

**Tab 1**

**THE LAW SOCIETY OF UPPER CANADA**

MOTION TO BE MOVED AT THE MEETING OF CONVOCATION ON NOVEMBER 2, 2017

MOVED BY:

SECONDED BY:

THAT Convocation approve the consent agenda set out at Tab 1 of the Convocation Materials.

DRAFT

MINUTES OF CONVOCATION

Thursday, 28<sup>th</sup> September, 2017  
8:30 a.m.

PRESENT:

The Treasurer (Paul B. Schabas), Anand, Armstrong, Banack, Beach (by telephone), Bickford, Braithwaite, Bredt, Burd, Callaghan (by telephone), Clément (by telephone), Cooper, Copeland (by telephone), Corbiere (by telephone), Corsetti, Criger, Donnelly, Earnshaw, Epstein, Evans, Falconer, Ferrier, Furlong, Galati, Go (by telephone), Goldblatt, Gottlieb, Groia, Haigh, Hartman, Horvat, Howell, Krishna, Leiper, Lem (by telephone), Lerner, Lippa, Manes (by telephone), McDowell, McGrath, Merali, Mercer, Murchie, Nishikawa, Papageorgiou, Pawlitzka, Porter, Potter (by telephone), Richardson, Richer, Rosenthal, Ross, Sharda, Sheff (by telephone), Sikand, Spurgeon, C. Strosberg, H. Strosberg, Swaye, Troister, Udell, Vespry, Walker (by telephone), Wardle and Wright.

.....

Secretary: James Varro

The Reporter was sworn.

.....

IN PUBLIC

.....

TREASURER'S REMARKS

The Treasurer welcomed everyone joining Convocation by webcast.

The Treasurer recognized that Convocation is meeting in Toronto, which is a Mohawk word that means "where there are trees standing in the water". The Treasurer also acknowledged that Convocation is meeting on the traditional territory of the Mississaugas of New Credit First Nation. He also acknowledged the Haudenosaunee and recognized the long history of all First Nations in Ontario and the Métis and Inuit peoples. He thanked the First Nations people who lived and live in these lands for sharing them with us in peace.

The Treasurer welcomed guests to the Lamont Learning Centre.

INDIGENOUS CEREMONY

The Treasurer welcomed Chief Myeengun Henry and Senator Constance Simmonds attending for the ceremony.

Chief Henry performed a smudging ceremony, and Senator Simmonds provided a teaching on the sacred bundle and presented a buffalo skull to the Law Society on behalf of the Métis Nation of Ontario. Chief Henry performed the ceremony to polish the eagle feathers and performed a pipe ceremony.

The Treasurer expressed his gratitude for the ceremony and for the participation of Chief Henry and Senator Simmonds. The Treasurer also thanked the Indigenous Advisory Group for their guidance.

### TREASURER'S REMARKS

The Treasurer advised on the protocol for Convocation in the Lamont Learning Centre.

The Treasurer welcomed Kathleen Waters and Duncan Gosnell of LAWPRO to Convocation.

The Treasurer reported on his attendance at the Opening of the Courts on September 12, 2017.

The Treasurer congratulated Justice Harry S. LaForme on receiving an honorary Doctor of Laws degree at the call to the bar ceremony on September 27, 2017.

The Treasurer reported on the Law Society's Canada 150 Event on September 27, 2017. The Treasurer thanked bencher emeritus Constance Backhouse, Professor Jim Phillips and Professor Philip Girard who assisted with the development of the program, and Mary Shena for organizing the event.

The Treasurer advised that the Law Society's Review Panel on Indigenous Issues held a meeting in Sioux Lookout and noted its importance to the work of the Panel. The Treasurer thanked Chief Clifford Bull of the Lac Seul First Nation, Ogichidaa Francis Kavanaugh, Grand Chief Council Treaty#3, Derek Fox, Deputy Grand Chief, Nishnawbe Aski Nation and other participants for a meaningful and valuable meeting.

The Treasurer noted the first steps in implementing the recommendations of the report Working Together for Change: Strategies to Address Issues of Systemic Racism in the Legal Profession and the positive feedback received from the professions.

The Treasurer expressed condolences to the family of former bencher Justice Allen M. Linden, Q.C., who passed away on August 23, 2017.

The Treasurer congratulated Minh Luu on her 30 years of service at the Law Society.

The Treasurer noted upcoming events, including Access to Justice Week from October 23 to 27, 2017. The Treasurer advised that on October 24, 2017 a special event will mark the completion of the McMurtry Gardens of Justice. The Treasurer thanked appointed bencher Seymour Epstein and his wife Justice Gloria J. Epstein for their efforts in spearheading this project.

The Treasurer announced the Remembrance Day ceremony on November 8, 2017 which will include an honorary call to the bar of students who died in World War II.

The Treasurer announced the resignation of Robert Lapper, Chief Executive Officer, effective October 31, 2017, and thanked him for his commitment and service to the Law Society. The Treasurer welcomed Diana Miles as Acting Chief Executive Officer.

The Treasurer noted the motion on today's agenda to change the name of the Law Society of Upper Canada and the larger communications strategy, the first step of which is today's motion with its focus on the public interest.

MOTION – CONSENT AGENDA – Tab 1

It was moved by Mr. Burd, seconded by Ms. Horvat, that Convocation approve the consent agenda set out at Tab 1 of the Convocation Materials.

Carried

Tab 1.1 – DRAFT MINUTES OF CONVOCATION

The draft minutes of Convocation of June 29 and August 15, 2017 were confirmed.

Tab 1.2 – MOTIONS

THAT Raj Anand be reappointed to the Law Commission of Ontario Board of Governors for a term of three years effective October 15, 2017.

THAT Jack Braithwaite be reappointed as the Law Society's representative on the Canadian National Exhibition Association for a term of one year commencing October 26, 2017.

Carried

Tab 1.3 – EXECUTIVE DIRECTOR'S REPORT ON ADMINISTRATIVE CALLS TO THE BAR

THAT the Report of the Executive Director of Professional Development and Competence listing the names of the call to the bar candidates be adopted.

Carried

AUDIT & FINANCE COMMITTEE REPORT

Mr. Bredt presented the Report.

Re: Changes to Law Society Administrative Fees

It was moved by Mr. Bredt, seconded by Ms. Donnelly, that Convocation approve increases to the Reinstatement Fee, the Late Payment Fee, the Late Filing Fees for the Lawyer Annual Report/Paralegal Annual Report and Continuing Professional Development (CPD) and the service fee for returned cheques with effect from January 1, 2018.

Carried

Re: Law Society of Upper Canada Financial Statements for the Six Months ended June 30, 2017

Mr. Bredt presented the report for information.

LAWPRO REPORT

Ms. McGrath presented the Report.

Re: 2018 Insurance Program

It was moved by Ms. McGrath, seconded by Ms. Murchie, that Convocation approve the program of insurance offered by LAWPRO for 2018 as set out in the report at Tab 3 of the Convocation Materials.

Carried

*For Information:*

- LAWPRO Financial Statements for the Six Months ended June 30, 2017
- Law Society of Upper Canada Financial Statements for the Six Months ended June 30, 2017
- LibraryCo Inc. Financial Statements for the Six Months ended June 30, 2017
- Investment Compliance Reporting
- Other Committee Work

STRATEGIC COMMUNICATIONS STEERING GROUP REPORT

Mr. Falconer presented the Report.

Re: Renaming the Law Society of Upper Canada

It was moved by Mr. Falconer, seconded by Mr. Sikand, that Convocation approve that the Law Society of Upper Canada / Barreau du Haut-Canada change its name to the Law Society of Ontario / Barreau de l'Ontario effective January 1, 2018, and request that the Government of Ontario make the required amendments to the *Law Society Act*.

It was moved by Mr. McDowell, seconded by Mr. Anand, and accepted by the mover and seconder of the main motion that the motion be amended to read as follows:

That the words "Upper Canada" be discarded from the name Law Society of Upper Canada/Barreau du Haut-Canada, and that Convocation vote to adopt a new name which does not include "Upper Canada" at the next sitting of Convocation.

Carried

ROLL-CALL VOTE

Anand	For	Leiper	For
Armstrong	Against	Lem	Against
Beach	Against	Lerner	Against
Bickford	For	Lippa	For
Braithwaite	For	McDowell	For
Burd	For	McGrath	For
Clément	For	Merali	For
Cooper	For	Mercer	For
Corbiere	For	Murchie	For
Corsetti	For	Nishikawa	For
Criger	For	Papageorgiou	For
Donnelly	For	Richardson	For
Earnshaw	For	Richer	Against
Epstein	Against	Rosenthal	For
Evans	Against	Sharda	For
Falconer	For	Sheff	For
Ferrier	For	Sikand	For
Galati	Against	Spurgeon	Against
Goldblatt	For	C. Strosberg	For
Groia	For	H. Strosberg	For
Haigh	For	Troister	For
Hartman	For	Vespry	Against
Horvat	For	Walker	For
Howell	For	Wardle	For
Krishna	Against		

Vote: 38 For; 11 Against

PROFESSIONAL REGULATION COMMITTEE REPORT

Mr. McDowell presented the Report.

Re: Proposed Amendments to the Rules of Professional Conduct Regarding Competence and the Provision of Legal Opinions

It was moved by Mr. McDowell, seconded by Mr. Lerner, that Convocation approve the amendments to paragraphs [8] and [9] of the Commentary to Rule of Professional Conduct 3.1-2 (Competence) as set out at Tab 5.1.1 (English) and French (Tab 5.1.2).

Carried

Re: Proposed Amendments to the Rules of Professional Conduct Arising from the Model Code of the Federation of Law Societies of Canada – Dishonesty, Fraud by Client or Other

It was moved by Mr. McDowell, seconded by Mr. Lerner, that Convocation approve amendments to Rule 3.2-7 (Dishonesty, Fraud etc. by Client or Others) as set out at Tab 5.2.1 (English) and Tab 5.2.2 (French).

Carried

Re: Report of the Alternative Business Structures Working Group

Mr. Mercer presented the Report.

It was moved by Mr. Mercer, seconded by Mr. McDowell, that Convocation approve that licensees may deliver legal services through civil society organizations, such as charities and not for profit organizations, to clients of such organizations in order to facilitate access to justice, provided that:

- a. civil society organizations that are funded by Legal Aid Ontario, including clinics as defined under the *Legal Aid Services Act*, 1998, are to be expressly excluded from Law Society regulation of the legal services described in paragraph 18;
- b. existing permitted provision of legal services, legal information and support services are not to be affected by Law Society regulation of the legal services described in paragraph 18;
- c. legal services as described in paragraph 18 are to be provided at no cost to the client by way of fee for service, membership fee or otherwise; and
- d. civil society organizations that are subject to Law Society regulation of the legal services described in paragraph 18 may not refer clients to lawyers or paralegals in exchange for donations, payments or other consideration; and

That Convocation approve the development of specific regulation of legal services through civil society organizations as described above for Convocation's consideration and approval.

Carried

Re: Sixth Report of the Advertising and Fee Arrangements Issues Working Group

It was moved by Mr. Mercer, seconded by Mr. Troister, that Convocation approve amendments to the Rules of Professional Conduct regarding price advertising for legal services with respect to residential real estate transactions as set out at Tabs 5.4.1 and 5.4.2 (English and French).

Carried

Mr. Udell abstained.

*For Information:*

- 2017 Lawyer Annual Report

PARALEGAL STANDING COMMITTEE REPORT

Ms. Haigh presented the Report.

Re: Proposed Amendments to the Paralegal Rules of Conduct – Dishonesty, Fraud by Client or Others

It was moved by Ms. Haigh, seconded by Ms. Criger, that Convocation approve the amendments to Rule 3.02(4) of the Paralegal Rules of Conduct set out at Tab 6.1.1 (English) and Tab 6.1.2 (French).

Carried

Re: Proposed Amendments to the Paralegal Rules of Conduct – Language Rights

It was moved by Ms. Haigh, seconded by Ms. Criger, that Convocation approve the amendments to Rule 3.02 of the Paralegal Rules of Conduct set out at Tab 6.2.1 (English) and Tab 6.2.2 (French).

Carried

*For Information:*

- Amendments to the Paralegal Guidelines
- 2017 Paralegal Annual Report

*REPORTS FOR INFORMATION ONLY*

TRIBUNAL COMMITTEE REPORT

- Tribunal 2017 First and Second Quarter Statistics

REPORT FROM THE ACTION GROUP ON ACCESS TO JUSTICE (TAG)

CONVOCATION ROSE AT 1:20 P.M.





**Tab 1.2.1**

**THE LAW SOCIETY OF UPPER CANADA**

MOTION TO BE MOVED AT THE MEETING OF CONVOCATION ON NOVEMBER 2, 2017

THAT Gina Papageorgiou be removed as a member of the Hearing Division of the Law Society Tribunal at her own request.

THAT Sophie Martel be removed as a member of the Hearing Division of the Law Society Tribunal at her own request.

**Tab 1.2.2**

**THE LAW SOCIETY OF UPPER CANADA**

MOTION TO BE MOVED AT THE MEETING OF CONVOCATION ON NOVEMBER 2, 2017

MOVED BY:

SECONDED BY:

THAT Convocation approve Lawyers' Professional indemnity Company By-Law No. 22 set out at Tab 1.2.2.1 of the Convocation Materials.

**EXPLANATORY NOTE**

Lawyers' Professional Indemnity Company ("LawPRO") By-Law No. 22 is presented for approval by the Law Society, as LawPRO's sole shareholder, through Convocation, and for the signature by the Treasurer on behalf of the Law Society.

The first replacement of By-law No. 1 since it was adopted in 1990, By-Law 22 relates generally to the transaction of the business and affairs of LawPRO. The By-Law repeals LawPRO By-Laws No. 1, 4, 10, 15, 16 and 21, consolidating the subject matter of these by-laws (transaction of business, setting the number of directors and quorum and related regulatory requirements for directors) in one by-law with up-to-date terminology, including references to the types of committees consistent with insurance industry practice. The amendments were prepared with the assistance of counsel with expertise in insurance company by-laws.

**BY-LAW NO. 22**

a by-law relating generally to  
the transaction of the business and  
affairs of

**LAWYERS' PROFESSIONAL INDEMNITY COMPANY**  
(the "Company")

By-Laws No. 1, 4, 10, 15, 16 and 21 of the Company are hereby repealed in their entirety and replaced with the following:

**HEAD OFFICE**

1. The head office of the Company shall be at such location in the City of Toronto in the Province of Ontario as the board of directors ("**board**") may from time to time determine.

**DIRECTORS**

2. Number and quorum. Until changed by special resolution, the number of directors of the Company (the "**Number**") shall be 15, of which up to four may be employees of the Company. Not more than two-thirds of the directors shall be affiliated with the Company within the meaning of Part II.2 of the *Insurance Act* (Ontario) ("**Affiliated**"). A majority of the Number of directors must be present in order to constitute a quorum for the transaction of business at any meeting of the board, provided however that a quorum must include at least one director who is not Affiliated with the Company. Directors are considered to be present and may participate in any meeting of the board by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear or otherwise communicate with each other. Notwithstanding vacancies, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office.

3. Powers. The board shall have full power and authority to manage and control the affairs and business of the Company.

4. Qualification. Each director shall be at least 18 years of age.

5. Election and term of office. Unless otherwise provided by the Letters Patent of the Company as amended from time to time (the "**articles**"), the directors shall be elected yearly at the annual meeting of the shareholders and shall hold office until the following year's annual meeting. The entire board shall be elected at each annual meeting and all the directors then in office shall retire, but, if qualified, shall be eligible for re-election. The election may be by a show

of hands or by resolution of the shareholders unless a ballot is demanded by any shareholder. If an election of directors is not held at the proper time, the directors then in office shall continue in office until their successors are elected.

6. Vacancies. So long as there is a quorum of directors in office, any vacancy occurring in the board may be filled for the remainder of the term by the directors then in office.

7. Vacation of office. A director ceases to hold office when the director dies; is removed from office by the shareholders; ceases to be qualified for election as a director; becomes bankrupt or makes an authorized assignment or is declared insolvent; is found to be incapable by a court in Canada or elsewhere; or the director's written resignation is sent or delivered to the Company, or if a time is specified in such resignation, at the time specified, whichever is later.

8. Removal of directors. The shareholders may remove any director before the expiration of the director's term of office, by resolution passed by at least two-thirds of the votes cast at a general meeting of shareholders of which notice specifying the intention to pass such resolution has been given. The shareholders may also elect any person to serve as director for the remainder of the removed director's term by a majority of the votes cast at that meeting.

9. Meetings of directors.

- (a) Meetings of the board may be held at the head office of the Company or at any other place inside or outside of Ontario.
- (b) Such meetings may be held at any time without formal notice being given if all the directors are present, or if a quorum is present and those directors who are absent have signified their consent in writing, or by any form of electronic communication, to the holding of the meeting in their absence. Any resolution passed, or proceeding had, or action taken at such meeting shall be as valid and effectual as in the case of a duly called and constituted meeting. Any minutes of any such meeting signed by all the directors shall be as valid as if such meeting had been duly called and held.
- (c) Meetings of the board shall be held from time to time and at such place as the board, the Chairperson, the Vice-Chairperson, the President, the Executive Vice-President, the Secretary, or any two directors may determine. Notice of such meeting shall be delivered or mailed or sent by any form of electronic communication to each director not less than forty-eight (48) hours before the meeting.
- (d) Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director.
- (e) Provided a quorum of directors is present, each newly elected board may hold its first meeting immediately following the meeting of shareholders at which such board is elected, without notice of such meeting, and, in the case of a director appointed to fill a vacancy in the board, no notice of the meeting at which the appointment is made is required to such director.

- (f) The board may appoint a day or days in any month or months for regular meetings of the board and designate the place and time at which such meetings are to be held. Notice of the place and time of regular meetings as fixed by the board shall be sent to each director after being passed, and no other notice shall be required for any such regular meeting.

10. Voting at meetings. Questions arising at any meeting of directors shall be decided by a majority of votes. In the case of a tie, the chairperson of the meeting, in addition to the chairperson's original vote, shall have a second or casting vote.

11. Remuneration. The directors shall be paid such remuneration for their services as directors and/or as officers, as the board may from time to time determine by by-law. The directors shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof and meetings of the shareholders. Nothing herein contained shall preclude any director from serving the Company in any other capacity and receiving remuneration in that capacity, subject to complying with the other provisions of this by-law and any policy or policies relating to conflict of interest as may be adopted by the board from time to time.

12. Interest of directors in contracts.

- (a) Every director of the Company who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare such interest to the extent, in the manner and at the time required by the applicable provisions of the *Corporations Act* (Ontario) (the "Act") or the *Insurance Act* (Ontario) or the regulations thereunder and shall refrain from voting in respect of the contract or arrangement or proposed contract or arrangement if and when prohibited by the Act or the *Insurance Act* (Ontario) or the regulations thereunder.
- (b) Subject to compliance with the foregoing, any other applicable provisions of the Act or the *Insurance Act* (Ontario) and the regulations thereunder, and any policy or policies relating to conflict of interest as may be adopted by the board from time to time, no director shall be disqualified by their office from contracting with the Company nor shall any contract or arrangement entered into by or on behalf of the Company with any director or in which any director is in any way interested be avoided, nor shall any director be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such director holding the office of director or of the director's fiduciary relationship with the Company.

13. Indemnity of directors and officers. The Company shall indemnify every director or officer of the Company and their heirs, executors and administrators, respectively, from and against all costs, charges and expenses which such director or officer may reasonably incur in or about any action, suit or proceeding which is brought against the director or officer, including an amount paid to settle an action or satisfy a judgment, for or in respect of any matter, made, done or permitted by such person, by reason of being or having been a director or officer of the Company, provided that;

- 4 -

- (a) such director or officer acted honestly and in good faith with a view to the best interests of the Company; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that such conduct was lawful.

14. Protection of directors and officers.

- (a) No director or officer of the Company 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 other act for conformity, or for any loss, damage or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any moneys, securities or effects of the Company shall be deposited, or for any loss occasioned by any error of judgment or oversight on the director's or officer's part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's position or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default.
- (b) The directors may rely upon the accuracy of any statement or report prepared by the Company's auditors and shall not be responsible or held liable for any loss or damage resulting from the payment of any dividends or otherwise acting upon such statement or report.
- (c) The directors of the Company are hereby authorized from time to time to cause the Company to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Company. Any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the shareholders.
- (d) Nothing in this Section 14 shall operate to relieve a director of the Company from liability pursuant to section 437.22(5) of the *Insurance Act* (Ontario) or section 52 of the Act, unless such director complies with the relieving provisions contained in such sections.

### COMMITTEES

15. Executive Committee. The board shall appoint an Executive Committee from among its members. The quorum for meetings of such committee shall include one member who is not Affiliated with the Company.

16. Audit Committee. The board shall appoint an Audit Committee from among its members, which shall consist of at least three members, a majority of whom are not Affiliated with the Company, and none of whom are officers or employees of the Company.

- 5 -

17. Conduct Review Committee. The board shall appoint a Conduct Review Committee from among its members, which shall consist of at least three members, a majority of whom are not Affiliated with the Company, and none of whom are officers or employees of the Company.

18. Additional Committees. Until changed by resolution, the board may from time to time establish such other committees as it may deem advisable, and may delegate to such committees any powers of the board, subject to the restrictions, if any, imposed from time to time by the board.

19. Procedure. Unless otherwise provided in this by-law or determined by the board, each committee shall have the power to fix its quorum at not less than a majority of its members, inclusive of *ex officio* members, and to regulate its procedure. The default quorum for each committee shall be a majority of its members, inclusive of *ex officio* members. The board shall appoint the chair of each committee. Each committee shall hold its meetings at any place in Canada, unless otherwise indicated by the board. The Chairperson of the Board and the Vice-Chairperson shall be *ex officio* members of all committees.

## OFFICERS

20. General. The board shall appoint a Chairperson of the Board, a Vice-Chairperson and a President, from among its members, and a Secretary; and may from time to time appoint an Executive Vice-President, one or more Vice-Presidents, a General Counsel and Chief Privacy Officer, a Chief Financial Officer, a Chief Information Officer and such other officers as the board may from time to time by resolution determine, including one or more assistants to any of the officers so appointed. The officers so appointed may but need not be members of the board except for the Chairperson of the Board, Vice-Chairperson and President. One person may hold more than one office.

21. Chairperson, Vice-Chairperson and President. The board at its first meeting after its election shall appoint a Chairperson of the Board, a Vice-Chairperson and a President, from among its members. In default of such appointment the then incumbent, if a member of the board, shall hold office until a successor is appointed. A vacancy occurring from time to time in the office of Chairperson of the Board, the Vice-Chairperson or the President may be filled by the board from among its members.

22. Terms of employment and remuneration. The terms of employment and the remuneration of the President shall be settled by the board from time to time. The terms of employment and the remuneration of all other officers shall be settled by the President from time to time.

23. Removal and delegation. All officers, in the absence of any written agreement to the contrary, shall be subject to removal by resolution of the board at any time with or without cause. In the case of the absence or inability to act of the Chairperson of the Board, the Vice-Chairperson, the President or of any other officer of the Company or for any reason that the board may deem sufficient, the board may delegate all or any of the powers of such officer to any other officer.



24. The Chairperson of the Board. The Chairperson of the Board shall preside at any or all meetings of the board and shareholders of the Company and shall exercise general supervision over the financial affairs of the Company.

25. Vice-Chairperson. The Vice-Chairperson shall, in the absence of the Chairperson of the Board, preside at all meetings of the directors and shareholders of the Company and shall have such other powers and duties as may from time to time be assigned to the Vice-Chairperson by the board or Chairperson of the Board. If the Chairperson of the Board is Affiliated with the Company or is a shareholder or an officer, director or employee of any shareholder, the Vice-Chairperson shall neither be Affiliated with the Company, nor be a shareholder or an officer, director or employee of any shareholder.

26. The President. The President shall be the chief executive officer of the Company and shall be charged with the general supervision of the business of the Company. The President shall sign all instruments which require the President's signature and shall perform all duties incident to the President's office and shall have such other powers and duties as may from time to time be assigned to the President by the board.

27. Executive Vice-President. During the absence or disability of the President, the President's duties may be performed and the President's powers may be exercised by the Executive Vice-President. If the Executive Vice-President exercises any such duty or power, the absence or disability of the President shall be presumed with reference thereto. The Executive Vice-President shall also perform such duties and exercise such other powers and duties as the board or the President may from time to time delegate to the Executive Vice-President or the board may prescribe.

28. Vice-President. A Vice-President shall have such powers and duties as the board or the President may from time to time delegate to the Vice-President or the board may prescribe.

29. Secretary. The Secretary shall give, or cause to be given, all notices required to be given to shareholders, directors, auditors and members of committees; shall attend all meetings of the directors and of the shareholders and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; and shall perform such other powers and duties as the board or the President may from time to time delegate to the Secretary or the board may prescribe.

30. General Counsel and Chief Privacy Officer. The General Counsel and Chief Privacy Officer (the "**General Counsel**") shall be responsible for the Company's corporate legal affairs and non-financial compliance programs. The General Counsel acts as the legal advisor to the company, by providing advice to and acting for the board and management. The General Counsel shall also perform such other powers and duties as the board or the President may from time to time delegate to the General Counsel or the board may prescribe.

31. Chief Financial Officer. The Chief Financial Officer shall keep proper accounting records in compliance with the *Insurance Act* (Ontario) and the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Company; the Chief Financial Officer shall render to the board whenever required an account of

all transactions as Chief Financial Officer and of the financial position of the Company; and shall have such other powers and duties as the board or the President may from time to time delegate to the Chief Financial Officer or the board may prescribe.

32. Chief Information Officer. The Chief Information Officer shall be responsible for the efficient installation, operation and maintenance of the Company's various knowledge, computing and telecommunications systems and shall safeguard the integrity and security of such systems; and shall have such other powers and duties as the board or the President may from time to time delegate to the Chief Information Officer or the board may prescribe.

33. Other officers. The duties of all other officers of the Company shall be such as the terms of their engagement call for or the board or President requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

34. Variation of duties. The board may, from time to time, vary, add to or limit the powers and duties of any officer or officers.

35. Agents and counsel. The board shall have power from time to time to appoint agents or counsel for the Company in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

36. Fidelity bond. In order to fulfill the requirements of section 174 of the Act, the Company shall arrange for one or more fidelity bonds of a licensed insurance or surety company totaling an amount of not less than the minimum amount required by the Act, guaranteeing the faithful discharge of those of its officers and directors as the board may from time to time determine, including those whose duties concern the receipt or proper application of money. No director shall be liable for the insufficiency of any bond or for any loss by reason of the failure of the Company to receive any indemnity thereby provided.

### **MEETING OF SHAREHOLDERS**

37. Annual meeting. The annual meeting of the shareholders shall be held at such place within Ontario or at such other place (if any) as may be designated by the articles on such day in each year and at such time as the board, or the Chairperson of the Board, or the Vice-Chairperson or the President, may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be read at and laid before the Company at an annual meeting, electing directors, appointing the auditor and fixing or authorizing the board to fix the auditor's remuneration, and for the transaction of such other business as may properly be brought before the meeting.

38. General meeting. The board, the Chairperson of the Board, the Vice-Chairperson or the President shall have power at any time to call a general meeting of the shareholders of the Company to be held at such time and at such place within Ontario or at such other place (if any) as may be designated in the articles or as determined by the board or the person calling the meeting. The phrase, "**general meeting of the shareholders**" wherever it occurs in this by-law shall include a meeting of any class or classes of shareholders as well as a general meeting of shareholders; and

the phrase, “**meeting of shareholders**” wherever it occurs in this by-law shall mean and include an annual meeting of shareholders and a general meeting of shareholders.

39. Notices. Notice of the time and place of each meeting of shareholders shall be given not less than ten days before the day on which the meeting is to be held, to the auditor of the Company, to each director and to each shareholder of record at the close of business on the day on which the notice is given who is entered on the books of the Company as the holder of one or more shares carrying the right to vote at the meeting. Notice of a general meeting of shareholders shall state the general nature of the business which is to be transacted at such meeting. A meeting of shareholders may be held at any time without notice if all the shareholders entitled to vote are present in person or represented by proxy or those not so present or represented by proxy have waived notice and if the auditor is present or has waived such notice. Any business transacted by the Company at an annual or general meeting of the shareholders may be transacted at such meeting.

40. Persons entitled to be present. The only persons entitled to attend a meeting of shareholders shall be those entitled to vote at such meeting, the directors, the auditor of the Company and others who although not entitled to vote are entitled or required under any provision of the Act or the articles or by-laws of the Company to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

41. Quorum. One person present in person and entitled to vote at the meeting shall constitute a quorum for the transaction of business at any meeting of shareholders.

42. Right to vote. At each meeting of shareholders every shareholder shall be entitled to vote who is at the proper time entered in the books of the Company as the holder of one or more shares carrying the right to vote at such meeting. If the share or shares in question have been mortgaged, the person who mortgaged such share or shares may nevertheless represent and vote in respect of the shares at meetings unless in the instrument creating the mortgage such person has expressly empowered the holder of such mortgage to vote such shares, in which case the holder of such mortgage (or their proxy) may attend meetings and vote in respect of such shares upon filling sufficient proof of the terms of such mortgage with the secretary of the meeting.

43. Proxies. Every shareholder, including a corporate shareholder, entitled to vote at meetings of shareholders may appoint a proxy by instrument in writing, who need not be a shareholder, to attend and act at the meeting in the same manner, to the same extent and with the same power as if the shareholder were present at the meeting. A proxy shall be in writing executed by the shareholder and shall conform with the requirements of the Act. Instruments appointing a proxy shall be deposited with the secretary of the meeting before any vote is cast under the authority of the proxy or at such earlier time as the board may prescribe in accordance with the Act.

44. Joint shareholders. If shares are held jointly by two or more persons, any one of them present or represented by proxy at a meeting of the shareholders of the Company may, in the absence of the other or others vote thereon, but if more than one of them are present or represented by proxy they shall vote together on the shares jointly held.

45. Scrutineer. At each meeting of shareholders one or more scrutineers may be appointed by a resolution of the meeting or by the chairperson with the consent of the meeting to serve at the meeting. Such scrutineers need not be shareholders of the Company.

46. Votes to govern. At all meetings of shareholders every question shall, unless otherwise required by the Act, the articles or the by-laws of the Company be decided by the majority of the votes duly cast on the question.

47. Show of hands. At all meetings of shareholders every question shall be decided by a show of hands unless a ballot is required by the chairperson or is demanded by any shareholder present in person or represented by proxy and entitled to vote. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Company in the annual or general meeting, as the case may be, upon the question.

48. Ballot. If a ballot is required by the chairperson of the meeting or is demanded by any shareholder present in person or represented by proxy and entitled to vote and the demand is not withdrawn, a ballot upon the question shall be taken in such manner as determined by the chairperson of the meeting. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled, in respect of the shares which such person is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or any shareholder agreement, and the result of the ballot so taken shall be the decision of the shareholders upon the said question.

49. Casting vote. In case of an equality of votes at any meeting of shareholders, the chairperson of the meeting shall be entitled to a second or casting vote.

50. Chairperson. In the absence of the Chairperson of the Board, the Vice-Chairperson shall be the chairperson of the meeting.

51. Only One Shareholder. Where the Company has only one shareholder or only one holder of any class or series of shares, the shareholder present in person or by proxy constitutes a meeting.

52. Meetings by Electronic Means. Subject to any limitations or requirements set out in the Act or the regulations to the Act, if any, a shareholder or any other person entitled to attend a meeting of shareholders may participate in the meeting by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear or otherwise communicate with each other.

53. Adjournment of meetings.
- (a) The chairperson of any meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time. No notice of such adjournment needs to be given to the shareholders except that when a meeting is adjourned for thirty days or more, notice of the reconvening of the adjourned meeting shall be given as in the case of an ordinary meeting.
  - (b) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

### SHARES

54. Allotment. Subject to the Act and to the provisions, if any, of the articles, the board may from time to time allot or grant options to purchase the whole or any part of the authorized and unissued shares in the capital stock of the Company to such person or persons or class of persons as the board shall determine by resolution.

55. Share certificates. Every shareholder shall be entitled to a share certificate stating the number and class of shares held by such shareholder and the amount paid up thereon as shown by the books of the Company. Subject to the provisions of the Act, share certificates shall be in such form or forms as the board shall from time to time approve. Unless otherwise ordered by the board, they shall be signed by the President, Executive Vice-President or a Vice-President and by the Secretary. The signatures of both signing officers may be printed or otherwise mechanically reproduced in facsimile upon share certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding upon the Company. Share certificates executed in this manner shall be valid notwithstanding that one or both of the officers whose signature (whether manual or facsimile) appears thereon no longer holds office at the date of issue or delivery of the certificate.

56. Replacement of share certificates. The board may by resolution prescribe, either generally or in a particular case, the conditions upon which a new share certificate may be issued in lieu of and upon cancellation of any share certificate which has become mutilated or in substitution for any certificate which has been lost, stolen or destroyed.

57. Transfer of shares. Subject to the provisions of the Act, no transfer of shares shall be registered in a securities register except upon presentation of the certificate representing such shares with a transfer endorsed thereon or delivered therewith duly executed by the registered holder or by its successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the board may from time to time prescribe, and upon payment of all applicable taxes and any fees prescribed by the board.

58. Refusal to register transfer. The board may refuse to permit the registration of a transfer of fully paid shares in the capital stock of the Company registered in the name of a shareholder who is indebted to the Company. No registration of a transfer of shares that are not

fully paid shall be made without the consent of the directors and of the transferee in accordance with the provisions of the Act.

59. Closing register. The board may by resolution close the register of transfers and the branch register or registers of transfers, if any, for a period of time not exceeding forty-eight hours, exclusive of Saturdays and holidays immediately preceding any meeting of shareholders, and notice of every such closing shall be given as required by the Act.

60. Record date. The board may fix in advance a date preceding by not more than two weeks the date for the payment of any dividend or the date for the issue of any warrant or other evidence of right to subscribe for shares in the capital stock or securities of the Company as a record date for the determination of the persons entitled to receive payment of such dividend or to exercise the right to subscribe for such shares or securities. Where no record date is fixed in advance, the record date for the determination of the persons entitled to receive payment of any dividend or to exercise the right to subscribe for securities of the Company shall be at the close of business on the day on which the resolution relating to such dividend or right to subscribe is passed by the board.

#### **DIVIDENDS**

61. Dividends. Subject to the provisions of the Act, the board may from time to time declare dividends payable to the shareholders according to their respective rights and interests in the Company. A dividend payable in cash shall be paid by cheque drawn on the Company's account to the order of each registered holder of shares of the class in respect of which it has been declared, and mailed by ordinary mail, postage prepaid, to such registered holder at his or her last address appearing on the books of the Company. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and if more than one address appears on the books of the Company in respect of such joint holding the cheque shall be mailed to the first address so appearing. The mailing of such cheque shall satisfy and discharge all liability for the dividend to the extent of the sum represented thereby, unless such cheque is not paid on presentation at any place where it is by its terms payable. In the event of non-receipt of any dividend cheque by the person to whom it is so sent, the Company on proof of such non-receipt and upon satisfactory indemnity being given to it, shall issue to such person a replacement cheque in the same amount.

62. Joint shareholders. If two or more persons are registered as joint holders of any share, any one of such persons may give valid receipts for the certificate issued in respect thereof, and for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such share,

#### **VOTING SHARES AND SECURITIES IN OTHER COMPANIES**

63. Voting of Shares. All of the shares or other securities carrying voting rights of any other company or companies held from time to time by the Company may be voted at any and all meetings of shareholders or holders of other securities of such other company or companies and in such manner and by such person or persons as the board of the Company shall determine from time to time. In the absence of action by the board, the proper signing officers of the Company

- 12 -

may also from time to time execute and deliver for and on behalf of the Company instruments of proxy and arrange for the issuance of voting certificates and other evidence of right to vote in such names as they may determine.

64. Authorized signatories. Subject to any investment policy adopted by the board from time to time, any two of the following officers and directors of the Company, one of whom is the President, Executive Vice-President or a director, and one of whom is the Secretary, shall have authority on behalf of the Company to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds debentures, rights, warrants or other securities owned by or registered in the name of the Company and to sign and execute all assignments, transfers, conveyance, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

### NOTICES

65. Method of giving. Any notice, communication or other document to be given by the Company to a shareholder, director, officer or auditor of the Company shall be sufficiently given if given in writing and delivered personally to the person to whom it is to be given or if delivered to their last address as recorded in the books of the Company or if mailed by prepaid ordinary or air mail in a sealed envelope addressed to such person at their last address as recorded in the books of the Company or if sent by any means of electronic communication in accordance with the provisions of the *Electronic Commerce Act* (Ontario). The Secretary may change the address on the books of the Company of any shareholder in accordance with any information believed by the Secretary to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of electronic communication shall be deemed to have been given when sent.

66. Computation of time. In computing the date when notice must be given under any provision of the articles or by-laws requiring a specified number of days' notice of any meeting or other event, the date of the notice shall be excluded and the date of the meeting or other event shall be included.

67. Omissions and errors. The accidental omission to give any notice to any shareholder, director, officer or auditor, or the non-receipt of any notice by any shareholder, director, officer or auditor, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

68. Notice to joint shareholders. All notices with respect to any shares registered in more than one name may, if more than one address appears on the books of the Company in respect of such joint holding, be given to such joint shareholders at the first address so appearing, and notice so given shall be sufficient notice to all the holders of such shares.

69. Persons becoming entitled by death or operation of law. Every person who by operation of law, transfer, death of a shareholder or by any other means whatsoever shall become entitled to any share or shares shall be bound by every notice in respect of such share or shares which previously to such person's name and address being entered on the books of the Company shall be duly given to the person from whom such person derives title to such share or shares.

70. Proof of service. A certificate of the Secretary or other duly authorized officer of the Company in office at the time of the making of the certificate, or of any agent of the Company, as to facts in relation to the mailing or delivery or sending of any notice to any shareholder, director or officer shall be conclusive evidence thereof and shall be binding on every shareholder, director or officer of the Company, as the case may be.

71. Waiver of notice. Any shareholder (or such shareholder's duly appointed proxy), director, officer or auditor may waive any notice required to be given under any provision of the articles or by-laws of the Company or of the Act, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Any shareholder (or such shareholder's duly appointed proxy) may waive any irregularity in any meeting of shareholders.

#### **BANK ACCOUNTS, CHEQUES, DRAFTS AND NOTES**

72. Bank accounts. The Company's bank accounts shall be kept in such chartered bank, trust company or other firm or corporation carrying on a banking business as the board may determine by resolution from time to time.

73. Cheques. Cheques on the bank accounts, drafts drawn or accepted by the Company, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officer or officers, person or persons as the board may by resolution from time to time name for that purpose.

74. Deposits. Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of the Company's bank account by such officer or officers, person or persons, as the board may by resolution from time to time name for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the Company's name.

#### **EXECUTION OF INSTRUMENTS**

75. Authorized signatories.

- (a) Instruments in writing requiring execution by the Company may be signed by any persons authorized from time to time by the board to sign such documents, as set out in a resolution approved by the board. Documents so signed shall be binding upon the Company without any further authorization or formality.
- (b) The term, "**instruments in writing**" shall include, without limitation, contracts, documents, deeds, mortgages, hypothecs, charges, conveyances, transfers and



- 14 -

assignments of property (real or personal, immovable or movable), agreements, tenders, releases, proxies, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

#### **CUSTODY OF SECURITIES**

76. Securities. The directors may provide for the deposit and custody of securities of the Company by resolution from time to time.

#### **FISCAL YEAR**

77. Fiscal year. The fiscal year of the Company shall terminate on the 31st day of December in each year.

#### **INTERPRETATION**

78. Legislative references. In this by-law references to any legislation, statutory instrument or regulation or a section thereof are references to the legislation, statutory instrument, regulation or section as amended, re-enacted, consolidated or replaced from time to time.

#### **EFFECTIVE DATE**

79. Effective date. This by-law shall come into force on January 1, 2018, subject to confirmation of the by-law by the shareholders of the Company as required by the Act.

**Tab 1.3**

To the Benchers of the Law Society of Upper Canada Assembled in Convocation

The Executive Director of Professional Development and Competence reports as follows:

---

CALL TO THE BAR AND CERTIFICATE OF FITNESS

Licensing Process and Transfer from another Province – By-Law 4

Attached is a list of candidates who have successfully completed the Licensing Process and have met the requirements in accordance with section 9.

All candidates now apply to be called to the bar and to be granted a Certificate of Fitness on Thursday, November 2<sup>nd</sup> 2017

ALL OF WHICH is respectfully submitted

DATED this 2<sup>nd</sup> day of November, 2017

**CANDIDATES FOR CALL TO THE BAR**  
**November 2<sup>nd</sup> 2017**

**Transfer from another province (Mobility)**

Gurdeep Kaur Bhachu  
Magdalena Ganczak  
Pamela Susan Lindsay  
Dawn Marie MacDonald

Sundeep Oad  
Vanessa Leanne Tynes-Jass  
Tarenjeet Kaur Virdee

**Licensing Candidate**

Eleanor Jan Daley