada and the Province of Québec, namely that "Antisemitism is a certain perception of Jews, which may be expressed as hatred toward Jews. Rhetorical and physical manifestations of antisemitism are directed toward Jewish or non-Jewish individuals and/or their property, toward Jewish community institutions and religious facilities." *(https://www.canada.ca/en/canadian-heritage/services/canada-holocaust/antisemitism/handbook-definition-antisemitism.html)*.

ARTICLE 4 MEMBERSHIP

4.1 Eligibility

a) any Member in Good Standing of the Bar of the Province of Quebec or of the Chamber of Notaries of the Province of Quebec, who undertakes to subscribe to and act in accordance with the Society's objects and purposes and to abide by its By-Laws and Regulations, shall be eligible for Membership in the Society upon written application, which shall include such undertaking, together with their consent to the use and retention of the personal information provided by them to the Society, as permitted by and in accordance with applicable Canadian and Quebec laws and regulations; and

b) any other person approved by the Board upon recommendation by the Membership Committee, subject to provision of the same undertaking and consent set out above.

4.2 Transitional

Members in Good Standing of the Society as at the date of the adoption of these By-Laws shall continue to be Members.

4.3 **Categories**

There shall be five (5) Membership categories, namely: Senior, Junior, Judges, Non-Resident, and Honorary Life:

a) **Senior Membership:** Such Membership shall be extended to Members in Good Standing of the Bar of the Province of Quebec and of the Chamber of Notaries of the Province of Quebec, who have at least ten (10) years of practice. Senior Membership shall also be extended to former Members who have retired from the Bar of the Province of Quebec or the Chamber of Notaries of the Province of Quebec;

Senior Membership shall entitle Lawyers and Notaries to all Membership privileges including, but without restricting the generality of the foregoing, the right to one (1) vote at meetings of the Members of the Society;

b) **Junior Membership:** Such Membership shall be extended to Members in Good Standing of the Bar of the Province of Quebec and of the Chamber of Notaries of the Province of Quebec, as the case may be, with less than ten (10) years of practice ("**Junior Members**"), and shall entitle the Junior Member to all Membership privileges, including, but without restricting the generality of the foregoing, the right to one (1) vote to be exercised at meetings of the Members of the Society;

c) **Judges' Membership:** Such Membership shall be extended to Members of the judiciary and shall entitle the Member to all privileges of the Society as hereinafter set out other than the right to vote at any meeting of the Society. Judges who are Members of the Society shall be exempt from the payment of Membership dues;

d) **Non-Resident Membership:** Such Membership may be extended upon application to any person who:

(i) meets the eligibility criteria set out in Section 4.1 hereinabove, and falls within any one of the categories of Membership described in paragraphs a) or b), and

(ii) does not reside within the Province of Quebec;

A non-resident Member shall enjoy all privileges of the Society as hereinafter set out other than the right to vote at meetings of the Members of the Society.

e) **Honorary Life Membership:** Such Membership may be conferred by Board resolution and without application, upon such person who, in the Board's opinion, is deemed to be deserving of such Membership. Honorary Life Members shall be entitled to attend and participate but not to vote at any meetings of the Members of the Society. However, Honorary Life Members who become regular Members shall be entitled to all the rights and privileges of regular Members.

4.4 **Applications for Membership**

a) Applications for Membership in the Society shall be made in writing on such form as may be prescribed from time to time by the Board, and shall be submitted to the Membership Chair of the Society;

b) Each Membership application shall thereafter be submitted to the Membership Committee for approval and, if the Membership Committee deems it necessary, to the Board;

c) Refusal of an application shall not preclude submission of a new application following the then-current fiscal year of the Society;

d) If an application is accepted by the Membership Committee, or if necessary, by the Board, the applicant shall, upon payment of the annual Membership, and such other amounts as may be prescribed by the Board, be entitled to all rights and privileges of Membership as set out in Article 4.6 herein;

e) Membership may be renewed annually, in the sole and unfettered discretion of the Board, and may, in particular and without limitation, be refused if the Member has failed to pay their membership dues and/or dinner fees for any preceding year or has paid a reduced rate to which they were not entitled and fails to rectify same and pay the outstanding balance if called upon to do so.

4.5 **Membership Fees and Assessments**

a) The annual Membership fees shall be fixed by the Board;

b) Membership fees shall be charged annually and shall be payable in advance;

c) Members shall be bound to pay, in addition to Membership fees, such charges and assessments as may be levied from time to time by the Society.

4.6 **Privileges**

a) A Member shall be entitled to the following privileges:

(i) full participation in all the Society's activities; and

(ii) attendance and participation at all meetings of Members of the Society.

the whole in accordance with these By-Laws and subject to the terms, conditions, and customs of the Society, as determined by the Board.

4.7 **Resignations**

A Member may resign by writing to the Secretary at any time, and the resignation shall become effective on the date received. The Member resigning shall not be entitled to a refund of any dues or assessments paid.

4.8 **Suspension and Expulsion**

a) Any Member of the Society who shall be in arrears of fees or assessments for a period of one (1) full year may, after due written notice has been sent to such Member, have their Membership suspended and be deprived of their Membership rights and privileges by a simple majority vote at a Board meeting, dealing with the subject. The Board, may, however, reinstate such Member on payment of all arrears of dues and assessments, including those of the current year;

b) A Member may be provisionally suspended or expelled for conduct which brings discredit upon the Society or its Members by a two-thirds ($^2/_3$) vote of the Board at a Special Board Meeting called for such purpose. The Board shall give written notice of the complaint to the Member, who shall have a delay of fifteen (15) days to reply in writing. The notice of such Special Board Meeting shall include copies of the written notice of the complaint sent to the Member and the Member's written reply (if received by the Society within such delay). The Member shall also have the right to be heard at such Special Board Meeting.

4.9 **Non-Assignability of Privileges**

No Member shall lease, assign, sell, gift, bequeath or otherwise alienate any of their privileges or benefits in the Society.

ARTICLE 5 MEETINGS OF THE MEMBERS

5.1 Fiscal Year

The fiscal year of the Society shall end on June 30 of each calendar year, or as the Board may otherwise determine.

5.2 Annual General Meeting

a) The Annual General Meeting of the Members of the Society may be held immediately preceding the Society's final dinner meeting of the year; but in any case no later than six (6) months from the end of the Society's fiscal year;

b) Notice of the Annual General Meeting of the Members of the Society, together with an agenda of the business to be considered thereat and a slate of persons nominated by the Nominating Committee for election as President, Officers, and Directors of the Society shall be signed and issued by the Secretary of the Society and either mailed, faxed, or e-mailed to each Member at their last known address or e-mail address (as the case may be) according to Membership records, not less than twenty-one (21) days prior to the meeting date;

c) Any nomination(s) for any elected office of the Society, in addition to those nominations submitted by the Nominating Committee must be made in writing setting forth the name of the Member nominated, and must be signed by at least twenty-five (25) Members of the Society in good standing, and furthermore must contain the written consent of the person so nominated that they will accept office if elected. All such nominations must be delivered to the Secretary of the Society at least seven (7) clear days before the date of the Annual General Meeting of the Members of the Society. In this event, the Secretary shall cause the name of the person or persons so nominated to be placed upon a ballot for voting at the Annual General Meeting. Otherwise, the persons nominated by the Nominating Committee shall be declared elected;

d) A copy of the present article shall be sent with the first slate of nominations sent to the general Membership in accordance with paragraph b) of the present article;

e) The following shall be included in the order of business at each Annual General Meeting of Members of the Society:

(i) Opening of the Meeting by the President;

(ii) Reading of the Minutes of the last meeting of the Members;

(iii) Report of the President;

(iv) Report of the Treasurer;

(v) Other reports and communications from other Committees and/or Officers of the Society;

(vi) Election of Directors;

(vii) New business; and

(viii) Good and Welfare.

5.3 **Special Members Meetings**

a) Special Members Meetings may be called by the President whenever, in their discretion, they deem it necessary, or must be called by them at the written request of eighteen (18) Members in Good Standing, or at the request of the Board. Such request shall state the reason for and the purpose of the meeting. If the President fails to call the Special Members Meeting within five (5) days after being requested to do so, any other Officer may call the Special Members Meeting;

b) Notice of such Special Members Meeting shall be given by the Secretary of the Society, by mail or e-mail, to all Members of the Society, directed to their addresses or e-mail addresses as they appear in the records of the Society, to be sent not less than ten (10) days nor more than forty (40) days prior to such meetings. No business shall be considered at a Special Members Meeting other than the business stated in the notice.

5.4 **Quorum**

a) Ten (10) Members in Good Standing shall constitute a quorum at the Annual General Meeting of the Members of the Society;

b) A quorum at any Special Members Meeting shall be the lesser of: (i) eighteen (18) Members in Good Standing of the Society, or (ii) ten percent (10%) of the Members in Good Standing of the Society, determined in each case as of the date of Notice of such Special Members Meeting.

5.5 **Voting**

Unless otherwise decided by the Board, only Members present in person at meetings of the Members of the Society, whether a general meeting of Members or a Special Members Meeting, may vote.

5.6 **Procedure**

Robert's Rules of Order, Revised, shall be the standard meeting procedure for all meetings of the Members of the Society in the absence of any rule of law governing the procedure in a particular situation.

ARTICLE 6 BOARD OF DIRECTORS

6.1 **General**

The management and administration of the affairs of the Society shall be vested in the Board.

6.2 **Composition, Eligibility and Election.**

a) Directors must be Members in Good Standing of the Society;

b) The Executive of the Society shall automatically be Directors;

c) Up to ten (10) seats on the Board shall be reserved for the Past Presidents, per a list to be suggested by the Past Presidents Committee to the Nominating Committee;

d) Up to five (5) seats on the Board shall be reserved for Junior Members, per a list to be suggested by the Junior Members Committee to the Nominating Committee;

e) Up to three (3) seats on the Board shall be reserved for current or retired Members of the judiciary, per a list to be suggested by the Liaison – Justice Committee to the Nominating Committee, with one (1) seat being reserved *ex officio* for the Chair of the Liaison – Justice Committee;

f) The balance of the Directors shall be those nominated by the Nominating Committee, and elected either by acclamation or by the vote of a majority of the Members at a meeting held for such purpose;

g) The number of Directors shall not exceed fifty (50), but may be a lesser number determined by the Nominating Committee, ratified by the board and reflecting the annual elections.

6.3 **Removal**

a) Any Director who is absent for more than three (3) Board Meetings during their term of office without reasonable cause, may, after due written notification and given a reasonable opportunity to reply in writing, be removed from the Board at a regular meeting of the Board by resolution of two-thirds (2/3) of the Board present and voting;

b) Any Director may be provisionally suspended or removed from office for conduct which brings discredit upon the Society or its Members by a two-thirds (2/3) vote of the Board present and voting at a Special Meeting of the Board. The Board shall give written notice of the complaint to the Director, who shall have a delay of fifteen (15) days to reply in writing. The notice of such Special Board Meeting shall include copies of the written notice of the complaint sent to the Director and the Director's written reply (if received by the Society within such delay). The Director shall also have the right to be heard at such Special Board Meeting;

c) Any vacancy on the Board may be filled from the Members of the Society, upon the recommendation of the President approved by a resolution of two-thirds (2/3) of the Directors present and voting at any regular Board meeting.

6.4 **Invitees**

The President may invite any Member of the Society and/or guest to a Board meeting.

6.5 **Powers of the Board**

a) The Board shall have the power to:

(i) administer, manage, and control all the affairs, business and property of the Society;

(ii) coordinate all the activities of the Society;

(iii) ratify, approve and adopt the annual operating budget and/or any other budget(s) of the Society;

(iv) designate such Canadian Chartered Bank or Trust Company wherein the funds of the Society shall be deposited;

(v) designate such Officers or other persons who shall sign cheques, drafts, promissory notes and/or other negotiable instruments on behalf of the Society;

(vi) purchase or otherwise acquire for the Society any property, rights, privileges, stock, bonds, debentures or other securities which the Society is authorized to acquire according to law, at such price or consideration and generally on such terms and conditions as it deems fit;

(vii) borrow money upon the credit of the Society;

(viii) approve, from time to time, upon recommendation of the Officers, the conferring of "Honorary Life Memberships" in recognition of outstanding contributions to the practice of law, to be announced at the Annual General Meeting of the Members of the Society or at such other time as the President, in their discretion, may deem appropriate;

(ix) engage the services of and/or dismiss such person(s) upon such terms and conditions as the Board may deem proper and appropriate;

(x) have superintending authority over all Committees and sub-committees and Auxiliary Organizations of the Society which it should choose to establish, save and except as may be expressly provided for in the By-Laws;

b) In addition to the powers and authority expressly conferred upon it by these By-Laws, the Board may exercise all powers of the Society and do all such lawful acts and things which these By-Laws do not expressly require be exercised or done by the Members of the Society at Annual General Meetings.

6.6 **Meetings of the Board**

a) The Board shall meet not less than three (3) times per year on such date and at such time as the President may determine;

b) Written notice shall be given to all Directors, Officers of the Society, and to all Past-Presidents stipulating the time, date and place of meeting not later than seven (7) days prior to such Board meeting;

c) A quorum thereat shall be five (5) Directors making up the Board;

d) Board meetings may be held by the means set out in Section 10.2 below. However, the meeting shall instead be held in person upon the written request of seven (7) Directors. The President shall thereupon fix the place, date and time of such Board meeting;

e) Unless otherwise stipulated herein, no matter may be decided upon by the Board except by a majority vote of the Directors present and voting. The President shall not have the right to vote except in the event of a tie, when they shall have a casting vote;

f) Special Board Meetings may be called by the President at their discretion, and upon such notice as they may deem necessary, which in no event shall be less than twenty-four (24) hours;

g) Special Board Meetings must be called by the President at the request of seven (7) Directors, which request shall state the reason for and the purpose of the meeting. Notice thereof must be given in the manner stipulated in paragraph (b) hereinabove (save that seven (7) days' notice is not required), together with the reason therefor. A minimum of five (5) Directors requesting the Special Board Meeting shall be present at such meeting, failing which the President, at their discretion, may cancel the meeting. If the President fails to call a Special Board Meeting within five (5) days after having been so requested, any other Officer may call a Special Board Meeting;

h) No business shall be considered at a Special Board Meeting other than the business stated in the notice;

i) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board;

j) All Past Presidents shall receive notice of, and shall be permitted to attend and participate in, all meetings of the Board of Directors of the Society. Other than those Past Presidents nominated by the Past Presidents Committee and formally elected to the Board of Directors of the Society, the Past Presidents shall not be counted for the purpose of a quorum and shall not be entitled to vote at any Board meeting. *Robert's Rules of Order, Revised* shall be the standard

meeting procedure at all Board meetings in the absence of any other rule or law governing the procedure in a particular situation.

ARTICLE 7 OFFICERS

7.1 General

a) The Society shall have the following Officers:

(i) President;

(ii) not more than two (2) Vice-Presidents, one of whom may be designated as First Vice-President;

(iii) Treasurer;

(iv) Secretary;

(v) Such other Officers as may from time to time be designated by the Board;

b) The Officers shall be elected at each Annual General Meeting of the Society for a term of one (1) year or until the next election;

c) Previous service on the Board for at least two (2) years shall be required to be nominated as President;

d) In the event of the death, resignation, or incapacity of any Officer, a successor may be appointed by the Board to fill the vacancy for the unexpired term.

7.2 President

The President shall:

a) call and preside at all meetings of the Board and of the Members of the Society;

b) not have the right to vote at any meeting at which they preside, except in the event of a tie, when they shall have the casting or deciding vote;

c) be an *ex-officio* Member of all Committees of the Society with the right to vote;

d) sign all agreements, contracts, deeds and other documents for and on behalf of the Society, pursuant to appropriate resolutions passed at meetings of the Members of the Society, unless otherwise resolved;

e) establish any *ad hoc* committee as may from time to time be deemed necessary and advisable and set down its terms of reference;

f) appoint all Committee chairpersons;

g) unless otherwise directed by the Board, represent the Society for all official purposes.

7.3 **Vice-President(s)**

a) The Vice-President(s) shall:

(i) assist the President in the discharge of their duties;

(ii) assume such duties as may be assigned by the President;

b) In the event of the absence, resignation, death or incapacity of the President, the First Vice-President shall replace the President.

7.4 **Treasurer**

The Treasurer shall:

a) ensure proper accounting records be maintained by the Society;

b) be an *ex-officio* Member of any Fund-Raising Committee;

c) submit to both the Board and the Annual General Meeting of the Society the financial statements of the Society;

d) present to the Board such other reports and/or statements, as the Board may request from time-to-time;

e) act as one of the signatories on all cheques of the Society; and

f) oversee the financial procedures of the Society.

7.5 **Secretary**

The Secretary shall:

a) unless otherwise agreed to by the Board, be the custodian of the books, records and Minute Book of the Society, including recording and keeping the minutes of all meetings of the Members of the Society, and the Board, which minutes shall contain a full and accurate record of the proceedings thereat; and

b) issue all notices of meetings of the Members of the Society and the Board.

ARTICLE 8 INDEMNIFICATION OF OFFICERS AND DIRECTORS

Any Director and/or Officer of the Society acting within the powers and duties of their office shall be saved harmless and indemnified from any and all claims and/or actions taken against them for any such act, provided that such Director and/or Officer shall have notified the Society in writing, without delay of claims or potential claims or actions instituted or which may be instituted against them by sending to the Society copy of any demands, notices, summonses or legal papers received in connection with the claim or action. The Director and/or Officer shall not, except at their own cost, incur any expense in connection with the claim, potential claim or action without the consent of the Society. If the Director and/or Officer acted within their powers and duties and has so notified the Society of such claims and/or proceedings, the Society shall assume responsibility for any such claims or proceedings and take up the defense and *"faits et causes"* of the Director and/or Officer.

ARTICLE 9 COMMITTEES

9.1 **Types of Committees**

There shall be two (2) types of Committees of the Society:

a) Standing Committees; and

b) Special Committees.

9.2 **Standing Committees**

a) List of Committees

The following shall be the Standing Committees of the Society:

(i) Archives

(ii) Governance

(iii) Membership

(iv) Programming/CLE

(v) Sponsorship

(vi) Communications

(vii) Human Rights

(viii) Junior Members

(ix) Mentorship and Career Advancement

(x) International Relations

(xi) Past Presidents

(xii) Liaison – Justice

(xiii) Security

b) Standing Committee Chairs

(i) Where possible, upon the recommendation of the Nominating Committee, the President is encouraged to name a Junior Member as co-chair of any Standing Committee following the Annual General Meeting of the Society.

(ii) The President shall make such appointments as necessary from time to time to fill vacant Standing Committee chairs in accordance with paragraph (a).

c) Term

Each Standing Committee shall hold office for a period of one (1) year or until the next Standing Committee is constituted, whichever comes first.

d) Financial Responsibility

No committee shall engage the financial liability of the Society without the prior authorization of the Board.

e) Functions

The functions of the Standing Committees shall be as follows:

f) Archives Committee

The Archives Committee shall be charged with the gathering, custody and display of documentation, memorabilia and information related to the history of the Society and its Members, including, but without restricting the generality of the foregoing, the minutes of the Society;

g) Governance Committee

The Governance Committee shall:

(i) provide for the effectiveness and continuing development of the Board and be responsible for the monitoring and oversight of all matters of corporate governance;

(ii) recommending to the Board policies and processes designed to provide for effective and efficient governance, including but not limited to policies for Board evaluation, orientation and education and succession planning;

(iii) ensure that the Society complies with all applicable current provincial and federal laws and regulations;

(iv) review the structure and roles of Board sub-committees and recommend changes, where necessary;

(v) identify any new initiatives that require its attention and report on the progress thereof to the Board;

(vi) review the Society's directors' and officers' insurance and the insurance policy covering the activities of the Society;

(vii) review the existing By-Laws of the Society at least once every five (5) years and at such earlier times as may be deemed necessary; and

(viii) consider and, from time to time, if deemed necessary, revise and recommend to the Board any change(s) to the existing Bylaws of the Society. If approved by the Board, the proposed change(s) shall be submitted to a Special or Annual General meeting of the Members of the Society, which shall have for its purpose, the consideration and ratification of the proposed change(s).

h) Membership Committee

The Membership Committee shall:

(i) maintain records of the Membership in the Society;

(ii) receive applications for Membership in the Society;

(iii) implement programs designed to maintain, promote and increase Membership in the Society;

i) Programming/CLE Committee

The Program Committee shall plan and coordinate the Programs of the Society during the year, including, but not restricted to, the dinner-meetings, lectures and conferences, the whole subject to the Board's approval;

j) Sponsorship Committee

The Sponsorship Committee shall solicit and receive sponsorships for such meetings of the Society as the Board shall determine;

k) Communications Committee

The Communications Committee shall recommend and be responsible for carrying out the policy regarding the communications of the Society as established by the Officers, including, but without restricting the generality of the foregoing, the management of the Society's website, the whole subject to the Board's approval;

l) Human Rights Committee

The Human Rights Committee shall make recommendations to the Board regarding initiatives which advance the human rights objects and purposes of the Society.. All such human rights initiatives by and in the name of the Society shall be subject to prior Board approval and the Human Rights Committee shall report thereon to the Board at each Board meeting.

Notwithstanding the foregoing, in the case of urgency, a majority of the members of the Executive may approve any such initiative and shall report thereon at the next Board meeting;

m) Junior Members Committee

The Junior Members Committee shall promote and encourage the participation of Junior Members in the Society's activities, including holding specific activities to advance that objective, the whole subject to the Board's approval;

n) Mentorship and Career Advancement Committee

The Mentorship and Career Advancement Committee shall assist articling students and young lawyers in finding employment;

o) International Relations Committee

The International Relations Committee shall liaise between the Society and other organizations outside the Province of Quebec, having objects and purposes similar to those of the Society, the whole subject to the Board's approval;

p) Past-Presidents' Medal Committee

The Past-Presidents' Medal Committee shall:

(i) be charged with considering and, if deemed appropriate, recommending to the Board, a person whom the Committee deems worthy of receiving the Past Presidents' Medal;

(ii) upon receipt of the written recommendation that a Member be considered for the Past Presidents' Medal, the immediate Past President shall call a meeting meet at least once per year prior to the Annual General Meeting of the Society, to consider, and if deemed appropriate, to recommend to the Board, a worthy recipient of The Lord Reading Law Society's Past-Presidents' Medal;

(iii) be composed of the current President of the Society and all Past-Presidents;

(iv) be chaired by the immediate Past President of the Society;

q) Security Committee

The Security Committee shall work with the host institution for the Society's events with the purpose of ensuring the safety of all participants.

9.3 **Special Committees**

Nominating Committee

a) At least forty-five (45) days prior to the Annual General Meeting of the Members of the Society, the Board shall appoint a Nominating Committee of at least seven (7) Members, who shall include:

(i) the current President of the Society, who shall chair the Nominating Committee;

(ii) the immediate Past-President of the Society,

(iii) two (2) additional Past-Presidents of the Society; and

(iv) three (3) Directors;

b) At the first meeting of the Nominating Committee, the incoming President of the Society and the 1st Vice-President of the Society shall be nominated and both shall thereafter form part of the Nominating Committee;

c) The Chair of the Nominating Committee shall not have the right to vote except in the event of a tie, in which event the Chair shall have the casting vote;

d) A quorum for meetings of the Nominating Committee shall consist of five (5) Members of the Committee;

e) Any nomination made by the Nominating Committee and accepted by the person so nominated shall oblige the Secretary to submit the name of the person so nominated for election at the Annual General Meeting of the Society;

f) In composing its slate of nominees for positions on the Board, the Nominating Committee shall solicit the names of (i) up to five (5) Past Presidents from the Past Presidents Committee and (ii) up to five (5) Junior Members from the Junior Members Committee;

g) In its deliberations, the Nominating Committee shall apply the criteria and/or guidelines that may be set down by the Board.

ARTICLE 10 ELECTRONIC NOTICES AND MEETINGS

10.1 Method of Giving Notices

a) Any notice (which includes any communication or document) to be given sent, delivered or served (as the case may), to a Member, Director, Officer or member of a Committee or to the accountant of the Society shall be sufficiently given:

(i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Society or in the case of notice to a Director to the latest address as shown in the Register of Enterprises; or

(ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

(iii) if sent to such person by telephone, electronic or other communication facility at such person's recorded address for that purpose.

b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, Officer, public accountant or member of a Committee of the board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Society to any notice or other document to be given by the Society may be written, stamped, typed or printed in whole or in part.

c) Any person entitled to receive notice of any meeting may waive in writing such notice. Such person’s sole attendance at a meeting is a waiver except where the person attends a meeting for the express purpose of objecting to the holding of the meeting on the ground that the manner of calling it was irregular.

10.2 **Participation by Electronic Means at Meetings.**

If the Society chooses to make available a telephone, electronic or other communication facility that permits all participants to communicate directly and adequately with each other during a meeting of members, Directors, Officers or members of a Committee of the board (as the case may be), any person entitled to attend such meeting may participate in the meeting by means of such telephone, electronic or other communication facility and they are then deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in such meeting who is entitled to vote at that meeting may vote by means of any telephone, electronic or other communication facility that the Society has made available for that purpose provided that it enables votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.

ARTICLE 11 AMENDMENTS

11.1 **Procedure**

a) The By-Laws of the Society may be amended only by a vote of two-thirds (2/3) of Members voting in person, at an Annual General Meeting of the Members of the Society or a Special Members Meeting, in each case duly convoked for such purpose;

b) No amendment shall be considered at such meeting, unless:

(i) same has been approved by the Board; or

(ii) same has been previously submitted to the Board for its consideration by no fewer than twenty-five (25) Members of the Society;

Failing approval by the Board, the same twenty-five (25) Members may petition the Secretary of the Society to call a Special Members Meeting for the consideration of the proposed amendment, and this notwithstanding Article 5.3 of the By-Laws;

c) A proposal for amendment which has not been considered by the Society due to a failure to have complied with the conditions set out hereinabove or which has been rejected by the Members at a Special Members Meeting may not be resubmitted for the consideration of the Society unless at least three (3) months have elapsed since the date of the

Special Members Meeting which failed to consider or rejected the proposed amendment, as the case may be.

ARTICLE 12 MISCELLANEOUS PROVISIONS

12.1 The present By-Laws, once adopted by the Members at the appropriate Special or Annual General Meeting duly called and held, shall revoke and replace the previous By-Laws of the Society and all previous amendments, modifications and/or additions thereto.

12.2 Upon the dissolution of the Society or upon the winding up of its Charter, any decision as to the disposition or distribution of the assets of the Society shall be made by a vote of two thirds (2/3) of the Members of the Society present at a Special Meeting of the Society called for that purpose, the whole subject to and in accordance with the applicable law.

The present by-laws were approved by the Board of The Lord Reading Law Society on February 17, 2026 and ratified by the Members on July 21, 2026.