

BY-LAW NUMBER 1

a by-law relating generally to the conduct of the affairs of

FRONTENAC LAW ASSOCIATION (the "Corporation")

WHEREAS the Corporation was incorporated by Letters Patent effective the 10th day of September, 1990, for the following objects:

the establishment and operation of a legal professional association for the purposes of:

- (a) uniting persons who carry on the practice of law in whole or in part within the County of Frontenac, Province of Ontario;
- (b) protecting the character and status of the legal profession, promoting ethical practice and settling questions of professional usage and courtesy among its members;
- (c) maintaining and improving the qualifications and standards of the practice of law in the County of Frontenac;
- (d) furthering the continuing legal education of the members and sharing other information for their mutual benefit;
- (e) promoting the interests and welfare of members;

and such other complementary purposes not inconsistent with these objects;

BE IT ENACTED as a by-law of the Corporation as follows:

INTERPRETATION

1. In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- (a) the singular includes the plural;
- (b) the masculine gender includes the feminine;
- (c) "Board" means the board of directors of the Corporation;
- (d) "Corporation" means the Frontenac Law Association;
- (e) "Corporations Act" means the Corporations Act, R.S.O. 1980, chapter 89, and any statute amending or enacted in substitution therefor, from time to time;
- (f) "documents", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

- (g) "Executive Officers" means the persons who hold the offices enumerated in section 20;

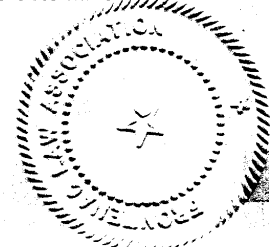
2. All terms defined in the Corporations Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

HEAD OFFICE

3. The head office of the Corporation shall be in the City of Kingston, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

SEAL

4. The seal which is impressed in the margin hereof shall be the corporate seal of the Corporation.



BOARD OF DIRECTORS

5. Board. The affairs of the Corporation shall be managed by a Board composed of five (5) ex-officio directors, being the Executive Officers for the time being in office, subject to sections 7 and 8.

6. Qualifications. Each director shall

- (a) be at the date of, or become within ten (10) days after, his election, and thereafter remain throughout his terms, a member of the Corporation who is qualified under the Corporations Act to hold office;
- (b) be at least eighteen (18) years of age; and
- (c) not be an undischarged bankrupt nor a mentally incompetent person.

If a person ceases to be a member of the Corporation who is qualified by the terms of section 7 to hold office, or becomes bankrupt or a mentally incompetent person, he thereupon ceases to be a director, and the vacancy so created may be filled in the manner prescribed by section 8.

7. Vacancies. So long as a quorum of the directors remains in office, a vacancy on the Board may be filled by the directors from among the qualified members of the Corporation. If no quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies on the Board.

8. Removal of Directors. The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

9. Quorum. A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than three-fifths (3/5) of the number of members of Board.

10. Meetings. Meetings of the Board and of the Advisory Committee (if any) may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of Board may be called by the President, the Vice-President or the Secretary or any two (2) directors.

11. Meetings by Telephone. Where all the directors present at or participating in the meeting have consented thereto, any director may participate in a meeting of the board by means of conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a director participating in such a meeting by such means is deemed for the purposes of the Corporation Act and these by-laws to be present at the meeting.

12. Notice. Notice of Board meetings shall be delivered, mailed or telephoned to each director not less than ten (10) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

13. Regular Meetings. The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business.

14. Voting. Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chairman, in addition to his original vote, has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairman or requested by any director. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against the resolution.

15. Remuneration of Directors. The directors of the Corporation shall serve without remuneration.

16. Indemnities to Directors. Every director and officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against,

- (a) all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own wilful neglect or default.

17. Protection of Directors and Officers. No directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or

employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.

18. Responsibility for Acts. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

19. Others Present. Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by his delegate to attend and to speak at, meetings of the Board, but shall not be entitled to vote thereat.

OFFICERS

20. Executive Officers. There shall be a President, a Past-President, a Vice-President, a Secretary and a Treasurer elected by the Regular Members from among their number at the annual meeting of the Corporation in accordance with sections 27 to 32.

21. President. The President shall, when present, preside at all meetings of the Board, the Advisory Committee (if any) and members. The President shall supervise the affairs and operations of the Corporation, sign all documents requiring his signature and have the other powers and duties from time to time prescribed by the Board or incident to his office.

22. Vice-President. During the absence or inability to act of the President, his duties and powers may be exercised by a Vice-President. If the Vice-President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice-President shall also perform the other duties from time to time prescribed by the Board or incident to his office.

23. Secretary. The Secretary shall be ex officio clerk of the Board and of the Advisory Committee (if any) and shall attend all meetings of the Board and of the Advisory Committee (if any) to record all facts and minutes of those proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation and shall perform the other duties from time to time prescribed by the Board or incident to his office.

24. Treasurer. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board. He shall disburse the funds of the Corporation under the direction of the Board or Advisory Committee (if any), taking proper vouchers therefor and shall render to the Board, whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall co-

operate with the auditors of the Corporation during any audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or incident to his office.

25. Past President. The Past President shall perform from time to time the duties prescribed by the Board, and may perform such additional duties as may be requested of him by the President.

26. Other Officers. The Board may appoint other officers, including without limitation, Honourary Officers, and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary, and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

ELECTION OF EXECUTIVE OFFICERS (EX-OFFICIO DIRECTORS)

27. Election. Subject to the provisions of the Corporations Act, the Executive Officers (who are directors ex officio) shall be elected by members entitled to vote for a term of one (1) year.

28. Re-Election. An Executive Officer, if otherwise qualified, is eligible for election for five (5) consecutive full one-year terms, and thereafter is not eligible for re-election until a period of eleven (11) months has elapsed from the date of his retirement.

Provided however that this section 28 shall not apply to any person who is an Executive Officer on the date that this By-law Number 1 comes into force.

29. Elections. At each annual meeting, a number of Executive Officers equal to the number of such officers retiring shall be elected for terms of one (1) year by and from among the members eligible to vote and to hold office.

30. Nominations. Candidates for Executive Officers shall include:

- (a) the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating committee, by the Advisory Committee, and
- (b) the persons whose names are put in nomination by any member entitled to vote at any time before nominations are closed at the meeting of members at which the election of Executive Officers is held.

31. Election Method. Where:

- (a) the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and
- (b) the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

32. Forms. The Board may prescribe the form of nomination paper and the form of a ballot.

ASSOCIATION

33. The Corporation may maintain liaison with professional associations in furtherance of its objects at the discretion of the Board.

MEMBERSHIP AND FEES

34. Classes. There shall be more than one class of members provided that only Regular Members in good standing shall be entitled to vote upon Corporation business.

35. Regular Members. Regular Membership shall be open to anyone who:

- (a) is a member in good standing of the Law Society of Upper Canada;
- (b) carries on the practice of law in whole or in part within the County of Frontenac, Province of Ontario; and
- (c) is admitted to membership by the Executive of the Corporation;

provided that the membership fee has been paid.

A Regular Member may be either Senior or Junior, depending on the years of practice as determined by resolution of the Board on recommendation of the Advisory Committee and an appropriate fee shall be set for each sub-class.

36. Other Classes. Classes of members styled Academic, Honourary, Non-Practising and Life shall be as determined by resolution of the Board, and admission to such classes shall be only upon resolution of the Board provided, whenever appropriate in the discretion of the Board, that the membership fee as set by the Board has been paid.

37. Annual Membership. Membership shall be on an annual basis from January 1st to December 31st, and shall be deemed to have ceased if not renewed by payment of all fees within sixty (60) days of the date such fees are payable. Only Regular Members in good standing shall have voting rights and rights to notice.

38. Membership Dues, etc.. Membership dues, assessments and similar obligations ("assessments") required to be paid to the Corporation in support of its activities shall be set from time to time by the Board upon recommendation of the Advisory Committee. Such assessments shall include an annual fee and may include provision for levies for specific purposes, which latter levies shall not constitute a fee. However, failure to pay such levies as required may in the discretion of the Board constitute failure to maintain good standing in the Corporation. Unless renewed by payment, membership shall not be in good standing.

39. Liability of Members. Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

MEETINGS

40. Annual Meeting. The annual meeting of the members shall be held each year within Ontario, ordinarily in May, at a time, place and date determined by the Board, for the purpose of:

- (a) hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting;
- (b) electing officers and directors;
- (c) appointing the auditor and fixing or authorizing the Board to fix his remuneration; and
- (d) the transaction of any other business properly brought before the meeting.

41. General Meeting. The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided in the Corporations Act.

42. Notice of Meetings. Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member (and in the case of an annual meeting to the auditor of the Corporation) by sending by prepaid mail to the last address of the addressee shown on the Corporation's records.

43. Quorum. Twenty (20) members present in person constitute a quorum at a meeting of members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

44. Voting by Members. Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes, the Chairman presiding at the meeting has a second or casting vote.

45. Proxies. There shall be no proxy voting.

46. Manner of Voting. At all meetings of members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chairman or requested by any member entitled to vote and except for the election of officers and directors, which shall be by secret ballot supervised by the Chairman. Upon a show of hands, every member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chairman that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion. The results of any secret ballot shall be tallied by the Secretary, and such results as announced at the meeting shall be conclusive unless a poll or a recount is required by the Chairman or requested by any member entitled to vote.

47. Chairman. In the absence of the President, Past President or a Vice-President, the members entitled to vote present at any meeting of members shall choose another director

as Chairman and if no director is present or if all the directors present decline to act as Chairman, the members present shall choose one of their number to be Chairman.

48. Adjournments. Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

49. Other Meetings. In addition to annual meeting, Special Meetings of the Corporation may be called by the President, or by resolution passed by the Board or upon receipt of notice in writing by the Secretary of a signed request by at least ten (10) Regular Members, addressed to the Secretary, which meeting shall be held no more than forty-five (45) days after receipt of the notice.

COMMITTEES

50. Standing Committees. The Board may form and appoint such committees of members as may be required from time to time. There shall be the following Standing Committees:

- (a) Advisory Committee;
- (b) Nominating Committee;
- (c) Finance Committee;
- (d) Legal Education Committee;
- (e) Library Committee; and
- (f) Bar Dinner Committee.

51. Ad Hoc Committees. There may be such ad hoc committees and for such purposes as the Board may determine from time to time by resolution. The existence of each such ad hoc committee shall be terminated automatically upon:

- (a) the delivery of its report;
- (b) the completion of its assigned task;
- (c) a change in the membership of the Board Committee by which it was constituted; or
- (d) a resolution to that effect of the Board by which it was constituted;

whichever first occurs.

PROVIDED HOWEVER that, in the case of termination pursuant to subsection 51(c), the Board may by resolution continue such Ad Hoc Committee.

52. Procedure. Except as otherwise provided by by-law of the Corporation, all committees other than the Advisory Committee are subject to the following:

- (a) the Chairman and members shall be appointed by the Board on recommendation of the Advisory Committee from among the members of the Corporation who are qualified to hold office, for a term of one (1) year, and may be appointed for one or more additional terms of one (1) year;
- (b) the Committee shall meet at least annually, and more frequently at the will of its Chairman or as required by its terms of reference, and as requested by the Advisory Committee;
- (c) the Committee shall be responsible to, and report after each meeting to, the Advisory Committee (or if none, the Board);
- (d) the Committee may establish its own rules of procedure and may appoint subcommittees.

53. Nominating Committee. A Nominating Committee shall be appointed at least eight (8) weeks prior to the annual meeting. The Nominating Committee shall:

- (a) prepare a slate of one or more candidates for each office (which term includes directorships) which will be vacant and for which an election is to be held at or after the annual meeting;
- (b) accept any additional written nominations for elected office any time prior to the holding of annual elections, provided that such nominations must be received by the Secretary at least seven (7) days before the annual meeting for presentation to, and consideration by, the Nominating Committee, but this does not preclude the Chairman of the annual meeting from accepting further nominations from the floor at the time of the election; and
- (c) make recommendations to the Board names of persons to fill vacancies in office or on the Board or on committees that occur throughout the year.

ADVISORY COMMITTEE

54. Composition. The Advisory Committee shall be composed of all officers of the Corporation and all chairpersons of other committees of the Corporation for the time being.

55. Duties. The Advisory Committee shall advise and make recommendations to the Board regarding any matters pertaining to the management and direction of the affairs of the Corporation which the Board is by law or under the by-laws empowered to determine, including, without restricting the generality of the foregoing, formation and appointment of committees, consideration of amendments to the by-laws, hiring and termination of employment and making special levies and assessments for the advancement of the Corporation's objects in addition to setting customary fees or other payments required of members. The Board shall by resolution in its sole discretion approve or disapprove all such recommendations laid before it by the Advisory Committee. For greater certainty, the Advisory Committee shall not be considered an executive committee within the meaning of the Corporations Act and nothing in this by-law or any other by-law or resolution of the Corporation shall be construed to delegate any powers of the Board to the Advisory Committee.

56. Meetings. Advisory Committee meetings shall be held at the call of the President, or following receipt of a signed request in writing made by at least three (3) Regular Members

of the Corporation, addressed to the Secretary. Ordinarily there shall be monthly meetings for at least nine (9) months of the year.

57. Notice. Two (2) days notice of an Advisory Committee meeting shall be given.

58. Quorum. Four (4) Regular Members of the Advisory Committee shall constitute a quorum

59. Minutes. Minutes of the Advisory Committee meetings shall be kept and must be open for inspection on request by any member, provided that minutes shall always be posted at the Registry Office, the Court House, and any other physically distinct court premises.

ADMISSION TO CORPORATION MEETINGS

60. Admission to all meetings of the Corporation, including Board and Advisory Committee meetings, shall be open to all members in good standing.

61. Provided the Board has passed a resolution to this effect, Regular Members may bring up to a maximum of two (2) guests to meetings of the Corporation, provided always that such guests are not persons eligible for membership in the Corporation under Section 35. Unless approved by the Board, no person not a member of a practising Bar of any jurisdiction shall be admitted to a meeting of the Corporation.

62. Visiting members of other similar associations, and Executive or Committee Members of the Law Society of Upper Canada and the Canadian Bar Association may be admitted to meetings in addition to the above.

63. For meetings of the Corporation at which formal Corporation business is not usually conducted (such as those held for the purposes of continuing education, public education and information) there shall usually be set by the Board on recommendation of the Advisory Committee a charge required to be paid upon admission, provided that such charge shall be usually significantly higher for any person admitted who is not a member in good standing.

EXECUTION OF DOCUMENTS

64. Cheques, Drafts, Notes, Etc.. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

65. Execution of Documents. Documents requiring execution by the Corporation may be signed by the President or a Vice-President and the Secretary or the Treasurer or any two (2) directors, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

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

BANKING ARRANGEMENTS

67. Authorized Officers. The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- (a) operate the Corporation's accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to the any property of the Corporation;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

68. Deposit of Securities. The securities of the Corporation 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 Corporation signed by such officer or officers, agents or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of 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.

BORROWING BY THE CORPORATION

69. Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may,

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation,

provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

70. From time to time the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing the money by the Corporation.

FINANCIAL YEAR

71. The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Board may from time to time by resolution determine.

NOTICE

72. Computation of Time. In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving notice is, unless otherwise provided, included.

73. Omissions and Errors. The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

BY-LAWS AND AMENDMENTS, ETC.

74. Enactment. By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.

REPEAL OF PRIOR BY-LAWS

75. Repeal. Subject to the provisions of sections 78 and 79 hereof, all prior by-laws, resolutions and other enactments of the Corporation or its predecessor association heretofore enacted or made are repealed.

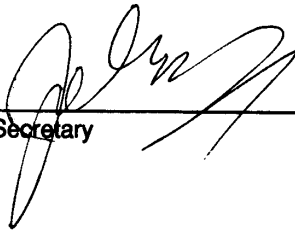
76. Exception. The provisions of section 77 shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

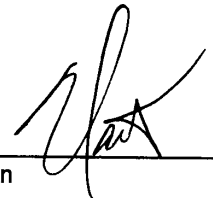
77. Proviso. Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law resolution or other enactment.

EFFECTIVE DATE

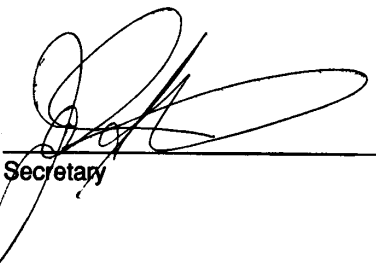
78. This by-law shall come into force without further formality upon its enactment.

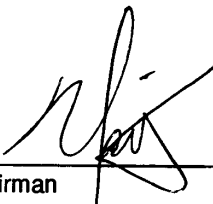
Enacted as By-Law Number 1 by the directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 17th day of April, 1991.


Secretary


Chairman

The foregoing By-law Number 1 as enacted by the directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all members entitled to vote at a meeting of members duly called and regularly held at the Frontenac County Courthouse, in the City of Kingston, and at which a quorum was present on the 17th day of April, 1991.


Secretary


Chairman

PROPOSED BY-LAW FOR THE FRONTENAC LAW ASSOCIATION

BE IT RESOLVED THAT the Procedural By-Law (By-Law No. 1 as amended) be amended appropriately so that the following addition to Executive Officers of the Association shall be accomplished, and the Officers are directed to do all such things as are necessary to complete the formal amendment of the By-Law.

There shall be six Executive Officers instead of the previous five Executive Officers, the additional Executive Officer being titled Resources Director.

For more particularity, the By-Law shall be amended to add Resources Director.

The Resources Director shall work closely with the Chairpersons of the Library Committee and the Technology Committee and shall be responsible for an accurate record being kept of the current Library holdings, in whatever media such are maintained as well as of the hardware and software owned or used by the Association. He/she shall be ex-officio member of each of the Technology and Library Committees but shall not chair such Committee except on an interim basis and only in the absence of a permanent chairperson of such a Committee. In the event an absence in such a chairperson occurs, he shall recommend promptly to the Executive a replacement if the vacancy occurs other than at the end of the ordinary term of office of the chairperson. He shall assist the Treasurer in monitoring the budgeting exercise of each of these two Committees as well as progress in acquisitions and in resources used, purchased or otherwise obtained by both of these Committees. He shall perform the other duties from time to time prescribed by the Board or incident to his office.

To accomplish the above, BE IT FURTHER RESOLVED THAT the following sections of said Procedural By-Law be amended:

Section 5 - to increase the Board from five to six Directors.

Section 9 - the quorum for the Board shall be changed from three-fifths to three-sixths.

Section 20 shall be amended to refer to the Resources Director.

Section 25 shall be amended to include an additional section 25.1 headed Resources Director.

BE IT FURTHER RESOLVED THAT this Amending By-Law shall take effect when ratified or confirmed, with or without amendment, by the Members upon the date of such ratification.

June 1999

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
THE FRONTENAC LAW ASSOCIATION**

By-law No. 1

RESOLVED THAT By-law No. 1, being a by-law relating generally to the transaction of the business and affairs of the Corporation, is passed as a by-law of the Corporation.

Appointment of Officers

WHEREAS the Corporation has been incorporated under Part III of the *Corporations Act* effective on September 10, 1990, and Letters Patent bearing that date have been issued;

RESOLVED that the following persons are appointed officers of the Corporation to hold the offices referred to opposite their respective names until the next annual general meeting:

President	-	Terence Joseph Tait
Vice-President	-	Joseph Robert Claude Dewhurst
Secretary	-	John Gerretsen
Treasurer	-	Douglas Slack
Past President	-	Peter James Radley

Head Office

RESOLVED that the address of the head office of the Corporation is fixed at the Frontenac County Courthouse, #2 Court Street, City of Kingston, Ontario, K7L 2N4.

Banking Resolution

RESOLVED that a bank account be established in the name of the Corporation with Canadian Imperial Bank of Commerce and that the banking resolution, in the standard form of the said bank and attached hereto for identification, is passed.

Each of the foregoing resolutions is hereby consented to by all the directors of the Corporation pursuant to section 298 of the *Corporations Act* as of the 17th day of April, 1991.



Terence Joseph Tait



Peter James Radley



Joseph Robert Claude Dewhurst

**RESOLUTIONS OF THE DIRECTORS
OF
THE FRONTENAC LAW ASSOCIATION**

Appointment of Directors


WHEREAS by special resolution dated the 17th day of April, 1991, the number of Directors of the Corporation was increased from three to five, leaving two vacancies on the Board;

AND WHEREAS the Directors are empowered to fill any vacancies on the Board;

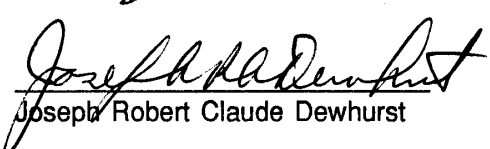
NOW THEREFORE BE IT RESOLVED that the following person are hereby appointed Directors of the Corporation to hold such office until the next annual general meeting of the Corporation:

John Gerretsen
Douglas Slack

The foregoing resolution is hereby consented to by all the Directors of the Corporation this 17th day of April, 1991.



Terence Joseph Tait

Peter James Radley

Joseph Robert Claude Dewhurst

**RESOLUTION OF THE DIRECTORS
OF
THE FRONTENAC LAW ASSOCIATION**

WHEREAS the Corporation was incorporated in order to assume all the rights and obligations of the unincorporated association known as the Frontenac Law Association (the "Predecessor Association");

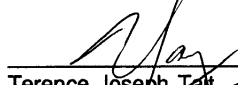
AND WHEREAS the Predecessor Association has in general meeting resolved to assign and transfer to the Corporation all its property and assets of whatever kind and wherever situate in consideration of the assumption by the Corporation of all the Predecessor Association's obligations of whatever kind;

AND WHEREAS the members of the Predecessor Association have in general meeting agreed to become members of the Corporation;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation assume all the liabilities, debts, duties and other obligations of the Predecessor Association of whatsoever kind and howsoever incurred, from and after the date hereof;
2. the Corporation fully indemnify and hold harmless the members of the Predecessor Association and its officers and agents from and against all claims, actions, causes of action, debts, demands, liabilities and obligations that may be made against them or incurred by them by reason of their membership in the Predecessor Association or tenure of office therein;
3. the Corporation carry on the affairs of the Predecessor Association from and after the date hereof; and
4. all persons who are now Regular Members of the Predecessor Association be and they are hereby admitted as Regular Members of the Corporation;
5. each person who is now a member of the Corporation in a class other than Regular Members be and he or she is hereby admitted as a member of the Corporation in the class comparable to that of such member in the Predecessor Association;
6. the form of Assignment, Assumption and Indemnity Agreement attached hereto as Schedule "A" be and the same is hereby approved as the means whereby effect shall be given to this resolution; and the President and the Vice-President of the Corporation be and they are hereby authorized and directed to execute and deliver such agreement under the seal of the Corporation with such changes as they may approve, such execution to be conclusive evidence of such approval and that the agreement so executed is that authorized by this resolution, and to execute all such other instruments and documents, and to do all such other things, as may be necessary or desirable to give effect to this resolution.

Each of the foregoing resolutions is hereby consented to by all the directors of the Corporation pursuant to section 298 of the Corporations Act this 28th day of May, 1991.


Terence Joseph Tall


Peter James Radley


Joseph Robert Claude Dewhurst

ASSIGNMENT, ASSUMPTION AND INDEMNITY AGREEMENT

THIS AGREEMENT made the 28th day of May, 1991

B E T W E E N:

**THE FRONTENAC LAW
ASSOCIATION**, an unincorporated
association of barristers and solicitors
in the County of Frontenac, Province
of Ontario

(the "Association")

-and-

**FRONTENAC LAW
ASSOCIATION**, a non-share capital
corporation incorporated under the
Corporations Act of Ontario (the
"Corporation")

WHEREAS the Corporation was incorporated in order to assume all the rights and obligations of the Association;

AND WHEREAS the Association has agreed to assign and transfer all its property and assets of whatever kind and wherever situate to the Corporation in consideration of the assumption by the Corporation of all the Association's obligations of whatever kind;

AND WHEREAS the members of the Association have in general meeting agreed to become members of the Corporation;

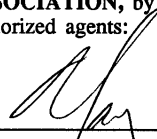
NOW THEREFORE THIS AGREEMENT WITNESSES that for good and valuable consideration, the receipt and sufficiency whereof are hereby acknowledged, the parties hereto have agreed as follows:

1. The Corporation hereby assumes all the past and present liabilities, debts, duties and other obligations of the Association of whatsoever kind and howsoever incurred with effect from and after the date hereof, in consideration of the assignment provided for in paragraph 2 hereof.
2. The Association hereby assigns, transfers, grants, sells and sets over, absolutely and forever, all of its right, title and interest in and to any property and assets of whatever kind, real or personal, tangible or intangible, of which it now stands possessed, to the Corporation, in consideration of the assumption of liabilities provided for in paragraph 1 hereof.
3. The Corporation shall fully indemnify and hold harmless the members, officers and agents of the Association from and against all claims, actions, causes of action, debts, demands, liabilities and obligations that may be made against them or incurred by them by reason of their membership in the Association or tenure of office therein.

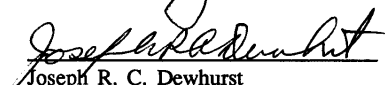
4. From and after the date hereof, the parties agree that the Corporation may and shall carry on all the business, operations and affairs now carried on by the Association and may and shall hold itself out as the successor to the Association for all purposes.
5. All persons who are now Regular Members of the Association shall be admitted as Regular Members of the Corporation.
6. Each person who is now a member of the Association in a class other than Regular Members shall be admitted as a member of the Corporation in the class comparable to that of such member in the Association.
7. The Association agrees that it shall dissolve effective upon the assumption and assignment hereinbefore provided.
8. Each party shall at all times hereafter promptly execute and deliver, and cause to be executed and delivered, such documents and take, and cause to be taken, such action, as may be necessary or appropriate to give effect to the provisions of this Agreement.
9. This Agreement shall enure to the benefit of and be binding upon the parties and their respective heirs, administrators, executors, legal representatives, successors and permitted assigns.

IN WITNESS WHEREOF the parties have duly executed this Agreement as of the date first above written.

**THE FRONTENAC LAW
ASSOCIATION**, by its duly
authorized agents:

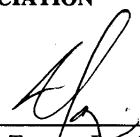


Terence Joseph Tait
President

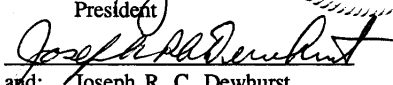


Joseph R. C. Dewhurst
Vice-President

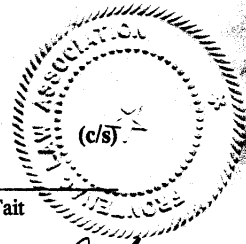
**FRONTENAC LAW
ASSOCIATION**



per: Terence Joseph Tait
President



and: Joseph R. C. Dewhurst
Vice-President



Motion to Amend By-Law 20

20. Executive Officers

- (a) There shall be a President, a Past-President, a Vice-President, a Secretary and a Treasurer elected by the Regular Members at the annual meeting of the Corporation in accordance with sections 27 to 32.
- (b) This section 20 shall be in effect until the end of the 2012 Annual General Meeting at which time this section 20 shall revert to its wording as of April 26, 2010.

Moved Henny Harmsen; seconded Stephen Zap

CARRIED.

Dated: April 27, 2010

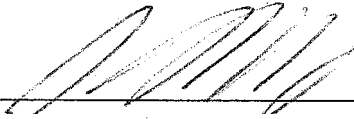
RESOLUTION OF THE DIRECTORS
OF
THE FRONTENAC LAW ASSOCIATION

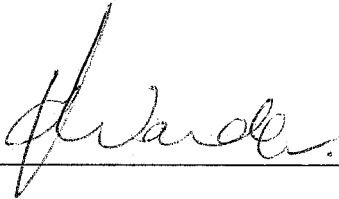
BE IT RESOLVED THAT:

Section 28 of By-Law Number 1 is repealed and the following section substituted in its place:

28. Re-Election: An Executive Officer, if otherwise qualified, is eligible for election for ten (10) consecutive one-year terms, and thereafter is not eligible for re-election until a period of eleven (11) months has elapsed from the date of his retirement..

The foregoing resolution is hereby consented to by the Directors of the Corporation pursuant to the *Corporations Act (Ontario)* this 2nd day of June, 2009.





Chris Edwards (by telephone)

Wendy Griesdorf (telephone)

The foregoing resolution is hereby confirmed by the members of the Corporation at the Annual General Meeting pursuant to the *Corporations Act (Ontario)* this 18th day of June, 2009.