

MINUTES OF CONVOCATION

Tuesday, 29th June, 2010
9:00 a.m.

PRESENT:

The Treasurer (Laurie H. Pawlitz), Anand, Backhouse, Banack, Boyd, Bredt, Campion, Caskey, Conway, Crowe, Daud, Dickson, Dray, Elliott, Epstein, Eustace, Feinstein, Fleck, Furlong, Go, Gold, Gottlieb, Haigh, Hainey (by telephone), Halajian, Hare (by telephone), Hartman, Heintzman, Henderson, Krishna, Legge, Lewis, MacKenzie, McGrath, Manes, Marmur, Millar, Minor, Murphy, Murray, Porter, Potter, Pustina, Rabinovitch, Robins, Ross, Rothstein, Ruby, Sandler, Schabas, Sikand, Silverstein, Simpson, C. Strosberg, H. Strosberg, Swaye, Symes, Tough and Wright (by telephone).

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Secretary: Katherine Corrick

The Reporter was sworn.

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IN PUBLIC

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ELECTION OF TREASURER

The Secretary announced the results of the votes cast:

Laurie Pawlitz 44

William Simpson 5

Beth Symes 10

Ms. Pawlitz was declared elected as Treasurer.

Mr. Millar addressed Convocation.

The Treasurer thanked Mr. Millar.

Mr. Simpson and Ms. Symes congratulated the Treasurer.

The Treasurer addressed Convocation.

DRAFT MINUTES OF CONVOCATION

The draft minutes of Convocation of May 27, 2010 were confirmed.

REPORT OF THE DIRECTOR OF PROFESSIONAL DEVELOPMENT AND COMPETENCETo the Benchers of the Law Society of Upper Canada Assembled in Convocation

The Director of Professional Development and Competence reports as follows:

CALL TO THE BAR AND CERTIFICATE OF FITNESSLicensing 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 subsection 9.

All candidates now apply to be called to the bar and to be granted a Certificate of Fitness on Tuesday, June 29th, 2010.

ALL OF WHICH is respectfully submitted

DATED this 29th day of June, 2010

CANDIDATES FOR CALL TO THE BAR
June 29, 2010

Iain Tyrrell Benson
Shirish Gajanan Pundit Chotalia
Jeffery Allison Cormier
Sylvain Deschênes
Timothy Francis Garvin
Winsome Blythe Glover
Ryan Robert Hall
Adam Joseph Huff
Andrea Sarah Hwang
Millie Katyal
Alexander Robert Liszka
Jameel Madhany
Anna Mazur
Tokunbo Christopher Omisade
Anna Maria Pennino
Julie Sara Richard-Gorman
Nathan Arthur Richards

Aroosha Sadaghianloo
 Nalin Sahni
 Samuel Peng Guan Siew
 Daniela Silaghi
 Chad Kyle Skinner
 Farrah Sunderani
 Amanda Elizabeth Sutton
 Linda Carmel Symons
 Randall Ernest Walford

It was moved by Ms. Dickson, seconded by Mr. Conway, that the Report of the Director of Professional Development and Competence listing the names of the Call to the Bar candidates be adopted.

Carried

PROFESSIONAL DEVELOPMENT AND COMPETENCE COMMITTEE REPORT

Mr. Conway presented the Report.

Report to Convocation
 June 29, 2010

Professional Development & Competence Committee

Committee Members
 Laurie Pawlitza (Chair)
 Constance Backhouse (Vice-Chair)
 Mary Louise Dickson (Vice-Chair)
 Alan Silverstein (Vice-Chair)
 Larry Banack
 Jack Braithwaite
 Thomas Conway
 Marshall Crowe
 Aslam Daud
 Larry Eustace
 Jennifer Halajian
 Susan Hare
 Paul Henderson
 Laura Legge
 Dow Marmur
 Daniel Murphy
 Judith Potter
 Nicholas Pustina
 Jack Rabinovitch
 Heather Ross
 Catherine Strosberg
 Gerald Swaye

Purpose of Report: Decision

Prepared by the Policy Secretariat
(Sophia Sperdakos 416-947-5209)

COMMITTEE PROCESS

1. The Committee met on June 10, 2010. Committee members Laurie Pawlitza (Chair), Mary Louise Dickson (Vice-Chair), Jack Braithwaite, Thomas Conway, Larry Eustace, Paul Henderson, Judith Potter, Nicholas Pustina, Jack Rabinovitch, Catherine Strosberg and Gerald Swaye attended. Staff members Diana Miles and Sophia Sperdakos also attended.

CANLII GOVERNANCE REFORMS

MOTION

2. That Convocation approve the CanLII By-Law and the CanLII Agreement set out at Appendices A and B of Appendix 1, respectively, and authorize the Law Society to execute the Agreement.

Introduction and Background

3. In September 2008 the Federation of Law Societies of Canada established the CanLII Futures Committee to study and make recommendations with respect to the governance, management and funding of the Canadian Legal Information Institute (CanLII), as well as with respect to the nature of CanLII's relationship with its main service provider, LexUM. Tom Conway is one of the members of the Futures Committee.
4. The Committee completed its work in March 2009 and issued its report to the Federation. On June 1, 2009 Federation Council adopted a resolution to implement the Committee's recommendations. The implementing documents have now been prepared and Federation Council has approved them for law societies to consider.
5. Appendix 1 contains the CanLII Futures Committee's memorandum setting out the background to its recommendations and including the draft revised CanLII By-law and Governance Agreement (Appendices "A" and "B") for approval.

Appendix 1

MEMORANDUM

FROM : CanLII Futures Committee

TO: Council of the Federation
CanLII Board of Directors
Law Society CEOs (for information)

DATE : May 14, 2010

SUBJECT : CanLII Governance Reforms – Request for Review and Approval

ACTION REQUIRED: FOR DECISION

DRAFT MOTION:

WHEREAS on June 1, 2009, the Council of the Federation approved a series of recommendations of the CanLII Futures Committee (the “Committee”) with respect to the reform of the by-laws and governance structure of CanLII (the “Recommendations”);

WHEREAS the Committee has reviewed a draft revised by-law for CanLII, as well as a draft governance agreement among the law societies which, when read together, reflect the Recommendations;

AND WHEREAS it is desirable that the Recommendations be implemented without undue delay;

RESOLVED THAT: the Council of the Federation approve the draft revised CanLII by-law and the draft governance agreement annexed hereto as Appendices “A” and “B”, respectively, and that same be submitted to Canada’s law societies for their consideration and approval.

INTRODUCTION

1. The Council is requested to approve the draft revised CanLII by-law No. 1 annexed hereto as Appendix “A” (the “By-law”) and the draft CanLII governance agreement annexed hereto as Appendix “B”, (the “Agreement”) and that same be submitted to Canada’s law societies for their consideration and approval.

BACKGROUND

2. In September 2008, the Federation established the CanLII Futures Committee whose members are the following:

- (a) Tim McGee (Chair), CEO of the Law Society of British Columbia
- (b) Ron MacDonald, Q.C., Vice President of the Federation
- (c) Bâtonnière Madeleine Lemieux, Barreau du Québec
- (d) Graeme Mitchell, Q.C., Council Member for Saskatchewan
- (e) Tom Conway, Council Member for Ontario
- (f) Catherine Best, Board Member of CanLII
- (g) Alan Treleaven, Law Society of British Columbia

3. The terms of reference of the Committee are the following:

“The Federation of Law Societies of Canada establishes the CanLII Futures Committee (the “Committee”) whose mandate shall be to study and to make recommendations to the Council of the Federation and member law societies with respect to the governance, management and funding of the Canadian Legal Information Institute (“CanLII”), as well as with respect to the nature of CanLII’s relationship with its main service provider, LexUM.

In particular, the Committee shall:

(...)

review the current governance structure and practices of CanLII and systems of accountability for CanLII to the Federation and to its members, the law societies of Canada.”

4. In March 2009, the Committee completed its work and issued its Report to the Council of the Federation.

5. On June 1, 2009, the Federation Council adopted the following resolution:

“RESOLVED THAT: upon being satisfied that all applicable draft corporate documentation reflects the substance and intention of the Recommendations, the Federation and its member law societies take such steps as are necessary to implement the Recommendations, such steps to include causing their representatives on the current CanLII Board to vote to give effect to same.”

6. A full copy of the Council resolution, together with all of the Committee recommendations to be implemented (the “Recommendations”), is attached to this memorandum as Appendix “C”.

7. For the purpose of creating the appropriate draft corporate documentation, the Federation engaged the services of Andrew Cohen, our commercial lawyer at Heenan Blaikie who led the negotiation for the new agreement with LexCo.

8. The draft documentation consists of two components: (i) the By-law; and (ii) the Agreement. A version of the draft By-law which shows a comparison with the by-law currently in force is attached as Appendix “A-1”.

9. Certain of the Recommendations purport to empower the future sole member of CanLII, the Federation, to restrict the authority of the new CanLII Board of Directors. In accordance with corporate laws applicable to non-profit corporations, this is not possible in the same way that would apply to for-profit corporations. Accordingly, certain of these restrictions are embedded in the By-law itself and as a consequence, it is important that the By-law and the Agreement be read together.

10. In addition to reflecting the Recommendations, the By-law has been updated to eliminate any extraneous provisions which were contained in the original By-law No. 1.

11. The By-law and the Agreement were circulated to the law society CEOs for comment in February 2010.

12. It is contemplated that following the approval by the law societies of the By-law and the Agreement, the corporate steps necessary to adopt the By-law and the execution of the Agreement would occur simultaneously with the appointment of the new CanLII Board of Directors. A separate request for approval of recommended Board members will be provided to Council by the CanLII Board Nominating Committee which is in the process of completing its work.

THE RECOMMENDATIONS

13. For the purpose of verifying that the Recommendations have been addressed in the By-law and the Agreement, each Recommendation set forth in the first three categories of issues studied by the Committee is reproduced below with cross references to the By-law and the Agreement, together with any commentary, as required:

ISSUE 1 – Governance Structure and the CanLII Board

Recommendation 1–1

The Federation should be the sole member of CanLII and all material governance matters should be set out in CanLII's revised by-laws and a sole member declaration approved by the law societies and adopted by Council.

Reference: By-law – Articles 2.1.3 and 3.1

Recommendation 1–2

There should be a formal governance agreement regarding CanLII among the law societies and the Federation relating to Council's oversight role, including:

- *approval of the amount of the CanLII levy;*
- *law societies' funding obligations;*
- *the basis on which Board members are appointed;*
- *approval of CanLII's strategic plans;*
- *CanLII's ability to engage in activity outside of the strategic plan; and*
- *CanLII's reporting requirements to the Federation.*

Reference: Agreement: Art. 1 - appointment of the Board
 Art. 2 - appointment of President and Board Chair
 Art. 3.- approval of strategic plan
 Art. 4 - reporting requirements
 Art. 5 - determination of annual levy
 Art. 7 –determination of financial year

Commentary: All of the foregoing matters are also set forth in the By-law for the reasons set forth in Paragraph 9 above. The recommendations were silent on the ability of the Federation Council to approve the appointment of the new President of CanLII so it is proposed that this be added in the Agreement and the By-law.

Recommendation 1–3

Council should appoint the Board, including the Chair, on the basis of recommendations of a Nominating Committee established by Council for that purpose.

Reference: By-law – Article 4.2
Agreement – Articles 1 and 2

Commentary: These provisions allow for a Provisional Nominating Committee whose work is required to be timed with the completion of the corporate reorganization.

Recommendation 1–4

The Board’s role should be to govern CanLII and to provide oversight and strategic direction in accordance with the by-laws.

Reference: By-law – Article 5.1

Recommendation 1–5

The Board’s role should not include managerial functions.

Reference: By-law – Article 5.1

Recommendation 1–6

The Nominating Committee, in making its recommendations, should be guided by a skills and competency matrix initially established by the Federation and revised from time to time after consultation with the CanLII Board then in office. This matrix would include a blend of skills, such as legal research, finance and electronic publishing. In addition to fulfilling the requirements of the skills and competency matrix, the Nominating Committee would have regard to regional representation.

Reference: By-law – Article 4.2
Agreement – Article 1.5

Commentary: The Provisional Nominating Committee is currently assessing candidates based on a competency matrix developed with the assistance of an executive search consultant. It is attached for your reference as Appendix “D”.

Recommendation 1–7

The Board should be reduced in size to a maximum of seven members.

Reference: By-law – Article 4.1

Recommendation 1–8

Board appointments should be staggered and be for a fixed term of two years, renewable at the discretion of Council to a maximum of three terms. Notwithstanding the foregoing, a Board appointment may be made beyond three terms on the recommendation of the Nominating Committee that exceptional circumstances exist for doing so.

Reference: By-law – Article 4.3
Agreement – Article 1.1

Commentary: It is proposed that three members the initial Board be appointed for an initial term of one year only, in order to allow for the staggering principle to function from the beginning. Such directors could then be renewed for successive two year terms.

Recommendation 1–9

The Board's decision-making process should be articulated in CanLII's by-laws, including whether decisions would be made on the basis of a majority vote or unanimity.

Reference: By-law – Article 9.3

Commentary: It is proposed that existing provisions requiring a simple majority be maintained, with the Chair casting the deciding vote in the event of a tie.

Recommendation 1–10

The Board's role should be articulated and compliance procedures should be set, including the frequency and specifics of the Board's reporting to Council.

Reference: By-law – Articles 5.1 and 5.2
Agreement – Article 4.1

Recommendation 1–11

Board committees, both ad hoc and standing, could be established from time to time as the need arises.

Reference: By-law – Article 8.1

ISSUE 2 – CanLII Management and Staffing Structure

Recommendation 2–1

There should be a full-time employee, who is the President and reports to the Board.

Reference: By-law – Articles 6.1, 6.2 and 7.3

Recommendation 2-2

The President should understand the bi-juridical nature of Canada's legal system, and should be bilingual.

Reference: By-law – Article 6.3

Recommendation 2-3

The President should possess skills commensurate with those of a senior manager in a leading edge electronic publishing enterprise.

Commentary: The Board will be made aware of this recommendation for the purpose of its recruitment efforts, but it is not proposed that this recommendation be made part of the by-laws.

Recommendation 2-4

The President should have a detailed job description, including the relevant expertise to fulfil the following key functions:

- *financial planning and budgeting;*
- *policy development;*
- *marketing;*
- *recruiting, supervising and evaluating contractors;*
- *communication with stakeholders, including law societies;*
- *developing relationships with information providers; and*
- *Board support.*

Reference: By-law – Article 7.3

Recommendation 2-5

The President should be equipped with office facilities and equipment, and adequate administrative support

Commentary: The Board will be made aware of this recommendation, but it is not proposed that it be made part of the by-laws.

*ISSUE 3 – CanLII Funding**Recommendation 3-1*

Continue the current stability in funding on a three year cycle, at a minimum.

Reference: By-law – Article 14.1

Commentary: It is proposed that the By-law provide that the Board make an annual recommendation with a further two (2) year forecast and that it continue to be left to the discretion of the Federation (and by-extension, the law societies) whether the funding be fixed for a period greater than one (1) year.

Recommendation 3-2

CanLII's Board should recommend the levy amount to the Council and upon Council's approval the Federation will advise the law societies accordingly.

Reference: By-law – Article 14.1
Agreement – Article 5.2

Recommendation 3-3

The Board should be able to ask Council to consider longer term funding commitments, if the Board deems it advisable for greater stability and ability to plan on a longer term basis.

Reference: By-law – Article 14.1

Recommendation 3-4

Law societies should continue to be fully responsible for core funding through a member-based levy.

Reference: By-law – Article 14.1
Agreement – Article 5.2

Commentary: The By-law contemplates that CanLII's funding shall be provided by law societies (through the Federation), as a minimum, but that it shall be open to the Board to obtain revenues from other sources.

Recommendation 3-5

The current funding model (the "modified federal model") should continue, including a proportionally lower per member levy for the Barreau and Chambre.

Commentary: The new Board will be made aware of this recommendation, but it is not proposed that it be made part of the By-laws. Article 5.2 of the Agreement contemplates that not all law societies may be required to contribute the same level of funding.

RECOMMENDATION

14. It is recommended that the motion set forth on page 1 of this memorandum be adopted.

FINAL–June, 2010
Appendix A

CANADIAN LEGAL INFORMATION INSTITUTE /
INSTITUT CANADIEN D'INFORMATION JURIDIQUE

(the "Corporation")

BY-LAW NO. 1

ARTICLE 1
CORPORATE SEAL

1.1. Corporate Seal. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

ARTICLE 2
DEFINITIONS

2.1. For the purposes of this By-law:

2.1.1. "Act" means the *Canada Corporations Act*, R.S. 1970, c. C-32.

2.1.2. "Board of Directors" or the "Board" means the Board of Directors of the Corporation and "Director" means any member of the Board.

- 2.1.3. "Federation" means the Federation of Law Societies of Canada / Fédération des ordres professionnels de juristes du Canada.
- 2.1.4. "Governmental Authority" means any government, or any provincial, municipal, or other political subdivision thereof, and any entity exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, including Crown Corporations.
- 2.1.5. "Member" means the Federation or any successor entity thereof.
- 2.1.6. "Person" means an individual, a partnership, a corporation, a trust, an unincorporated organization or any other entity whatsoever and the heirs, executors or other legal representatives of an individual.

ARTICLE 3 MEMBER

- 3.1. Member. The Membership in the Corporation shall be limited to that of the Federation or its successor entity.
- 3.2. Powers. Unless otherwise expressly provided in the Act, the Member shall exercise all business and shall exercise all powers that the Act expressly reserves for members by way of written resolution of the Member. A copy of all such resolutions shall be kept in the books of the Corporation.
- 3.3. Membership Not Transferable. The interest of the Member in the Corporation is not, directly or indirectly, transferable, except to a successor entity of the Federation.
- 3.4. Member Withdrawal. The Member shall not have the right to withdraw from the Corporation.

ARTICLE 4 BOARD OF DIRECTORS

- 4.1. Number of Directors. Subject to the terms of this By-law, the property, business and general affairs of the Corporation shall be managed by the Board of Directors which shall be composed of not less than five (5) and not more than (7) Directors. The precise number of Directors shall be fixed by the Member from time to time. Initially, the Board shall be composed of seven (7) Directors.
- 4.2. Appointment. The Member shall appoint the Board of Directors on the basis of recommendations received initially by a provisional nominating committee established for such purpose by the President and Vice Presidents of the Member, acting jointly (the "Provisional Nominating Committee") and, thereafter, by a nominating committee established for such purpose by the Member (the "Nominating Committee"). It shall be the responsibility of the Provisional Nominating Committee to make the recommendation to the Member as to who should be appointed to the Board immediately after the coming into force of this By-Law. Thereafter, all such recommendations shall be made by the

Nominating Committee. It is understood that the Nominating Committee shall base its recommendations as to the Board on a competency matrix established by the Member, as same may be revised from time to time, in each case after consultation with the Board of Directors.

- 4.3. Term of Directors. Each Director shall hold office for a term of two (2) years from the date of his or her appointment, save and except that three (3) of the seven (7) Directors appointed by the Member following the recommendation of the Provisional Nominating Committee shall, for their first term only, hold office for a period of one (1) year. The determination as to who these three (3) Directors shall be shall also be made by the Member. A person may be appointed to sit on the Board for up to three (3) consecutive terms provided, however, that in exceptional circumstances (as determined by the Member, following the recommendation of the Nominating Committee) a person may be appointed to sit on the Board for one (1) or more additional terms thereafter.
- 4.4. Vacancy. The office of a Director shall be automatically vacated:
 - 4.4.1. if she/he resigns her/his office by delivering a written resignation to the President or the Secretary of the Corporation;
 - 4.4.2. if she/he is found by a court of competent jurisdiction to be of unsound mind;
 - 4.4.3. if she/he becomes bankrupt or is unable to pay her/his debts as they become due;
 - 4.4.4. if she/he is a lawyer or notary and she/he is found guilty of professional misconduct;
 - 4.4.5. if, at a meeting of the council of the Federation, a resolution is passed by such council , that she/he be removed from the office of Director; or
 - 4.4.6. on death;

provided that if any vacancy shall occur for any reason contained in this section, the Board of Directors may nominate a replacement Director. If a vacancy occurs as a result of any of the foregoing reasons and is not filled, the Directors remaining in office may exercise all of the powers of the Board of Directors provided that a quorum of Directors is appointed or remains in office as the case may be.
- 4.5. Resignation. A retiring Director whose written resignation pursuant to subsection 4.4.1 stipulates that it is not to take effect until a certain date or meeting of the Board of Directors shall remain in office until such date or the date of the dissolution or adjournment of the meeting at which her/his resignation is to be effective, as applicable.
- 4.6. Remuneration. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from her/his position as a Director, provided that a Director may be paid reasonable expenses incurred by her/him in the performance of her/his duties. Nothing contained herein shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefor.
- 4.7. Meetings. Meetings of the Board of Directors shall take place at least twice per year or more frequently, as the Board of Directors may deem necessary.

ARTICLE 5
POWERS OF THE BOARD OF DIRECTORS

- 5.1. Management. Except as otherwise provided in this By-law, the Board of Directors shall administer the affairs of the Corporation in all respects and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, except as otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Corporation is by its letters patent or otherwise authorized to exercise and do. The Board of Directors shall govern the Corporation and provide strategic direction in accordance with this By-law. Subject to the right of the Board to determine otherwise from time to time, neither the Board of Directors nor any Director shall perform any day-to-day managerial functions, which functions shall be performed by appointed Officers. Without restricting the generality of the foregoing, but subject to what may otherwise be provided in this By-law, the Board of Directors shall have the power to authorize expenditures on behalf of the Corporation from time to time.
- 5.2. Reporting. The Board of Directors shall report to the Member on the business of the Corporation on a semi-annual basis, or at such other intervals as may be determined by the Member from time to time. Such reports shall detail the activities of the Corporation during the reporting period in question and such other matters as the Member may from time to time request.
- 5.3. Finances. Subject to the provisions of this By-law, the Board of Directors may take such steps as it may deem requisite for the sound management of the finances of the Corporation in the furtherance of its objects.
- 5.4. Employees. Subject to the provisions of this By-law, the Board of Directors may appoint such agents and hire such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as determined by the Board of Directors. In addition, the Board of Directors may, subject to the terms of this By-law, delegate by resolution to an Officer or Officers the right to hire and pay salaries to employees of the Corporation.
- 5.5. Remuneration. Subject to the provisions of this By-law, the Board of Directors may fix a reasonable remuneration for all of the Officers, agents, employees and committee members.
- 5.6. Borrowing. Subject to the provisions of the Act and this By-law, the Board of Directors may from time to time:
 - 5.6.1. borrow money upon the credit of the Corporation;
 - 5.6.2. limit or increase the amount to be borrowed;
 - 5.6.3. issue debentures or other securities of the Corporation;
 - 5.6.4. pledge or sell such debentures or other securities of the Corporation;
 - 5.6.5. pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and

- 5.6.6. secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and the rights of the Corporation.

The Board of Directors may delegate such powers to the Officers or Directors to such extent and in such manner as the Board of Directors may, by resolution, determine. Nothing herein limits or restricts the borrowing of money by the Corporation on bills or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

ARTICLE 6 OFFICERS

- 6.1. Officers. The Officers of the Corporation shall be a chairperson of the Board (hereinafter referred to as the "Chair"), a president (hereinafter referred to as the "President") and those other officers as the Board of Directors may by resolution determine (herein referred to, individually, as an "Officer" and, collectively, as the "Officers"). Any two or more offices, other than the Chair and, if same has been appointed by the Board, a vice chairperson of the Board (hereinafter referred to as the "Vice-Chair"), may be held by the same person.
- 6.2. Appointment. The Officers of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following their appointment by the Member. The Board must appoint a President and the Chair, but need not appoint any other Officer, except to the extent required under the Act. The appointment of the President and the Chair must be approved by the Member, and any such appointment by the Board shall only be effective at such time as it is approved by the Member. Other than the Chair and, if same has been appointed by the Board, the Vice Chair, an Officer may, but need not be, a Director.
- 6.3. President. Any President appointed after the date of the coming into force of this By-law (the "Effective Date") should understand the bi-juridical nature of Canada's legal system and should be functional in both official languages of Canada.
- 6.4. Term. Other than the President, whose term shall be determined by the Board of Directors, the Officers shall hold office for a term of one (1) year from the date of appointment or until their successors are appointed. The Officers may be removed by resolution of the Board of Directors at any time, provided, however, that in the case of the President and the Chair, such removal must be approved by the Member and is only effective at such time as it is so approved.

ARTICLE 7 DUTIES OF OFFICERS

- 7.1. Chair. The Chair shall preside at all meetings of the Board and shall have such other duties as may be determined by the Board of Directors from time to time and approved by the Member.

- 7.2. Vice Chair. In the absence of the Chair, or in the event of her/his incapacity or refusal to act, the Vice Chair, if same has been appointed by the Board, shall possess all the powers and duties of the Chair. The Vice Chair shall also perform such other duties as may be determined by the Board of Directors from time to time.
- 7.3. President. The President shall be the chief executive officer of the Corporation and shall perform all such duties as are customary for a chief executive officer of a corporation similar in operation to the Corporation. She/he shall have the general and active management of the affairs of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as may be determined by the Board of Directors from time to time. With respect to any President appointed after the Effective Date, her/his duties as President shall include, but not be limited to, financial planning and budgeting; policy development; marketing; recruiting, supervising and evaluating contractors; communication with the Member and its stakeholders and governing bodies; developing relations with information providers; and Board support. In the absence of an appointment by the Board of a secretary of the Corporation (hereinafter referred to as the "Secretary") or a treasurer of the Corporation (hereinafter referred to as the "Treasurer"), the President shall also perform the functions of said position. With respect to any President appointed after the Effective Date, she/he shall be required to perform her/his duties on a full time basis, and shall be charged with reporting the affairs of the Corporation to the Board of Directors on a regular basis.
- 7.4. Vice President. If same has been appointed by the Board, the Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be determined by the Board of Directors from time to time.
- 7.5. Treasurer. The Treasurer shall have the custody of the funds and securities of the Corporation and keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company as may be determined by the Board of Directors from time to time. She/he shall disburse the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President, as and when required by the President, an accounting of all the transactions and a statement of the financial position of the Corporation.
- 7.6. Secretary. The Secretary shall carry on the affairs of the Corporation generally under the supervision of the Officers and shall attend all meetings of the Board of Directors and act as clerk thereof and shall ensure that all votes and minutes of proceedings are properly recorded in the books for that purpose. She/he shall give or cause to be given notice of all meetings of the Member and of the Board of Directors, and shall perform such other duties as may be specified by the Board of Directors, under whose supervision she/he shall be. She/he shall be the custodian of the seal of the Corporation, which she/he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in such resolution. She/he shall also perform such other duties as may be determined by the Board of Directors from time to time.

- 7.7. Duties of Other Officers. The Officers (other than those contemplated above in this Article 7) shall perform such duties as may be determined by the Board of Directors from time to time.

ARTICLE 8 COMMITTEES

- 8.1. Committees. The Board of Directors may establish by resolution from time to time such ad hoc or standing committees, on such terms and conditions as the Board of Directors deems appropriate, whose members will hold their offices at the discretion of the Board of Directors or as otherwise determined by the Board of Directors.

ARTICLE 9 MEETINGS OF THE BOARD OF DIRECTORS

- 9.1. Meetings: Number and Notice. There shall be at least two (2) meetings per year of the Board of Directors. Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors, provided that forty-eight (48) hours written notice (which includes notice by electronic mail) of any such meeting shall be given, other than by mail, to each member thereof. Provided further that, if notice of any such meeting is given by mail, such notice by mail shall be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors shall be required if all Directors are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President or the Secretary, if same has been appointed by the Board, that the notice required by this Article 9 has been given shall be sufficient and conclusive evidence of the giving of such notice. The Secretary or, in the absence thereof, the President shall, upon the written requisition of not less than a majority of the Directors, call a meeting of the Board of Directors.
- 9.2. Quorum. A majority of the number of Directors fixed from time to time shall constitute a quorum at any meeting of the Board of Directors.
- 9.3. Consensus Procedures Governing Voting. Each Director shall be entitled to exercise one (1) vote at each meeting of the Board of Directors, except as expressly provided for herein and unless otherwise expressly provided in the Act. At all meetings of the Board of Directors, every question shall be determined by a majority of votes cast at the meeting. Subject to the provisions of the Act, votes shall be taken by a show of hands. However, the vote may be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, provided that such communication facility enables the votes to be gathered in a manner that permits their subsequent verification. Any Director participating in a meeting of the Board of Directors by means of a telephonic, electronic or other communication facility and entitled to vote at that meeting may vote, in accordance with the Act, by means of the telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

A declaration by the Chair that a resolution has been carried out and an entry to that effect in the minutes shall be prima facie proof of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

In the event that, at a meeting of the Board of Directors, a deadlock occurs and the number of votes in favour of and the number of votes against on a question or matter before the Board of Directors is equal, the Chair shall cast the decisive vote which shall bind the Board of Directors.

- 9.4. Teleconference calls. If all members of the Board of Directors consent thereto in advance, generally or in respect of a particular meeting, and all Directors have equal access to the necessary facilities, a Director may participate in a meeting of the Board of Directors by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is held in a secure fashion. A quorum shall be established by a verbal roll call conducted by the Secretary or, in the absence thereof, by the Chair at the beginning of each particular meeting. Each vote cast by a Director participating by telephone or other communications facilities shall be recorded in the minutes by the Secretary or, in the absence thereof, by the Chair.

ARTICLE 10 MEETINGS OF THE MEMBER

- 10.1. Meetings. Where required under the Act, any meeting of the Member shall be held at the head office of the Corporation or at any place in Canada and on such date as the Member may determine. The Member may resolve that a particular meeting of Member be held outside Canada.
- 10.2. Quorum. The attendance of the Member in person at any meeting of the Member shall constitute a quorum at such meeting.
- 10.3. Business at Annual Meeting. Where required under the Act, at every annual meeting of the Member, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Member may consider and transact any business which the Member under applicable law is so authorized to transact, at any meeting of the Member.
- 10.4. Special Meeting. The Board of Directors shall have power to call, at any time, a special meeting of the Member.
- 10.5. Notice. Fourteen (14) days written notice by mail shall be given to the Member of any annual or special meeting of the Member. Notice of any meeting shall contain sufficient information to permit the Member to form a reasoned judgment on any matter to be considered at such meeting. No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or general, shall invalidate such meeting or make void any proceedings taken thereat and the Member may at any

time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President or, if same has been appointed by the Board, the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.

- 10.6. Voting. The Member shall have the right to exercise one (1) vote at each meeting of the Member. Except as expressly provided herein and unless otherwise expressly provided by the Act, at all meetings of the Member, every question shall be determined by a majority of votes cast at the meeting. A declaration by the chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

ARTICLE 11 MINUTES OF BOARD OF DIRECTORS

- 11.1. Minutes. The minutes of meetings of the Board of Directors shall be available to the Member and to the Board of Directors.

ARTICLE 12 STRATEGIC PLAN

- 12.1. Establishment of a Strategic Plan. On a triennial basis, or at such other interval as the Board shall determine and advise the Member, the Board shall present to the Member for its approval a strategic plan of the Corporation (hereinafter referred to as the "Strategic Plan") for the upcoming three (3) year period or such other period as the Board shall determine and advise the Member. The Strategic Plan shall include the following with respect to the period covered by the said plan: a budget, any proposed hirings of management-level personnel, any proposed material investments or divestments, the allocation of resources to pursue a stated strategy, the principal activities of the Corporation, and any proposed material change in the activities or direction or orientation of the Corporation from that existing in the then-current Strategic Plan, and any other matter as the Member may reasonably require.
- 12.2. Effect of Adoption of a Strategic Plan. Once a Strategic Plan has been approved, and notwithstanding anything to the contrary in this By-law, but subject to the Act, each of the Board, the Corporation and its Directors and Officers shall act in accordance with the provisions of the approved Strategic Plan, and neither the Corporation nor the Board nor any Director or Officer may do any act which materially deviates from any provision of the said approved Strategic Plan without the prior written consent of the Member. A Strategic Plan which has been approved by the Member shall remain in effect until a successor Strategic Plan is approved by the Member.

ARTICLE 13 NOTICE

- 13.1. Address for Notice. For the purpose of sending notice to the Member, a Director or an Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be his/her/its last address recorded on the books of the Corporation.

ARTICLE 14
FUNDING OF THE CORPORATION

- 14.1. Funding. In addition to funding from the Member, the Board shall have the right to receive funding or obtain revenues for the benefit of the Corporation from other sources as it may determine from time to time. With respect to funding from the Member, the Board shall on an annual basis recommend the amount of the levy that the Member shall pay to the Corporation for the upcoming year and may also, from time to time, request of the Member that it pay a special levy or provide additional longer term funding. At the time of making its recommendations as to the annual levy, the Board shall also provide the Member with a forecast as to the amount of the annual levy required for each of the two (2) next following years. Following receipt of the recommendation of the Board of Directors, the Member shall determine, in its discretion, the amount of the annual levy that the Member shall pay to the Corporation. In addition to the foregoing, where the Board of Directors has requested longer term funding or the payment of a special levy or due by the Member, the Member shall consider any such request, but shall not be bound to agree to same, in whole or in part.

ARTICLE 15
INDEMNITY AND INSURANCE

- 15.1. Indemnity. The Corporation shall indemnify and save harmless the Directors and Officers of the Corporation and their heirs, executors and administrators from and against all cost, charges and expenses including any amount paid to settle an action or to satisfy a judgment, reasonably incurred by Directors or Officers in respect of:
- 15.1.1. any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation;
 - 15.1.2. any action by or on behalf of the Corporation to procure a judgment in its favour to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation, if the Corporation obtains any approval required under the Act in respect of such indemnification; and
 - 15.1.3. the defence of any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation if the Director or Officer was substantially successful on the merits in his/her defence of the action or proceeding,
- if the Director or Officer has acted honestly and in good faith with a view to the best interests of the Corporation and 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 his/her conduct was lawful.
- 15.2. Directors' and Officers' Liability Insurance. The Corporation shall, at all times, maintain in force such directors' and officers' liability insurance as may be approved by the Board of Directors.

ARTICLE 16
EXECUTION OF DOCUMENTS

- 16.1. Execution of Contracts. Contracts, documents or any other instrument in writing requiring the signature of the Corporation, shall be signed by any two directors or officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board of Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any securities owned by the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

ARTICLE 17
HEAD OFFICE

- 17.1. Head Office. The head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

ARTICLE 18
FINANCIAL YEAR

- 18.1. Financial Year. Unless otherwise determined by the Board of Directors and approved by the Member, the fiscal year-end of the Corporation shall be December 31.

ARTICLE 19
AMENDMENT OF BY-LAWS

- 19.1. Amendment of By-laws. The by-laws of the Corporation not embodied in the letters patent of the Corporation may be repealed or amended by by-law enacted by the Board of Directors and sanctioned by an affirmative vote of the Member at a meeting duly called for the purpose of considering the said by-law or, to the extent permitted by the Act, by a written resolution signed by or on behalf of the Member in lieu thereof, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

ARTICLE 20
AUDITORS

- 20.1. Auditors. The Member shall at each annual meeting of the Member or, to the extent permitted by the Act, by written resolution signed by or on behalf of the Member in lieu of such meeting appoint an auditor to audit the accounts of the Corporation for report to the Member at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board of Directors may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

ARTICLE 21
BOOKS AND RECORDS

- 21.1. Books and Records. The Board of Directors shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by applicable law, are regularly and properly kept.

ARTICLE 22
RULES AND REGULATIONS

- 22.1. Rules and Regulations. The Board of Directors may prescribe such rules and regulations not inconsistent with this By-law relating to the management and operation of the Corporation as they deem appropriate, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Member when they shall be confirmed at such meeting (or, to the extent permitted by the Act, by written resolution signed by or on behalf of the Member in lieu thereof), and failing such confirmation at such annual meeting of the Member (or, to the extent permitted by the Act, by written resolution signed by or on behalf of the Member in lieu thereof), shall cease to have any force and effect.

ARTICLE 23
INTERPRETATION

- 23.1. Interpretation. In this By-law and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

IN WITNESS WHEREOF we have hereunto set our hands at the City of Ottawa in the Province of Ontario, on this • day of •, 2010.

HBdocs - 6891359v7

[Appendix "A-1"](#)
[v8 – May 10, 2010](#)

**CANADIAN LEGAL INFORMATION INSTITUTE /
INSTITUT CANADIEN D'INFORMATION JURIDIQUE**

(the "Corporation")

BY-LAW NO. 1

ARTICLE 1 CORPORATE SEAL

- 1.1. **Corporate Seal.** The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

ARTICLE 2 DEFINITIONS

- 2.1. **For the purposes of this By-law:**
- 2.1.1. “**Act**” means the *Canada Corporations Act*, R.S. 1970, c. C-32.
- 2.1.2. “**Board of Directors**” or the “**Board**” means the Board of Directors of the Corporation and “**Director**” means any member of the Board.
- 2.1.3. “~~CANLII Project~~” or the “~~Project~~” means ~~any and all activities undertaken by, for, or on behalf of the Corporation in furtherance of its objects.~~ Federation” means the Federation of Law Societies of Canada / Fédération des ordres professionnels de juristes du Canada.
- 2.1.4. “**Governmental Authority**” means any government, or any provincial, municipal, or other political subdivision thereof, and any entity exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, including Crown Corporations.
- 2.1.5. “**Member**” means the Federation or ~~any Member of the Corporation as defined herein~~ successor entity thereof.
- 2.1.6. “**Person**” means an individual, a partnership, a corporation, a trust, an unincorporated organization or any other entity whatsoever and the heirs, executors or other legal representatives of an individual.
- 2.1.7. “~~Professional Member~~” means ~~an individual being a member in good standing of a Member of the Corporation (collectively, the “Professional Members”)~~.

ARTICLE 3

~~MEMBERS~~ MEMBER

- 3.1. ~~Categories and Approval of Members. The Membership in the Corporation shall be limited to those Persons whose application for admission as a Member has received the approval of the Board of Directors of the Corporation and such Membership shall consist the following (individually, a “Member” and collectively, the Members”):~~
- 3.1. **Member.** The Membership in the Corporation shall be limited to that of the Federation or its successor entity.

3.2. Powers. Unless otherwise expressly provided in the Act, the Member shall exercise all business and shall exercise all powers that the Act expressly reserves for members by way of written resolution of the Member. A copy of all such resolutions shall be kept in the books of the Corporation.

- ~~3.1.1. Law Society of British Columbia;~~
- ~~3.1.2. Law Society of Alberta;~~
- ~~3.1.3. Law Society of Saskatchewan;~~
- ~~3.1.4. Law Society of Manitoba;~~
- ~~3.1.5. Law Society of Upper Canada;~~
- ~~3.1.6. Barreau du Quebec;~~
- ~~3.1.7. Chambre des notaires du Quebec;~~
- ~~3.1.8. Law Society of New Brunswick;~~
- ~~3.1.9. Nova Scotia Barristers' Society;~~
- ~~3.1.10. Law Society of Prince Edward Island;~~
- ~~3.1.11. Law Society of Newfoundland;~~
- ~~3.1.12. Law Society of Yukon;~~
- ~~3.1.13. Law Society of the Northwest Territories;~~
- ~~3.1.14. Law Society of Nunavut; and~~
- ~~3.1.15. The Government Membership~~

~~3.2. **Government Membership:** The Government Membership referred to in subsection 3.2.14 constitutes a single member of the Corporation but shall be open for approval by the Board of Directors to a Governmental Authority or Persons who are employed by, agents or contractors of a Governmental Authority and, in such capacity and not in their personal capacity, are representatives of a Governmental Authority.~~

~~3.3. **Voting Rights and other Membership Rights.** All of the Members of the Corporation shall be entitled to receive notice of, and attend at all meetings of Members and shall be entitled to vote one (1) vote per Member.~~

~~3.4. **Membership Fees.** The Board of Directors may require the Members to pay fees, dues, special levies and other charges (hereinafter "Fees") for Membership in the Corporation or for the furtherance of the objects of the Corporation, and may amend, increase or vary such Fees as the Board of Directors determines it is in the interest of the Corporation to do so.~~

~~3.5. **Resignation.** Any of the Members may withdraw from the Corporation by delivering a written resignation to the Corporation and depositing a copy of the same with the secretary of the Corporation.~~

~~3.6. **Removal.** Any Member may be removed as a Member by a vote of at least sixty-six and two-thirds per cent (66 2/3 %) of the Members at a Meeting of the Members of the Corporation, provided that any Member subject to a vote for removal shall be granted an opportunity to be heard at such meeting.~~

~~3.7.3.3. **Membership Not Transferable.** The interest of athe Member in the Corporation is not, directly or indirectly, transferable, except to a successor entity of the Federation.~~

3.4. **Member Withdrawal.** The Member shall not have the right to withdraw from the Corporation.

**ARTICLE 4
BOARD OF DIRECTORS**

- 4.1. **Number of Directors.** ~~The~~Subject to the terms of this By-law, the property, business and general affairs of the Corporation shall be managed by the Board of Directors which shall be composed of not less than ~~nine~~five (95) and not more than ~~(147)~~ Directors. The precise number of Directors shall be fixed by the Members from time to time. Initially, the Board shall be composed of seven (7) Directors.
- 4.2. **Provisional Board of Directors.** ~~The applicants for incorporation named in the letters patent of the Corporation shall, on incorporation of the Corporation, become the first Board of Directors of the Corporation (the "Provisional Board of Directors") whose term of office on the Board of Directors shall continue until their successors are elected by the Members. Once elected at the first meeting of the Members, the Board of Directors shall replace the Provisional Board of Directors.~~
- 4.2. **Appointment.** The Member shall appoint the Board of Directors on the basis of recommendations received initially by a provisional nominating committee established for such purpose by the President and Vice Presidents of the Member, acting jointly (the "Provisional Nominating Committee") and, thereafter, by a nominating committee established for such purpose by the Member (the "Nominating Committee"). It shall be the responsibility of the Provisional Nominating Committee to make the recommendation to the Member as to who should be appointed to the Board immediately after the coming into force of this By-Law. Thereafter, all such recommendations shall be made by the Nominating Committee. It is understood that the Nominating Committee shall base its recommendations as to the Board on a competency matrix established by the Member, as same may be revised from time to time, in each case after consultation with the Board of Directors.
- 4.3. **Term of Directors.** ~~Upon the first election of Directors, nominees for election shall agree amongst themselves as to the term of office to be assumed by each of them. One third (1/3) of the nominees shall be elected for a term of one (1) year; one third (1/3) of the nominees shall be elected~~ Each Director shall hold office for a term of two (2) years; ~~and one third (1/3) of the nominees shall be elected for a term of~~ from the date of his or her appointment, save and except that three (3) years. ~~Upon the expiry of the term of each group of Directors (the "Expiry of Term"), the Members shall, at the annual meeting of Members next following the Expiry of Term, elect Directors to fill the vacancies on the Board and such elected Directors shall be elected for a~~ of the seven (7) Directors appointed by the Member following the recommendation of the Provisional Nominating Committee shall, for their first term only, hold office for a period of one (1) year. The determination as to who these three (3) year term and shall hold office until their successors are elected subject to section 4.4 hereof. Directors shall be ~~shall also be made by the Member. A person may be appointed to sit on the Board for up to three (3) consecutive terms provided, however, that in exceptional circumstances (as determined by the Members, following the recommendation of the Nominating Committee) a person may be appointed to sit on the Board for one (1) or more additional terms thereafter.~~

- 4.4. **Vacancy.** The office of a Director shall be automatically vacated:
- 4.4.1. if she/he resigns her/his office by delivering a written resignation to the ~~secretary~~President or the Secretary of the Corporation;
 - 4.4.2. if she/he is found by a court of competent jurisdiction to be of unsound mind;
 - 4.4.3. if she/he becomes bankrupt or is unable to pay her/his debts as they become due;
 - ~~4.4.4. if, at a general meeting of the Members, a resolution is passed by at least sixty-six and two-thirds per cent (66 2/3 %) of the Members present at such meeting that she/he be removed from the office of Director; or~~
 - 4.4.4. if she/he is a lawyer or notary and she/he is found guilty of professional misconduct;
 - 4.4.5. if, at a meeting of the council of the Federation, a resolution is passed by such council, that she/he be removed from the office of Director; or
 - ~~4.4.5~~4.4.6. on death;

provided that if any vacancy shall occur for any reason contained in this section, the Board of Directors may nominate a replacement Director. If a vacancy occurs as a result of any of the foregoing reasons and is not filled, the Directors remaining in office may exercise all of the powers of the Board of Directors provided that a quorum of Directors is elected or remains in office as the case may be.

- 4.5. **Resignation.** A retiring Director whose written resignation pursuant to ~~subsubsection~~subsection 4.4.1 stipulates that it is not to take effect until a certain ~~meeting or date~~ or meeting of the Board of Directors ~~or the Members~~ shall remain in office until such date or the date of the dissolution or adjournment of the meeting at which her/his resignation is to be effective, as applicable.
- 4.6. **Remuneration.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from her/his position as a Director ~~of the Corporation~~, provided that a Director may be paid reasonable expenses incurred by her/him in the performance of her/his duties. Nothing contained herein shall be construed to preclude any Director from serving the Corporation as an ~~officer~~Officer or in any other capacity and receiving compensation ~~therefor~~therefor.
- 4.7. **Meetings.** Meetings of the Board of Directors shall take place at least ~~once~~twice per year or more frequently, as the Board of Directors may deem necessary.

ARTICLE 5

POWERS OF THE BOARD OF DIRECTORS

- 5.1. **Management.** ~~The~~Except as otherwise provided in this By-law, the Board of Directors ~~of the Corporation~~ shall administer the affairs of the Corporation in all respects and make or cause to be made for the Corporation, in its name, any kind of contract which

the Corporation may lawfully enter into and, except as otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Corporation is by its letters patent or otherwise authorized to exercise and do. The Board of Directors shall govern the Corporation and provide strategic direction in accordance with this By-law. Subject to the right of the Board to determine otherwise from time to time, neither the Board of Directors nor any Director shall perform any day-to-day managerial functions, which functions shall be performed by appointed Officers. Without restricting the generality of the foregoing, but subject to what may otherwise be provided in this By-law, the Board of Directors shall have the power to authorize expenditures on behalf of the Corporation from time to time.

5.2. **Reporting.** The Board of Directors shall report to the Member on the business of the Corporation on a semi-annual basis, or at such other intervals as may be determined by the Member from time to time. Such reports shall detail the activities of the Corporation during the reporting period in question and such other matters as the Member may from time to time request.

~~5.2~~5.3. **Finances.** ~~The~~Subject to the provisions of this By-law, the Board of Directors may take such steps as it may deem requisite for the sound management of the finances of the Corporation in the furtherance of its objects.

~~5.3~~5.4. **Employees.** ~~The~~Subject to the provisions of this By-law, the Board of Directors may appoint such agents and hire such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as determined by the Board of Directors. ~~Without limiting the generality of the foregoing, the Board of Directors may establish the position of a Project Manager who shall perform such duties as the Board of Directors may determine from time to time.~~ In addition, the Board of Directors may, subject to the terms of this By-law, delegate by resolution to an Officer or Officers the right to hire and pay salaries to employees of the Corporation.

~~5.4~~5.5. **Remuneration.** ~~The~~Subject to the provisions of this By-law, the Board of Directors may fix a reasonable remuneration for all of the Officers, agents, employees and ~~Committee Members~~committee members.

~~5.5~~5.6. **Borrowing.** ~~The~~Subject to the provisions of the Act and this By-law, the Board of Directors may from time to time:

- ~~5.5.1~~5.6.1. borrow money upon the credit of the Corporation;
- ~~5.5.2~~5.6.2. limit or increase the amount to be borrowed;
- ~~5.5.3~~5.6.3. issue debentures or other securities of the Corporation;
- ~~5.5.4~~5.6.4. pledge or sell such debentures or other securities of the Corporation;
- ~~5.5.5~~5.6.5. pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- ~~5.5.6~~5.6.6. secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and the rights of the Corporation.

The Board of Directors may delegate such powers to the Officers or Directors to such extent and in such manner as the Board of Directors may, by resolution, determine. Nothing herein limits or restricts the borrowing of money by the Corporation on bills or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

ARTICLE 6

OFFICERS

- 6.1. **Officers.** The Officers of the Corporation shall be a chairperson of the Board (hereinafter referred to as the "Chair"), a president (hereinafter referred to as the "President"), ~~a vice-president (hereinafter referred to as the "Vice-President")~~, a ~~secretary-treasurer (hereinafter referred to as the "Secretary-Treasurer")~~ and those other officers as the Board of Directors may by resolution determine (herein referred to, individually, as an "Officer" and, collectively, as the "Officers"). Any two or more offices, other than the Chair and, if same has been appointed by the Board, a vice chairperson of the Board (hereinafter referred to as the "Vice-Chair"), may be held by the same person.
- 6.2. **Appointment.** The Officers of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following ~~the annual meeting of the Members at which the Board of Directors is elected. An~~their appointment by the Member. The Board must appoint a President and the Chair, but need not appoint any other Officer, except to the extent required under the Act. The appointment of the President and the Chair must be approved by the Member, and any such appointment by the Board shall only be effective at such time as it is approved by the Member. Other than the Chair and, if same has been appointed by the Board, the Vice Chair, an Officer may, but need not be, ~~a Director or representative of a Member of the Corporation.~~
- 6.3. **President.** Any President appointed after the date of the coming into force of this By-law (the "Effective Date") should understand the bi-juridical nature of Canada's legal system and should be functional in both official languages of Canada.
- ~~6.3~~6.4. **Term.** ~~The~~Other than the President, whose term shall be determined by the Board of Directors, the Officers shall hold office for a term of one (1) year from the date of appointment or until their successors are appointed. The Officers may be removed by resolution of the Board of Directors at any time, provided, however, that in the case of the President and the Chair, such removal must be approved by the Member and is only effective at such time as it is so approved.

ARTICLE 7

DUTIES OF OFFICERS

- 7.1. **Chair.** The Chair shall preside at all meetings of the Board and shall have such other duties as may be determined by the Board of Directors from time to time and approved by the Member.
- 7.2. **Vice Chair.** In the absence of the Chair, or in the event of her/his incapacity or refusal to act, the Vice Chair, if same has been appointed by the Board, shall possess all the powers and duties of the Chair. The Vice Chair shall also perform such other duties as may be determined by the Board of Directors from time to time.
- ~~7.1~~7.3. **President.** The President shall be the chief executive officer of the Corporation and shall perform all such duties as are customary for a chief executive officer of a corporation similar ~~in size and~~ in operation to the Corporation. She/he shall have the general and active management of the affairs of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as may be determined by the Board of Directors from time to time. With respect to any President appointed after the Effective Date, her/his duties as President shall include, but not be limited to, financial planning and budgeting; policy development; marketing; recruiting, supervising and evaluating contractors; communication with the Member and its stakeholders and governing bodies; developing relations with information providers; and Board support. In the absence of an appointment by the Board of a secretary of the Corporation (hereinafter referred to as the "Secretary") or a treasurer of the Corporation (hereinafter referred to as the "Treasurer"), the President shall also perform the functions of said position. With respect to any President appointed after the Effective Date, she/he shall be required to perform her/his duties on a full time basis, and shall be charged with reporting the affairs of the Corporation to the Board of Directors on a regular basis.
- ~~7.2~~7.4. **Vice President.** ~~The~~If same has been appointed by the Board, the Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be determined by the Board of Directors from time to time.
- ~~7.3~~7.5. **Treasurer.** The Treasurer shall have the custody of the funds and securities of the Corporation and keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company as may be determined by the Board of Directors from time to time. She/he shall disburse the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President, as and ~~Board of Directors at regular meetings of the Board of Directors, or whenever they may require it~~when required by the President, an accounting of all the transactions and a statement of the financial position of the Corporation.

- ~~7.4~~7.6. **Secretary.** The Secretary shall carry on the affairs of the Corporation generally under the supervision of the Officers and shall attend all meetings of the Board of Directors and act as clerk thereof and shall ensure that all votes and minutes of proceedings are properly recorded in the books for that purpose. She/he shall give or cause to be given notice of all meetings of the members of the Members and of the Board of Directors, and shall perform such other duties as may be specified by the Board of Directors ~~or President~~, under whose ~~joint~~ supervision she/he shall be. She/he shall be the custodian of the seal of the Corporation, which she/he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in such resolution. She/he shall also perform such other duties as may be determined by the Board of Directors from time to time.
- ~~7.5~~7.7. **Duties of Other Officers.** The Officers (other than those contemplated above in this Article 7) shall perform such duties as ~~they are~~ may be determined by the Board of Directors from time to time.

ARTICLE 8

~~EXECUTIVE MANAGEMENT COMMITTEE~~

- 8.1. ~~**Executive Management Committee.** The Board of Directors shall appoint an executive management committee (the "Executive Management Committee").~~
- 8.2. ~~**Committee Membership – Board of Directors.** The majority of members of the Executive Management Committee shall at all times be members of the Board of Directors of the Corporation~~
- 8.3. ~~**Committee Membership – Officers.** The President, the Vice-President, and the Secretary-Treasurer shall be members of the Executive Management Committee.~~
- 8.4. ~~**Committee Membership – Others.** The Executive Management Committee shall also include a representative of the Federation of Law Societies of Canada and may include a representative of the organization from time to time retained by the Corporation to develop the library and information technology and data in furtherance of the objects of the Corporation.~~
- 8.5. ~~**ex officio Members.** The Board of Directors may appoint the following ex officio members of the Executive Management Committee, being:~~
- 8.5.1. ~~the Project Manager; and~~
- 8.5.2. ~~in the event that the position of the Government Member in the Corporation is filled, a representative of the Government Membership class~~

~~and such *ex officio* members of the Executive Management Committee shall have the right to attend at all meetings of the Committee but shall have no voting rights in respect of any decision taken by the Executive Management Committee.~~

- 8.6. ~~**Meetings.** Meetings of the Executive Management Committee may be held at any time and place to be determined by the Members of the Executive Management Committee, provided that forty-eight (48) hours written notice (which includes notice by electronic mail) of any such meeting shall be given, other than by mail, to each member thereof. Provided further that, if notice of any such meeting is given by mail, such notice by mail shall be sent at least fourteen (14) days prior to the meeting. A majority of members of the Executive Management Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member thereof may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Sections 12.3 and 12.4 apply *mutatis mutandis* to meetings of the Executive Management Committee.~~

ARTICLE 9

EDITORIAL COMMITTEE

- 9.1. ~~**Editorial Committee.** The Board of Directors of the Corporation shall appoint an editorial Committee (the "Editorial Committee") for the better planning, elaboration and supervision of the development of the collections and services of the Project, and to co-ordinate the publishing activities to be carried out in relation to the Project. The Editorial Committee shall also perform such other duties as the Board of Directors may determine from time to time.~~
- 9.2. ~~**Committee Membership.** The Editorial Committee shall be comprised of not less than seven (7) and not more than nine (9) members nominated by the Board of Directors.~~
- 9.3. ~~**Term.** The term of office for members of the Editorial Committee shall be three (3) years ~~or such other period as the Board~~ may from time to time determine for any or all members of the Committee.~~
- 9.4. ~~**Meetings.** The Editorial Committee shall meet on a quarterly basis, or more often as may be required.~~
- 9.5. ~~**Reports.** The Editorial Committee shall provide written reports of its activities to the Board of Directors of the Corporation, which shall be distributed to the Members of the Corporation and may be distributed to such other interested parties as the Board of Directors may determine.~~

ARTICLE 10

TECHNOLOGY COMMITTEE

~~10.1. **Technology Committee.** The Board of Directors may establish by resolution, on such terms and conditions as the Board of Directors deems appropriate, a committee (the "Technology Committee") to advise it and make recommendations to it in respect of certain objectives, milestones, budgeting and resource allocation matters to further the objects of the Corporation, such advice and recommendations being consistent with any approved business and financial plan of the Corporation.~~

ARTICLE 11

OTHER COMMITTEES

~~11.4~~8.1. **Other Committees.** The Board of Directors may establish by resolution from time to time such ~~other~~ad hoc or standing committees, on such terms and conditions as the Board of Directors deems appropriate, whose members will hold their offices at the discretion of the Board of Directors or as otherwise determined by the Board of Directors.

ARTICLE ~~129~~

MEETINGS OF THE BOARD OF DIRECTORS

~~12.4~~9.1. **Meetings: Number and Notice.** There shall be at least two (2) meetings per year of the Board of Directors. Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors, provided that forty-eight (48) hours written notice (which includes notice by electronic mail) of any such meeting shall be given, other than by mail, to each member thereof. Provided further that, if notice of any such meeting is given by mail, such notice by mail shall be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors shall be required if all Directors are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President or the Secretary ~~of, if same has been appointed by~~ the Corporation Board, that the notice required by this Article ~~129~~ has been given shall be sufficient and conclusive evidence of the giving of such notice. The ~~President of the Corporation may, and the~~ Secretary or, in the absence thereof, the President shall, upon the written requisition of not less than a majority of the Directors, call a meeting of the Board of Directors.

~~12.29.2.~~ **Quorum.** A majority of the number of Directors fixed from time to time shall constitute a quorum at any meeting of the Board of Directors.

~~12.39.3.~~ **Consensus Procedures Governing Voting.** Each Director shall be entitled to exercise one (1) vote at each meeting of the Board of Directors, except as expressly provided for herein and unless otherwise expressly provided in the Act. At all meetings of the Board of Directors, every question shall be determined by a majority of votes cast at the meeting. ~~A declaration by the chairperson of the meeting (the "Chairperson") that a~~ Subject to the provisions of the Act, votes shall be taken by a show of hands. However, the vote may be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, provided that such communication facility enables the votes to be gathered in a manner that permits their subsequent verification. Any Director participating in a meeting of the Board of Directors by means of a telephonic, electronic or other communication facility and entitled to vote at that meeting may vote, in accordance with the Act, by means of the telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

A declaration by the Chair that a resolution has been carried out and an entry to that effect in the minutes shall be *prima facie* proof of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

In the event that, at a meeting of the Board of Directors, a deadlock occurs and the number of votes in favour of and the number of votes against on a question or matter before the Board of Directors is equal, the ~~Chairperson may be requested by the Board of Directors to~~ Chair shall cast the decisive vote which shall bind the Board of Directors.

~~12.49.4.~~ **Teleconference calls.** If all members of the Board of Directors consent thereto in advance, generally or in respect of a particular meeting, and all ~~members~~ Directors have equal access to the necessary facilities, a Director may participate in a meeting of the Board of Directors by means of such ~~conference~~ telephone, electronic or other communications facilities as permit all persons participating in the meeting to ~~hear~~ communicate adequately with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is held in a secure fashion. A quorum shall be established by a verbal roll call conducted by the Secretary or, in the absence thereof, by the Chair at the beginning of each particular meeting. Each vote cast by a Director participating by telephone or other communications facilities shall be recorded in the minutes by the Secretary or, in the absence thereof, by the Chair.

ARTICLE ~~13~~10

MEETINGS OF THE ~~MEMBERS~~MEMBER

~~13.10.1.~~ **Meetings.** ~~Meetings of the Members shall be either an annual meeting or a~~

~~special meeting. The annual or, Where required under the Act,~~ any ~~special~~ meeting of ~~Members~~the Member shall be held at the head office of the Corporation or at any place in Canada and on such date as the ~~Board of Directors~~Member may determine. The ~~Members~~Member may resolve that a particular meeting of ~~Members~~Member be held outside Canada.

- ~~13.2~~10.2. **Quorum.** ~~A majority~~The attendance of the ~~Members present~~Member in person ~~or by proxy~~ at any meeting of the ~~Members~~Member shall constitute a quorum at ~~any~~ such meeting.
- ~~13.3~~10.3. **Business at Annual Meeting.** ~~At, Where required under the Act,~~ at every annual meeting of the ~~Members~~Member, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The ~~Members~~Member may consider and transact any business which the ~~Members~~Member under applicable law ~~are~~is so authorized to transact, at any meeting of the ~~Members~~Member.
- ~~13.4~~10.4. **Special Meeting.** The Board of Directors ~~and the President~~ shall have power to call, at any time, a special meeting of the ~~Members.~~Member. ~~The Board of Directors shall call a special meeting of the Members on written requisition of ten percent (10%) of the Members.~~
- ~~13.5~~10.5. **Notice.** Fourteen (14) days written notice by mail shall be given to the ~~Members~~Member of any annual or special meeting of the ~~Members~~Member. Notice of any meeting shall contain sufficient information to permit the ~~Members~~Member to form a reasoned judgment on any matter to be considered at such meeting. ~~Notice of each meeting must remind the Member that the Member has the right to vote by proxy.~~ No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or general, shall invalidate such meeting or make void any proceedings taken thereat and the ~~Members~~Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President or, if same has been appointed by the Board, the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.
- ~~13.6~~10.6. **Proxies**Voting. The ~~Members~~Member shall have the right to exercise one (1) vote ~~each~~ at each meeting of the ~~Members.~~ ~~Any Member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of the Members in the manner and to the extent authorized by the proxy. A proxyholder need not be a Member.~~ ~~13.7.~~ **Voting.** Except as expressly provided herein and unless otherwise expressly provided by the Act, at all meetings of the ~~Members~~Member, every question shall be determined by a majority of votes cast at the meeting. A declaration by the ~~chairman~~chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

ARTICLE ~~14~~11

~~WEIGHTED VOTES~~

- 14.1. ~~**Weighted Votes.** Subject to any contrary provision of the Act, any Director may, at any time during a meeting of the Board of Directors, request that a vote on an issue or matter before the Board of Directors be referred to the Members of the Corporation for determination whereby the vote of each Member is weighted according to the number of Professional Members constituting its respective membership (a "Weighted Vote").~~
- 14.2. ~~**Quorum for Weighted Vote.** The quorum of Members for any Weighted Vote shall be fifty per cent (50 %) of the aggregate number of Professional Members constituting the membership of the Members of the Corporation.~~
- 14.3. ~~**Special Majority in Weighted Vote.** Any issue or matter put before the Members of the Corporation for a Weighted Vote shall be approved only if passed by sixty per cent (60%) or more of the number of Professional Members constituting the membership of the respective Members of the Corporation.~~
- 14.4. ~~**Teleconference calls.** The provisions of Section 12.4 apply, *mutatis mutandis*, to Weighted Votes by the Members of the Corporation.~~

ARTICLE 15

MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

- ~~15.4~~11.1. **Minutes.** The minutes of meetings of the Board of Directors ~~and the Executive Committee~~ shall be available to the ~~Members~~Member and to the Board of Directors.

ARTICLE ~~16~~12

STRATEGIC PLAN

- 12.1. **Establishment of a Strategic Plan.** On a triennial basis, or at such other interval as the Board shall determine and advise the Member, the Board shall present to the Member for its approval a strategic plan of the Corporation (hereinafter referred to as the "Strategic Plan") for the upcoming three (3) year period or such other period as the Board shall determine and advise the Member. The Strategic Plan shall include the following with respect to the period covered by the said plan: a budget, any proposed hirings of management-level personnel, any proposed material investments or divestments, the allocation of resources to pursue a stated strategy, the principal activities of the Corporation, and any proposed material change in the activities or direction or orientation of the Corporation from that existing in the then-current Strategic Plan, and any other matter as the Member may reasonably require.

12.2. **Effect of Adoption of a Strategic Plan.** Once a Strategic Plan has been approved, and notwithstanding anything to the contrary in this By-law, but subject to the Act, each of the Board, the Corporation and its Directors and Officers shall act in accordance with the provisions of the approved Strategic Plan, and neither the Corporation nor the Board nor any Director or Officer may do any act which materially deviates from any provision of the said approved Strategic Plan without the prior written consent of the Member. A Strategic Plan which has been approved by the Member shall remain in effect until a successor Strategic Plan is approved by the Member.

ARTICLE 13

NOTICE

~~16.4~~13.1. **Address for Notice.** For the purpose of sending notice to the ~~Members~~Member, a Director or an Officer for any meeting or otherwise, the address of the ~~Members~~Member, Director or Officer shall be his/her/its last address recorded on the books of the Corporation.

ARTICLE ~~17~~14

FUNDING OF THE CORPORATION

14.1. **Funding.** In addition to funding from the Member, the Board shall have the right to receive funding or obtain revenues for the benefit of the Corporation from other sources as it may determine from time to time. With respect to funding from the Member, the Board shall on an annual basis recommend the amount of the levy that the Member shall pay to the Corporation for the upcoming year and may also, from time to time, request of the Member that it pay a special levy or provide additional longer term funding. At the time of making its recommendations as to the annual levy, the Board shall also provide the Member with a forecast as to the amount of the annual levy required for each of the two (2) next following years. Following receipt of the recommendation of the Board of Directors, the Member shall determine, in its discretion, the amount of the annual levy that the Member shall pay to the Corporation. In addition to the foregoing, where the Board of Directors has requested longer term funding or the payment of a special levy or due by the Member, the Member shall consider any such request, but shall not be bound to agree to same, in whole or in part.

ARTICLE 15

INDEMNITY AND INSURANCE

~~17.4~~15.1. **Indemnity.** The Corporation shall indemnify and save harmless the Directors and Officers of the Corporation and their heirs, executors and administrators from and against all cost, charges and expenses including any amount paid to settle an action or to satisfy a judgment, reasonably incurred by Directors or Officers in respect of:

~~17.4.1~~15.1.1. any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation;

~~47.1.2~~15.1.2. any action by or on behalf of the Corporation to procure a judgment in its favour to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation, if the Corporation obtains any approval required under the Act in respect of such indemnification; and

~~47.1.3~~15.1.3. the defence of any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation if the Director or Officer was substantially successful on the merits in his/her defence of the action or proceeding,

if the Director or Officer has acted honestly and in good faith with a view to the best interests of the Corporation and 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 his/her conduct was lawful.

~~47.2~~15.2. **Directors' and Officers' Liability Insurance.** The Corporation shall, at all times, maintain in force such directors' and officers' liability insurance as may be approved by the Board of Directors.

ARTICLE ~~18~~16 **EXECUTION OF DOCUMENTS**

~~48.1~~16.1. **Execution of Contracts.** Contracts, documents or any other instrument in writing requiring the signature of the Corporation, shall be signed by any two directors or officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board of Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any securities owned by the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

ARTICLE ~~19~~17 **HEAD OFFICE**

~~49.1~~17.1. **Head Office.** The head office of the Corporation shall be in the City of ~~Montreal~~Ottawa, in the Province of ~~Quebec~~Ontario.

ARTICLE ~~2018~~
FINANCIAL YEAR

~~20.1~~18.1. **Financial Year.** Unless otherwise determined by the Board of Directors and approved by the Member, the fiscal year-end of the Corporation shall be December 31.

ARTICLE ~~2119~~
AMENDMENT OF BY-LAWS

~~21.1~~19.1. **Amendment of By-laws.** The by-laws of the Corporation not embodied in the letters patent of the Corporation may be repealed or amended by by-law enacted by the Board of Directors and sanctioned by an affirmative vote of ~~sixty-six and two-thirds percent (66 2/3%) of the Members~~the Member at a meeting duly called for the purpose of considering the said by-law, ~~with the exception of the provisions of Article 14 (Weighted Vote) which shall require an affirmative vote of 100% of the Members~~ or, to the extent permitted by the Act, by a written resolution signed by or on behalf of the Member in lieu thereof, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

ARTICLE ~~2220~~
AUDITORS

~~22.1~~20.1. **Auditors.** The ~~Members~~Member shall at each annual meeting of the Member or, to the extent permitted by the Act, by written resolution signed by or on behalf of the Member in lieu of such meeting appoint an auditor to audit the accounts of the Corporation for report to the ~~Members~~Member at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board of Directors may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

ARTICLE ~~2321~~
BOOKS AND RECORDS

~~23.1~~21.1. **Books and Records.** The Board of Directors shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by applicable law, are regularly and properly kept.

ARTICLE ~~24~~22
RULES AND REGULATIONS

~~24.1~~22.1. **Rules and Regulations.** The Board of Directors may prescribe such rules and regulations not inconsistent with ~~these by-laws~~this By-law relating to the management and operation of the Corporation as they deem appropriate, provided that such rules and regulations shall have force and effect only until the next annual meeting of the ~~Members of the Corporation~~Member when they shall be confirmed at such meeting (or, to the extent permitted by the Act, by written resolution signed by or on behalf of the Member in lieu thereof), and failing such confirmation at such annual meeting of the ~~Members~~Member (or, to the extent permitted by the Act, by written resolution signed by or on behalf of the Member in lieu thereof), shall cease to have any force and effect.

ARTICLE ~~25~~23
INTERPRETATION

~~25.1~~23.1. **Interpretation.** In ~~these by-laws~~this By-law and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

IN WITNESS WHEREOF we have hereunto set our hands at the City of Ottawa in the Province of Ontario, on this day of ~~June~~, ~~2004~~2010.

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Summary Report:	
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Changes:	
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Delete	293
Move From	13
Move To	13
Table Insert	0
Table Delete	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Total Changes:	513

Appendix "B"
V7 – May 10, 2010

CANLII GOVERNANCE AGREEMENT

AMONG: EACH OF THE FEDERATION MEMBERS LISTED ON THE SIGNATURE PAGE OF THIS AGREEMENT;

(the "Members")

AND: FEDERATION OF LAW SOCIETIES OF CANADA /
FÉDÉRATION DES ORDRES PROFESSIONNELS DE
JURISTES DU CANADA;

(the "Federation")

WHEREAS each Member is a law society in Canada;

WHEREAS the Federation is the national coordinating body of the Members and is governed by a national council (the "Council") that includes representatives from each of the fourteen (14) Members;

WHEREAS the Federation is the sole member of the Canadian Legal Information Institute / Institut Canadien d'information juridique ("CanLII");

WHEREAS CanLII established and continues to operate a website dedicated to giving the public and the legal profession continuous and free access to a virtual library of Canadian legal information;

WHEREAS in accordance with the new By-law No. 1 of CanLII (the "By-Laws"), the Federation will have certain oversight and other rights in respect of CanLII's management and affairs; and

WHEREAS this Governance Agreement (the "Agreement") is entered into in order to establish the method by which the Federation and the Council shall manage and exercise such oversight and other rights.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties agree as follows:

ARTICLE 1 NOMINATION OF DIRECTORS TO THE CANLII BOARD

1.1 By way of background, the By-Laws contemplate that the Federation will appoint the board of directors of CanLII (the "Board"), based on the recommendations of a nominating committee (the "Nominating Committee") to be established by the Federation. The By-Laws also provide that the term of each member of the Board shall be two (2) years except that three (3) of the seven (7) members of the Board initially appointed by the Federation after the coming into force of the By-Laws shall, for their first term only, hold office for a period of one (1) year. The provisions below in this Article 1 shall apply to such appointment and to the Nominating Committee.

1.2 The Council shall establish and shall select the members of the Nominating Committee which at all times shall be composed of not fewer than five (5) persons, all of whom shall be either Council members or a chief executive officer (or the equivalent) of any of the Members. In making its selection as to the members of the Nominating Committee, the Council shall ensure adequate regional representation. However, until such time as the Council does establish the Nominating Committee and selects its members, the President and Vice Presidents of the Federation, acting jointly, shall establish a provisional Nominating Committee and select its five (5) members in accordance with the criteria set forth in this Section 1.2 (the "Provisional Nominating Committee") and shall also select the Provisional Nominating Committee's Chairperson. The provisions of this Article 1 shall apply, mutatis mutandis, to the Provisional Nominating Committee, save and except that the members of the Provisional Nominating Committee shall only hold office until the Nominating Committee is established and its members selected.

1.3 Each member of the Nominating Committee shall hold office for a term of two (2) year(s) and shall be eligible for reappointment by the Council for up to three (3) consecutive terms provided, however, that in exceptional circumstances, as determined by the Council, a person may be appointed to sit on the Nominating Committee for one (1) or more additional terms thereafter.

1.4 The Nominating Committee shall submit every two (2) years to the Council, and otherwise as required to fill vacancies, its recommended list of nominees for membership on the Board. In addition, the Provisional Nominating Committee when making its recommendation to the Council as to its seven (7) nominees for membership on the Board shall also identify the three (3) nominees whom it recommends should hold office, for their first term only, for a period of one (1) rather than two (2) years.

1.5 In making its recommendations as to the Board members, the Nominating Committee shall be guided by a skills and competency matrix to be established (and revised) by the Council upon consultation with the Board. In establishing the skills and competency matrix, the Council shall ensure that it includes a blend of skills, such as legal research, finance and electronic publishing.

1.6 If the Council does not approve all of the persons proposed by the Nominating Committee for membership on the Board, the Nominating Committee must submit new proposals to the Council until such approval has been obtained. Once candidates have been approved by Council, the Federation shall appoint said candidates to the Board.

1.7 The Chairperson of the Nominating Committee shall be appointed from among its number by the Council. The term of office for the Chairperson shall be for renewable terms of two (2) years.

1.8 Three (3) members of the Nominating Committee shall constitute a quorum for the transaction of business at meetings of the Nominating Committee. Each member of the Nominating Committee shall have one (1) vote. Questions arising at any meeting shall be decided by a majority of votes cast at such meeting.

1.9 The office of a member of the Nominating Committee shall automatically be vacated:

- (a) if she/he resigns her/his office by delivering a written resignation to the secretary of the Council; or
- (b) such member ceasing to be either a member of the Council or a chief executive officer (or equivalent) of any of the Members;

provided that if any vacancy shall occur for any reason contained in this section, the Council may nominate a replacement. If a vacancy occurs as a result of any of the foregoing reasons and is not filled, the remaining members of the Nominating Committee may exercise all of the powers herein conferred provided that a quorum is elected or remains in office, as the case may be.

1.10 All other rules and regulations in respect of the Nominating Committee shall be determined from time to time by the said committee.

ARTICLE 2 APPOINTMENT AND REMOVAL OF THE PRESIDENT AND CHAIR OF CANLII

2.1 By way of background, the By-Laws contemplate that the appointment and removal of each of the President of CanLII (the "President") and the Chairperson of the Board (the "Chair") shall be made by the Board and approved by the Federation. In this regard, the Council shall, on behalf of the Federation, determine whether or not to approve, from time to time, the appointment and removal by the Board of the President and the Chair.

ARTICLE 3

STRATEGIC PLAN

3.1 By way of background, the By-Laws contemplate that the Board shall present to the Federation on a triennial basis, or such other interval as the Board shall determine and advise the Federation, a strategic plan for the Federation for the upcoming three (3) year period or such other period as the Board shall determine and advise the Federation (the "Strategic Plan"). The By-Laws provide that each Strategic Plan shall include the following with respect to the period covered thereby: a budget; any proposed hirings of management-level personnel; any proposed material investments or divestments; the allocation of resources to pursue a stated strategy; the principal activities of CanLII; and any proposed material change in the activities or direction or orientation of CanLII from that existing in the then-current Strategic Plan; and any other matter as the Federation may reasonably require. Lastly, the By-laws also contemplate that once a Strategic Plan has been approved by the Federation, any material deviation therefrom by CanLII or by the Board or by any officer of CanLII shall require the approval of the Federation. The provisions below in this Article 3 shall apply to the determination of all of the foregoing matters by the Federation.

3.2 The Council shall, on behalf of the Federation and from time to time, determine: (i) in addition to those matters contemplated in the By-Laws, any other matters to be covered by the Strategic Plan which the Federation may reasonably require; (ii) whether or not to approve any Strategic Plan presented to it by the Board; and (iii) whether or not to approve any act of CanLII, the Board or any director or officer of CanLII which materially deviates from any approved Strategic Plan.

ARTICLE 4

REPORTING REQUIREMENTS

4.1 By way of background, the By-Laws contemplate that the Board shall report to the Federation on a semi-annual basis or such other interval as the Federation may determine from time to time and that the contents of the report shall be determined from time to time by the Federation. In this regard, the Council shall, on behalf of the Federation and from time to time, determine the interval for the delivery of the report by the Board and the contents of such report.

ARTICLE 5

FUNDING COMMITMENTS

5.1 By way of background, the By-Laws contemplate that, in addition to any other sources of revenues or funding that CanLII may have or obtain, the Federation shall, following the recommendation of the Board, determine on an annual basis the amount of the levy that the Federation shall pay to CanLII for the upcoming year. Furthermore, the By-Laws also contemplate that if the Board requests the payment of a special levy or additional longer term funding, the Federation shall consider same.

5.2 The Council shall, on behalf of the Federation, determine on an annual basis the amount of the levy that the Federation shall pay to CanLII for the upcoming year and whether to accept, on behalf of the Federation and its Members, any request from the Board for a special levy or additional longer term funding. In addition the Council shall determine the amount that each

Member shall pay of any such levy and special levy or additional longer term funding, it being acknowledged and agreed that not all Members may be required to pay an equal amount thereof. Once the Council, upon instruction to the members of the Council by their respective law societies, has made its determination as relates to each of same, the Federation and each of the Members shall act strictly in accordance, and otherwise comply, with such determination.

ARTICLE 6
MEETING OF MEMBER
AND DECISIONS PURSUANT TO THIS AGREEMENT

6.1 By way of background, the By-Laws contemplate that the Federation in its capacity as the sole member of CanLII has the right to vote at meetings of the member of CanLII or, in lieu thereof, to sign a written resolution to transact all business of the member. In this regard and with respect to all decisions and determinations to be made by the Council pursuant to this Agreement, same shall be made by a majority vote of the members of the Council cast at a meeting of the members of the Council duly called for such purpose or, in lieu thereof, by a written resolution or declaration signed by all of the members of the Council. The provisions of section 7 of the By-Laws of the Federation (or any successor provision thereof) shall apply, mutatis mutandis, to all such decisions and determinations.

ARTICLE 7
FINANCIAL YEAR

7.1 By way of background, the By-Laws contemplate that any change in the fiscal year end of CanLII from December 31 must be approved by the Federation. In this regard, the Council shall, on behalf of the Federation, determine whether or not to approve any change in the fiscal year end of the Federation from December 31.

ARTICLE 8
GENERAL

8.1 This Agreement constitutes the entire agreement between the parties pertaining to the subject matter of this Agreement and supersedes all prior agreements, understandings, negotiations and discussions, whether oral or written, related to the subject matter of this Agreement. The preamble to this Agreement forms part of this Agreement as if set forth herein at length.

8.2 Any provision of this Agreement which is prohibited or unenforceable in any jurisdiction shall, as to that jurisdiction, be ineffective to the extent of such prohibition or unenforceability and shall be severed from the balance of this Agreement, all without affecting the remaining provisions of this Agreement or affecting the validity or enforceability of such provision in any other jurisdiction.

8.3 This Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable in that Province and shall be treated, in all respects, as an Ontario contract.

8.4 This Agreement shall enure to the benefit of, and be binding on, each of the parties to this Agreement and its successors and permitted assigns. No party shall assign any of its rights or obligations under this Agreement except with the prior written consent of all of the other parties to this Agreement.

8.5 In this Agreement unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

8.6 This Agreement may not be amended or modified except by written instrument signed by all of the parties to this Agreement.

[Signature page follows.]

IN WITNESS WHEREOF, this Agreement has been executed by the parties to this Agreement as of the ___ day of _____, 2010.

LAW SOCIETY OF BRITISH COLUMBIA

Per: _____

LAW SOCIETY OF ALBERTA

Per: _____

LAW SOCIETY OF SASKATCHEWAN

Per: _____

LAW SOCIETY OF MANITOBA

Per: _____

LAW SOCIETY OF UPPER CANADA

Per: _____

BARREAU DU QUEBEC

Per: _____

CHAMBRE DES NOTAIRES DU QUEBEC

Per: _____

LAW SOCIETY OF NEW BRUNSWICK

Per: _____

NOVA SCOTIA BARRISTERS' SOCIETY

Per: _____

LAW SOCIETY OF PRINCE EDWARD ISLAND

Per: _____

LAW SOCIETY OF NEWFOUNDLAND

Per: _____

LAW SOCIETY OF YUKON

Per: _____

LAW SOCIETY OF THE NORTHWEST
TERRITORIES

Per: _____

LAW SOCIETY OF NUNAVUT

Per: _____

FEDERATION OF LAW SOCIETIES OF CANADA /
FÉDÉRATION DES ORDRES PROFESSIONNELS
DE JURISTES DU CANADA

Per: _____

CANLII FUTURES COMMITTEE

DRAFT RESOLUTION (AS AMENDED):
(Proposed by Executive Committee – June 1, 2009)

WHEREAS in March 2009, the CanLII Futures Committee (the "Committee") reported to the Council of the Federation with recommendations regarding the governance structure, management and funding of CanLII, as well as with respect to CanLII's business relationship with LexUM or LexUM's successor;

WHEREAS the Council of the Federation recognizes that fundamental changes to the governance structure, management and funding of CanLII, as well as the the overall strategic direction of CanLII as may be recommended by the CanLII Board of Directors from time to time, are matters for determination and approval by the owners of CanLII, the member law societies of the Federation;

WHEREAS in March 2009, the Council of the Federation approved recommendations regarding the negotiation of a new business relationship with LexUM or its successor, and deferred to June 2009 decisions regarding the balance of the recommendations of the Committee;

AND WHEREAS it is desirable for the Federation and its member law societies to adopt the recommendations of the Committee, subject to those changes which the Council of the Federation deems appropriate and to implement such recommendations without delay;

RESOLVED THAT: the recommendations set forth in Appendix "A" (the "Recommendations") are hereby adopted;

RESOLVED THAT: upon being satisfied that all applicable draft corporate documentation reflects the substance and intention of the Recommendations, the Federation and its member law societies take such steps as are necessary to implement the Recommendations, such steps to include causing their representatives on the current CanLII Board to vote to give effect to same;

RESOLVED THAT: with respect to Recommendations 3-5 and 5-4 (CanLII funding), that discussions among the law societies, in consultation with CanLII, as to the specific funding level required for CanLII's 2010 financial year be commenced forthwith;

RESOLVED THAT: until such time as (1) the implementation of the Recommendations with respect to the governance structure and management of CanLII are complete, (2) funding arrangements for at least the 2010 financial year of CanLII have been determined and (3) if possible, a new contractual arrangement has been concluded with LexUM or its successor to the satisfaction of the Federation, with effect no later than January 1, 2010, that the member law societies be requested to instruct their representatives on the current CanLII Board of Directors to act in a caretaker capacity

and to authorize only such ongoing business which is required to maintain the core functions of CanLII through to the end of the current contract between CanLII and the Université de Montréal on December 31, 2009

APPENDIX 'A'

RECOMMENDATIONS (AS AMENDED)

ISSUE 1 – Governance Structure and the CanLII Board

Recommendation 1–1

The Federation should be the sole member of CanLII and all material governance matters should be set out in CanLII's revised by-laws and a sole member declaration approved by the law societies and adopted by Council.

Recommendation 1–2

There should be a formal governance agreement regarding CanLII among the law societies and the Federation relating to Council's oversight role, including:

- approval of the amount of the CanLII levy;
- law societies' funding obligations;
- the basis on which Board members are appointed;
- approval of CanLII's strategic plans;
- CanLII's ability to engage in activity outside of the strategic plan; and
- CanLII's reporting requirements to the Federation.

Recommendation 1–3

Council should appoint the Board, including the Chair, on the basis of recommendations of a Nominating Committee established by Council for that purpose.

Recommendation 1–4

The Board's role should be to govern CanLII and to provide oversight and strategic direction in accordance with the by-laws.

Recommendation 1–5

The Board's role should not include managerial functions.,

Recommendation 1–6

The Nominating Committee, in making its recommendations, should be guided by a skills and competency matrix initially established by the Federation and revised from time to time after consultation with the CanLII Board then in office. This matrix would include a blend of skills, such as legal research, finance and electronic publishing. In addition to fulfilling the requirements of the skills and competency matrix, the Nominating Committee would have regard to regional representation.

Recommendation 1–7

The Board should be reduced in size to a maximum of seven members.

Recommendation 1–8

Board appointments should be staggered and be for a fixed term of two years, renewable at the discretion of Council to a maximum of three terms. Notwithstanding the foregoing, a Board appointment may be made beyond three terms on the recommendation of the Nominating Committee that exceptional circumstances exist for doing so.

Recommendation 1–9

The Board's decision-making process should be articulated in CanLII's by-laws, including whether decisions would be made on the basis of a majority vote or unanimity.

Recommendation 1–10

The Board's role should be articulated and compliance procedures should be set, including the frequency and specifics of the Board's reporting to Council.

Recommendation 1–11

Board committees, both ad hoc and standing, could be established from time to time as the need arises.

ISSUE 2 – CanLII Management and Staffing Structure

Recommendation 2–1

There should be a full-time employee, who is the President and reports to the Board.

Recommendation 2-2

The President should understand the bi-juridical nature of Canada's legal system, and should be bilingual.

Recommendation 2-3

The President should possess skills commensurate with those of a senior manager in a leading edge electronic publishing enterprise.

Recommendation 2-4

The President should have a detailed job description, including the relevant expertise to fulfil the following key functions:

- financial planning and budgeting;
- policy development;
- marketing;
- recruiting, supervising and evaluating contractors;
- communication with stakeholders, including law societies;
- developing relationships with information providers; and
- Board support.

Recommendation 2-5

The President should be equipped with office facilities and equipment, and adequate administrative support.

ISSUE 3 – CanLII Funding

Recommendation 3-1

Continue the current stability in funding on a three year cycle, at a minimum.

Recommendation 3-2

CanLII's Board should recommend the levy amount to the Council and upon Council's approval the Federation will advise the law societies accordingly.

Recommendation 3-3

The Board should be able to ask Council to consider longer term funding commitments, if the Board deems it advisable for greater stability and ability to plan on a longer term basis.

Recommendation 3-4

Law societies should continue to be fully responsible for core funding through a member-based levy.

Recommendation 3-5

The current funding model (the "modified federal model") should continue, including a proportionally lower per member levy for the Barreau and Chambre.

ISSUE 4 – CanLII Business Relationship with LexUM or LexUM's Successor

(Deleted – Option 1 adopted by Council on March 19, 2009.)

ISSUE 5 – Implementation and Transitional Process

Recommendation 5-1

Implement, as soon as reasonably possible, reforms to the CanLII governance structure and the CanLII Board.

Recommendation 5-2

(Paragraph 1 deleted – adopted by Council on March 19, 2009.)

If the Federation is unable to come to terms and complete the recommended option set forth in Issue 4 within a reasonable timeframe, the Federation should actively pursue alternative arrangements with other qualified third parties.

Recommendation 5-3

Authorize the new CanLII Board to recruit the new President.

Recommendation 5-4

Approve funding for CanLII's 2010 year as a transition to the new Board presenting a longer term Strategic Business Plan for Council's approval.

Board Competency Matrix
In the selection of the Inaugural Board Directors
Canadian Legal Information Institute (CanLII)

CANLII

Presented to:

Jonathan Herman
Chief Executive Officer
Federation of Law Societies of Canada

For additional information, please contact:

Michael Naufal, Managing Partner
613-742-3198
michael.naufal@odgersberndtson.ca

April 13, 2010

CanLII Board Competency Matrix

Background

In accordance with the Recommendations set out in the *CanLII Futures Committee Report to Council* (March 2009) and the subsequent *Draft Resolutions (Amended June 2009)*, we have prepared the attached Board Competency Matrix to assist the Nominating Committee in its review and recommendation of new Directors to the CanLII Board.

It is understood that the Council of the Federation will appoint the Board, including the Chair, based on the recommendations of the Nominating Committee.

The Nominating Committee, in making its recommendations to Council will be guided by the general principle that:

The CanLII Board shall not manage but govern the organization and provide oversight and strategic direction in accordance with the by-laws.

To arrive at a slate of nominees to recommend to Council, the Nominating Committee will review and assess candidates using the attached Competency Matrix.

Using the Matrix

The Matrix highlights key areas of importance (see definitions on page 3) when assessing candidates for the CanLII Board, namely his or her:

1. Knowledge,
2. Functional expertise, and
3. Experience.

In addition, the Matrix addresses matters of linguistic and gender diversity and regional representation, which may be important given that CanLII is a national organization.

Also included are the general qualities that are often sought in Directors of effective governing bodies. These include financial acumen, risk management, integrity, commitment, etc. These qualities are usually best assessed from a review of an individual's resume and a discussion or interview with the candidate.

The Matrix provides space to comment or to indicate any additional competencies, experiences or notable achievements that should be factored into the candidate assessment.

When reviewing the candidates, we suggest using either a:

1. 'Check-box' approach, which indicates whether the candidate does or does not meet the requirement, or
2. 'Grading' approach using a numerical score (i.e. 0-5) to indicate the degree to which a candidate meets a requirement.

The check-box approach is a binary process that indicates whether a candidate does or does not meet the requirement. Using this approach requires a clear definition of each requirement and an understanding of what the threshold is for meeting the requirement. For example, when referring to an experience requirement the number of years of experience at a certain level (i.e. "10 years at the executive level", would provide a minimum threshold to assess candidates against.

The grading approach is much more analog and may be helpful when comparing, contrasting and selecting from a group of candidates who meet the threshold and appear to be very similar in terms of the requirements. The degree to which a potential nominee meets or does not meet a requirement may be a deciding factor in choosing between similar candidates.

General Definitions

Knowledge	<ul style="list-style-type: none"> ▪ <i>An understanding or familiarity that is derived from formally studying the topic or having a depth or range of experience with respect to the topic.</i>
Functional Expertise	<ul style="list-style-type: none"> ▪ <i>Having the ability to perform a function as a result of knowledge acquired from formal training and/or practical application of the function through roles held currently or in the past. For example functional expertise in "Law" is illustrated by, at minimum, an LL.B.</i>

Demonstrated Experience	<ul style="list-style-type: none"> ▪ <i>Proven experience that is demonstrable by way of specific examples that illustrate credibility and an in depth, hands-on, practical understanding of the area in question</i>
Diversity	<ul style="list-style-type: none"> ▪ <i>Candidate attributes that lend themselves to achieving Board diversity, namely bilingualism, regional representation and gender diversity.</i>
General Board Competencies. What does he/she offer the whole Board?	<ul style="list-style-type: none"> ▪ <i>Director competencies that have been shown to support the effectiveness of the Board.</i>
Chair or Committee Leadership or Participation	<ul style="list-style-type: none"> ▪ <i>Based on the candidate's credentials, he or she may be suitable for a specific CanLII Committee. Does the candidate both complement the Board and have the capacity, knowledge, interest and time to sit on a specific Committee of the Board?</i>
Additional Value Add	<ul style="list-style-type: none"> ▪ <i>Noteworthy skills, experience, knowledge, accomplishments that the candidate brings over and above the specific requirements set out in the Matrix</i>

Specific Definitions

Legal Research & CanLII's User Needs	<ul style="list-style-type: none"> ▪ <i>An understanding of legal research including the value of primary, secondary and non-legal sources of law and an understanding of the needs of a variety of CanLII users.</i>
CanLII and its application	<ul style="list-style-type: none"> ▪ <i>An understanding of CanLII through direct personal use.</i>
The law society world and the legal profession	<ul style="list-style-type: none"> ▪ <i>An understanding of law societies gained as a lawyer or in serving a law society or the profession in some professional or corporate capacity, such as a consultant, business partner, service provider, etc.</i>
Marketing	<ul style="list-style-type: none"> ▪ <i>Expertise gained through formal education (B.Comm, MBA) and/or a minimum 10 years management experience in branding and corporate marketing.</i>
Finance	<ul style="list-style-type: none"> ▪ <i>Expertise gained through formal education (B.Comm, CA, CMA, CGA) and/or a minimum 10 years senior management experience in an internal or external finance function.</i>

Library/Knowledge Management	<ul style="list-style-type: none"> ▪ <i>Demonstrated expertise gained through formal education and a successful career in library services or knowledge management within a law firm, government body, court, law school, law society, etc.</i>
Information Technology or Software Development	<ul style="list-style-type: none"> ▪ <i>Demonstrated expertise gained through formal education (B.Eng. B.Sc., Computing Science) or a minimum 10 years senior management experience within an IT/IS organization or consulting firm or as a senior executive overseeing the IT function, such as a VP, CIO or CTO.</i>
Online Publishing	<ul style="list-style-type: none"> ▪ <i>Senior level experience in the online publishing industry as an employee, service provider, vender, partner, etc.</i>
General Management	<ul style="list-style-type: none"> ▪ <i>Senior level experience (Director, VP, GM, CEO) overseeing one or more administrative or operational functions, such as finance, HR, IT, communications, etc.</i>
Non-profit Governance	<ul style="list-style-type: none"> ▪ <i>Experience serving on or providing consulting support or staff support to a non-profit Board .</i>
Service Oriented Organizations	<ul style="list-style-type: none"> ▪ <i>Experience in a service or knowledge based organization, such as a consulting firm, professional services firm, etc. with a broad and diverse client base.</i>
Corporate Start-ups	<ul style="list-style-type: none"> ▪ <i>Executive experience as a staff person, advisor or external counsel, with the creation of a new corporate entity, either in the public, private or non-profit sector.</i>
Intellectual Property Matters	<ul style="list-style-type: none"> ▪ <i>Five (5) years experience providing direction as a manager or internal or external counsel regarding intellectual property issues.</i>

Re: CanLII Governance Reforms

It was moved by Mr. Conway, seconded by Ms. Dickson, that Convocation approve the CanLII By-Law and the CanLII Agreement set out at Appendices A and B of Appendix I, respectively, and authorize the Law Society to execute the Agreement.

Carried

INTER-JURISDICTIONAL MOBILITY COMMITTEE REPORT

Mr. Henderson presented the Report.

Report to Convocation
June 29, 2010

Inter-jurisdictional Mobility Committee

Committee Members
Paul Henderson (Chair)
Glenn Hainey (Vice-Chair)
Thomas Conway
Carl Fleck
Susan McGrath

Purpose of Report: Decision

Prepared by the Policy Secretariat
(Sophia Sperdakos 416-947-5209)

COMMITTEE PROCESS

1. Committee members Paul Henderson (Chair), Tom Conway, Carl Fleck, Glenn Hainey and Susan McGrath considered the issue that is before Convocation.

DECISION

MOBILITY DEFALCATION COMPENSATION AGREEMENT

MOTION

2. That Convocation approve the Federation of Law Societies of Canada's Mobility Defalcation Compensation Agreement, set out at Appendix 1, and authorize the Law Society to execute it.

Introduction and Background

3. In 2004 the Federation of Law Societies of Canada appointed a Task Force to make recommendations for achieving uniform protection for the public across Canada in the event of misappropriation of funds by mobile lawyers.
4. On March 19, 2009, relying on an actuarial analysis of claims information, the Federation Council passed a resolution providing that,
 - a. All law societies that are bound by the NMA shall provide coverage for misappropriation by a mobile lawyer arising from his or her temporary practice in or with respect to the law of another Canadian jurisdiction in the amount of \$250,000.00 per claimant, with an aggregate limit per lawyer of \$2,000,000.00, subject to the annual aggregate limit in place in each jurisdiction, and signatories shall amend their policies of insurance or compensation fund payment guidelines, as necessary, to pay out on this basis;
 - b. No classes of claimants shall be excluded from coverage;
 - c. The compensation fund of the lawyer's home jurisdiction shall respond to a claim made against one of its lawyers arising from the lawyer's temporary practice in or with respect to the law of another Canadian jurisdiction;
 - d. Claimants shall deal directly with the home jurisdiction and follow the claims process of the home jurisdiction. The home jurisdiction shall follow its local payment guidelines, rules, policies and procedures, subject to paragraphs a. and b. above;
 - e. While the investigation of complaints/claims of misappropriation against mobile lawyers shall be handled in the home jurisdiction:
 - i. The home jurisdiction shall advise the host jurisdiction that a claim has been made, discuss with the home jurisdiction the manner in which the investigation will be handled, and keep the host jurisdiction informed on the progress of the investigation;
 - ii. The home jurisdiction may ask the host jurisdiction to be responsible for assuming conduct of the investigation and if the host jurisdiction agrees, the home and the host jurisdictions shall be responsible for reaching an agreement on how the costs will be paid or co-shared; and
 - iii. In deciding whether to ask a host jurisdiction to assume conduct of the investigation, the primary consideration should be the public interest, convenience and cost;
 - f. If the identity of the host jurisdiction is not obvious, the host shall be determined by using the closest and most real connection test.

5. It was agreed that the National Mobility Agreement (“NMA”) would be amended to reflect the terms of the resolution, including any requirements for changes to insurance policies.

The Report to Convocation summarizing the Federation’s Semi-Annual Meeting of March 2009 stated:

Council resolved that law societies that are bound by the National Mobility Agreement use best efforts to give effect to the levels of compensation recommended in the actuarial report.

Each law society was to determine how best to provide the agreed upon uniform protection for its mobile lawyers.

6. In its September 2009 Report to Convocation LawPRO indicated that it would afford this added protection to Ontario lawyers under the insurance program, with coverage to apply in respect of professional services provided on or after January 1, 2010, forming part of the base insurance program and funded by the base rate premiums. Although at that stage the Federation had not yet completed the formal agreement implementing the resolutions from March 2009, LawPRO recognized the importance of including the provision in its 2010 insurance program.

7. The LawPRO report specified the recommendation that,

For professional services provided on or after January 1, 2010, the program policy will provide coverage under the program for misappropriations by practising insured lawyers arising from temporary practice in or with respect to the law of another Canadian jurisdiction in the amount of \$250,000 per claim/\$2 million in the aggregate per lawyer, as more fully described in the March 19, 2009 resolution of the Federation of Law Societies.

8. Convocation approved LawPRO’s 2010 program, including the recommendation set out above.
9. On June 7, 2010 Federation Council approved the formal Mobility Defalcation Compensation Agreement for submission to member law societies for their approval and execution. A copy of the Agreement is set out at Appendix 1.

Appendix “1”

Mobility Defalcation Compensation Agreement

FEDERATION OF LAW SOCIETIES OF CANADA

May 2010
Ottawa, Ontario

Background

Since the adoption of the Inter-Jurisdictional Practice Protocol by several law societies in 1994, and especially since the adoption of the National Mobility Agreement in 2002, most Canadian lawyers have had the ability to practise law on a temporary basis and subject to limited restrictions in almost all of the jurisdictions of Canada. While this can be done in most cases without notifying any law society, so there are no reliable statistics on the usage of this new ability, every indication is that lawyers are exercising their mobility rights.

While all jurisdictions provide coverage to members of the public who have suffered financial losses due to lawyer misappropriation, jurisdictional differences exist with respect to eligibility for coverage and coverage limits.

Purpose

The purpose of this agreement is to bring more consistency, certainty and transparency to the process for compensating the public if funds are misappropriated by lawyers exercising their temporary mobility rights under the National Mobility Agreement. In order to do that, the signatories to the National Mobility Agreement hereby agree to amend the Agreement by adopting new coverage limits for defalcation compensation claims against their members when they provide legal services while practising temporarily in or with respect to the law of another jurisdiction and establishing new procedures for investigating and adjudicating claims.

THE SIGNATORIES AGREE AS FOLLOWS:

Definitions

1. In this agreement, unless the context indicates otherwise:

“defalcation compensation coverage” means the coverage to be provided by a home governing body to compensate members of the public who sustain a financial loss arising from the misappropriation of monies or property by a lawyer while providing legal services on a temporary basis in a host jurisdiction or with respect to the law of a host jurisdiction;

“governing body” means the Law Society or Barristers’ Society in a Canadian common law jurisdiction, and the Barreau;

“home governing body” means any or all of the governing bodies of the legal profession in Canada of which a lawyer is a member, and “home jurisdiction” has a corresponding meaning;

“host governing body” means a governing body of the legal profession in Canada in whose jurisdiction a lawyer practises law without being a member, and “host jurisdiction” has a corresponding meaning;

“Inter-Jurisdictional Practice Protocol” means the 1994 Inter-Jurisdictional Practice Protocol of the Federation of Law Societies of Canada, as amended from time to time;
“lawyer” means a member of a signatory body;

“National Mobility Agreement” or “NMA” means the 2002 National Mobility Agreement of the Federation of Law Societies of Canada, as amended from time to time;

“practice of law” has the meaning with respect to each jurisdiction that applies in that jurisdiction;

“providing legal services” means engaging in the practice of law: in a Canadian jurisdiction or with respect to the law of a Canadian jurisdiction;

“reciprocating governing body” means a governing body that has signed and implemented the provisions of this Agreement.

General

2. The signatory governing bodies will:
 - (a) use their best efforts to obtain from the appropriate legislative or supervisory bodies amendments to their legislation or regulations necessary or advisable in order to implement the provisions of this Agreement;
 - (b) amend their own rules, by-laws, insurance or other policies and programs to the extent they consider necessary or advisable in order to implement the provisions of this Agreement;
 - (c) comply with the spirit and intent of this Agreement to facilitate mobility of Canadian lawyers in the public interest and strive to resolve any differences among them in that spirit and in favour of that intent; and
 - (d) work co-operatively to resolve all current and future differences and ambiguities in legislation, policies and programs regarding inter-jurisdictional mobility.
3. Signatory governing bodies will subscribe to this Agreement and be bound by it by means of the signature of an authorized person affixed to any copy of this Agreement.
4. A signatory governing body will not, by reason of this Agreement alone,
 - (a) grant to a lawyer who is a member of another governing body greater rights to provide legal services than are permitted to the lawyer by his or her home governing body; or
 - (b) relieve a lawyer of restrictions or limits on the lawyer’s right to practise, except under conditions that apply to all members of the signatory governing body.

Defalcation Compensation Coverage for Mobile Lawyers

5. The signatories adopt the “Principles for Uniform Compensation Fund Coverage for Mobile Lawyers” adopted by the Council of the Federation of Law Societies of Canada (the “Federation”) in March 2009, particularized as follows:

- (a) The defalcation compensation coverage in place in a lawyer's home jurisdiction must respond to a claim made against one of its lawyers arising from the lawyer providing legal services on a temporary basis in a host jurisdiction;
- (b) A home governing body must provide defalcation compensation fund coverage of at least \$250,000 per claimant, with an annual limit per lawyer of at least \$2 million, subject to the annual aggregate limit in place in the home jurisdiction;
- (c) No classes of claimants may be excluded from coverage;
- (d) Claimants must contact the lawyer's home governing body and comply with the claims process in place in the home jurisdiction;
- (e) Subject to paragraphs (b) and (c) above, the home jurisdiction will follow its local payment guidelines, rules, policies and procedures;
- (f) When a claim is made, the home governing body must:
 - (i) notify the host governing body,
 - (ii) discuss with the host governing body the manner in which the investigation of the claim will be handled, and
 - (iii) keep the host governing body informed on the progress of the investigation;
- (g) When a claim is made, the home governing body may:
 - (i) ask the host governing body, on the basis of the public interest, convenience and cost, to assume conduct of the investigation of the claim, and
 - (ii) agree with the host governing body as to the share of the costs of the investigation to be borne by each;
- (h) Where the identity of a home jurisdiction is not obvious because a lawyer is a member and entitled to practise law in more than one jurisdiction, the governing body of the jurisdiction that has the closest and most real connection to the claim will be responsible for responding to the claim;
- (i) The factors that must be considered in order to determine which jurisdiction has the closest and most real connection to a claim include, but are not limited to, the following:
 - (i) the jurisdiction whose law was being practised by the lawyer;
 - (ii) where the lawyer performed the services involved in the claim;
 - (iii) the ordinary location of the client;

- (iv) the location of the subject matter of the services provided, or the source of the subject matter;
- (v) the jurisdiction in which proceedings are commenced or are likely to be commenced;
- (vi) where the trust funds were, or ought to have been, deposited; (j) If the identity of a host jurisdiction is not obvious, the host will be determined by applying the criteria set out in clauses (h) and (i).

Dispute Resolution

6. If a dispute arises with a governing body concerning any matter under this Agreement, a signatory to this Agreement may do one or both of the following:
 - (a) agree with a governing body to refer the matter to a single mediator;
 - (b) submit the dispute to arbitration under Appendix 5 of the Inter-Jurisdictional Practice Protocol.

Claimants' rights preserved

7. Governing bodies that refer a dispute to mediation or arbitration under clause 7 must make their best efforts to ensure that the ability of a rightful claimant to receive compensation in a timely fashion is not prejudiced.

Implementation

8. Provisions implementing the terms of this Agreement apply immediately with respect to claims for compensation arising when a lawyer who is a member of a reciprocating governing body provides legal services with respect to the jurisdiction of a different reciprocating governing body. The provisions previously in force under the National Mobility Agreement continue to apply with respect to all other claims.
9. Clause 22 of the NMA and the provisions in clause 42 of the NMA that apply to defalcation compensation coverage are of no effect with respect to claims involving only reciprocating governing bodies. When all signatory governing bodies have implemented this agreement, those provisions are hereby rescinded.

National Excess Plan

10. The signatories agree that the Federation of Law Societies of Canada will
 - (a) maintain the National Excess Plan established under the Inter-Jurisdictional Practice Protocol until all signatory governing bodies have implemented this agreement, and
 - (b) decide on the future use or disposition of the funds in the plan.

SIGNED as of the dates indicated below.

LAW SOCIETY OF ALBERTA

Per: _____
Authorized Signatory

_____ Date

LAW SOCIETY OF BRITISH COLUMBIA

Per: _____
Authorized Signatory

_____ Date

LAW SOCIETY OF MANITOBA

Per: _____
Authorized Signatory

_____ Date

LAW SOCIETY OF NEW BRUNSWICK

Per: _____
Authorized Signatory

_____ Date

LAW SOCIETY OF NEWFOUNDLAND AND LABRADOR

Per: _____
Authorized Signatory

_____ Date

NOVA SCOTIA BARRISTERS' SOCIETY

Per: _____
Authorized Signatory

_____ Date

LAW SOCIETY OF UPPER CANADA

Per: _____
 Authorized Signatory Date _____

LAW SOCIETY OF PRINCE EDWARD ISLAND

Per: _____
 Authorized Signatory Date _____

BARREAU DU QUÉBEC

Per: _____
 Authorized Signatory Date _____

LAW SOCIETY OF SASKATCHEWAN

Per: _____
 Authorized Signatory Date _____

Re: Mobility Defalcation Compensation Agreement

It was moved by Mr. Henderson, seconded by Mr. Fleck, that Convocation approve the Federation of Law Societies of Canada's Mobility Defalcation Compensation Agreement, set out at Appendix 1, and authorize the Law Society to execute it.

Carried

PARALEGAL STANDING COMMITTEE REPORT

Ms. Corsetti presented the Report.

Report to Convocation
 June 29, 2010

Paralegal Standing Committee

Committee Members
 Cathy Corsetti, Chair
 Susan McGrath, Vice-Chair
 Marion Boyd
 Robert Burd
 James R. Caskey
 Paul Dray
 Seymour Epstein
 Michelle L. Haigh
 Glenn Hainey
 Paul Henderson
 Douglas Lewis
 Ken Mitchell
 Cathy Strosberg

Purpose of Report: Decision
 Information

Prepared by the Policy Secretariat
 Julia Bass 416 947 5228

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Costs of First Paralegal Election	
Working Group on Unbundled Legal Services	

COMMITTEE PROCESS

1. The Committee met on June 10th, 2010. Committee members present were Cathy Corsetti (Chair), Susan McGrath (Vice-Chair), Marion Boyd, Robert Burd, Paul Dray, Seymour Epstein, Michelle Haigh, Paul Henderson, Doug Lewis, Ken Mitchell and Cathy Strosberg. Staff members in attendance were Diana Miles, Terry Knott, Elliot Spears, Sheena Weir, Arwen Tillman, Roy Thomas, Susan Tonkin, Sophie Galipeau and Julia Bass.

FOR DECISION

AMENDMENTS TO BY-LAW 4 RE: CHANGES TO EXEMPTIONS

Motion

2. That By-law 4 be amended as shown at Appendix 1.

Background

3. On January 28th Convocation approved a report on the two-year review of exemptions. The motion read as follows:

Motion:

3. That Convocation approve the recommendations set out below.
- a. That the following exemption be ended: *Canadian Society of Professionals in Disability Management*.
 - b. That the following exemptions be amended:
 - i) Acting for a family member, friend or neighbour - that this exemption be divided into two parts, one for immediate family, such as a parent representing a teenage child, and one for 'friends' narrowly limited to two or three occasions in a calendar year.
 - ii) Constituency Assistants - that the by-law should be changed to define the exemption as "Members of the Provincial Parliament and their designated staff".
 - iii) *Ontario Professional Planners Institute*: that this exemption be reformulated to clarify that professional planners and like professionals can appear at local committees of adjustment.
 - c. That the following exemptions be given further consideration, including further consultations with affected parties:
 - i) Single Employer In-house Exemption
 - ii) Legal clinic employees
 - iii) Other profession or occupation, member of accrediting associations:
 - iv) *Human Resources Professionals Association of Ontario*
 - v) *The Board of Canadian Registered Safety Professionals*
 - vi) *Appraisal Institute of Canada*
 - vii) Office of the Worker Adviser and Office of the Employer Adviser
 - viii) Injured Workers Outreach Services (IWOS).
 - d. That the following exemptions be continued:
 - i) Law students volunteering in legal clinics;
 - ii) Law School student legal services;
 - iii) Law Students *pro bono* programmes ;
 - iv) Not for profit organizations;
 - v) Articling Students and Employed Law students, and
 - vi) Trade Unions and persons designated by the Ontario Federation of Labour.
 - e. The Committee recommends that an exemption be added for paralegal college students on college-approved work placements.

4. The proposed changes to Part IV of By-law 4 are shown at Appendix 1. The official, bilingual motion will be distributed at Convocation.
5. The Committee proposes that the implementation of one of the changes be deferred to September for further consideration - the removal of the specific exemption for the Ontario Professional Planners Institute (OPPI) – section 30 (1) 7 iv B. There are ongoing discussions with the OPPI.
6. The changes shown in the by-law are as follows:
 - a. The removal of municipal committees of adjustment from the ambit of the provision of “legal services”, – section 28 paragraph 3. This will accommodate the municipal departments that contacted the Law Society about the functioning of their committees of adjustment, and also the Ontario Association of Architects.
 - b. The deletion of the exemption for members of the Canadian Society of Professionals in Disability Management – section 30 (1) 7. iv E. (This change was agreed upon with the CSPDM, which found that the exemption was not necessary to the work of their members).
 - c. The changes to the provisions regarding ‘family and friends’ – section 30 (1) 5 and 5.1. This creates a much more limited exemption for ‘friends,’ who are limited to three matters per year, while retaining a relatively permissive exemption for family members.
 - d. The change to the title of the exemption formerly called “Constituency Assistants”, to “Member of Provincial Parliament” – section 30 (1) 6.
 - e. The new exemption for paralegal college students on a field placement in a legal aid clinic – section 30 (1) 2. C.
 - f. The new exemption for paralegal college students on field placements other than in a legal clinic – section 34.1.
7. There is also a housekeeping change regarding the correct citing of the *Public Service of Ontario Act, 2006* – section 31 (1).

The Committee’s Deliberations

8. The Committee is of the view that the draft accurately reflects the policy changes approved by Convocation.

Appendix 1

BY-LAW CHANGES RE: EXEMPTIONS

VERSION June 14, 2010

BY-LAW 4

LICENSING

....

PART IV

NOT PRACTISING LAW OR PROVIDING LEGAL SERVICES

Not practising law or providing legal services

28. For the purposes of this Act, the following persons shall be deemed not to be practising law or providing legal services:

Aboriginal Courtwork Program

1. A person who delivers courtworker services to Aboriginal people through an Aboriginal delivery agency that has contracted with the Government of Ontario or the Government of Canada to deliver courtworker services as part of the Aboriginal Courtwork Program.

Other profession or occupation

2. A person whose profession or occupation is not the provision of legal services or the practice of law, who acts in the normal course of carrying on that profession or occupation, excluding representing a person in a proceeding before an adjudicative body.

Committee of adjustment

3. A person whose profession or occupation is not the provision of legal services or the practice of law, who, on behalf of another person, participates in hearings before a committee of adjustment constituted under section 44 of the *Planning Act*.

PART V

PROVIDING LEGAL SERVICES WITHOUT A LICENCE

Interpretation

29. In this Part,

“accredited law school” means a law school in Ontario that is accredited by the Society;

“accredited program” means a legal services program in Ontario approved by the Minister of Training, Colleges and Universities that is accredited by the Society;

“law firm” means,

- (a) a partnership or other association of licensees each of whom holds a Class L1 licence,

- (b) a professional corporation described in clause 61.0.1 (a) of the Act, or
- (c) a multi-discipline practice or partnership described in section 17 of By-Law 7 [Business Entities] where the licensee mentioned therein is a licensee who holds a Class L1 licence;

“legal services firm” means,

- (a) a partnership or other association of licensees each of whom holds a Class P1 licence,
- (b) a professional corporation described in clause 61.0.1 (b) of the Act, or
- (c) a multi-discipline practice or partnership described in section 17 of By-Law 7 [Business Entities] where the licensee mentioned therein is a licensee who holds a Class P1 licence;

“licensee firm” means a partnership or other association of licensees, a partnership or association mentioned in Part III of By-Law 7 [Business Entities] or a professional corporation.

Providing Class P1 legal services without a licence

30. (1) Subject to subsections (2) and (3), the following may, without a licence, provide legal services in Ontario that a licensee who holds a Class P1 licence is authorized to provide:

In-house legal services provider

- 1. An individual who,
 - i. is employed by a single employer that is not a licensee or a licensee firm,
 - ii. provides the legal services only for and on behalf of the employer, and
 - iii. does not provide any legal services to any person other than the employer.

Legal clinics

- 2. An individual who,
 - i. is any one of the following:
 - A. An individual who is enrolled in a degree program at an accredited law school and volunteers in or is completing a clinical education course at a clinic, within the meaning of the *Legal Aid Services Act, 1998*, that is funded by Legal Aid Ontario.

B. An individual who is employed by a clinic, within the meaning of the *Legal Aid Services Act, 1998*, that is funded by Legal Aid Ontario,

C. An individual who is enrolled in an accredited program and is completing a field placement approved by the educational institution offering the program at a clinic, within the meaning of the *Legal Aid Services Act, 1998*, that is funded by Legal Aid Ontario.

- ii. provides the legal services through the clinic to the community that the clinic serves and does not otherwise provide legal services, and
- iii. has professional liability insurance coverage for the provision of the legal services in Ontario that is comparable in coverage and limits to professional liability insurance that is required of a licensee who holds a Class L1 licence.

Student legal aid services societies

- 3. An individual who,
 - i. is enrolled in a degree program at an accredited law school,
 - ii. volunteers in, is employed by or is completing a clinical education course at a student legal aid services society, within the meaning of the *Legal Aid Services Act, 1998*,
 - iii. provides the legal services through the clinic to the community that the clinic serves and does not otherwise provide legal services, and
 - iv. provides the legal services under the direct supervision of a licensee who holds a Class L1 licence employed by the student legal aid services society.

Student *pro bono* programs

- 3.1 An individual who,
 - i. is enrolled in a degree program at an accredited law school,
 - ii. provides the legal services through programs established by Pro Bono Students Canada, and
 - iii. provides the legal services under the direct supervision of a licensee who holds a Class L1 licence.

Not-for-profit organizations

- 4. An individual who,

- i. is employed by a not-for-profit organization that is established for the purposes of providing the legal services and is funded by the Government of Ontario, the Government of Canada or a municipal government in Ontario,
- ii. provides the legal services through the organization to the community that the organization serves and does not otherwise provide legal services, and
- iii. has professional liability insurance coverage for the provision of the legal services in Ontario that is comparable in coverage and limits to professional liability insurance that is required of a licensee who holds a Class L1 licence.

| Acting for ~~family~~, friend or neighbour

5. An individual,

- i. whose profession or occupation is not and does not include the provision of legal services or the practice of law,
- ii. ~~who provides the legal services only occasionally,~~
- iii. ~~who provides the legal services only for and on behalf of a related person, within the meaning of the *Income Tax Act (Canada)*, a friend or a neighbour,~~
- iii. who provides the legal services in respect of not more than three matters per year, and
- iv. who does not expect and does not receive any compensation, including a fee, gain or reward, direct or indirect, for the provision of the legal services.

Acting for family

5.1. An individual,

- i. whose profession or occupation is not and does not include the provision of legal services or the practice of law,
- ii. who provides the legal services only for and on behalf of a related person, within the meaning of the *Income Tax Act (Canada)*,
- iii. who does not expect and does not receive any compensation, including a fee, gain or reward, direct or indirect, for the provision of the legal services.

~~Constituency assistants~~ Member of Provincial Parliament

6. An individual,
- i. whose profession or occupation is not and does not include the provision of legal services or the practice of law,
 - ii. who is ~~any one of the following:~~
 - ~~A. A member of Parliament or his or her designee,~~
 - ~~B. A a member of Provincial Parliament or his or her designee~~ designated staff,
 - ~~C. A member of a council of a municipality or his or her designee,~~
and
 - iii. who provides the legal services for and on behalf of a constituent of the member.

Other profession or occupation

7. An individual,
- i. whose profession or occupation is not the provision of legal services or the practice of law,
 - ii. who provides the legal services only occasionally,
 - iii. who provides the legal services as ancillary to the carrying on of her or his profession or occupation, and
 - iv. who is a member of,
 - A. the Human Resources Professionals Association of Ontario,
 - B. the Ontario Professional Planners Institute,
 - C. the Board of Canadian Registered Safety Professionals, or
 - D. the Appraisal Institute of Canada
~~, or~~
 - ~~E. the Canadian Society of Professionals in Disability Management.~~

Individuals intending to apply or who have applied for a Class P1 licence

8. An individual,
- i. whose profession or occupation, prior to May 1, 2007, was or included the provision of such legal services,
 - ii. who will apply, or has applied, by not later than October 31, 2007, to the Society for a Class P1 licence,
 - iii. who has professional liability insurance for the provision of the legal services in Ontario that is comparable in coverage and limits to professional liability insurance that is required of a holder of a Class L1 licence, and
 - iv. who complies with the Society's rules of professional conduct for licensees who hold a Class P1 licence.

Time limit on providing Class P1 legal services without a licence

(2) The individual mentioned in paragraph 8 of subsection (1) may, without a licence, provide legal services in Ontario that a licensee who holds a Class P1 licence is authorized to provide only until,

- (a) if the individual is granted a licence prior to May 1, 2008, the day the individual is granted a licence; or
- (b) if the individual is not granted a licence prior to May 1, 2008, the later of,
 - (i) April 30, 2008,
 - (ii) the day the individual is granted a licence, and
 - (iii) the effective date of the final decision and order, with respect to the individual's application for a Class P1 licence,
 - (A) of the Hearing Panel, or
 - (B) of the Appeal Panel, if there is an appeal from the decision and order of the Hearing Panel.

Interpretation

31. (1) In this section,

“employer” has the meaning given it in the *Workplace Safety and Insurance Act, 1997*;

“injured workers' group” means a not-for-profit organization that is funded by the Workplace Safety and Insurance Board to provide specified legal services to workers;

“public servant” has the meaning given it in the *Public Service of Ontario Act, 2006*;

“survivor” has the meaning given it in the *Workplace Safety and Insurance Act, 1997*;

“worker” has the meaning given it in the *Workplace Safety and Insurance Act, 1997*.

Office of the Worker Adviser

(2) An individual who is a public servant in the service of the Office of the Worker Adviser may, without a licence, provide the following legal services through the Office of the Worker Adviser:

1. Advise a worker, who is not a member of a trade union, or the worker’s survivors of her or his legal interests, rights and responsibilities under the *Workplace Safety and Insurance Act, 1997*.
2. Act on behalf of a worker, who is not a member of a trade union, or the worker’s survivors in connection with matters and proceedings before the Workplace Safety and Insurance Board or the Workplace Safety and Insurance Appeals Tribunal or related proceedings.

Office of the Employer Adviser

(3) An individual who is a public servant in the service of the Office of the Employer Adviser may, without a licence, provide the following legal services through the Office of the Employer Adviser:

1. Advise an employer of her, his or its legal interests, rights and responsibilities under the *Workplace Safety and Insurance Act, 1997* or any predecessor legislation.
2. Act on behalf of an employer in connection with matters and proceedings before the Workplace Safety and Insurance Board or the Workplace Safety and Insurance Appeals Tribunal or related proceedings.

Injured workers’ groups

(4) An individual who volunteers in an injured workers’ group may, without a licence, provide the following legal services through the group:

1. Give a worker advice on her or his legal interests, rights or responsibilities under the *Workplace Safety and Insurance Act, 1997*.
2. Act on behalf of a worker in connection with matters and proceedings before the Workplace Safety and Insurance Board or the Workplace Safety and Insurance Appeals Tribunal or related proceedings.

Interpretation

32. (1) In this section,

“dependants” means each of the following persons who were wholly or partly dependent upon the earnings of a member of a trade union at the time of the member’s death or who, but for the member’s incapacity due to an accident, would have been so dependent:

1. Parent, stepparent or person who stood in the role of parent to the member.
2. Sibling or half-sibling.
3. Grandparent.
4. Grandchild;

“survivor” means a spouse, child or dependant of a deceased member of a trade union;

“workplace” means,

- (a) in the case of a former member of a trade union, a workplace of the former member when he or she was a member of the trade union; and
- (b) in the case of a survivor, a workplace of the deceased member when he or she was a member of the trade union.

Trade unions

(2) An employee of a trade union, a volunteer representative of a trade union or an individual designated by the Ontario Federation of Labour may, without a licence, provide the following legal services to the union, a member of the union, a former member of the union or a survivor:

1. Give the person advice on her, his or its legal interests, rights or responsibilities in connection with a workplace issue or dispute.
2. Act on behalf of the person in connection with a workplace issue or dispute or a related proceeding before an adjudicative body other than a federal or provincial court.
3. Despite paragraph 2, act on behalf of the person in enforcing benefits payable under a collective agreement before the Small Claims Court.

Review

33. Not later than May 1, 2009, the Society shall assess the extent to which permitting the individuals mentioned in sections 30, 31 and 32 to provide legal services without a licence is consistent with the function of the Society set out in section 4.1 of the Act and the principles set out in section 4.2 of the Act and determine whether the sections, in whole or in part, should be maintained or revoked.

Student under articles of clerkship

34. (1) A student may, without a licence, provide legal services in Ontario under the direct supervision of a licensee who holds a Class L1 licence who is approved by the Society.

Other law student

- (2) A law student may, without a licence, provide legal services in Ontario if the law student,
- (a) is employed by a licensee who holds a Class L1 licence, a law firm, a professional corporation described in clause 61.0.1 (c) of the Act, the Government of Canada, the Government of Ontario or a municipal government in Ontario;
 - (b) provides the legal services,
 - (i) where the law student is employed by a licensee, through the licensee's professional business,
 - (ii) where the law student is employed by a law firm, through the law firm,
 - (iii) where the law student is employed by a professional corporation described in clause 61.0.1 (c) of the Act, through the professional corporation, or
 - (iv) where the law student is employed by the Government of Canada, the Government of Ontario or a municipal government in Ontario, only for and on behalf of the Government of Canada, the Government of Ontario or the municipal government in Ontario, respectively; and
 - (c) provides the legal services,
 - (i) where the law student is employed by a licensee, under the direct supervision of the licensee,
 - (ii) where the law student is employed by a law firm, under the direct supervision of a licensee who holds a Class L1 licence who is a part of the law firm,
 - (iii) where the law student is employed by a professional corporation described in clause 61.0.1 (1) (c) of the Act, under the direct supervision of a licensee who holds a Class L1 licence who practise law as a barrister and solicitor through the professional corporation, or
 - (iv) where the law student is employed by the Government of Canada, the Government of Ontario or a municipal government in Ontario, under the direct supervision of a licensee who holds a Class L1 licence who works for the Government of Canada, the Government of Ontario or the municipal government in Ontario, respectively.

Same

- (3) A law student may, without a licence, provide legal services in Ontario that a licensee who holds a Class P1 licence is authorized to provide if the law student,
- (a) is employed by a licensee who holds a Class P1 licence, a legal services firm or a professional corporation described in clause 61.0.1 (1) (c) of the Act;

- (b) provides the legal services,
 - (i) where the law student is employed by a licensee, through the licensee's professional business,
 - (ii) where the law student is employed by a legal services firm, through the legal services firm, or
 - (iii) where the law student is employed by a professional corporation described in clause 61.0.1 (1) (c) of the Act, through the professional corporation; and

- (c) provides the legal services,
 - (i) where the law student is employed by a licensee, under the direct supervision of the licensee,
 - (ii) where the law student is employed by a legal services firm, under the direct supervision of a licensee who holds a Class P1 licence who is a part of the legal services firm, or
 - (iii) where the law student is employed by a professional corporation described in clause 61.0.1 (1) (c) of the Act, under the direct supervision of,
 - (A) a licensee who holds a Class P1 licence who provides legal services through the professional corporation, or
 - (B) a licensee who holds a Class L1 licence who practises law as a barrister and solicitor through the professional corporation.

Interpretation: "law student"

(4) For the purposes of subsections (2) and (3), "law student" means an individual who is enrolled in a degree program at an accredited law school.

Paralegal student completing a field placement

34.1. A student enrolled in an accredited program and completing a field placement approved by the educational institution offering the program may, without a licence, provide legal services in Ontario that a licensee who holds a Class P1 licence is authorized to provide if the student,

- (a) is completing the field placement with a licensee who holds a Class P1 licence or a Class L1 licence, a legal services firm, a law firm, a professional corporation described in clause 61.0.1 (1) (c) of the Act, the Government of Canada, the Government of Ontario or a municipal government in Ontario;

- (b) provides the legal services,
 - (i) where the student is employed by a licensee, through the licensee's professional business,
 - (ii) where the student is employed by a legal services firm or a law firm, through the legal services firm or the law firm,
 - (iii) where the student is employed by a professional corporation described in clause 61.0.1 (1) (c) of the Act, through the professional corporation, or

(iv) where the student is employed by the Government of Canada, the Government of Ontario or a municipal government in Ontario, only for and on behalf of the Government of Canada, the Government of Ontario or the municipal government in Ontario, respectively; and

(c) provides the legal services,

(i) where the field placement is with a licensee, under the direct supervision of the licensee,

(ii) where the field placement is with a legal services firm, under the direct supervision of a licensee who holds a Class P1 licence who is a part of the legal services firm,

(iii) where the field placement is with a law firm, under the direct supervision of a licensee who holds a Class L1 licence who is a part of the law firm,

(iv) where the field placement is with a professional corporation described in clause 61.0.1 (1) (c) of the Act, under the direct supervision of,

(A) a licensee who holds a Class P1 licence who provides legal services through the professional corporation, or

(B) a licensee who holds a Class L1 licence who practises law as a barrister and solicitor through the professional corporation, or

(v) where the field placement is with the Government of Canada, the Government of Ontario or a municipal government in Ontario, under the direct supervision of a licensee who holds a Class L1 licence or a Class P1 licence and who works for the Government of Canada, the Government of Ontario or the municipal government in Ontario, respectively.

AMENDMENTS TO BY-LAW 4 RE: INTEGRATION PROGRAMME

Motion

9. That By-law 4 be amended as shown at Appendix 2.

Background

10. On February 25th, Convocation approved in principle the Committee's report on the proposed Integration Programme for members of some of the exempted groups, and for collection agents. On April 22nd, Convocation approved the list of eligible exemptions, shown at Appendix 3.
11. The changes to Part IV of By-law 4 necessary to implement the Integration Programme are shown at Appendix 2. The official, bilingual motion will be distributed at Convocation.

12. The main features of the programme are:
- a. The process will not be open to individual paralegals who chose not to apply in 2007 if they are not members of one of the exempt groups. A number of persons in this situation have been told that their application is out of time, and it would not be fair to go back on these decisions.
 - b. To take advantage of the process, applicants would have to show that they,
 - i) are a member of one of the eligible groups approved by Convocation;
 - ii) have three years of experience as of the date of application;
 - iii) can provide the required references;
 - iv) have or can obtain professional liability insurance, and
 - v) are of good character.
 - c. There will be a 'window' of 12 months for applicants to apply. Provided the by-law is approved in June, the year would run from October 1, 2010 through to September 30, 2011. An extensive communications initiative will be undertaken to draw the attention of all relevant persons to the new opportunity. A draft of the communications plan is attached at Appendix 4.
 - d. Once applicants have applied, they will be required to complete the educational course, the licensing examination (with the usual three opportunities to attempt it) and all other requirements by December 31st 2014, at which point the process would be terminated.

Good Character Requirement

13. As proposed in the February Report to Convocation, the by-law provides that applicants must receive good character clearance before they can write the licensing examination - subsection 15 (2.1). They may take the mandatory educational course while they are in good character investigation, but they will be told that there is a risk that they may not be permitted to write the licensing examination. In any event, they must complete the educational course by December 31, 2014 because it will not be available after that date.
14. Since it is possible that some applicants will not have written the licensing examination by December 31, 2014, particularly if hearings and appeals are required, there is a provision in the by-law that permits them to write the licensing examination within 12 months of being cleared regarding good character. So, for example, an applicant who appeals a hearing panel decision, is granted a new hearing, and is found to be of good character after the second hearing, may not have written the examination by 2015. Subsection 15 (2.2) of the by-law states that the applicant has 12 months from the final hearing panel decision on good character to write the licensing examination.

The Committee's Deliberations

15. The Committee is of the view that the draft accurately reflects the policy adopted by Convocation.

BY-LAW CHANGES TO IMPLEMENT THE INTEGRATION PROGRAMME

VERSION June 15, 2010

BY-LAW 4

LICENSING

PART I

CLASSES OF LICENCE

.

PART II

ISSUANCE OF LICENCE

INTERPRETATION

Interpretation

7. In this Part,

“accredited law school” means a law school in Canada that is accredited by the Society;

“accredited program” means a legal services program in Ontario approved by the Minister of Training, Colleges and Universities that is accredited by the Society;

“licensing cycle” means,

- (a) for a person registering with the Society to be eligible to take a licensing examination or to enter into articles of clerkship that is a requirement for a Class L1 licence, a period running from May 1 in a year to April 30 in the following year; and
- (b) for a person registering with the Society to be eligible to take a licensing examination that is a requirement for a Class P1 licence, a period running from June 1 in a year to May 31 in the following year.

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LICENCE TO PROVIDE LEGAL SERVICES

Requirement for issuance of Class P1 licence: not otherwise licensed

10.1 It is a requirement for the issuance of a Class P1 licence that an applicant not already hold a licence to provide the legal services that a licensee who holds a Class P1 licence is authorized to provide.

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Requirements for issuance of Class P1 licence: application received after October 31, 2007 and prior to July 1, 2010

12. (1) The following are the requirements for the issuance of a Class P1 licence for an applicant who applies for the licence after October 31, 2007 and prior to July 1, 2010:

1. The applicant must have graduated, within the three years prior to the application, from a legal services program in Ontario that, at the time the applicant graduated, was approved by the Minister of Training, Colleges and Universities and that included,
 - i. 18 courses, the majority of which provided instruction on legal services that a licensee who holds a Class P1 licence is authorized to provide and one of which was a course on professional responsibility and ethics, and
 - ii. a field placement of at least 120 hours.
2. The applicant must have successfully completed the applicable licensing examination or examinations set by the Society.

Exemption from education requirement

- (2) An applicant is exempt from the requirement mentioned in paragraph 1 of subsection (1) if,
- (a) for an aggregate of at least 3 years, the applicant has exercised the powers and performed the duties of a justice of the peace in Ontario on a full-time basis; or
 - (b) the applicant was previously licensed to provide legal services in Ontario and applied for that licence prior to November 1, 2007.

Exemption from examination requirement

- (3) An applicant is exempt from the requirement mentioned in paragraph 2 of subsection (1) if the applicant was previously licensed to provide legal services in Ontario.

Requirements for issuance of Class P1 licence: application received after June 30, 2010

13. (1) The following are the requirements for the issuance of a Class P1 licence for an applicant who applies for the licence after June 30, 2010:

1. The applicant must have graduated from a legal services program in Ontario that was, at the time the applicant graduated from the program, an accredited program.

2. The applicant must have successfully completed the applicable licensing examination or examinations set by the Society by not ~~more-later~~ than ~~three-two~~ years ~~prior to the application for licensing~~ after the end of the licensing cycle into which the applicant was registered.

Exemption from education requirement

(2) An applicant is exempt from the requirement mentioned in paragraph 1 of subsection (1) if,

- (a) for an aggregate of at least 3 years, the applicant has exercised the powers and performed the duties of a justice of the peace in Ontario on a full-time basis; ~~or~~

(b) the applicant is mentioned in subsection (4) and,

(i) has provided legal services, that a licensee who holds a Class P1 licence is authorized to provide, on a full-time basis for a total of three years in the five years immediately prior to her or his application for a Class P1 licence,

(ii) has provided written confirmation from two persons, from a list of persons and in a form provided by the Society, verifying that the applicant meets the requirement mentioned in subclause (i), and

(iii) has successfully completed a professional conduct and advocacy course conducted by the Society by not later than two years after the end of the licensing cycle into which the applicant was registered;

(c) the applicant is a member in good standing of the Human Resources Professionals Association of Ontario, the Ontario Professional Planners Institute, the Board of Canadian Registered Safety Professionals or the Appraisal Institute of Canada and,

(i) has been a member in good standing of the organization for a total of three years in the five years immediately prior to her or his application for a Class P1 licence,

(ii) has carried on the profession or occupation represented by the organization, including engaging in activities related to the provision of legal services that a licensee who holds a Class P1 licence is authorized to provide, on a full-time basis for a total of three years in the five years immediately prior to her or his application for a Class P1 licence, and

(iii) has successfully completed a professional conduct and advocacy course conducted by the Society by not later than two years after the end of the licensing cycle into which the applicant was registered;

(d) the applicant is registered and in good standing as a collector under the *Collection Agencies Act* and,

- (i) has been registered and in good standing as a collector under the *Collection Agencies Act* for a total of three years in the five years immediately prior to her or his application for a Class P1 licence,
 - (ii) has acted as a collector, including engaging in activities related to the provision of legal services that a licensee who holds a Class P1 licence is authorized to provide, on a full-time basis for a total of three years in the five years immediately prior to her or his application for a Class P1 licence, and
 - (iii) has successfully completed a professional conduct and advocacy course conducted by the Society by not later than two years after the end of the licensing cycle into which the applicant was registered; or
- (be) the applicant was previously licensed to provide legal services in Ontario and applied for that licence prior to July 1, 2010.

Interpretation: "full-time basis"

(2.1) For the purposes of subsection (2), engaging in an activity or acting in a particular capacity on a full-time basis means engaging in an activity or acting in a particular capacity, on the average, 30 hours per week.

Exemption from examination requirement

(3) An applicant is exempt from the requirement mentioned in paragraph 2 of subsection (1) if the applicant was previously licensed to provide legal services in Ontario.

Application of clause (2) (b)

(4) Clause (2) (b) applies to an applicant who engages in any one of the following activities and who, on November 1, 2007, was engaging in any one of the following activities:

1. Providing legal services without a licence under paragraph 1 of subsection 30 (1).
2. Providing legal services without a licence under paragraph 2 of subsection 30 (1) as an individual employed by a clinic, within the meaning of the *Legal Aid Services Act, 1998*, that is funded by Legal Aid Ontario.
3. Providing legal services without a licence under paragraph 4 of subsection 30 (1).
4. Providing legal services without a licence under section 31.
5. Providing legal services without a licence under section 32.

Application of clauses 2 (b), (c) and (d)

(5) Clauses 2 (b), (c) and (d) apply only to an applicant who submits to the Society a completed application for a Class P1 licence on or before September 30, 2011.

LICENSING EXAMINATIONS

General requirements

14. (1) A person who meets the following requirements is entitled to take a licensing examination set by the Society:
1. The person must register with the Society, prior to the day of the examination, by the time specified by the Society.
 2. The person must submit to the Society a completed examination application, for the examination that the person wishes to take, in a form provided by the Society, prior to the day of the examination, by the time specified by the Society.
 3. The person must pay the applicable examination fee, prior to the day of the examination, by the time specified by the Society.
 4. The person must provide to the Society all documents and information, as may be required by the Society, relating to any requirement for taking an examination.
 5. The person must not be ineligible to take the examination under this By-Law.

Misrepresentations

(2) A person who makes any false or misleading representation or declaration on or in connection with an examination application, by commission or omission, is deemed thereafter not to meet, and not to have met, the requirements for taking a licensing examination and, subject to subsection (3), the successful completion of any licensing examination taken by the person is deemed thereafter to be void.

Deferred voiding of examination result

(3) Where the false or misleading representation mentioned in subsection (2) relates to meeting the requirement of paragraph 1 of subsection 9 (1) or paragraph 1 of section 14 and was made by the person in good faith, the person is deemed not to meet, and not to have met, the requirements for taking a licensing examination, and the successful completion of any licensing examination taken by the person is deemed to be void, if the person does not meet the requirement of paragraph 1 of subsection 9 (1) or paragraph 1 of section 14, as the case may be, by the end of the licensing cycle in which the person registered with the Society to be eligible to take the applicable licensing examination.

Licensing examination for Class L1 licence

15. (1) A person who meets the requirement of paragraph 1 of subsection 9 (1) is entitled to take a licensing examination that is a requirement for the issuance of a Class L1 licence.

Licensing examination for Class P1 licence

- (2) A person is entitled to take a licensing examination that is a requirement for a Class P1 licence if,
- (a) in the case of an applicant who applies for a Class P1 licence prior to November 1, 2007, the person meets the requirements of paragraphs 1 and 3 of subsection 11 (1);
 - (b) in the case of an applicant who applies for a Class P1 after October 31, 2007 and prior to July 1, 2010, the person meets the requirement of paragraph 1 of section 12; and
 - (c) in the case of an applicant who applies for a Class P1 licence after June 30, 2010,
 - (i) the person meets the requirement of paragraph 1 of subsection 13 (1), or
 - (ii) the person is exempt from the requirement of paragraph 1 of subsection 13 (1) under clause 13 (2) (b), 13 (2) (c) or 13 (2) (d).

Licensing examination for Class P1 licence: permission to take examination

(2.1) Despite subclause (2) (c) (ii), an applicant mentioned in that subclause is not entitled to take a licensing examination that is a requirement for a Class P1 licence until after she or he has provided to the Society all documents and information, as may be required by the Society, relating to the requirement that an applicant for a Class P1 licence be of good character and the Society has notified the applicant that she or he is permitted to take the licensing examination.

Time requirement for successfully completing licensing examination

(2.2) Despite paragraph 2 of subsection 13 (1), an applicant who is permitted under subsection (2.1) to take a licensing examination that is a requirement for a Class P1 licence shall successfully complete the licensing examination by not later than the later of,

- (a) two years after the end of the licensing cycle into which the applicant was registered; and
- (b) 12 months after the date on which the Society notifies the applicant that she or he is permitted to take the licensing examination.

Failing licensing examination

(3) A person who qualified to take a licensing examination that is a requirement for a Class P1 licence by meeting the requirement of subparagraph i or ii of paragraph 1 of subsection 11 (1) and failed the examination on three occasions may no longer qualify to take the examination by meeting the requirement of subparagraph i or ii of paragraph 1 of subsection 11 (1).

....

PROFESSIONAL CONDUCT AND ADVOCACY COURSE

Requirements

17.1 (1) A person who meets the following requirements is entitled to take the professional conduct and advocacy course conducted by the Society the successful completion of which is a requirement for an exemption under clause 13 (2) (b), (c) or (d) from the requirement mentioned in paragraph 1 of subsection 13 (1):

1. The person must register with the Society.
2. The person must pay the applicable fees by the time specified by the Society.
3. The person must provide to the Society all documents and information, as may be required by the Society, relating to the taking of the course by the time specified by the Society.

INTEGRATION PROJECT – ELIGIBILITY

<i>EXEMPTION OR EXCLUSION BY-LAW 4, PART V:</i>	<i>RECOMMENDATION</i>	<i>EXAMPLE</i>
Section 30 (1) In-house legal services provider	• YES	Municipal prosecutors
Legal Clinics: employees	• YES	Community legal workers
Legal Clinics: law students	• NO	
Law school student legal services	• NO	
Law student <i>pro bono</i> programs	• NO	
Not for profit organizations	• YES	Human Rights Legal Support staff
Acting for family, friend or neighbour	• NO	
MPP's and their designees	• NO	
Other profession or occupation – member of A. Human Resources Professionals Association of Ontario B. Ontario Professional Planners Institute C. Board of Canadian Registered Safety Professionals D. Appraisal Institute of Canada	• YES	HR consultants working in workers' compensation
Section 31 Office of the Worker Adviser Office of the Employer Adviser	• YES	
Injured Workers groups funded by the WSIB	• YES	
Section 32 (2) trade unions and persons designated by the Ontario Federation of Labour	• YES	
Section 34 Articling Students	• NO	

Employed law students		
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Communications Strategy

Integration of Exempted Paralegals

June 2, 2010

Issue

During 2009 consultations with stakeholders regarding paralegal licensing exemptions, the Paralegal Standing Committee learned that many members of groups exempted by By-Law 4 now wished to apply for a paralegal licence. As well, the Law Society received a request for an exemption of Ontario collection agents. To address these concerns, the committee submitted a recommendation to Convocation on February 25, 2010 for a new licensing stream for Ontario collection agents and some previously exempt groups in By-Law 4. The recommendation was accepted in principle and by-law changes are being brought to June Convocation for approval, so that if approved, the application process may begin in October 2010.

Context / Background

In 2009, the Paralegal Standing Committee reviewed the licensing exemptions provided by By-Law 4 and prepared an interim report on exemptions to paralegal regulation, which was approved by Convocation on January 28, 2010. The policy recommendations contained in the report were based on extensive consultations with stakeholders

The committee found there is considerable interest from people in some exempt groups to become licensed. As well, the Law Society received a request for an exemption for Ontario collection agents. Prior to the introduction of paralegal licensing, some collection agents appeared in Small Claims Court on behalf of their clients and many prepared statements of claim, even when the court work was to be undertaken by a lawyer or paralegal.

Collection agents who contacted the Law Society during the 2007 grandparent window were told that they were ineligible to apply if they lacked the courtroom advocacy experience that formed part of the required criteria. However, these collection agents are now finding that their work in drafting statements of claim is considered the “provision of legal services” and they can be the subject of a complaint of unauthorized practice.

To address these concerns, the Paralegal Standing Committee proposed an integration program for members of some exempted groups and collection agents. Convocation approved the program in February and the necessary by-law changes are being presented to Convocation for approval in June.

Contingent upon approval in June, the integration program will provide a 12-month window for applicants to apply for licensing, from October 1, 2010 to September 30, 2011. Applicants would be required to complete all the requirements by December 31, 2014, when the process would end.

The process will include an online educational component that all applicants would be required to complete once they have applied for licensing. Having the Law Society deliver the program will guarantee that Law Society standards will be met.

The focus of the course would be on ethics, professional responsibility and client service, with emphasis on advocacy-related knowledge and the *Paralegal Rules of Conduct*. The course would consist of 15 three-hour modules with a 20 minute multiple-choice assessment at the end of each module. All applicants would also be required to take the usual licensing examination. They would have three opportunities to write the examination and meet all the other requirements by December 31, 2014.

Eligible applicants will be required to have three years of experience in their field (within the previous five years) and pass the licensing examination. They would also be required to have professional liability insurance and fulfill the good character requirement before being entitled to write the licensing examination.

This licensing opportunity would not be available to those who chose not to apply in 2007, if they are not members of one of the exempt groups.

It is estimated that approximately 400 to 450 people will use this opportunity to apply for licensing.

What the Law Society is Doing

The Law Society is launching an integration program as a temporary avenue into the paralegal licensing process for collection agents and some previously exempt groups. The program includes the development of an online study program, for distance learning.

Communications Message – Overall

- The Law Society is developing a new licensing stream to integrate members of some of the groups previously exempted from paralegal licensing, as well as collection agents. The process will further enhance consumer protection and access to justice by addressing a current gap in regulation and increasing the number of licensed, competent paralegals.
-

Communications Goals

- To communicate the integration program requirements to all audiences – stakeholders – particularly those in the exempted groups and collection agents – as well as lawyers, paralegals, public & media.
 - Ensure that applicants/stakeholders have access to current and ongoing information about the integration program.
-

Key Messages - Overall

- The Law Society is offering a new licensing stream to integrate exempted paralegals and collection agents.
- The new integration process will further enhance consumer protection and access to justice by addressing a current gap in regulation and increasing the number of licensed, competent paralegals.
- The integration program will not be available to non-exempt individuals who did not apply for the grandparent licensing stream in 2007.

- Applicants to the integration process must be members of one of the eligible groups and have three years of experience in their field.
 - Applicants to the integrated process will have a 12-month window to apply for licensing from October 1, 2010 to September 30, 2011, and must complete all the requirements by December 31, 2014.
-

Communication Tactics & Vehicles

- Coverage in *Convocation News*
 - News Releases – at launch of program – updated releases at intervals of the program
 - Web Postings – Latest News & a dedicated page in the Paralegal Section – continually updated as new information becomes available – include an FAQ section
 - Meetings with stakeholder groups
 - Forum or town hall for stakeholders
 - E-blasts to organizations representing eligible groups & other stakeholders throughout process
 - Articles for posting in stakeholder publications & websites
 - Coverage in *Paralegal UPDATE*
 - Notice in *Ontario Reports* (Repeated)
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Potential Media Coverage

We anticipate there will be interest from the legal media. Depending on the outcome, there may also be some interest from mainstream media legal reporters. We will respond to queries as they occur.

FOR INFORMATION

REGULATION OF IMMIGRATION CONSULTANTS

16. The federal minister of immigration has introduced Bill C-35, the *Cracking Down on Crooked Consultants Act*. This bill is intended to address current problems with the regulation of immigration consultants, and creates summary conviction offences for contravention of the *Immigration and Refugee Protection Act*. A copy of the bill is attached at Appendix 5.
17. The bill will be reviewed by the Government Relations Committee.

COSTS OF PARALEGAL ELECTION

18. The first election of paralegal members of the Paralegal Standing Committee was held during the month of March, 2010. The election was held entirely electronically. A table showing the costs of the election is attached at Appendix 6.

TASK FORCE ON UNBUNDLED LEGAL SERVICES

19. The Committee was requested by the Professional Regulation Committee to nominate members to the new Task Force on Unbundled Legal Services. The Committee nominated Paul Dray, Michelle Haigh and Robert Burd.

Attached to the original Report in Convocation file, copies of:

- (1) Copy of Bill C-35 re An Act to amend the *Immigration and Refugee Protection Act*, First Reading June 8, 2010. (Appendix 5, pages 33-39)
- (2) Copy of the 2010 Paralegal Election Expenses. (Appendix 6, page 40)

Re: Amendments to By-Law 4 to Implement Changes to Exemptions

Ms. Corsetti pointed out two amendments to the proposed by-law:

- (a) in the English version, the addition of the word 'and' at the end of subsection 30(1) 5.1 ii. of the by-law, and
- (b) in the French version, the addition of the word 'et' at the end of subsection 30(1) 5.1 ii. of the by-law.

It was moved by Mr. Dray, seconded by Ms. McGrath, that By-Law 4 be amended as set out in the amended bilingual motion distributed at Convocation.

Carried

Re: Amendments to By-Law 4 to Implement the Integration Programme

It was moved by Mr. Dray, seconded by Ms. McGrath, that By-Law 4 be amended as set out in the bilingual motion distributed at Convocation.

Carried

THE LAW SOCIETY OF UPPER CANADA

BY-LAWS MADE UNDER
SUBSECTIONS 62 (0.1) AND (1) OF THE *LAW SOCIETY ACT*

BY-LAW 4
[LICENSING]

THAT By-Law 4 [Licensing], made by Convocation on May 1, 2007 and amended by Convocation on May 25, 2007, June 28, 2007, September 20, 2007, January 24, 2008, April 24, 2008, May 22, 2008, June 26, 2008, January 29, 2009 and June 25, 2009, be further amended as follows:

1. Paragraph 2 of subsection 13 (1) of the English version of the By-Law is revoked and the following substituted:

2. The applicant must have successfully completed the applicable licensing examination or examinations set by the Society by not later than two years after the end of the licensing cycle into which the applicant was registered.

2. Paragraph 2 of subsection 13 (1) of the French version of the By-Law is revoked and the following substituted:

2. Le requérant ou la requérante doit avoir réussi le ou les examens d'admission applicables établis par le Barreau dans les deux ans qui suivent la fin du cycle d'admission pour lequel il ou elle est inscrit.

3. Clause 13 (2) (b) of the English version of the By-Law is revoked and the following substituted:

- (b) the applicant is mentioned in subsection (4) and,
 - i) has provided legal services, that a licensee who holds a Class P1 licence is authorized to provide, on a full-time basis for a total of three years in the five years immediately prior to her or his application for a Class P1 licence,
 - (ii) has provided written confirmation from two persons, from a list of persons and in a form provided by the Society, verifying that the applicant meets the requirement mentioned in subclause (i), and
 - (iii) has successfully completed a professional conduct and advocacy course conducted by the Society by not later than two years after the end of the licensing cycle into which the applicant was registered;
- (c) the applicant is a member in good standing of the Human Resources Professionals Association of Ontario, the Ontario Professional Planners Institute, the Board of Canadian Registered Safety Professionals or the Appraisal Institute of Canada and,
 - (i) has been a member in good standing of the organization for a total of three years in the five years immediately prior to her or his application for a Class P1 licence,
 - (ii) has carried on the profession or occupation represented by the organization, including engaging in activities related to the provision of legal services that a licensee who holds a Class P1 licence is authorized to provide, on a full-time

basis for a total of three years in the five years immediately prior to her or his application for a Class P1 licence, and

- (iii) has successfully completed a professional conduct and advocacy course conducted by the Society by not later than two years after the end of the licensing cycle into which the applicant was registered;
- (d) the applicant is registered and in good standing as a collector under the Collection Agencies Act and,
 - (i) has been registered and in good standing as a collector under the Collection Agencies Act for a total of three years in the five years immediately prior to her or his application for a Class P1 licence,
 - (ii) has acted as a collector, including engaging in activities related to the provision of legal services that a licensee who holds a Class P1 licence is authorized to provide, on a full-time basis for a total of three years in the five years immediately prior to her or his application for a Class P1 licence, and
 - (iii) has successfully completed a professional conduct and advocacy course conducted by the Society by not later than two years after the end of the licensing cycle into which the applicant was registered; or
- (e) the applicant was previously licensed to provide legal services in Ontario and applied for that licence prior to July 1, 2010.

4. Clause 13 (2) b) of the French version of the By-Law is revoked and the following substituted:

- b) il ou elle est visé au paragraphe (4) et, à la fois :
 - (i) a fourni les services juridiques que les titulaires de permis de catégorie P1 sont autorisés à fournir, à temps plein pendant un total de trois ans au cours des cinq ans ayant précédé la présentation de sa demande de permis de catégorie P1,
 - (ii) a présenté la confirmation écrite de deux personnes, figurant sur la liste de personnes et dans le formulaire que lui fournit le Barreau, attestant qu'il ou elle satisfait aux exigences énoncées au sous-alinéa (i),
 - (iii) a réussi un cours de déontologie et de représentation donné par le Barreau dans les deux ans qui suivent la fin du cycle d'admission pour lequel il ou elle est inscrit;
- c) il ou elle est membre en règle de l'association appelée *Human Resources Professionals Association of Ontario*, de l'Institut des planificateurs professionnels de l'Ontario, du Conseil canadien des professionnels en sécurité agréés ou de l'Institut canadien des évaluateurs et, à la fois :
 - (i) l'a été pendant un total de trois ans au cours des cinq ans ayant précédé la présentation de sa demande de permis de catégorie P1,

- (ii) a exercé la profession ou l'occupation représentée par l'organisme, notamment en se livrant aux activités liées à la prestation des services juridiques que les titulaires de permis de catégorie P1 sont autorisés à fournir, à temps plein pendant un total de trois ans au cours des cinq ans ayant précédé la présentation de sa demande de permis de catégorie P1,
 - (iii) a réussi un cours de déontologie et de représentation donné par le Barreau dans les deux ans qui suivent la fin du cycle d'admission pour lequel il ou elle est inscrit;
- d) il ou elle est inscrit comme agent de recouvrement et est en règle à ce titre sous le régime de la *Loi sur les agences de recouvrement* et, à la fois :
- (i) a été inscrit et en règle à ce titre pendant un total de trois ans au cours des cinq ans ayant précédé la présentation de sa demande de permis de catégorie P1,
 - (ii) a agi comme agent de recouvrement, notamment en se livrant aux activités liées à la prestation des services juridiques que les titulaires de permis de catégorie P1 sont autorisés à fournir, à temps plein pendant un total de trois ans au cours des cinq ans ayant précédé la présentation de sa demande de permis de catégorie P1,
 - (iii) a réussi un cours de déontologie et de représentation donné par le Barreau dans les deux ans qui suivent la fin du cycle d'admission pour lequel il ou elle est inscrit;
- e) il ou elle a déjà été titulaire d'un permis de fournir des services juridiques en Ontario, qu'il ou elle a demandé avant le 1^{er} juillet 2010.

5. Section 13 of the English version of the By-Law is amended by adding the following subsections:

Interpretation: "full-time basis"

(2.1) For the purposes of subsection (2), engaging in an activity or acting in a particular capacity on a full-time basis means engaging in an activity or acting in a particular capacity, on the average, 30 hours per week.

Application of clause (2) (b)

- (4) Clause (2) (b) applies to an applicant who engages in any one of the following activities and who, on November 1, 2007, was engaging in any one of the following activities:
1. Providing legal services without a licence under paragraph 1 of subsection 30 (1).
 2. Providing legal services without a licence under paragraph 2 of subsection 30 (1) as an individual employed by a clinic, within the meaning of the Legal Aid Services Act, 1998, that is funded by Legal Aid Ontario.

3. Providing legal services without a licence under paragraph 4 of subsection 30 (1).
4. Providing legal services without a licence under section 31.
5. Providing legal services without a licence under section 32.

Application of clauses 2 (b), (c) and (d)

(5) Clauses 2 (b), (c) and (d) apply only to an applicant who submits to the Society a completed application for a Class P1 licence on or before September 30, 2011.

6. Section 13 of the French version of the By-Law is amended by adding the following subsections:

Interprétation : « à temps plein »

(2.1) Pour l'application du paragraphe (2), le fait de se livrer à une activité ou d'agir à un titre quelconque à temps plein s'entend du fait de se livrer à cette activité ou d'agir à ce titre en moyenne 30 heures par semaine.

Champ d'application de l'alinéa (2) b)

(4) L'alinéa (2) b) s'applique aux requérants et aux requérantes qui se livrent à l'une des activités suivantes et qui s'y livraient le 1^{er} novembre 2007 :

1. Fournir des services juridiques sans permis dans le cadre de la disposition 1 du paragraphe 30 (1).
2. Fournir des services juridiques sans permis dans le cadre de la disposition 2 du paragraphe 30 (1) comme personne au service d'une clinique, au sens de la *Loi de 1998 sur les services d'aide juridique*, qui est financée par Aide juridique Ontario.
3. Fournir des services juridiques sans permis dans le cadre de la disposition 4 du paragraphe 30 (1).
4. Fournir des services juridiques sans permis dans le cadre de l'article 31.
5. Fournir des services juridiques sans permis dans le cadre de l'article 32.

Champ d'application des alinéas 2 b), c) et d)

(5) Les alinéas 2 b), c) et d) s'appliquent seulement aux requérants et aux requérantes qui présentent au Barreau une demande de permis de catégorie P1 dûment remplie au plus tard le 30 septembre 2011.

7. Clause 15 (2) (c) of the English version of the By-Law is revoked and the following substituted:

- (c) in the case of an applicant who applies for a Class P1 licence after June 30, 2010,
 - (i) the person meets the requirement of paragraph 1 of subsection 13 (1), or
 - (ii) the person is exempt from the requirement of paragraph 1 of subsection 13 (1) under clause 13 (2) (b), 13 (2) (c) or 13 (2) (d).

8. Clause 15 (2) c) of the French version of the By-Law is revoked and the following substituted:

- c) dans le cas d'un requérant ou d'une requérante qui demande un permis de catégorie P1 après le 30 juin 2010 :
 - (i) soit la personne satisfait à l'exigence prévue à la disposition 1 du paragraphe 13 (1),
 - (ii) soit la personne est dispensée de l'exigence prévue à la disposition 1 du paragraphe 13 (1) en application de l'alinéa 13 (2) b), 13 (2) c) ou 13 (2) d).

9. Section 15 of the English version of the By-Law is amended by adding the following subsections:

Licensing examination for Class P1 licence: permission to take examination

(2.1) Despite subclause (2) (c) (ii), an applicant mentioned in that subclause is not entitled to take a licensing examination that is a requirement for a Class P1 licence until after she or he has provided to the Society all documents and information, as may be required by the Society, relating to the requirement that an applicant for a Class P1 licence be of good character and the Society has notified the applicant that she or he is permitted to take the licensing examination.

Time requirement for successfully completing licensing examination

(2.2) Despite paragraph 2 of subsection 13 (1), an applicant who is permitted under subsection (2.1) to take a licensing examination that is a requirement for a Class P1 licence shall successfully complete the licensing examination by not later than the later of,

- (a) two years after the end of the licensing cycle into which the applicant was registered; and
- (b) 12 months after the date on which the Society notifies the applicant that she or he is permitted to take the licensing examination.

10. Section 15 of the French version of the By-Law is amended by adding the following subsections:

Examen d'admission ouvrant droit au permis de catégorie P1 : permission de passer l'examen

(2.1) Malgré le sous-alinéa (2) c) (ii), le requérant ou la requérante visé à ce sous-alinéa n'est admissible à passer l'examen d'admission, qui est une exigence préalable à l'obtention du permis de catégorie P1, qu'après avoir fourni au Barreau tous les documents et renseignements qu'il peut lui demander concernant l'exigence voulant que le requérant ou la requérante qui présente une demande de permis de catégorie P1 soit de bonnes mœurs et qu'après que le Barreau l'ait avisé qu'il ou elle a la permission de passer l'examen.

Délai pour réussir l'examen d'admission

(2.2) Malgré la disposition 2 du paragraphe 13 (1), le requérant ou la requérante qui a la permission, en application du paragraphe (2.1), de passer l'examen d'admission, qui est une exigence préalable à l'obtention du permis de catégorie P1, doit réussir l'examen dans celui des délais suivants qui se termine le plus tard :

- a) deux ans après la fin du cycle d'admission pour lequel il ou elle est inscrit;
- b) 12 mois après la date à laquelle le Barreau l'avise qu'il ou elle a la permission de passer l'examen.

11. The English version of the By-Law is amended by adding the following immediately after section 17:

PROFESSIONAL CONDUCT AND ADVOCACY COURSE

Requirements

17.1 (1) A person who meets the following requirements is entitled to take the professional conduct and advocacy course conducted by the Society the successful completion of which is a requirement for an exemption under clause 13 (2) (b), (c) or (d) from the requirement mentioned in paragraph 1 of subsection 13 (1):

- 1. The person must register with the Society.
- 2. The person must pay the applicable fees by the time specified by the Society.
- 3. The person must provide to the Society all documents and information, as may be required by the Society, relating to the taking of the course by the time specified by the Society.

12. The French version of the By-Law is amended by adding the following immediately after section 17:

COURS DE DÉONTOLOGIE ET DE REPRÉSENTATION

Exigences

17.1 (1) Quiconque répond aux exigences suivantes est admissible au cours de déontologie et de représentation donné par le Barreau et dont la réussite est une exigence pour pouvoir jouir de la dispense, prévue à l'alinéa 13 (2) b), c) ou d), de l'exigence prévue à la disposition 1 du paragraphe 13 (1) :

1. La personne doit s'inscrire auprès du Barreau.
2. La personne doit acquitter les frais applicables dans le délai fixé par le Barreau.
3. La personne doit fournir au Barreau tous les documents et renseignements qu'il peut exiger concernant l'audition du cours dans le délai qu'il fixe.

13. Section 28 of the English version of the By-Law is amended by adding the following paragraph:

Committee of adjustment

3. A person whose profession or occupation is not the provision of legal services or the practice of law, who, on behalf of another person, participates in hearings before a committee of adjustment constituted under section 44 of the Planning Act.

14. Section 28 of the French version of the By-Law is amended by adding the following paragraph:

Comité de dérogation

3. Toute personne dont la profession ou l'emploi ne consiste pas à offrir des services juridiques ni à exercer le droit et qui participe pour le compte d'un tiers aux audiences d'un comité de dérogation constitué en application de l'article 44 de la *Loi sur l'aménagement du territoire*.

15. Section 29 of the English version of the By-Law is amended by adding the following definition:

“accredited program” means a legal services program in Ontario approved by the Minister of Training, Colleges and Universities that is accredited by the Society.

16. Section 29 of the French version of the By-Law is amended by adding the following definition:

« programme agréé » S'entend d'un programme de services juridiques en Ontario approuvé par le ministre de la Formation et des Collèges et Universités et agréé par le Barreau.

17. Paragraph 2 of subsection 30 (1) of the English version of the By-Law is amended by,

(a) deleting the period at the end of sub-subparagraph A and substituting a comma; and

(b) adding the following sub-subparagraph:

C. An individual who is enrolled in an accredited program and is completing a field placement approved by the educational institution offering the program at a clinic, within the meaning of the Legal Aid Services Act, 1998, that is funded by Legal Aid Ontario,

18. Paragraph 2 of subsection 30 (1) of the French version of the By-Law is amended by adding the following sub-subparagraph:

(a) deleting the period at the end of sub-subparagraph A and substituting a comma; and

(b) adding the following sub-subparagraph:

C. Est inscrite dans un programme agréé et effectue un stage pratique approuvé par l'établissement d'enseignement qui offre le programme dans une clinique, au sens de la *Loi de 1998 sur les services d'aide juridique*, qui est financée par Aide juridique Ontario,

19. Paragraphs 5 and 6 of subsection 30 (1) of the English version of the By-Law are revoked and the following substituted:

Acting for friend or neighbour

5. An individual,
- i. whose profession or occupation is not and does not include the provision of legal services or the practice of law,
 - ii. who provides the legal services only for and on behalf of a friend or a neighbour,
 - iii. who provides the legal services in respect of not more than three matters per year, and
 - iv. who does not expect and does not receive any compensation, including a fee, gain or reward, direct or indirect, for the provision of the legal services.

Acting for family

- 5.1. An individual,
- i. whose profession or occupation is not and does not include the provision of legal services or the practice of law,

- ii. who provides the legal services only for and on behalf of a related person, within the meaning of the *Income Tax Act* (Canada), and
- iii. who does not expect and does not receive any compensation, including a fee, gain or reward, direct or indirect, for the provision of the legal services.

Member of Provincial Parliament

- 6. An individual,
 - i. whose profession or occupation is not and does not include the provision of legal services or the practice of law,
 - ii. who is a member of Provincial Parliament or his or her designated staff, and
 - iii. who provides the legal services for and on behalf of a constituent of the member.

20. Paragraphs 5 and 6 of subsection 30 (1) of the French version of the By-Law are revoked and the following substituted:

Services offerts à des amis ou à des voisins

- 5. Toute personne qui répond aux critères suivants :
 - i. Sa profession ou son occupation ne consiste pas à fournir des services juridiques ou à exercer le droit et ne comporte pas la prestation de services juridiques ou l'exercice du droit.
 - ii. Elle fournit des services juridiques uniquement au nom d'un ami ou d'une amie ou d'un voisin ou d'une voisine.
 - iii. Elle ne fournit les services juridiques qu'à l'égard d'au plus trois affaires par an.
 - iv. Elle ne reçoit ni n'attend aucune rétribution directe ou indirecte — honoraires, gain ou récompense — pour la prestation des services juridiques.

Services offerts à des membres de la famille

- 5.1. Toute personne qui répond aux critères suivants :
 - i. Sa profession ou son occupation ne consiste pas à fournir des services juridiques ou à exercer le droit et ne comporte pas la prestation de services juridiques ou l'exercice du droit.
 - ii. Elle fournit des services juridiques uniquement au nom d'une personne liée, au sens de la *Loi de l'impôt sur le revenu* (Canada). et
 - iii. Elle ne reçoit ni n'attend aucune rétribution directe ou indirecte — honoraires, gain ou récompense — pour la prestation des services juridiques.

Députés provinciaux

6. Toute personne qui répond aux critères suivants :
- i. Sa profession ou son occupation ne consiste pas à fournir des services juridiques ou à exercer le droit et ne comporte pas la prestation de services juridiques ou l'exercice du droit.
 - ii. Elle est député provincial ou députée provinciale ou un membre désigné de son personnel.
 - iii. Elle fournit des services juridiques au nom d'un mandant du député ou de la députée.

21. Subparagraph iv of paragraph 7 of subsection 30 (1) of the English version of the By-Law is amended by,

- (a) adding “or” at the end of sub-subparagraph C;
- (b) deleting “, or” at the end of sub-subparagraph D and substituting a period; and
- (c) revoking sub-subparagraph E.

22. Subparagraph iv of paragraph 7 of subsection 30 (1) of the French version of the By-Law is amended by,

- (a) deleting “,” at the end of sub-subparagraph D and substituting a period; and
- (b) revoking sub-subparagraph E.

23. The definition of “public servant” in subsection 31 (1) of the English version of the By-Law is revoked and the following substituted:

“public servant” has the meaning given it in the *Public Service of Ontario Act, 2006*;

24. The definition of “fonctionnaire” in subsection 31 (1) of the French version of the By-Law is revoked and the following substituted:

« fonctionnaire » S'entend au sens de la *Loi de 2006 sur la fonction publique de l'Ontario*.

25. The English version of the By-Law is amended by adding the following section:

Paralegal student completing a field placement

34.1 A student enrolled in an accredited program and completing a field placement approved by the educational institution offering the program may, without a licence, provide legal services in Ontario that a licensee who holds a Class P1 licence is authorized to provide if the student,

- (a) is completing the field placement with a licensee who holds a Class P1 licence or a Class L1 licence, a legal services firm, a law firm, a professional corporation described in clause 61.0.1 (1) (c) of the Act, the Government of Canada, the Government of Ontario or a municipal government in Ontario;
- (b) provides the legal services,
 - (i) where the student is employed by a licensee, through the licensee's professional business,
 - (ii) where the student is employed by a legal services firm or a law firm, through the legal services firm or the law firm,
 - (iii) where the student is employed by a professional corporation described in clause 61.0.1 (1) (c) of the Act, through the professional corporation, or
 - (iv) where the student is employed by the Government of Canada, the Government of Ontario or a municipal government in Ontario, only for and on behalf of the Government of Canada, the Government of Ontario or the municipal government in Ontario, respectively; and
- (c) provides the legal services,
 - (i) where the field placement is with a licensee, under the direct supervision of the licensee,
 - (ii) where the field placement is with a legal services firm, under the direct supervision of a licensee who holds a Class P1 licence who is a part of the legal services firm,
 - (iii) where the field placement is with a law firm, under the direct supervision of a licensee who holds a Class L1 licence who is a part of the law firm,
 - (iv) where the field placement is with a professional corporation described in clause 61.0.1 (1) (c) of the Act, under the direct supervision of,
 - (A) a licensee who holds a Class P1 licence who provides legal services through the professional corporation, or
 - (B) a licensee who holds a Class L1 licence who practises law as a barrister and solicitor through the professional corporation, or

- (v) where the field placement is with the Government of Canada, the Government of Ontario or a municipal government in Ontario, under the direct supervision of a licensee who holds a Class L1 licence or a Class P1 licence and who works for the Government of Canada, the Government of Ontario or the municipal government in Ontario, respectively.

**26. The French version of the By-Law is amended by adding the following section:
Étudiant parajuriste en stage pratique**

34.1 Sans permis, une étudiante ou un étudiant inscrit dans un programme agréé et effectuant un stage pratique approuvé par l'établissement d'enseignement qui offre le programme peut fournir les services juridiques en Ontario que les titulaires de permis de catégorie P1 sont autorisés à fournir s'il ou elle :

- a) effectue le stage pratique auprès d'un ou d'une titulaire de permis de catégorie P1 ou L1, d'un cabinet de services juridiques, d'un cabinet d'avocats, d'une société professionnelle visée à l'alinéa 61.0.1 (1) c) de la Loi, du gouvernement du Canada, du gouvernement de l'Ontario ou d'une administration municipale en Ontario;
- b) fournit des services juridiques :
 - (i) lorsqu'il ou elle est engagé par un ou une titulaire de permis, par l'intermédiaire de l'entreprise du ou de la titulaire de permis,
 - (ii) lorsqu'il ou elle est engagé par un cabinet de services juridiques ou par un cabinet d'avocats, par l'intermédiaire du cabinet,
 - (iii) lorsqu'il ou elle est engagé par une société professionnelle visée à l'alinéa 61.0.1 c) de la Loi, par l'intermédiaire de la société professionnelle,
 - (iv) lorsqu'il ou elle est engagé par le gouvernement du Canada, le gouvernement de l'Ontario ou par une administration municipale en Ontario, seulement pour le gouvernement du Canada, le gouvernement de l'Ontario ou une administration municipale en Ontario, respectivement;
- c) fournit des services juridiques :
 - (i) lorsqu'il ou elle effectue le stage auprès d'un ou d'une titulaire de permis, sous la surveillance directe de celui-ci ou de celle-ci,
 - (ii) lorsqu'il ou elle effectue le stage auprès d'un cabinet de services juridiques, sous la surveillance directe d'un ou d'une titulaire de permis qui détient un permis de catégorie P1 et qui fait partie du cabinet,
 - (iii) lorsqu'il ou elle effectue le stage auprès d'un cabinet d'avocats, sous la surveillance directe d'un ou d'une titulaire de permis qui détient un permis de catégorie L1 et qui fait partie du cabinet,

- (iv) lorsqu'il ou elle effectue le stage auprès d'une société professionnelle visée à l'alinéa 61.0.1 (1) c) de la Loi, sous la surveillance directe :
- (A) soit d'un titulaire de permis de catégorie P1 qui fournit des services juridiques par l'intermédiaire d'une société professionnelle,
 - (B) soit d'un titulaire de permis de catégorie L1 qui exerce le droit en qualité d'avocat par l'intermédiaire d'une société professionnelle.
- (v) lorsqu'il ou elle effectue le stage auprès du gouvernement du Canada, du gouvernement de l'Ontario ou d'une administration municipale en Ontario, sous la surveillance directe d'un titulaire de permis qui détient un permis de catégorie L1 ou P1 et qui travaille pour le gouvernement du Canada, le gouvernement de l'Ontario ou une administration municipale en Ontario, respectivement.

Items for Information

- Federal Regulation of Immigration Consultants
- Costs of First Paralegal Election
- Working Group on Unbundled Legal Services

ACCESS TO JUSTICE COMMITTEE REPORT

Ms. Boyd presented the Report.

Report to Convocation
June 29, 2010

Access to Justice Committee

Access to Justice Committee
Marion Boyd, Co-Chair
Paul Schabas, Co-Chair
Avvy Go, Vice-Chair
Paul Dray
Carl Fleck
Glenn Hainey
Susan McGrath
Julian Porter
Jack Rabinovitch
William Simpson
Catherine Strosberg
Bonnie Tough

Purpose of Report: Decision and Information

Prepared by the Equity Initiatives Department
(Marisha Roman, Aboriginal Initiatives Counsel - 416-947-3989)

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Law Commission of Ontario TAB A

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Ontario Civil Legal Needs Project – Launch of the *Listening to Ontarians Report*

COMMITTEE PROCESS

1. The Access to Justice Committee (“the Committee”) met on June 10, 2010. Committee members Marion Boyd (Co-Chair), Paul Dray, Carl Fleck, Susan McGrath, William Simpson, and Catherine Strosberg participated. Members of the Equity and Aboriginal Issues Committee also attended for a presentation from representatives of the Law Commission of Ontario. Staff members Marisha Roman, Josée Bouchard, Julia Bass, and Mark Andrew Wells attended. Dr. Patricia Hughes, Executive Director of the Law Commission of Ontario, and Christopher Bredt, the Law Society representative on the board of directors for the Law Commission, attended as guests to make the Law Commission presentation

FOR DECISION

REQUEST FOR RENEWAL OF LAW SOCIETY SUPPORT IN PRINCIPLE FOR THE MANDATE OF THE LAW COMMISSION OF ONTARIO

MOTION

2. That Convocation consider the Law Commission of Ontario’s request for renewal of the Law Society’s support in principle for the mandate of the Law Commission of Ontario subject to budgetary considerations.

BACKGROUND

3. The Law Commission of Ontario (LCO) was established by 5 partners, including the Government of Ontario through the Ministry of the Attorney General, Osgoode Hall Law School at York University, the Law Deans of Ontario, the Law Foundation of Ontario and the Law Society of Upper Canada. The LCO agreement was signed July 6, 2007. Dr. Patricia Hughes was named the Executive Director on September 15, 2007.

4. The LCO was formally launched on September 7, 2007, and has a mandate to recommend law reform measures to increase the legal system's relevance, effectiveness and accessibility; to clarify and simplify the law; to consider technology as a means to enhance access to justice; and to stimulate critical debate about law and promote scholarly legal research. While the LCO's projects may involve all areas of provincial law that affect a wide variety of constituents, its mandate emphasizes selecting areas for study that are underserved by other research.
5. Benchers Larry Banack and Christopher Bredt serve on the Board of Governors of the LCO. Mr. Banack is the Chair and Mr. Bredt is the Law Society's appointee.
6. The multi-party agreement establishing the LCO expires on December 31, 2011. The LCO is approaching the Law Society to request renewal of its support in principle for the mandate of the LCO in advance of any request for funding. The LCO is seeking confirmation of renewal of its mandate from all partners by the first quarter of 2011. Once its mandate is confirmed, the LCO will approach the Law Society with a request for specific funding.
7. The LCO's application, including the Executive Summary and the renewal application, is provided at Appendix 1. The full application, including appendices is available for members of Convocation on BencherNet.
8. Further information about the LCO's research mandate and future projects can be accessed through the public website at <http://www.lco-cdo.org/en/index.html>.
9. The Access to Justice Committee considered the renewal application and decided to support the Law Commission's request to present this item to Convocation for decision. The Equity and Aboriginal Issues Committee also supported the Law Commission's request, as indicated in the Equity and Aboriginal Issues Committee's report to Convocation.

INFORMATION

ONTARIO CIVIL LEGAL NEEDS PROJECT – LAUNCH OF THE *LISTENING TO ONTARIANS REPORT*

10. On May 31, 2010, the Steering Committee of the Ontario Civil Legal Needs Project (the "Project") publicly released the *Listening to Ontarians Report*, the report of the findings of the telephone survey and focus group phases of the Project. The launch event took place at the Law Society of Upper Canada. Marion Boyd, the Law Society representative on the Steering Committee emceed the event. Speakers included The Honourable R. Roy McMurtry, Chair of the Steering Committee, John McCamus, Chair of Legal Aid Ontario and member of the Steering Committee, and Lorne Sossin, Vice-Chair of Pro Bono Law Ontario, member of the Steering Committee and author of the report. The Honourable Christopher Bentley, Attorney General for Ontario, spoke in support of the Project and the report and the Treasurer of the Law Society, W. A. Derry Millar, also spoke on behalf of the Law Society. Approximately 60 members of the public, the judiciary, the profession and the media, as well as representatives of government and legal and social service organizations attended.

11. The report, in English and French, as well as the research findings are publicly available at the following: <http://www.lsuc.on.ca>
12. Work on phase three of the Project, the Mapping Project, is underway. Subject to approval of the Project Steering Committee and consideration by the respective boards of the Project partners, it is anticipated that the public release for the Mapping Project Final Report will be Fall 2010.

Attached to the original Report in Convocation file, copy of:

Copy of the Law Commission of Ontario Renewal Application.

(Appendix 1, pages 6 – 22)

Re: Law Society Support in Principle for the Law Commission of Ontario's Mandate

It was moved by Ms. Boyd, seconded by Ms. Minor, that Convocation consider the Law Commission of Ontario's request for renewal of the Law Society's support in principle for the mandate of the Law Commission of Ontario for a further five years subject to budgetary considerations.

Carried

Item for Information

- Ontario Civil Legal Needs Project – Launch of the *Listening to Ontarians Report*

TRIBUNALS COMMITTEE REPORT

Mr. Sandler presented the Report.

Report to Convocation
June 29, 2010

Tribunals Committee

Committee Members
Mark Sandler (Chair)
Alan Gold (Vice-Chair)
Thomas Conway
Jennifer Halajian
Tom Heintzman
Paul Schabas
William J. Simpson

Purposes of Report: Decision

Prepared by the Policy Secretariat
(Sophia Sperdakos 416-947-5209)

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Expanding the Summary Hearing Process..... TAB A

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Tribunals Office Quarterly Statistics

COMMITTEE PROCESS

1. The Committee met on June 10, 2010. Committee members Mark Sandler (Chair), Thomas Conway, and Bill Simpson attended. Committee member Alan Gold (Vice-Chair) provided his input. Staff members Katherine Corrick, Sophie Gallipeau, Grace Knakowski, Lisa Mallia, Elliot Spears, and Sophia Sperdakos also attended.

DECISION

EXPANDING THE SUMMARY HEARING PROCESS
 RULES OF PRACTICE AND PROCEDURE
 (applicable to proceedings before the Law Society Hearing Panel)
 Made under
 Section 61.2 of the *Law Society Act*

MOTION

2. THAT the rules of practice and procedure applicable to proceedings before the Law Society Hearing Panel, made by Convocation on February 26, 2009 and amended by Convocation on June 25, 2009, be amended as follows:
 1. Clause 11.01 (2) (a) of the English version of the rules is amended by,
 - (a) deleting the semi-colon at the end of paragraph vii and substituting a comma; and
 - (b) adding the following paragraphs:
 - viii. failing to register an address with the Society or to notify the Society of any changes in the address, as required by the by-laws,
 - ix. failing to provide the Society with information or to file certificates, reports or other documents with the Society, as required by the by-laws,
 - x. in the case of a person licensed to practise law in Ontario as a barrister and solicitor, failing to report a claim, or the circumstances of an error, omission or negligent act that a reasonable person would expect to give rise to a claim, to an insurer through which indemnity for professional liability is provided under section 61 of the Act, as required under a policy for indemnity for professional liability,

- xi. in the case of a person licensed to provide legal services in Ontario, failing to report a claim, or the circumstances of an error, omission or negligent act that a reasonable person would expect to give rise to a claim, to an insurer, as required under a policy for indemnity for professional liability,
- xii. failing to honour a financial obligation to the Society,
- xiii. failing to maintain an investment authority or a report on an investment as required by the by-laws;

2. Clause 11.01 (2) (a) of the French version of the rules is amended by,

- (a) deleting the semi-colon at the end of paragraph vii and substituting a comma; and
- (b) adding the following paragraphs:
 - viii. il n'a pas communiqué une adresse au Barreau ou ne l'a pas informé de tout changement d'adresse, contrairement à ce qu'exigent les règlements administratifs,
 - ix. il n'a pas fourni au Barreau des renseignements ou n'a pas déposé auprès de celui-ci des certificats, des rapports ou d'autres documents, contrairement à ce qu'exigent les règlements administratifs,
 - x. s'il s'agit d'une personne pourvue d'un permis l'autorisant à pratiquer le droit en Ontario en qualité d'avocat, il n'a pas présenté, à l'assureur qui fournit une assurance-responsabilité professionnelle aux termes de l'article 61 de la Loi, de rapport sur une demande, ou sur les circonstances d'une erreur, d'une omission ou d'un acte de négligence qui, selon une personne raisonnable, pourrait donner lieu à une demande, comme il y est tenu aux termes d'une police d'assurance-responsabilité professionnelle,
 - xi. s'il s'agit d'une personne pourvue d'un permis l'autorisant à fournir des services juridiques en Ontario, il n'a pas présenté à l'assureur de rapport sur une demande, ou sur les circonstances d'une erreur, d'une omission ou d'un acte de négligence qui, selon une personne raisonnable, pourrait donner lieu à une demande, comme il y est tenu aux termes d'une police d'assurance-responsabilité professionnelle,
 - xii. il n'a pas honoré une obligation financière envers le Barreau,
 - xiii. il n'a pas conservé une autorisation de placement ou un rapport sur un placement, contrairement à ce qu'exigent les règlements administratifs;

3. Clause 11.01 (2) (d) of the English version of the rules is amended by deleting “on the respondent” and substituting “by the party that issued the originating process on all other parties”.
4. Clause 11.01 (2) (d) of the French version of the rules is amended by deleting “à l'intimé ou à l'intimée” and substituting “par la partie qui a délivré l'acte introductif d'instance à toutes les autres parties”.

Background

3. In September 2009 Convocation approved the following Professional Regulation Committee motion:

That Convocation approve an expansion of the summary hearing process to include breaches of By-Law 8 [Reporting and Filing Requirements] and failure to report to LawPRO as matters that may be heard by a single member of the Hearing Panel.
4. To implement the approved changes, an amendment to O. Reg. 167/07 was prepared and forwarded to the government for Cabinet approval. The amendments have now been approved and the current Regulation is set out at Appendix 1. The amendments are set out in section 2(1)1, paragraphs vi.1, vi.2, x, and xi of the Regulation.
5. To complete the implementation process an amendment to Rule 11.01(2)(a) of the Rules of Practice and Procedure is required to add to the types of proceedings for which the Tribunals Office may schedule a hearing on the merits. The language in the current Rule is taken directly from the language in O. Reg. 167/07.
6. To incorporate all the subsections of section 2(1)1 of O. Reg. 167/07 the Rule 11.01 (2) (a) should also be amended to include iv. and v., which read as follows:
 - iv. Failing to honour a financial obligation to the Society; and
 - v. Failing to maintain an investment authority or a report on an investment as required by the by-laws.
7. There is also one housekeeping amendment to be made to Rule 11.01(2) (d), which refers to a period of time by when an originating process is deemed served on the respondent. Since not all originating processes are served on a respondent (e.g. originating processes used in licensing and restoration proceedings are served on applicants), the proposed housekeeping amendments addresses this oversight.

Appendix 1

Law Society Act

ONTARIO REGULATION 167/07

HEARINGS BEFORE THE HEARING AND APPEAL PANELS

Consolidation Period: From March 15, 2010 to the e-Laws currency date.

Last amendment: O. Reg. 68/10.

This is the English version of a bilingual regulation.

HEARINGS BEFORE THE HEARING PANEL

Proceedings to be heard by three members

1. (1) The chair or, in the absence of the chair, the vice-chair shall assign three members of the Hearing Panel to a hearing to determine the merits of any proceeding other than an application listed in subsection 2 (1). O. Reg. 167/07, s. 1 (1).

(2) If the person who is the subject of the proceeding is a person licensed or applying to be licensed to practise law in Ontario as a barrister and solicitor,

- (a) at least one of the members assigned under subsection (1) shall be an elected bencher licensed to practise law in Ontario as a barrister and solicitor; and
- (b) at least one of the members assigned under subsection (1) shall be,
 - (i) a lay bencher, or
 - (ii) a person approved by the Attorney General for Ontario under clause 49.21 (3) (c) of the Act. O. Reg. 167/07, s. 1 (2).

(3) If the person who is the subject of the proceeding is a person licensed or applying to be licensed to provide legal services in Ontario,

- (a) one of the members assigned under subsection (1) shall be,
 - (i) until the first election of benchers under subsection 16 (1) of the Act takes place, one of the two persons referred to in subsection 16 (6) of the Act,
 - (ii) a person appointed by the Attorney General for Ontario under clause 25.2 (2) (a) of the Act and approved by him or her under clause 49.21 (3) (c) of the Act, or
 - (iii) a person licensed to provide legal services in Ontario;
- (b) one of the members assigned under subsection (1) shall be a person licensed to practise law in Ontario as a barrister and solicitor; and
- (c) one of the members assigned under subsection (1) shall be,
 - (i) a lay bencher, or
 - (ii) a person approved by the Attorney General for Ontario under clause 49.21 (3) (c) of the Act. O. Reg. 167/07, s. 1 (3).

(4) If the chair or, in the absence of the chair, the vice-chair is of the opinion that compliance with subsection (2) or (3), as the case may be, would unduly delay a hearing, the subsection does not apply. O. Reg. 167/07, s. 1 (4).

(5) The chair or the vice-chair shall not assign more than one life bencher to a hearing to determine the merits of a proceeding. O. Reg. 167/07, s. 1 (5).

(6) The chair or the vice-chair shall not assign more than one bencher who holds office under section 14 of the Act to a hearing to determine the merits of a proceeding. O. Reg. 167/07, s. 1 (6).

Proceedings to be heard by one member

2. (1) Subject to subsection (2), the chair or, in the absence of the chair, the vice-chair, shall assign either one member or three members of the Hearing Panel to a hearing to determine the merits of any of the following applications:

1. An application under subsection 34 (1) of the Act for a determination of whether a licensee has contravened section 33 of the Act by one or more of the following means (but not by other means):

i. Practising law in Ontario, or holding himself or herself out as, or representing himself or herself to be, a person who may practise law in Ontario while his or her license is suspended.

ii. Providing legal services in Ontario, or holding himself or herself out as, or representing himself or herself to be, a person who may provide legal services in Ontario while his or her license is suspended.

iii. Breaching an undertaking to the Society.

iv. Failing to honour a financial obligation to the Society.

v. Failing to maintain an investment authority or a report on an investment as required by the by-laws.

vi. Failing to maintain financial records as required by the by-laws.

vi.1 Failing to register an address with the Society or to notify the Society of any changes in the address, as required by the by-laws.

vi.2 Failing to provide the Society with information or to file certificates, reports or other documents with the Society, as required by the by-laws.

vii. Failing to respond to inquiries from the Society.

viii. Failing to co-operate with a person conducting an audit, investigation, review, search or seizure under Part II of the Act.

ix. Failing to pay costs awarded to the Society by the Hearing Panel or the Appeal Panel.

x. In the case of a person licensed to practise law in Ontario as a barrister and solicitor, failing to report a claim, or the circumstances of an error, omission or negligent act that a reasonable person would expect to give rise to a claim, to an insurer through which indemnity for professional liability is provided under section 61 of the Act, as required under a policy for indemnity for professional liability.

xi. In the case of a person licensed to provide legal services in Ontario, failing to report a claim, or the circumstances of an error, omission or negligent act that a reasonable person would expect to give rise to a claim, to an insurer, as required under a policy for indemnity for professional liability.

2. An application under subsection 34 (1) of the Act, if the parties to the application consent, in accordance with the rules of practice and procedure, to the application being heard by one member of the Hearing Panel.

3. An application under subsection 45 (1) of the Act.

4. An application under subsection 49.42 (1) of the Act, if the order giving rise to the application was made by one member of the Hearing Panel.

5. An application under subsection 49.42 (3) of the Act.

6. An application under subsection 49.43 (1) of the Act. O. Reg. 167/07, s. 2 (1); O. Reg. 68/10, s. 1.

(2) If one member of the Hearing Panel is assigned to a hearing under subsection (1), the member assigned to the hearing may, on motion by a party to the application or on his or her own motion, transfer the hearing to three members assigned by the chair or, in the absence of the chair, the vice-chair, and subsections 1 (2) to (6) apply for that purpose. O. Reg. 167/07, s. 2 (2).

(3) If a hearing of a proceeding is transferred under subsection (2) to three members of the Hearing Panel, the hearing shall begin anew. O. Reg. 167/07, s. 2 (3).

Motions in proceedings to be heard by three members

3. (1) This section applies to the hearing of motions in a proceeding in which the chair or the vice-chair assigns three members of the Hearing Panel to the hearing to determine the merits of the proceeding. O. Reg. 167/07, s. 3 (1).

(2) If the motion relates to any of the following matters, the chair or, in the absence of the chair, the vice-chair shall assign the same three members of the Hearing Panel who are to determine the merits of the proceeding to the hearing of the motion:

1. The jurisdiction of the Hearing Panel to hear and determine the proceeding.
2. The jurisdiction of the Society to initiate the proceeding.
3. The exclusion of the public from all or part of a hearing.
4. A stay of the proceeding.
5. The exclusion of witnesses from all or part of a hearing.
6. A constitutional issue. O. Reg. 167/07, s. 3 (2).

(3) If the motion is for an interlocutory order suspending a licensee's licence or restricting the manner in which a licensee may practise law or provide legal services, the chair or, in the absence of the chair, the vice-chair shall assign three members of the Hearing Panel to the hearing of the motion, and is not required to assign any of the members who are to determine the merits of the proceeding. O. Reg. 167/07, s. 3 (3).

(4) If the motion is not described in subsection (2) or (3), the chair or, in the absence of the chair, the vice-chair shall assign either one member or three members of the Hearing Panel to the hearing of the motion, and is not required to assign any of the members who are to determine the merits of the proceeding. O. Reg. 167/07, s. 3 (4).

(5) If three members of the Hearing Panel other than the three members who are to determine the merits of the proceeding are assigned under subsection (3) or (4) to the hearing of a motion, the members assigned to the hearing of the motion may, on motion by a party to the motion or on their own motion, transfer the hearing of the motion to the three members who are to determine the merits of the proceeding. O. Reg. 167/07, s. 3 (5).

(6) If one member of the Hearing Panel is assigned to the hearing of a motion, the member may, on motion by a party to the motion or on his or her own motion, transfer the hearing,
 (a) to the three members of the Hearing Panel who are to determine the merits of the proceeding; or
 (b) to three other members of the Hearing Panel assigned by the chair or, in the absence of the chair, the vice-chair. O. Reg. 167/07, s. 3 (6).

(7) If a hearing of a motion is transferred under subsection (5) or (6), the hearing shall begin anew. O. Reg. 167/07, s. 3 (7).

(8) If three members of the Hearing Panel are assigned to the hearing of a motion under this section, the chair or the vice-chair shall not assign to the hearing,
 (a) more than one life bencher; or
 (b) more than one bencher who holds office under section 14 of the Act. O. Reg. 167/07, s. 3 (8).

Motions in proceedings to be heard by one member

4. (1) This section applies to the hearing of motions in a proceeding in which the chair or the vice-chair assigns one member of the Hearing Panel to the hearing to determine the merits of the proceeding. O. Reg. 167/07, s. 4 (1).

(2) If the motion relates to any of the following matters, the chair or, in the absence of the chair, the vice-chair shall assign the same member of the Hearing Panel who is to determine the merits of the proceeding to the hearing of the motion:

1. The jurisdiction of the Hearing Panel to hear and determine the proceeding.
2. The jurisdiction of the Society to initiate the proceeding.
3. The exclusion of the public from all or part of a hearing.
4. A stay of the proceeding.

5. The exclusion of witnesses from all or part of a hearing.

6. A constitutional issue. O. Reg. 167/07, s. 4 (2).

(3) If the motion is for an interlocutory order suspending a licensee's licence or restricting the manner in which a licensee may practise law or provide legal services, the chair or, in the absence of the chair, the vice-chair shall assign three members of the Hearing Panel to the hearing of the motion, and is not required to assign the member who is to determine the merits of the proceeding. O. Reg. 167/07, s. 4 (3).

(4) If the motion is not described in subsection (2) or (3), the chair or, in the absence of the chair, the vice-chair shall assign one member of the Hearing Panel to the hearing of the motion, and is not required to assign the member who is to determine the merits of the proceeding. O. Reg. 167/07, s. 4 (4).

(5) If a member of the Hearing Panel other than the member who is to determine the merits of the proceeding is assigned under subsection (4) to the hearing of a motion, the member assigned to the hearing of the motion may, on motion by a party to the motion or on his or her own motion, transfer the hearing of the motion to the member who is to determine the merits of the proceeding. O. Reg. 167/07, s. 4 (5).

(6) If a hearing of a motion is transferred under subsection (5), the hearing shall begin anew. O. Reg. 167/07, s. 4 (6).

HEARINGS BEFORE THE APPEAL PANEL

Appeals to be heard by five members

5. (1) The chair or, in the absence of the chair, the vice-chair shall assign five members of the Appeal Panel to a hearing of an appeal if the appeal is from any of the following:

1. A final decision or order made in a proceeding before the Hearing Panel to which three members were assigned to determine the merits of the proceeding.
2. A costs order made in a proceeding before the Hearing Panel to which three members were assigned to determine the merits of the proceeding.
3. An interlocutory order suspending a licensee's licence or restricting the manner in which a licensee may practise law or provide legal services. O. Reg. 167/07, s. 5 (1).

(2) If a party to the appeal is a person who is or was licensed to practise law in Ontario as a barrister and solicitor, or a person applying to be so licensed,

(a) at least three of the members assigned under subsection (1) shall be elected benchers licensed to practise law in Ontario as barristers and solicitors; and

(b) at least one of the members assigned under subsection (1) shall be,
 (i) a lay bencher, or

- (ii) a person approved by the Attorney General for Ontario under clause 49.29 (3) (c) of the Act. O. Reg. 167/07, s. 5 (2).

(3) If a party to the appeal is a person who is or was licensed to provide legal services in Ontario, or a person applying to be so licensed,

(a) two of the members assigned under subsection (1) shall each be,

- (i) until the first election of benchers under subsection 16 (1) of the Act takes place, one of the two persons referred to in subsection 16 (6) of the Act,
- (ii) a person appointed by the Attorney General for Ontario under clause 25.2 (2) (a) of the Act and approved by him or her under clause 49.29 (3) (c) of the Act, or
- (iii) a person licensed to provide legal services in Ontario;

(b) two of the members assigned under subsection (1) shall be persons licensed to practise law in Ontario as barristers and solicitors; and

(c) one of the members assigned under subsection (1) shall be,

- (i) a lay bencher, or
- (ii) a person approved by the Attorney General for Ontario under clause 49.29 (3) (c) of the Act. O. Reg. 167/07, s. 5 (3).

Appeals to be heard by three members

6. (1) The chair or, in the absence of the chair, the vice-chair shall assign three members of the Appeal Panel to a hearing of an appeal if the appeal is from any of the following:

1. A final decision or order made in a proceeding before the Hearing Panel to which one member was assigned to determine the merits of the proceeding.
2. A costs order made in a proceeding before the Hearing Panel to which one member was assigned to determine the merits of the proceeding.
3. An order made under section 46, 47, 47.1, 48 or 49 of the Act. O. Reg. 167/07, s. 6 (1).

(2) If a party to the appeal is a person who is or was licensed to practise law in Ontario as a barrister and solicitor, or a person applying to be so licensed,

(a) at least one of the members assigned under subsection (1) shall be an elected bencher licensed to practise law in Ontario as a barrister and solicitor; and

(b) at least one of the members assigned under subsection (1) shall be,

- (i) a lay bencher, or

- (ii) a person approved by the Attorney General for Ontario under clause 49.29 (3) (c) of the Act. O. Reg. 167/07, s. 6 (2).

(3) If a party to the appeal is a person who is or was licensed to provide legal services in Ontario, or a person applying to be so licensed,

(a) one of the members assigned under subsection (1) shall be,

- (i) until the first election of benchers under subsection 16 (1) of the Act takes place, one of the two persons referred to in subsection 16 (6) of the Act,
- (ii) a person appointed by the Attorney General for Ontario under clause 25.2 (2) (a) of the Act and approved by him or her under clause 49.29 (3) (c) of the Act, or
- (iii) a person licensed to provide legal services in Ontario;

(b) one of the members assigned under subsection (1) shall be a person licensed to practise law in Ontario as a barrister and solicitor;

(c) one of the members assigned under subsection (1) shall be,

- (i) a lay bencher, or
- (ii) a person approved by the Attorney General for Ontario under clause 49.29 (3) (c) of the Act. O. Reg. 167/07, s. 6 (3).

7. Omitted (revokes other Regulations). O. Reg. 167/07, s. 7.

8. Omitted (provides for coming into force of provisions of this Regulation). O. Reg. 167/07, s. 8.

INFORMATION

TRIBUNALS OFFICE QUARTERLY STATISTICS

- 8. The Tribunals Office's First Quarter Report for the period January 1, 2010 – March 31, 2010 is set out at Appendix 2.

Attached to the original Report in Convocation file, copy of:

Copy of the Tribunals Office Quarterly Statistics for the period January 1, 2010 to March 31, 2010.

(Appendix 2, pages 15 – 33)

Re: Expanding the Summary Hearing Process

It was moved by Mr. Sandler, seconded by Mr. Schabas, that the rules of practice and procedure applicable to proceedings before the Law Society Hearing Panel, made by Convocation on February 26, 2009 and amended by Convocation on June 25, 2009, be amended as follows:

1. Clause 11.01 (2) (a) of the English version of the rules is amended by,
 - (a) deleting the semi-colon at the end of paragraph vii and substituting a comma; and
 - (b) adding the following paragraphs:
 - viii. failing to register an address with the Society or to notify the Society of any changes in the address, as required by the by-laws,
 - ix. failing to provide the Society with information or to file certificates, reports or other documents with the Society, as required by the by-laws,
 - x. in the case of a person licensed to practise law in Ontario as a barrister and solicitor, failing to report a claim, or the circumstances of an error, omission or negligent act that a reasonable person would expect to give rise to a claim, to an insurer through which indemnity for professional liability is provided under section 61 of the Act, as required under a policy for indemnity for professional liability,
 - xi. in the case of a person licensed to provide legal services in Ontario, failing to report a claim, or the circumstances of an error, omission or negligent act that a reasonable person would expect to give rise to a claim, to an insurer, as required under a policy for indemnity for professional liability,
 - xii. failing to honour a financial obligation to the Society,
 - xiii. failing to maintain an investment authority or a report on an investment as required by the by-laws;
2. Clause 11.01 (2) (a) of the French version of the rules is amended by,
 - (a) deleting the semi-colon at the end of paragraph vii and substituting a comma; and
 - (b) adding the following paragraphs:
 - viii. il n'a pas communiqué une adresse au Barreau ou ne l'a pas informé de tout changement d'adresse, contrairement à ce qu'exigent les règlements administratifs,

- ix. il n'a pas fourni au Barreau des renseignements ou n'a pas déposé auprès de celui-ci des certificats, des rapports ou d'autres documents, contrairement à ce qu'exigent les règlements administratifs,
- x. s'il s'agit d'une personne pourvue d'un permis l'autorisant à pratiquer le droit en Ontario en qualité d'avocat, il n'a pas présenté, à l'assureur qui fournit une assurance-responsabilité professionnelle aux termes de l'article 61 de la Loi, de rapport sur une demande, ou sur les circonstances d'une erreur, d'une omission ou d'un acte de négligence qui, selon une personne raisonnable, pourrait donner lieu à une demande, comme il y est tenu aux termes d'une police d'assurance-responsabilité professionnelle,
- xi. s'il s'agit d'une personne pourvue d'un permis l'autorisant à fournir des services juridiques en Ontario, il n'a pas présenté à l'assureur de rapport sur une demande, ou sur les circonstances d'une erreur, d'une omission ou d'un acte de négligence qui, selon une personne raisonnable, pourrait donner lieu à une demande, comme il y est tenu aux termes d'une police d'assurance-responsabilité professionnelle,
- xii. il n'a pas honoré une obligation financière envers le Barreau,
- xiii. il n'a pas conservé une autorisation de placement ou un rapport sur un placement, contrairement à ce qu'exigent les règlements administratifs;

3. Clause 11.01 (2) (d) of the English version of the rules is amended by deleting "on the respondent" and substituting "by the party that issued the originating process on all other parties".

4. Clause 11.01 (2) (d) of the French version of the rules is amended by deleting "à l'intimé ou à l'intimée" and substituting "par la partie qui a délivré l'acte introductif d'instance à toutes les autres parties".

Carried

Item for Information

Tribunals Office Quarterly Statistics

FINANCE COMMITTEE REPORT

Ms. Hartman presented the Report.

Report to Convocation
June 29, 2010

Finance Committee

Committee Members
 Carol Hartman, Chair
 Chris Bredt, Vice-Chair
 Raj Anand
 Larry Banack
 Jack Braithwaite
 Mary Louise Dickson
 Jack Ground
 Susan Hare
 Janet Minor
 Ross Murray
 Judith Potter
 Jack Rabinovitch
 Paul Schabas
 Gerald Swaye
 Brad Wright

Purpose of Report: Decision and Information

Prepared by
 Wendy Tysall, Chief Financial Officer
 416-947-3322

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For Decision

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Errors & Omissions Insurance Fund Cheque Signing Authority.....	Tab D

For Information

Errors & Omissions Insurance Fund Overview of Operations.....	Tab E
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COMMITTEE PROCESS

1. The Finance Committee (“the Committee”) met on June 10, 2010. The Committee members in attendance were: Chris Bredt, Vice-Chair, Jack Braithwaite, Mary Louise Dickson, Susan Hare, Janet Minor, Ross Murray, Judith Potter, Jack Rabinovitch, Gerald Swaye. Vern Krishna also attended.

2. Staff in attendance were Malcolm Heins, Wendy Tysall, John Matos, Fred Grady and Andrew Cawse.

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FOR DECISION

FUNDING FOR INTEGRATION OF PARALEGAL EXEMPTED
CATEGORIES INTO LICENSING PROCESS

Motion

16. That Convocation approve expanded funding of the additional cost for the integration of the paralegal exempt categories from the \$125,000 estimated in February to \$170,000. These costs are to be funded from the Paralegal General Fund.
17. In February 2010, Convocation approved the integration of paralegal exempted categories into the licensing process. The estimated incremental cost at that time was \$125,000 for the production of video content to be used by candidates. We have completed a Request for Proposal ("RFP") process and based on responses from suppliers the approximate cost has now increased to \$170,000.

18. The approved funding model for the integration of paralegal exempted categories into the paralegal licensing process is that current year expenditures are funded from the Paralegal Fund balance and these costs are recovered from future paralegal application and licensing process fees.

Background

19. At the February 2010 meeting, Convocation approved a temporary new avenue into the paralegal licensing process for collection agents and previously exempted groups at the request of the Paralegal Standing Committee.
20. This would be achieved by the Law Society's Professional Development and Competence department developing a program of study to be delivered in a fashion similar to the Professional Responsibility and Practice Course for lawyers.

2010 Funding

21. This program was not included in the 2010 budget process and therefore funding for the program was not provided in the 2010 annual levy. The estimated direct costs of the development of this course initially totaled \$350,000, \$125,000 in direct program costs, plus PD&C staff time estimated at \$225,000.
22. The RFP process is now complete and the estimated cost of services is \$170,000. The cost increase is the result of additional service requirements placed on vendors due to limited PD&C staff time available given current staffing levels and projects underway.
23. The cost of this program is to be borne entirely by paralegals. The paralegal general fund ended 2009 with a fund balance of \$1.5 million. The 2010 budget proposes to utilize \$920,000 of this balance to support 2010 paralegal operations including the costs associated with completing the good character process for the initial tranche of grandparented paralegals. This will leave a fund balance in the order of \$600,000 available for the purpose of funding the proposed integration of exempted paralegal categories.
24. 2010 paralegal applications have been received at a faster rate than 2009 and paralegal revenues are expected to exceed budgeted revenues in the current year.

Conclusion

25. The increase in the estimated cost of the program can be borne by the existing paralegal fund balance and the fund will be replenished by application and licensing fees from this previously exempt group of applicants.

FOR DECISION

ADDITIONAL CAPITAL EXPENDITURES

Motion

26. That Convocation approve unbudgeted capital expenditures that are required in 2010 totaling \$300,000 that have been identified by the Information Systems and Client Service Centre Departments. These expenditures are to be funded from the Capital Allocation Fund.
27. The Capital Allocation Fund is maintained to provide a source of funds for the acquisition and maintenance of the Society's capital assets. The status of the Capital Allocation Fund and the budget for 2010, approved by Convocation is set out below:

Fund Balance at December 31, 2009 per audited financial statements	\$3,798,000
Budgeted Capital Allocation 2010 fee revenue	2,392,000
Budgeted expenditures 2010	(2,936,000)
Expenditures to be funded from prior year budgets	(1,601,000)
	<hr/>
Fund Balance available	\$1,653,000

28. The additional, unbudgeted capital projects requiring funding in 2010 are summarized on the following page.

PROJECT	COST
NEW PROJECT	
Analysis and system changes required for new L3 licensee category to accommodate the Quebec mobility agreement.	\$60,000
EXPANSION OF EXISTING 2010 PROJECTS	
Technical support and monitoring for IRIS case management system, supporting ongoing IRIS implementation and maintenance.	\$20,000
Quality assurance testing for the member portal project.	\$67,000
Changes in requirements and scope for implementing systems for Continuing Professional Development.	\$40,000
Additional quality assurance testing for the Continuing Professional Development project.	\$35,000

OTHER

Additional project management resources required for the new L3 licensee category, IRIS case management and member portal projects.	\$55,000
Contingency	<u>23,000</u>
TOTAL	\$300,000

29. There is therefore \$300,000 in new spending, but \$170,000 of the funding requirement for the new spending can be obtained from funding previously planned for the Ecommerce Website, the data warehouse project and the discipline history project which will not be completed in 2010. With this reallocation of \$170,000 and the use of \$130,000 from the balance in the Capital Allocation Fund, there is sufficient funding available to complete the new and expanded projects.

FOR DECISION

ERRORS & OMISSIONS INSURANCE FUND CHEQUE SIGNING AUTHORITY

Motion

30. That Convocation approve changes to the banking resolution for the Errors and Omissions Insurance Fund, which modifies the cheque signing instructions.
31. As detailed in the accompanying banking resolution, the authorized signing officers of the Law Society's Errors and Omissions Insurance Fund, administered by LAWPRO under an administrative services agreement are:
- LAWPRO President & CEO
 - LAWPRO Executive VP & Secretary
 - LAWPRO VP Finance & Treasurer
 - LAWPRO Controller
 - LAWPRO VP Claims
 - LAWPRO VP TitlePLUS.
32. The current signing instructions require that cheques in excess of \$100,000 include at least one signature of the President & CEO, the VP Claims or the VP Underwriting and Secretary for the Board.
33. It is recommended by LAWPRO that the signing instructions be modified to add the VP Finance & Treasurer (Steve Jorgensen) as an authorized signatory for cheques in excess of \$100,000 and remove the authority of the VP Claims (under recruitment) in signing cheques in excess of \$100,000.
34. The reason for the recommended change is to ensure that there are sufficient signing officers available during vacation periods, etc. who are familiar with the operation of the Errors and Omissions Insurance Fund.

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FOR INFORMATION

ERRORS & OMISSIONS INSURANCE FUND OVERVIEW OF OPERATIONS

35. The Committee reviewed a report on the financial reporting history of the Errors & Omissions Insurance Fund (“E&O Fund”) and the relationship between the E&O Fund and the Lawyers’ Professional Indemnity Company (“LAWPRO”). The Committee particularly reviewed the role of the Society’s Finance Committee in making recommendations to Convocation on the use of the Society’s E&O Fund for mitigation of the annual base insurance levy and the retention of a minimum balance in the E&O Fund as a claims loss backstop.
36. The Committee concluded that further study of the issue would be appropriate prior to any recommendations to Convocation.
37. The objective of further study is for the Committee to consider policy issues associated with the E&O Fund particularly as it relates to the annual insurance report from LAWPRO and report to Convocation with any recommendations in the fall.

Attached to the original Report in Convocation file, copy of:

Copy of the banking resolution for the Errors and Omissions Insurance Fund.

(pages 11 – 13)

Re: Funding for Integration of Paralegal Exempted Categories into Licensing Process

It was moved by Ms. Hartman, seconded by Mr. Bredt, that Convocation approve expanded funding of the additional cost for the integration of the paralegal exempt categories from the \$125,000 estimated in February to \$170,000. These costs are to be funded from the Paralegal General Fund.

Carried

Re: Additional Capital Expenditures

It was moved by Ms. Hartman, seconded by Mr. Bredt, that Convocation approve unbudgeted capital expenditures that are required in 2010 totaling \$300,000 that have been identified by the Information Systems and Client Service Centre Departments. These expenditures are to be funded from the Capital Allocation Fund.

Carried

Re: Errors & Omissions Insurance Fund Cheque Signing Authority

It was moved by Ms. Hartman, seconded by Mr. Bredt, that Convocation approve changes to the banking resolution for the Errors and Omissions Insurance Fund, which modifies the cheque signing instructions.

Carried

Item for Information

- Errors & Omissions Insurance Fund Overview of Operations

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EQUITY AND ABORIGINAL ISSUES COMMITTEE/COMITE SUR L'EQUITE ET LES
AFFAIRES AUTOCHTONES REPORT

Mr. Schabas presented the Report.

Report to Convocation
June 29, 2010

Equity and Aboriginal Issues Committee/
Comité sur l'équité et les affaires autochtones

Committee Members
 Janet Minor, Chair
 Raj Anand, Vice-Chair
 Paul Copeland
 Mary Louise Dickson
 Avvy Go
 Susan Hare
 Doug Lewis
 Dow Marmur
 Judith Potter
 Linda Rothstein
 Beth Symes

Purposes of Report: Decision and Information

Prepared by the Equity Initiatives Department
 (Josée Bouchard, Equity Advisor - 416-947-3984)

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For Decision

Human Rights Monitoring Group Report – Request for
 Law Society Intervention (*in Camera*) TAB A

For Information..... TAB B

Request for Renewal of Law Society Support - The Law Commission of Ontario

Human Rights Monitoring Group approved interventions

COMMITTEE PROCESS

1. The Equity and Aboriginal Issues Committee/Comité sur l'équité et les affaires autochtones ("the Committee") met on June 10, 2010. Committee members Janet Minor, Chair, Susan Hare, Doug Lewis, Dow Marmur, Judith Potter and Beth Symes participated. Chantal Brochu, representative of the Association des juristes d'expression française de l'Ontario, also participated. Staff members Josée Bouchard, Katherine Corrick, Elliot Spears, Susan Tonkin and Mark Andrew Wells attended.

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INFORMATION
REQUEST FOR RENEWAL OF LAW SOCIETY SUPPORT - THE LAW
COMMISSION OF ONTARIO

29. On June 10, 2010, the Equity Committee and the Access to Justice Committee held a joint meeting to consider a request from the Law Commission of Ontario. The Equity Committee approved the following motion, which was also approved by the Access to Justice Committee and is presented in further detail in the Access to Justice Committee report to Convocation:
- a. Motion: That Convocation consider the Law Commission of Ontario's request for the renewal of the Law Society's support in principle for the mandate of the Law Commission of Ontario subject to budgetary considerations.

HUMAN RIGHTS MONITORING GROUP APPROVED INTERVENTIONS

30. In June 2010, the Treasurer approved two requests for intervention brought forward by the Monitoring Group on an urgent basis. The requests were approved in conformity with the following mandate of the Monitoring Group:
- a. The mandate of the Monitoring Group is,
- i. to review information that comes to its attention about human rights violations that target members of the profession and the judiciary, here and abroad, as a result of the discharge of their legitimate professional duties;
 - ii. to determine if the matter is one that requires a response from the Law Society; and
 - iii. to prepare a response for review and approval by Convocation.

- b. The mandate further states that where Convocation's meeting schedule makes such a review and approval impractical, the Treasurer may review such responses in Convocation's place and take such steps, as he or she deems appropriate. In such instances, the Human Rights Monitoring Group shall report on the matters at the next meeting of Convocation.
31. The following cases were approved:
- a. American lawyer and professor Peter Erlinder, incarcerated in Rwanda. Letter of intervention available at http://www.lsuc.on.ca/media/june0410_rwandaerlinder.pdf. Public Statement available at <http://www.lsuc.on.ca/about/b/public-statements/rwanda/>.
- b. Judge Maria Lourdes Afiuni, incarcerated in Venezuela. Letter of intervention available at http://www.lsuc.on.ca/media/june0410_venzuelaafiuni.pdf. Public Statement available at <http://www.lsuc.on.ca/about/b/public-statements/venezuela/>.

Re: Monitoring Group Request for Intervention (in camera)

It was moved by Mr. Schabas, seconded by Ms. Minor, that Convocation approve the proposed intervention in the case of the disbarment and disappearance of lawyers in China (Appendix 1) and make public the report and intervention of the Human Rights Monitoring Group ("Monitoring Group").

Carried

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IN PUBLIC

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LEGAL EDUCATION ONTARIO

Ms. McGrath and Mr. Banack presented Convocation with the assessment report.

HERITAGE COMMITTEE REPORT

Ms. Backhouse presented the "Diversifying the Bar: Lawyers Make History" project.

Report to Convocation
June 29, 2010

Heritage Committee

Committee Members
Constance Backhouse (Chair)
Robert Aaron
Marshall Crowe
Patrick Furlong
Gary Lloyd Gottlieb
Vern Krishna
Laura Legge
Robert Topp

Purposes of Report: Information

Prepared by the Policy Secretariat
(Sophia Sperdakos 416-947-5209)

COMMITTEE PROCESS

1. The Committee met on May 6, 2010. Committee members Constance Backhouse (Chair), Bob Aaron, Marshall Crowe, Patrick Furlong, Gary L. Gottlieb and Vern Krishna attended. Bencher Nicholas Pustina also attended. Staff members Deidré Rowe-Brown and Sophia Sperdakos attended. Allison Kirk-Montgomery, Project Manager for the “Diversifying the Bar: Lawyers Make History” Project, also attended.

INFORMATION

REPORT ON “DIVERSIFYING THE BAR: LAWYERS MAKE HISTORY” PROJECT

The Heritage Committee is pleased to provide Convocation with its report on the completion of Phases One and Three of its “Diversifying the Bar: Lawyers Make History” Project.

Phase One of the Project provides a qualitative picture of diversity in the legal profession; snapshots of the past and a living account of change in the profession through biographies of lawyers from diverse communities.

The Committee encourages everyone to read the biographies and appreciate the richness of the stories they tell. The Committee also encourages benchers, members of the profession and the public to provide additional suggestions of lawyers from diverse communities whose names and biographies could be added to the project. As of June 29, 2010 the biographies and other related materials can be viewed by going to <http://www.lsuc.on.ca/about/a/history/> and clicking on “Diversifying the Bar: Lawyers Make History” on the right-hand side of the page.

Background

1. In September 2008 Convocation approved a Heritage Committee project to celebrate the stories of early lawyers from diverse cultural, ethnic, religious, Aboriginal, and francophone communities within Ontario. In support of the project the Committee's report proposed that,

the Law Society's commitment to diversity should include recording the early efforts various communities took to make a place for themselves in the profession. Cataloguing individual names and biographies would provide greater recognition to these communities and enrich the profession's history. It would also provide scope for a wider audience to become aware of these efforts.

2. The framework for the project and budget that Convocation approved was described in the Heritage Committee report as follows:
 - a. Phase One:
 - i. Set the scope of the project and its goals.
 - Seek the assistance of diverse communities to identify the subject groups and possible individuals for focused study in later phases.
 - Advertise the project in the Ontario Reports and other publications.
 - Develop a template for the later interview phase (Phase Two).
 - ii. Explore additional external funding sources for Phases Two and Three.
 - iii. Produce a catalogue of names and brief biographies (scope of the catalogue to be determined).
 - b. Phase Two: Interviews, Seminars, Transcriptions, Acquisition of Memorabilia
 - Develop and conduct group seminars and individual interviews. (The numbers of each would depend upon the outcome of Phase One and obtaining additional non-Law Society funding sources.)
3. Phase Three of the project was described to Convocation in conceptual terms only, as follows:

Depending upon the outcomes of Phases One and Two the Law Society would develop an on-line exhibition highlighting the project. This would be a valuable research tool and would allow a wide audience to learn more about early lawyers from diverse communities. This would require separate budget consideration.

In fact, Phase Three has been adapted and integrated into Phase One within the already allocated budget, as described below.

4. In September 2008 Convocation approved a budget of \$49,900 for Phases One and Two, which included hiring a Project Manager. Dr. Allison Kirk-Montgomery is the Project Manager. Her biographical information is set out at Appendix 1.

5. For reasons discussed below, Phase One of the project has taken longer than initially contemplated and Phase Two will begin later in 2010. Some of the initial budget has been carried over to 2010 and Convocation approved an additional budget for the project for 2010 of \$50,000.
6. From the outset, the primary goals of the project have been,
 - a. to involve as many diverse communities as possible; and
 - b. to encourage those communities to take an active role in identifying members who should be included in the roll of names of early and distinguished lawyers.

Phase One

7. As a result of these goals, the planning for Phase One was more complex and time-consuming than the Committee had originally conceived. Determining the most effective approach included consideration of a number of issues, including,
 - a. effective approaches to reach communities;
 - b. encouraging those communities to take an active role in providing the names and biographies;
 - c. the coordinating role of the Law Society;
 - d. the definition of “early” lawyers or “path-breakers” and determining the cut off for inclusion;
 - e. the definition of “exceptional” lawyers;
 - f. whether to take different approaches to “living” and “deceased” lawyers; and
 - g. developing proper terminology for the project.
8. Letters went out to approximately 100 organizations and associations, inviting them to identify,
 - a. the first few men and women from a wide range of diverse communities to practise law;
 - b. lawyers of diverse communities who have achieved legal “firsts,” such as becoming the first law professors or first judges; and
 - c. exceptional living and deceased leaders of diverse communities who are lawyers.
9. Dr. Kirk-Montgomery also included information on the project and a nomination sheet with the letters. A copy of the information is set out at Appendix 2.

10. Dr. Kirk-Montgomery received responses from community and legal organizations and from individuals over a period of nine months. In many cases only names were provided, with little biographical information. Some communities have active law associations that were able to provide more details of nominees' lives and accomplishments. Dr. Kirk-Montgomery pursued a variety of leads to obtain information.
11. After developing a list of names from nominations and research, Dr. Kirk-Montgomery wrote to each of the approximately 150 living nominees advising them of their nomination and seeking their consent to have their name and a 150-word biography included on the roll of names. She provided each person with a draft biography for review, editing, additions and approval. In this way, each biography became an autobiography, reflecting the nominee's own description of his or her life and career. The template for the biographies is set out at Appendix 3. Where nominees were deceased Dr. Kirk-Montgomery undertook both primary and secondary research into their lives to develop their biographies.
12. She also developed a reading list of legal history on diversity in the bar and has included information on sources for specific nominees to provide additional resources for researchers who are interested in the subject.
13. As of June 15, 2010, 279 biographies have been selected for inclusion in the roll, representing about 40 diverse communities.¹
14. There is greater representation from some communities than others and some communities are not yet represented. This eclectic profile and representation of communities reflects the project's reliance on the diverse communities themselves to provide nominations. A number of factors have contributed to the presence or absence of a community's first and/or exceptional lawyer(s), including the length of time the community has had representation in the legal profession in Ontario, the extent to which the community and its lawyers have an organized association familiar with the group's history and accomplishments, the numbers from that community who are in the profession, and the degree to which they responded to letters of request.
15. Dr. Kirk-Montgomery's introductory notes to the biographies summarize the nature of what has been compiled to date:

The result is a non-definitive set of short biographies of lawyers from a wide variety of communities...the visitor should remember that this is not a study based on sampling. The representation of diverse groups varies considerably from group to group, and depends partly on the availability of primary and secondary sources and partly on the response from organizations associated with the communities.

¹ Nominees denoted the community or communities to which they consider themselves affiliated. In some cases they listed more than one community.

Specifically, the biographies include many of the early Greek, Dutch, South Asian, Chinese and Jewish lawyers of Ontario, thanks to the assistance of community and legal organizations...The first generation of women lawyers was also easy to name. However, path-breakers from a number of racialized groups – Korean, Filipino, Vietnamese and other Southeast Asian, Armenian and other West Asian, and Latin American – have not yet been identified. Of the ethnocultural groups of European origin, the early and exceptional lawyers of Southern Europe, including Spanish and Portuguese communities, and many Eastern European communities, are missing. Other groups - Lesbian, Gay, Bisexual, Transgendered and Two-Spirited lawyers, and Persons with Disabilities - are under-represented. For almost all groups, the first few female lawyers are elusive. An additional project goal is to identify more lawyers of diverse communities who practised outside of Toronto, in smaller cities and towns in the province. In general, lawyers who have had exceptional careers have been simpler to locate than the early lawyers, with the exception of the first lawyer, of any given diverse community.

16. The project is ongoing and suggestions for additional nominees are encouraged.
17. The biographies compiled to date are rich and diverse. Brief though the entries are they are a window into the depth of accomplishment of lawyers from many diverse communities within the province. Some communities have been part of the Ontario legal landscape for centuries; others for decades. Each celebrates its early and exceptional lawyers and the community's accomplishments attained, at times, in the face of opposition and prejudice.
18. To exhibit the biographies, and in some cases photographs, and to make the material readily accessible to researchers and others the Law Society's website now include a page dedicated to the project.² As of June 29, 2010 the biographies and other related materials, described below, can be viewed by going to the Law Society's website at <http://www.lsuc.on.ca/about/a/history/> and clicking on "Diversifying the Bar: Lawyers Make History" on the right-hand side of the page. A demonstration of the site will be presented to Convocation.
19. The web page is designed to be easy to use and capable of updating and expanding with more biographies. It includes Dr. Kirk-Montgomery's introductory materials that set out the goals and methodology of the project, a brief historical overview of the diversifying bar, how to search biographies and other content, an acknowledgment page, a guide for further reading and links to other web pages.
20. The web page also contains a section inviting comments about the entries already on it and the opportunity to nominate other lawyers for inclusion. As new biographies are completed the web page will be updated.

² This inclusion in the web page represents the integration of an originally envisioned Phase Three into Phase One.

21. The main section of the web page is the biographies themselves, offered in two formats, the first set by year of call and the second by diverse community. The biographies by year of call include approximately 80 class photographs. There are also tables presented as guides to the biographies; one is a list of all early and exceptional lawyers by last name, while the others divide the lawyers by gender and then year of call. All biographies and tables are searchable by any word.

Phase Two

22. Phase Two provides an opportunity to expand some of the biographies through personal interviews.
23. The subjects for the Phase Two component of the project will be taken from among the living biographies and will follow two approaches:
- a. The roundtable discussion group with members of a particular community to learn about the individuals and about their collective experience in practising law in Ontario. The roundtables will be videotaped and will be made available to researchers and others through the Corporate records and Archives Department. Interviews may be videotaped if resources permit, the subjects agree and/or if the nature of the interview lends itself to videotaping.
 - b. Interviews with individuals.
24. An overview to the Phase Two approach is set out at Appendix 4. The number of interviews and roundtables will be determined based on factors such as the scope and length of time to be allocated to interviews, the number of roundtable discussions versus individual interviews and availability of the Project Manager.
25. The Committee thanks Dr. Kirk-Montgomery for her tireless efforts to bring this Project to life. The Committee also thanks Law Society staff members who have worked diligently on the realization of the project, both on biographical content issues and on the development of the web page. These include Firas Hammoud, Colin Jeffrey, Ann-Marie Langlois, Susan Lewthwaite, Perry Lim, Susan Tonkin, Jane Withey, and Susan Xu and, in particular, Fatima de Sousa who checked call date and other information for all nominees, Paul Leatherdale, the Law Society's Archivist who provided valuable background and other information on nominees and on available Archives material, Stephanie Wei, who managed and organized the process required to bring the content to life on the web page and Michelle Grady, who ably assisted with that process.

Appendix 1

Allison Kirk-Montgomery, Ph.D.
421 Euclid Avenue, Toronto, On
416-921-1349
allison@historymatters.ca

Current and Recent Projects

The Law Society of Upper Canada, 2004 – 2010
 Project Manager, Diversifying the Bar: Lawyers Make History Project of the
 Heritage Committee, 2009-2010

Oral historian and compiler, "Memoir of Mary Constance Hunt McLean," Sole and
 Small Firm Practitioners' History Project of the Heritage Committee, 2007-2008

Researcher, topics in the history of the Law Society of Upper Canada, for the
 Treasurer, 2004-2005

Researcher and oral historian, Treasurers' Project of the Heritage Committee,
 2004

The Canadian Museum of Science and Technology, 2004 - 2008

Researcher and writer of commissioned works, with Shelley McKellar:

Medicine and Technology in Canada, 1900 – 1950. Ottawa: Canada Science and
 Technology Museum, 2008.

"Technological Innovations in Canadian Medicine, 1950-1980: An Historical
 Assessment"
 (2005).

"Technological Developments in Canadian Medicine, 1900-1950: An Historical
 Assessment," (2004).

Publications

With Shelley McKellar. *Medicine and Technology in Canada, 1900 – 1950.*
 Ottawa: Canada Science and Technology Museum, 2008.

"Loaded Revolvers: Ontario's First Forensic Psychiatrists." In *Mental Health and
 Canadian Society: Historical Perspectives*, edited by David Wright and James E.
 Moran. Montreal;
 Ithaca: McGill-Queen's University Press, 2006.

2001

Education

Ph.D., University of Toronto, 2001
History

Thesis Title: "Courting Madness: Insanity and Testimony in the Criminal Justice
 System in Victorian Ontario"

2002 Hannah Millennium History of Medicine Doctoral Thesis Award, Honorable
 Mention, as an "excellent" thesis.

Other Awards and Appointments:

1999 to 2000 Margaret S. McCullough Scholarship in Historical Research, University of Toronto;
 1998 to 1999 Junior Fellow, Centre of Criminology, University of Toronto;
 1996 Hannah Scholarship in the History of Medicine;
 1996 Ontario Graduate Scholarship (declined);
 1994 to 1997 Open Fellowships, University of Toronto

1993 University of Toronto
M.A., History

1989 York University
M.B.A., Dean's List

1972 McMaster University
B. A., B. S. W.
 2001
 1993
 1989
 1972

Appendix 2

Guidelines for Submitting Names for the Roll of Early Lawyers of Diverse Communities

The Roll will contain the names and summarized achievements of early lawyers from a wide range of communities. These history-making lawyers were or are members of groups sharing language, religion, ethnicity, place of origin, sexual orientation, disability, or other cultural bonds.

We are particularly interested in identifying the earliest men and women lawyers called to the bar in Ontario from any given community. In the case of long-established communities, these individuals may have practised many decades ago; without your help, their names may be forgotten. For newer communities, the first lawyers may be recent members of the bar of Ontario. For all communities, we are seeking not just the first but the first few individuals called to the bar.

Other lawyers on the roll will be distinguished by their path-breaking achievements within the legal field. Examples are the first lawyers from a diverse community who were appointed to the provincial or federal judiciary or as King's or Queen's Counsel; the first law professors, crown attorneys, legal authors, and so on, should also be recognized.

Some lawyers will be included because of their service to their community of origin beyond their professional capacity or to the wider society. These individuals were or are the early leaders of their community, as activists against discrimination or advocates for the disadvantaged. They may have taken part in municipal, provincial or federal politics. They may have been honoured for their service on non-for-profit boards.

The more complete the Roll, the better the resource it will be for students, historians, legal professionals, and others interested in the history of lawyers and of diverse communities.

Later Phases of the Diversifying the Bar: Lawyers Make History Project

Identifying the names and recording the accomplishments of early lawyers from a variety of communities will be an ongoing undertaking and will provide the foundation for other phases of the project. Through a variety of programmes, we will be encouraging others to capture their personal and professional experiences by writing and recording their memoirs. The roll of early lawyers and other publications will be accessible to the public online on the Law Society's web pages and at the Archives of the Law Society of Upper Canada. Through this project, the Law Society of Upper Canada hopes to promote discussion on the challenges early lawyers faced and the contributions they made to their communities of belonging, and beyond.

To suggest a name for the roll of early lawyers, please contact:

Allison Kirk-Montgomery

Project Manager, Diversifying the Bar: Lawyers Make History Project

The Law Society of Upper Canada

allison@historymatters.ca 647-977-0270

Suggestion Form for the Roll of Early Lawyers from Diverse Communities

1. Your Information

Name (Organization or Individual)

Contact Person, if different from above

Address

Telephone, Email

2. Your Suggestion

Name

Where appropriate:

Address

Telephone, Email

Community or communities associated with this person:

3. Applicable Category or Categories

- ___ one of the first lawyers from this community
- ___ special achievements in the legal field
- ___ contributions or service to the community

You may wish to attach a sheet with biographical information.
Thank you. Please return to:

*Allison Kirk-Montgomery, Project Manager,
Diversifying the Bar: Lawyers Make History Project,
Policy Secretariat,
Law Society of Upper Canada
130 Queen Street W.
Toronto, Ontario M5H 2N6
allison@historymatters.ca 416-921-1349*

Appendix 3

Guide to editing your personal information to be included in the Diversifying the Bar: Lawyers Make History Project

<i>Name</i>	This information is taken from the Barristers Roll or other records of the Law Society. Please add or edit as necessary.
<i>Year Called to Bar in Ontario</i>	
<i>Gender</i>	
<i>Year of Birth</i>	
<i>Place of Birth</i>	Please include city, town, or region. Examples: Winnipeg, Manitoba. Falkirk, Scotland. Strzyzow, Austria-Hungary (now Poland).
<i>Heritage or Ethno-Cultural Community</i>	You are Canadian, but how otherwise do you describe your heritage, culture or ethnicity? You may include more than one descriptor. Examples: Jewish and Polish; Asian, Chinese and Roman Catholic.

<i>Biographical Information</i>	<p>Derived from research or provided by the organization or individual that nominated you. Please add or edit, to a maximum of 150 words.</p> <p>You might include your professional achievements, your experience as a path breaker, or contributions or service to your ethno-cultural community. You may wish to comment briefly on your how or if your membership in this community influenced your professional career, or how being a lawyer has shaped your ties to this community.</p>
<i>Other</i>	<p>The name of the organization or individual that nominated you, or a secondary source of information.</p>

Appendix 4

PHASE TWO OVERVIEW

Phase Two of the project has two goals.

Part 1: To identify early path-breakers from diverse communities not yet represented or under-represented

More than 200 different ethnic origins were reported on the 2006 Census for Canada. Representing all of them in the biographies is not feasible given the scope of the project, but there are many groups missing from the roll who have first and exceptional lawyers who could be included. The focus of this phase will be to identify the earliest lawyers of underrepresented communities.

Some diverse communities that should have more representation in the biographies:

Muslim, Roman Catholic and other religious communities
 Lesbian, Gay, Bisexual, Transgendered and Two-Spirited Persons
 Chinese
 South-East Asian:
 Vietnamese
 Filipino

European and East European:
 Portuguese
 Italian
 Polish
 Spanish

Latin American
 Arab

West Asian, including,
Iranian
Armenian
Turkish

Strategies:

a. Telephone interviews with nominees

Telephone calls (10 to 20 hours total) will be made to a number of the oldest living nominees, those called to the bar in the 1950s and 1960s. With the nominee's consent, the conversation will focus on identifying other early lawyers from the interviewee's diverse community and from also other diverse communities. These interviews will be summarized rather than recorded and transcribed.

b. Research into archival and secondary sources

Early lawyers are not well-remembered by today's generation, the main source we relied on for our candidates. Approximately 30 more hours of research into histories of diverse communities and other sources should identify some of the more elusive lawyers.

c. Follow-up contact to legal and community organizations

After the web page is online, bar and community associations who did not respond to earlier letters and emails will be contacted and invited to participate. The visibility of the web page should encourage new participation in the project by legal organizations that have not yet submitted names. When organizations do respond, we will try to reach those individuals who are knowledgeable in the history of their community.

d. Follow-up contact with nominees

All lawyers in the lists will be informed by mail, email or facsimile that the web page is active. We will ask them again to try to remember early lawyers, and to encourage them to contribute their memoirs.

Part 2: To record the experiences of lawyers who diversified the bar

Group and individual interviews with pathbreakers will deliver a greater depth to the history of diverse communities in the profession.

a. Round-table sessions:

To be conducted in the Law Society facilities. A group might consist of an age cohort from one diverse community or lawyers from several diverse communities called in the same time period (e.g. 1950s or 1960s). The products will include voice recordings, possibly video-recording, and summary notes.

b. Individual interviews:

Up to five single-session interviews will be conducted. Interviewees may be selected from group session participants or from telephone interviewees. The sessions will consist of one three-hour session, focused on particular issues or experiences agreed upon in advance. The product will be voice recordings plus transcripts.

Timing

Telephone interviews and archival research: Completed by September 2010

Follow-up invitations to participate to bar and community groups: July-August 2010

Follow-up contact with nominees: July-August 2010

Group interviews: September-October 2010.

Individual interviews: November-December 2010.

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IN CAMERA

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IN CAMERA Content Has Been Removed

IN CAMERA Content Has Been Removed

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IN PUBLIC

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REPORTS FOR INFORMATION ONLY

Priority Planning Committee Report

Report to Convocation
June 29, 2010

Priority Planning Committee

Committee Members
Treasurer Derry Millar (Chair)
Marion Boyd
Malcolm Heins
Heather Ross
Linda Rothstein
Bill Simpson

Purpose of Report: Information

Prepared by the Policy Secretariat
(Katherine Corrick 416.947.5210)

FOR INFORMATION

CONVOCATION'S PRIORITY PLANNING

Committee Process

1. The Committee met on June 7, 2010. Treasurer Derry Millar (Chair), benchers Marion Boyd and Bill Simpson, Chief Executive Officer, Malcolm Heins, and Katherine Corrick attended.

Background

2. In March 2007, Convocation approved the following recommendations of the Governance Task Force with respect to prioritizing and planning Convocation's policy agenda:
 - a. Convocation shall institute a full review of Convocation's priorities for achieving strategic objectives for the Law Society, to be held at a meeting of benchers soon after each bencher election and as appropriate during the bencher term; and
 - b. Convocation shall establish a standing committee called the Priority Planning Committee to assist Convocation in planning its priorities. In particular,
 - i. The Treasurer shall recommend members of the Committee for Convocation's approval, in accordance with the By-Laws;
 - ii. Convocation shall appoint the chair and any vice-chairs of the Committee, in accordance with the By-Laws;
 - iii. In addition to the bencher members of the Committee, the Chief Executive Officer shall be a non-voting member of the Committee;
 - iv. The mandate of the Committee is to
 - A. recommend for Convocation's consideration and approval the priorities for policy objectives and submit those recommendations to Convocation in the process described in a. above,
 - B. periodically review the priorities previously established by Convocation, and new policy issues that may arise, and recommend to Convocation on an ongoing basis the priorities to be considered and approved by Convocation in the future, and
 - C. report annually to Convocation on the status of Convocation's priorities.
3. A Planning Session was held from September 23 – 25, 2007, shortly after the bencher election.
4. At the Planning Session, benchers identified nine priority areas for the Law Society to focus on over the four-year bencher term from 2007 to 2011. The nine priority areas identified were as follows:

- Discipline
 - Access to justice
 - Regulation of paralegals
 - Small firms and sole practitioners
 - Governance structure
 - Strategic communications
 - Maintenance of high standards and ensuring effective competence
 - Diversity within the profession
 - Licensing and accreditation
5. At its meeting on November 22, 2007, Convocation approved the nine priority areas. The priority identified as Licensing and Accreditation was subsumed into the priority identified as “Maintenance of high standards and ensuring effective competence,” leaving a total of eight priority areas.
 6. Following consultation with the chairs of the standing committees and major task forces, and members of the senior management team, the Committee presented to Convocation a work plan to achieve the priorities approved by Convocation for the 2007 – 2011 term. The Committee also presented an update on the implementation of initiatives that had been carried out by the Law Society to address the approved priorities and implement the work plan.
 7. On January 29, 2009, Convocation approved the work plan. Also on January 29, 2009, Convocation approved the following process for adding new issues and initiatives to the work plan:
 - a. Depending on the nature of the issue that arises, the Treasurer may discuss it with the chair of the relevant committee and the Chief Executive Officer to determine whether the issue can be accommodated within the current work plan. If it can be accommodated, the work plan will be amended and reported to Convocation for information.
 - b. If the issue cannot be accommodated within the current work plan, the issue will have to be scoped out, and the financial and resource implications determined. The Priority Planning Committee will then present the issue to Convocation for its decision on whether to add it to the work plan.
 8. Convocation has been updated on the status of the initiatives undertaken to achieve Convocation’s priorities on three occasions.
 - a. The Chief Executive Officer reported on the initiatives in his Report to Convocation on November 27, 2008.
 - b. The Priority Planning Committee updated Convocation in its Report to Convocation on January 29, 2009.
 - c. The Compensation Committee provided an update on the initiatives in its Report to Convocation on January 28, 2010.

9. On June 7, 2010, the Committee reviewed the priorities for the 2007 – 2011 bencher term, which were approved by Convocation in 2007, and the work plan.

The Priorities

10. The Committee is of the view that the areas identified by Convocation in 2007 as priority areas remain priorities today.
11. Many of them relate directly to the core function of the Law Society set out in s. 4.1 of the *Law Society Act* to ensure that lawyers and paralegals meet standards of learning, professional competence and professional conduct that are appropriate for the legal services they provide. These include discipline, paralegal regulation, and maintenance of high standards and ensuring effective competence.
12. Others, such as access to justice and governance structure, relate to the principles the Law Society must have regard to in carrying out its functions, duties, and powers, as required by s. 4.2 of the *Law Society Act*.
13. Finally, others, such as diversity, small firms and sole practitioners, and strategic communications, flow from important policy initiatives Convocation has undertaken. Some of these initiatives are also relevant to the principles articulated in s.4.2 of the *Law Society Act*.
14. The Committee is of the view that the annual budget process, which is about to get underway, must reflect Convocation's priorities, as set out in the detailed work plan at Appendix 1.

Next Steps

15. As required by the policy adopted by Convocation in March 2007, the Committee will continue to assess the status of the priorities Convocation has identified. It will also, at the appropriate time, begin plans for a bencher retreat to be held after the 2011 bencher election, at which time benchers will consider Convocation's priorities for the 2011 –2014 bencher term.

Appendix 1

Current Work Plan of Eight Identified Priorities

1. MAINTAIN HIGH STANDARDS AND ENSURE EFFECTIVE COMPETENCE

A. ENTRY LEVEL COMPETENCE

The Law Society has focused on entry-level competence for the past 20 years. The Licensing Process has undergone major changes as a result of two major reviews. The Licensing and Accreditation Task Force and the Federation of Law Societies' Task Force on the Accreditation of the Canadian Common Law Degree are continuing to focus on entry-level competence.

Work ongoing in 2010:

1. Examination of the accreditation of the Canadian common law degree. Convocation will consider the Federation's report in February 2010.
2. Federation of Law Societies' consideration of National Admission Standards. Beginning with the retention of licensure experts to derive a competency profile for lawyers nationally and then an assessment of future options for establishing a unified assessment process. The Law Society of Upper Canada has significant content and process expertise to lend to this project.

Work completed 2009:

1. Implementation of the Licensing Process for 2009 / 2010 licensing year. This includes the following:
 - a. Online Professional Responsibility and Practice Course
 - b. Professional Conduct and Practice Course for internationally trained candidates
 - c. Online Articling Registry and outreach and promotion of articling initiatives and job placements
2. National Committee on Accreditation Reform. The CEO is a member of the Federation of Law Societies National Committee on Accreditation (NCA) Futures Committee. A new Executive Director has been hired. A plan is in place for a new corporate structure and efforts are being made to provide as seamless a transition as possible and to relocate the NCA's office by June 30th of this year.
3. Completion of the audit of Registration Practices under FARPA as required by the Office of the Fairness Commissioner.

Work completed 2008:

1. Examination of the licensing processing, including the skills program and articling. In September 2008, Convocation approved the Licensing and Accreditation Task Force Report recommendations.
2. Review of the NCA program to establish a more transparent and efficient foreign legal accreditation process.

B. QUALITY ASSURANCE (POST LICENSING COMPETENCE)

Once lawyers are licensed to practise law, the Law Society must ensure that they remain competent throughout their career.

Work ongoing in 2010:

1. Implementation of the final phase of increases to the number of spot audits to ensure that all firms are audited every five years.
2. Exploration of establishment of independent organization responsible for providing lawyers and paralegals with continuing professional development programmes and other resources designed to maintain and enhance post-licensing competence.

Work completed 2009:

1. Implementing the first phase of increases to the number of spot audits to ensure that all firms are audited every five years in accordance with the original plan. Currently the Law Society audits all firms every 8.5 – 9 years.
2. Implementation of the Re-entry Review Program.

3. Implementation of the new risk criteria approved by Convocation for Practice Management Reviews; implementation of the increased number of 400 Practice Management Reviews (and up to an additional 100 focused reviews) for 2009.

Work completed 2008:

1. Approval of post-call compulsory professional development component of the new Licensing Process.
2. In June 2008, Convocation approved in principle a plan to increase the Spot Audit Program to work towards achieving a target of auditing all firms every five years.
3. Termination of the Private Practice Refresher Program. In April 2008 Convocation approved a policy that will require a lawyer returning to private practice in firms of five or fewer be subject to re-entry review requirements or a practice management review within the first 12 months. The new approach is now implemented.
4. In November 2008, Convocation approved the risk based selection criteria for the Practice Management Review Program to make the most efficient use of resources. All sole and small firm practitioners (firms with five or fewer lawyers) will now be reviewed in the first two years of practice, are eligible for selection.
5. Addressing risk factors in sole practice. The Risk Factors Working Group was struck in 2008 to examine the factors that lead sole practitioners to become involved in the Law Society's regulatory processes. Mentoring initiatives have been implemented and a review program for all new practitioners has been put into place.

C. QUALITY IMPROVEMENT

The Law Society must continue to support lawyers in their own efforts to maintain their competence.

Work ongoing in 2010:

1. Development of content and processes to support new continuing professional development (CPD) requirement for lawyers and paralegals in their first two years of practice, including provision of fully accredited programming and accreditation of external providers of content.
2. Development of content and processes to support new CPD requirement for lawyers and paralegals with two or more years of experience in practice, including accreditation systems for providers.
3. Establish and communicate the CPD plans and processes through the professions in anticipation of the formal reporting requirement commencing January 1, 2011.
4. Development of the Member Portal to facilitate online reporting of the CPD requirement once in effect in 2011.
5. Implement the CPD requirement and a policy framework to accredit other legal education providers.
6. Continue to develop and improve continuing legal education products and programs.
7. Continue to maintain and improve current supports such as the Practice Management Helpline, guidelines and Resource Centre tools and resources.
8. Continue to move toward increased electronic delivery of legal information and Great Library services pursuant to the collections and distribution policy.
9. Restructure and streamline the lawyer and paralegal online resource centres utilizing a new content management system and taxonomies for search.

Work completed in 2009:

1. Develop and improve continuing legal education products and programs.
2. Maintain and improve current supports such as the Practice Management Helpline, guidelines and Resource Centre tools and resources.
3. The Professional Development and Competence Committee consider whether compulsory professional development should be required of newly licensed paralegals or all licensees. Convocation considered the report in February 2010.
4. Review the Great Library collection and develop a five year strategy to refine the collection.
5. Development of a Guideline on the use of Powers of Attorney.

Work completed in 2008:

1. New CLE program format Teleseminar Plus introduced in 2008.
2. Launch of the *Best Practices* series for Paralegal licensees.
3. Launch of the Access CLE electronic library for CLE material.
4. Development of an information package to assist lawyers and paralegals to comply with the client identification and verification requirements.
5. Development of a basic management checklist for paralegals for use in the Practice Audits process and for personal practice use.
6. Development of a bookkeeping guide for paralegals.

2.DISCIPLINE

I. PROFESSIONAL REGULATION

A. GENERAL

Work ongoing in 2010:

1. Civility - develop a report and strategy on civility in the profession for Convocation's consideration. This would include preventative initiatives focused on improving levels of civility and professionalism:
 - a. Preparation of the Treasurer's report on the management of civility to be presented to Professional Regulation Committee in April 2010. The report will describe steps taken to date the address the issue and next steps.
 - b. Implement protocol for complaints by the judiciary including the mentorship process to support these complaints.
2. *Business structures and unbundling* - The Law Society receives numerous complaints that relate to its requirements for business structures and legal and law service delivery. In investigating these cases we are observing an increasing disconnect between the requirements of lawyers, paralegals and their clients, and the regulatory requirements that sometimes prevent the provision of services in some circumstances. This is a complex issue and it needs to be addressed incrementally. The first report on this issue will be prepared and presented in 2010 to PRC and PSC with proposals for new rules concerning business structures, and how and whether unbundling retainers would protect the public.

3. Guidelines for Law Office Searches and the protection of client information in the event of the execution of a lawful search of a law office. Develop a proposal to deal with lawyers and paralegals with frequent complaints. There are a number of lawyers and paralegals against whom we receive many complaints, usually of a minor nature. As these matters are usually not prosecuted, there is no real deterrence to prevent this misconduct. Professional Regulation will propose changes to address this problem with a report to PRC in the fall of 2010.
4. Dedicate more resources to manage the increase in the number of unauthorized practice complaints and investigations.
5. Develop a report on trust account rules and requirements. The rules should be clarified to specify when and in what circumstances funds should be put in the trust account.
6. Establish a national working group on discipline standards through the Federation of Law Societies.

Work completed in 2009:

1. Case books have been developed for hearing panels and are available in Hearing Rooms. Binders contain specific types of processes, standard case law and authority.
2. Standard particulars and penalty disposition charts by particular are in place. The Discipline Counsel Handbook was prepared by Brian Gover and is now in use.
3. Three Discipline Forum meetings were held in 2009 including defence counsel, and prosecution counsel in February, September and November.
4. Two training sessions for prosecutors were held in 2009.
5. Revisions to the quarterly reports to the Professional Regulation Committee to monitor regulatory performance were implemented in 2009.
6. The program for the Treasurer's Civility Forum was completed in the fall 2009. The tour to 11 locations across the province was scheduled from November 2009 to February 2010.
7. Completion of the Good Character Investigations for those paralegal grandparent applicants that are going to hearing. In 2009, Discipline issued 42 originating notices for paralegal good character hearings and completed 22 hearings (some of which were reserved).

Work completed 2008:

1. Discipline history database.
2. Approval of amendments to By-law 7.1 to implement the Federation's model rule on client identification and verification requirements.
3. A casebook for counsel has been updated and is available in hearing rooms.
4. Completed standard particulars.
5. A Discipline Forum including defence counsel, prosecution counsel, and tribunal members was held in February 2009.
6. Professional development for discipline counsel.

B. EFFICIENCY OF DISCIPLINE PROCESS

Work ongoing in 2010:

1. Implementation of the pre-proceeding case conference process. The process is expected to be in place by June 30, 2010 with the approval of the amendments to the Rules of Practice and Procedure.
2. A proposal will be taken to PRC to change some types of hearing panel orders including supervision orders and short suspensions given enforcement difficulties and concerns about their effectiveness.

3. A report will be provided to PSC to summarize the experience of the Division in the investigation and prosecution of paralegal good character hearings in order that the problems with the existing regime can be addressed should there be a similar good character process for exempt categories of paralegals.
4. A system will be developed in the Professional Regulation system (IRIS) to capture general dockets for discipline counsel and for use in costs requests before hearing panels.
5. A standard expert report will be developed for use in mortgage fraud cases to reduce delay and costs involved in obtaining expert reports in individual cases.
6. A disclosure protocol will be developed to train new discipline counsel and to promote consistent practice among counsel.
7. Continue to update and refine of existing tools. These include the discipline counsel handbook, standard particulars, penalty charts, templates for various letters to complainants, licensees, witness.
8. Discipline will support the development of the new Appeal Rules.
9. Meet production and aging targets.

Work completed in 2009:

1. Examine current process for admission and readmission hearings with a view to streamlining it. Options to streamline the process were discussed with the Professional Regulation Committee. The Committee was of the view that the current process should be maintained, and that any attempt to alter the process and advance admission requirements into law schools would not be successful.
2. A proposal for a two-year pilot project for a pre-proceeding consent resolution conference was approved by Convocation in January 2010.
3. A protocol to deal with complaints dealing with civility in the courts in response to the Code Lesage Report was developed.
4. Case process in Investigations was revised in 2009. A number of strategies were initiated to reduce the inventory and improve efficiencies and has resulted in an improved rate of closings and the time required for the completion of investigations.
5. Developed mortgage fraud evidence tracking system in IRIS.
6. Mortgage fraud: Discipline developed standardized templates for case preparation for investigators to improve consistency, including control charts, property summaries and written interrogatories.

Work completed in 2008:

1. Review of process for obtaining interlocutory suspensions.
2. Creation of a standard document book for mortgage fraud counsel.
3. Expansion of the summary hearing process for issues that are less serious in nature approved by Convocation in January 2009.
4. The Rules of Practice and Procedure have been redrafted with a view to increasing the efficiency of the hearing process. The rules were approved by Convocation in February 2009.

C. TRANSPARENCY

Work ongoing in 2010:

1. Completion of the web enabled, real time discipline history and practice status summary for lawyers and paralegals. The discipline history application is currently being tested internally with a plan to introduce the application to the Law Society's public website in 2010.

2. Conduct applications and hearing notices will be published on the LSUC web site when issued to support accessibility and transparency.
3. The selection of the new Complaints Resolution Commissioner is made in 2010. Professional Regulation will support the transition from the retiring Commissioner to Stien Lal to ensure a successful transition.

Work completed in 2008 and 2009:

1. Numerous revisions to the Current Hearings and Tribunal Decisions sections of the Law Society website to provide real time updates to information and make the sections more user friendly.

II. LAW SOCIETY TRIBUNALS AND HEARING PANELS

Work ongoing for 2010:

1. Development of new appeal rules for the Appeal Panel.
2. Training for new non-bencher adjudicators.
3. Ongoing adjudicator education sessions to maintain quality and consistency of adjudication.
4. Provision of adjudicator resources through up-dates to Adjudicator Education Binder.
5. Ongoing revisions to the Current Hearings and Tribunal Decisions sections of the Law Society website to provide real time updates to information, and to better organize the information to make these sections more user friendly.
6. Undertake a review of business processes in Tribunals to explore the possibility of automating business processes.

Work completed 2009:

1. Implementation of the New Rules of Practice and Procedure in the Tribunals Office.
2. Training for new non-bencher adjudicators.
3. Ongoing adjudicator education sessions to maintain quality and consistency of adjudication.
4. Provision of adjudicator resources through up-dates to Adjudicator Education Binder.
5. Ongoing revisions to the Current Hearings and Tribunal Decisions sections of the Law Society website to provide real time updates to information, and to better organize the information to make these sections more user friendly.

Work completed 2008:

1. Approval of remuneration for decision writing and travel time.
2. Approval of the New Rules of Practice and Procedure in February 2009.
3. Implementation of adjudicator education sessions on committee day and Convocation in 2008.
4. Creation of a jurisprudence binder containing all Appeal Panel and Divisional Court decisions since January 2004.
5. Numerous revisions to the Current Hearings and Tribunal Decisions sections of the Law Society website to provide real time updates to information and make the sections more user friendly.
6. Amendments to Rule 18.1 Admissions and 20.2 Prehearing Conferences to facilitate hearings and address situation where a member has not engaged with the Law Society's process.

3. ACCESS TO JUSTICE

Work ongoing in 2010:

1. Report on phases 1 and 2 of the Ontario Civil Legal Needs Project (OCLNP) titled *Listening to Ontarians* will be released on May 31, 2010. The next stage will be for the Law Society to reconsider its access to justice initiatives in light of the findings and to contemplate what additional initiatives it may wish to engage in. Phase 3 of the OCLNP, a mapping of legal services in Ontario, will be completed by the project partners in 2010.
2. Civil Justice Reform/Osborne Report – The Access to Justice Committee is examining the role of the Law Society in contributing to Civil Justice Reform. Convocation has committed to work with the Attorney General to implement the recommendations of the Osborne Report.
3. The Access to Justice Committee is continuing to monitor developments with legal expense insurance. DAS Canada has announced that it will market legal expense insurance products in Canada starting in 2010.
4. Family Law – The entire issue of how the justice system deals with family matters requires examination. This area of law features a high number of unrepresented litigants. The Law Society receives many complaints from unrepresented litigants. This is a significant access to justice issue for members of the public, particularly women. The findings in the OCLNP will inform the Access to Justice Committee in this area.
5. The Access to Justice Committee will continue to examine means to attract more lawyers to smaller towns.
6. Examination of issues related to the unbundling of legal services.
7. Access to Justice Committee to establish priorities and initiatives for Convocation's approval for 2011.

Work completed in 2009:

1. Ontario Civil Legal Needs Project – conduct a study aimed at identifying the civil legal needs of low and middle income Ontarians. A research firm conducted the survey. The first two phases of the project were completed in 2009.
2. Civil Justice Reform/Osborne Report – The Access to Justice Committee is examining the role of the Law Society in contributing to Civil Justice Reform. Convocation has committed to work with the Attorney General to implement the recommendations of the Osborne Report.
3. The Access to Justice Committee is studying legal expense insurance.
4. The Trebilcock report on the state of legal aid in the province of Ontario is being considered by the Access to Justice Committee.
5. Family Law – The entire issue of how the justice system deals with family matters requires examination. This area of law features a high number of unrepresented litigants. The Law Society receives many complaints from unrepresented litigants. This is a significant access to justice issue for members of the public, particularly women.

Work completed in 2008:

1. In June 2008, Convocation approved amendments to By-Law 5 and By-Law 4 to permit a lawyer who is in the 50% or 25% fee category (not practising law) who wishes to provide pro bono services to be exempt from the requirement to pay the full fee.

4.DIVERSITY WITHIN THE PROFESSION

Work ongoing in 2010:

1. Ongoing implementation of the Retention of Women initiatives approved by Convocation, including the following activities:
 - a. coordination of the Justicia Project;
 - b. follow-up activities in the Women's Leadership Institute;
 - c. development of on-line resources;
 - d. development of the Contract Lawyers' Registry;
 - e. managing the Parental Leave Assistance Program;
 - f. coordinating the Women's Equality Advisory Group;
 - g. continuing the consultation of the Return to Practice Working Group.
2. Ongoing implementation of initiatives arising from the Aboriginal Bar Consultation.
3. Analysis of the 2006 Census Data by Professor Ornstein, to be released in April 2010.
4. Report on the findings of the 2009 Change of Status Survey with the Profession, to be released in May 2010.
5. Fiona Kay longitudinal transition study (expected in the fall 2010) – this will conclude a 20 year longitudinal study about gender based trends in the legal profession and lawyers' work histories, family circumstances, work conditions and career satisfaction.
6. Fiona Kay Career Diversity Survey (expected in the fall 2010), the study aims to examine the factors leading to departures from law practice as well as the different conditions that operate either as barriers to or facilitators of re-entry to law practice following a period of absence.
7. Analysis of demographic information collected by way of the Lawyer Annual Report and Paralegal Annual Report.
8. Development of resources for the legal profession to assist in the implementation of the *Accessibility for Ontarians with Disabilities Act 2005*.
9. Bencher Election Campaign Study – Candidates in the 2007 bencher election were surveyed about their election expenses and campaign practices. The Equity Committee will study this issue further and propose means to enhance accessibility in the office of bencher for all lawyers and paralegals. It is expected that a proposal will be developed for consideration before the next bencher election in 2011.
10. Development of a guideline on fair hiring practices for the profession.
11. A study on barriers faced by racialized lawyers.

Work completed in 2009:

1. Implementation of the first phase of Retention of Women initiatives approved by Convocation.
2. Development of a guideline on fair hiring practices for the profession.
3. Development of a policy proposal to collect demographic information by way of the Lawyer Annual Report and Paralegal Annual Report.

Work completed in 2008:

1. Approval of the Retention of Women Initiative.
2. Aboriginal Bar Consultation.
3. Implementation of the Disability Working Group Report.
4. Career Choice Survey – conducted annually.
5. Symposium for NCA Candidates.
6. Bencher Election Campaign Study – a report has been prepared setting out the findings.

5. SMALL FIRMS AND SOLE PRACTITIONERS

Many of the initiatives noted under other priorities will have an impact on small firms and sole practitioners. For example, the recommendations of the Retention of Women Working Group will affect small firms and sole practitioners, as will the examination of risk factors in sole practice noted under Discipline. In addition, most of the day-to-day activities of the Professional Development and Competence Department support the small firm and sole practitioner.

Work ongoing in 2010:

1. Develop a network of contacts in law firms, law associations and law schools for the purpose of promoting and facilitating initiatives to support sole and small firm practitioners.
2. Law school visits to present practice options to the student body with practitioners from small communities and small firms.
3. Work with CDLPA and other organizations to increase awareness of practice options outside of the GTA through attendances and information exchange at job and career fairs at law schools, promoting alternatives and joint articling opportunities.
4. Complete the articling survey of all 8500 law firms in the province and undertake follow up with interest firms in an attempt to establish joint articling positions outside of the GTA.

Work completed in 2009:

1. Succession Planning Toolkit was launched in April 2009.
2. Completion of the Contract Lawyers' Registry for lawyers who are looking for short-term contract work or who need someone to take over their practice while on leave.
3. Law school visits to present practice options to the student body with practitioners from small communities and small firms.
4. Ongoing collaboration with the Ontario Bar Association and County and District Law Association Presidents on various initiatives that support sole and small firm practices.

Work completed in 2008:

1. In February 2009 the Professional Development and Competence Committee reported on the work of the Working Group of the Sole Practitioner and Small Firm Lawyers. A detailed analysis of the resources that are now in place to implement the recommendations of the Task Force was presented to Convocation.

6. PARALEGAL REGULATION

Work ongoing in 2010:

1. Implementation of the Paralegal Standing Committee Election.
2. Ongoing review of exemptions from paralegal licensing.
3. Implementation of integration process for licensing for some exempt groups including collection agents. Includes establishing a new applications process and development on the new online learning course for the integration of exempted groups into the paralegal licensing process.
4. Two year review of exemptions by-law.
5. Accreditation of diploma-granting college programs (ongoing through 2010).
6. Paralegal good character hearings.
7. Conduct hearings for licensed paralegals.

Work completed in 2009:

1. Collection and processing the first Paralegal Annual Report filings.
2. Accreditation of diploma-granting college programs (ongoing through 2010)
3. Development of a policy framework for onsite auditing of college paralegal programs.
4. Paralegal good character hearings. Completion of all grandparent applicant good character investigations.
5. Roll-out of the two year review on paralegal regulation.
6. Paralegal election scheme.
7. Review of exemptions from paralegal licensing.

Work completed in 2008:

1. Development and implementation of a paralegal licensing process.
2. Established a college education accreditation process.
3. Implementation of a regulatory scheme for paralegal licensees.
4. Administration of an insurance scheme for paralegals.
5. Established a self-funding operating budget and annual fee for 2008 and 2009.
6. Established a Paralegal Compensation Fund.
7. Regulatory scheme for permitted business structures.
8. Paralegal representation on the Proceedings Authorization Committee.
9. Paralegal Professional Conduct Guidelines.
10. Supervision rules for paralegals.
11. Client identification and verification requirements.
12. Rules governing advertising and firm names.
13. Development of continuing legal education programs for paralegals.
14. Implementation of Practice Audits for paralegal practices.
15. Development of the Paralegal Annual Report.
16. Development and implementation of applications processes for paralegals such as exemption and surrender.
17. Development and implementation of a suspension process for paralegals.

7. STRATEGIC COMMUNICATIONS

A. MEDIA RELATIONS

Proactive media strategy:

1. Challenge media errors – continue to maintain a more assertive approach to challenging inaccuracies and misrepresentations in media coverage.
2. Shape media coverage – aggressively pursue opportunities to shape media coverage of the Law Society and lawyers, and to build the public profile of the Law Society.
3. Consistent key messages – Communications Department is working with other departments to build consistent key messages and explore additional opportunities to deliver those messages to our intended audiences.
4. Earned media campaign – use every opportunity to reinforce key messaging through earned media and to increase the profile of the Law Society in all media stories in relation to the regulation of lawyers and paralegals.
5. Create op-ed pieces of commentary from the Law Society to increase the profile of issues that are important to the Law Society.
6. Use high priority initiatives such as the Retention of Women in Private Practice Initiative and Civil Legal Needs project to increase awareness of the Law Society.

7. Use Ontario Community Newspaper network and News Canada to disseminate matter stories emphasizing the role of the Law Society.
8. Continue to monitor media coverage of stories relating to the Law Society, the legal profession and self-regulated professions.

B. PROACTIVE COMMUNICATIONS

Work ongoing in 2010:

1. Development of a short series of video vignettes for the public. Each vignette will highlight a particular area of law and will educate consumers on how to deal with a particular legal problem that are most common.
2. Continue to collaborate with other legal organizations to institute positive messaging around the work of lawyers to improve access to justice.
3. Ensure information on discipline cases is easily accessible.
4. Implementation of a new content management system to facilitate more efficient use of the website.
5. Explore the possibility of creating an online version of the Ontario Lawyers Gazette.
6. Work with LexisNexis on the delivery of a digitized version of the *Ontario Reports*.

Work completed in 2009:

1. Develop a series of information pieces that focus on the public service aspects of the Law Society's mandate for circulation to smaller newspapers and community press. Pieces will highlight the kinds of legal services and legal service providers available to citizens of Ontario, how to access them, and how the Law Society can assist.
2. Collaborate with other legal organizations to institute positive messaging around the work of lawyers to improve access to justice.
3. Ensure information on discipline cases is easily accessible.
4. Refresh the public pages of the website.
5. Work with the Equity Initiatives department to promote and raise awareness of diversity events.
6. Enhance the presentation of Law Society material in the *Ontario Reports*.
7. Develop an electronic newsletter on Convocation highlights to be distributed to members.
8. Update Law Society public brochures.
9. Advertise on websites of legal publications, social networking sites and legal associations.

Work completed:

1. Implemented a system to monitor and track media coverage of Law Society issues.
2. Completion of a qualitative study on the perceptions of lawyers and understanding of lawyer regulation and governance.

8. GOVERNANCE

Work ongoing in 2010:

1. Complete a by-law review and pursue legislative amendments to implement the Governance Task Force Report recommendations approved by Convocation in December 2009.
2. Implementation of the Paralegal Standing Committee Election.
3. Election of two paralegal benchers and Chair of the Paralegal Standing Committee.

4. Election of Treasurer in June 2010.
5. Preparation of Bencher Election scheduled for 2011.
6. Review procedures to conduct the Annual General Meeting.
7. Examine the impact of Bill 65, *An Act to revise the law in respect of not-for-profit corporations*, on Law Society governance.

Work completed in 2009

1. Convocation approved recommendations of the Governance Task Force.

Professional Regulation Committee Report

- “Unbundling” of Legal Services

Report to Convocation
June 29, 2010

Professional Regulation Committee

Committee Members
Linda Rothstein (Chair)
Julian Porter (Vice-Chair)
Bonnie Tough (Vice-Chair)
Christopher Bredt
John Campion
Carl Fleck
Patrick Furlong
Gary Lloyd Gottlieb
Glenn Hainey
Ross Murray
Sydney Robins
Baljit Sikand
Roger Yachetti

Purpose of Report: Information

Prepared by the Policy Secretariat
(Jim Varro – 416-947-3434)

COMMITTEE PROCESS

1. The Professional Regulation Committee (“the Committee”) met on June 10, 2010 by conference call. In attendance were Linda Rothstein (Chair), Bonnie Tough (Vice-Chair), Christopher Bredt, Carl Fleck, Patrick Furlong, Gary Gottlieb and Glenn Hainey. Staff attending were Jim Varro and Jane Withey.

“UNBUNDLING” OF LEGAL SERVICES

2. At the Treasurer’s request, the Committee has begun to consider issues related to the “unbundling” of legal services. Unbundling refers to the provision of limited legal services or limited legal representation. This means that a lawyer or paralegal provides legal services for part, but not all, of a client’s legal matter by agreement with the client, and that the client is otherwise self-represented. In some jurisdictions, this is called “limited scope” services to a client. Some common services are:
 - a. providing confidential drafting assistance;
 - b. making limited appearances in court as part of the limited scope retainer;
 - c. providing legal information and advice under a limited scope retainer; and
 - d. providing legal services at a court-annexed program¹, or through a non-profit legal services program.
3. The issue has a number of facets. These include:
 - a. the regulatory issues that may arise in the provision of unbundled services;
 - b. procedural issues where the unbundled service is provided in the course of litigation;
 - c. education around this type of legal service; and
 - d. ways to facilitate limited scope services as an aspect of access to justice.
4. In the litigation context, Ontario lawyers are currently providing some legal services on what can be characterized as a limited scope basis. Nothing in the current *Rules of Professional Conduct* expressly addresses limited retainers or unbundling of services. Procedurally, there are no specific rules for the situations in which such services may be provided in a litigation setting.
5. The Committee reviewed recent developments in Canada and elsewhere related to unbundling. It was presented with an overview of procedural rules that may have relevance to limited scope retainers and reviewed relevant *Rules of Professional Conduct*. It also received information from LawPRO on some of the insurance and risk management issues that should be considered when lawyers and paralegals perform limited scope services.
6. The Committee’s initial focus was on what might be done by way of ethical guidance. But it also determined that a dialogue should begin on the issue with interested parties, groups and institutions. This will help to identify the breadth of the issues and permit the Law Society, to the extent possible, to co-ordinate and address them, with a focus on enhancing access to justice.

¹ The Law Society’s examination of this issue has led to amendments to the conflicts rules applicable to lawyers participating in Pro Bono Law Ontario programs for brief services in the Small Claims and Superior Courts.

The Regulatory Issues

7. The key issues that have prompted the discussion about possible additional guidance for lawyers and paralegals, and procedural enhancements, are how to define the scope of representation in the agreement between the lawyer or paralegal and client, clarifying communications between counsel for another party and the client receiving unbundled services and the lawyer's or paralegal's role in document preparation, including disclosure of the assistance of counsel.
8. As a guiding principle, the Committee believes that any amendments to the ethical rules that relate to unbundled legal services should not create a lesser standard of professional conduct than is otherwise expected of a lawyer or paralegal. As such, the amendments would not create new standards but confirm existing standards with awareness around how they apply in the unbundled context.

Creating a Working Group/Next Steps

9. The Committee's view was that, as a start, consideration of this issue within the Law Society would involve liaising with the Paralegal Standing Committee and the Access to Justice Committee.
10. The Committee formed a working group and through the chairs of these two committees invited their members to join the working group. The membership of the working group has now been established.²
11. The Committee recognized that the Access to Justice Committee would be familiar with the concept of unbundling. That Committee was a participant in the Ontario Civil Legal Needs Project, in partnership with Pro Bono Law Ontario and Legal Aid Ontario. The Project's recently released report, "Listening to Ontarians", specifically mentions unbundling as an idea for making legal services more economically accessible for some litigants.
12. The working group's first step will be to consider the work done through the Committee on the *Rules of Professional Conduct*. The second step is to determine how best to consult with parties external to the Law Society on issues such as the procedural rules, related practice directions and education.
13. The Committee will provide reports to Convocation from time to time as the working group's work progresses.

Audit Committee Report

- LibraryCo First Quarter Financial Statements
- Pension Plan Governance Report
- Law Society Auditor

² The working group members are Linda Rothstein, Glenn Hainey (Professional Regulation Committee), Carl Fleck and Susan McGrath (Access to Justice Committee) and Robert Burd, Paul Dray and Michelle Haigh (Paralegal Standing Committee).

Audit Committee

Committee Members
Beth Symes (Chair)
Marshall Crowe
Seymour Epstein
Glenn Hainey
Doug Lewis
Bill Simpson

Purpose of Report: Information

Prepared by:
Wendy Tysall, Chief Financial Officer
416-947-3322

COMMITTEE PROCESS

1. The Audit Committee (“the Committee”) met on June 15, 2010. Committee members in attendance were Beth Symes (c), Marshall Crowe, Seymour Epstein, Glenn Hainey, and Doug Lewis.
2. Part of the meeting was a joint meeting with the members of the Lawyers’ Professional Indemnity Company (“LAWPRO”) Audit Committee. In attendance were Frederick Gorbet (Chair, Audit Committee), Ian Croft (Chair, LAWPRO Board), James Caskey (Vice-Chair, LAWPRO Board), Doug Cutbush, Andrew Smith, John Thompson, Brad Wright (teleconference). President & CEO, Kathleen Waters and Vice President Finance & Treasurer, Steven Jorgensen also attended.
3. Also in attendance were Kent Lum, AON Consulting and Susan Nickerson, Hicks Morley.
4. Law Society staff attending were Malcolm Heins, Wendy Tysall, Andrew Cawse, Brenda Albuquerque-Boutilier, Laura Cohen, and Felicia North.

FOR INFORMATION

LIBRARYCO INC. - FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED
MARCH 31, 2010

5. The Audit Committee recommends the 2010 first quarter financial statements for LibraryCo Inc. be received by Convocation for information.

LIBRARYCO INC.

FINANCIAL REPORT
For the 3 months ended MARCH 31, 2010LIBRARYCO INC.
FINANCIAL REPORT
For the three months ended March 31, 2010

KEY POINT SUMMARY

Statement of Revenues and Expenses – LibraryCo only
Comparison of Actual to Budget

The overall excess of revenues over expenses (line 18) for the quarter was \$9,324 compared to a budgeted loss of \$30,939. The variance is primarily a result of lower actual expenditures compared to budgeted amounts in other-head office expenses and other law libraries expenses and capital and special needs grants as discussed below. The budget for 2010 included a transfer of \$295,000 from the General Fund.

Revenues

1. Law Society grant (line 1) is the lawyer-based fee that is transferred to Library Co. This transfer includes amounts for central administration and quarterly transfers to the 48 libraries. The actual grant from the Law Society was \$1.7 million for the quarter and matched budgeted amounts for the period.
2. The Law Foundation of Ontario grant (line 2) was provided to LibraryCo for the purchase of electronic resources. Matching expenditures were incurred. A variance occurred as the originally budgeted Westlaw Canada resource was not purchased.

Expenses

3. Salaries and administration expense (line 5) includes salaries, benefits and costs per the Administrative Services Agreement with the Law Society.
4. Professional fees (line 6) are predominantly the accrual for the annual audit and smaller amounts for consulting, and counsel fees.
5. Contingency (line 7) - There is no expense charged against contingency for the quarter.

6. Other expenses (line 8) are lower than budget for the period by \$13,512 primarily because of decreased costs for publications, and board of directors' expenses.
7. Electronic products and services (line 10) expenditures of \$819,630 matched the grant revenue from the LFO. A variance occurred as the Westlaw Canada resource was not purchased.
8. Group benefits (line 11) of \$73,376 approximate budget and represent health, dental, long term disability and other benefits for the county library employees.
9. Other – law libraries (line 12) include expenses related to staff and travel, COLAL and CDLPA Library Committee meetings, COLAL continuing education and bulk purchases of publications for the library system. Expenses for the year are \$11,176 lower than budget primarily as there was less staff travel and publications purchased.
10. Law Libraries – grants (line 14) of \$1,457,538 is \$4,275 more than budget due to supplementary grants of \$2,500 and \$1,775 paid to Halton and Peterborough respectively. These additional amounts were approved by the Board and will continue for the next 3 quarters.
11. Capital and special needs grants (line 15) are provided to help the libraries replace aging furniture and equipment, perform library renovations and relocations, and pay for unbudgeted expenditures. These expenditures do not follow a pattern. No grants were paid in the first quarter.

Balance Sheet - LibraryCo only

12. Cash and short-term investments of \$1,767,295 is \$1,086,810 lower than 2009 as the 2009 balance included the second quarter grant amount which was advanced to LibraryCo prior to April 1.
13. Accounts payable and accrued liabilities (line 5) consist of amounts payable for goods and services and amounts due to the Law Society for payroll and administrative services.
14. Deferred revenue is nil as the second quarter grant amount was not received until after March 31. In 2009 the second quarter grant amount was received prior to April 1.

Statement of Changes in Fund Balances – LibraryCo

15. The General fund balance at March 31, 2010 was \$827,959 compared to \$359,961 in 2009. This is due to last year's operating surplus of \$648,584.
16. The Reserve fund at December 31, 2009 was \$885,389, unchanged in the last year.

Schedule of Revenues and Expenses - LibraryCo and County Law Libraries

Comparison of 2010 to 2009 Actuals Year-to-Date

17. The Law Society grant (line 1) was \$1.7 million compared to \$1.9 million the previous year in line with the reduced member fee in the approved budget.

18. The Law Foundation of Ontario Grant (line 2) of \$819,630 increased by \$129,780 from the 2009 period in line with the related expense. The increase resulted from a change in the toolkit of legal electronic resources.
19. Other income (line 3) of \$88,668 noted under the Law Libraries columns represents income from local recoveries such as members' dues, photocopying, faxing, printing, and fees charged for specific research services.
20. Salaries and administration expenses (line 5) of \$154,628 at the LibraryCo level are \$12,685 higher than the previous year due to increases in salaries and benefits, a part time position which started last June, and administration costs. Salaries and administration at the Law Libraries were higher due to furniture purchases and moving expenses for Durham of \$33,000.
21. Electronic products and services (line 9) of \$819,630 are \$129,780 higher than in 2009 because the toolkit of legal electronic resources was modified.
22. Collections (line 10) of \$484,420 has shown little change (2009 - \$480,719).
23. Group benefits (line 11) of \$73,376 are \$7,008 higher than in 2009 in line with premium increases in September of last year.
24. Law Library grants (line 15) are \$32,640 higher than the previous year in line with the general increase of 2% in the 2010 grant amounts.

Other Items of Note

25. Total payables and accrued liabilities at 48 Law libraries amounted to approximately \$669,092. This represents an average balance of \$13,939 (2009 - \$12,335).
26. All of the 48 law libraries were able to submit their financial information for inclusion in this report with 85% submitting before the deadline.

FOR INFORMATION

PENSION PLAN ANNUAL FINANCIAL STATEMENTS GOVERNANCE REPORT

27. Convocation is requested to receive the audited financial statements of the Fund of the Pension Plan for the Employees of the Law Society of Upper Canada for the year ended December 31, 2009 for information. The Audit Committee also fulfilled other obligations under the Pension Governance Guidelines including approving the revised Investment Platform and Statement of Investment Policies and Procedures for the Pension Plan.

Pension Plan Annual Financial Statements

28. Convocation has delegated the administrative oversight duties set out in the Pension Fund Governance Guidelines to the Audit Committee. The Committee received the financial statements of the Fund of the Pension Plan for the Employees of the Law Society of Upper Canada for the year ended December 31, 2009 from the Pension Committee for review.
29. The financial statements were audited by Deloitte & Touche LLP, Chartered Accountants. The financial statements were prepared for purposes of filing with the Ontario Ministry of Finance under the Pension Benefits Act and the Federal Income Tax Act. The information reported in the financial statements follows the requirements specified in the Pension Benefits Act.
30. The financial statements are attached for information.

Other Resolutions Approved and Adopted by the Audit Committee.

31. The Audit Committee adopted the revised Statement of Investment Policies and Procedures effective February 1, 2020, as recommended by the Pension Committee, which has been amended to reflect changes to the investment platform for the Pension Plan.

Pension Fund Governance Report

32. In the Pension Plan Governance Guidelines it states that the Pension Committee will prepare an annual report to the Audit Committee that includes the following:
 - Confirmation that required reports have been filed with the authorities and required disclosure made to Plan members
 - Confirmation the Plan has been administered in accordance with legislation and Plan documents
 - A summary of investment performance.
33. The Committee reviewed the annual report on Pension Plan activities, from the Pension Committee for the 2009 year.

FOR INFORMATION
OTHER COMMITTEE WORK

34. The joint Committees discussed a tender for audit services for the Law Society and LAWPRO.
35. The Committee reviewed the results of the tender for the provision of investment consulting services to the Law Society.
36. The Committee discussed the valuation of the Compensation Fund reserve for claims.

37. The Committee reviewed the proposed Committee Work Plan for 2011.
38. The Committee reviewed the Law Society's response to the Accounting Standards Board's Exposure Draft on accounting standards for not-for-profit organizations.

Attached to the original Report in Convocation file, copies of:

- (1) Copies of LibraryCo Inc. Financial Statements. (pages 9 – 12)
- (2) Copies of the Financial Statements of The Fund of the Pension Plan. (pages 16 – 26)

Addendum to Audit Committee Report

Addendum to the Report to Convocation
June 29, 2010

Audit Committee

Committee Members
Beth Symes (Chair)
Marshall Crowe
Seymour Epstein
Glenn Hainey
Doug Lewis
Bill Simpson

Purpose of Report: Information

Prepared by
Wendy Tysall, Chief Financial Officer – 416-947-3322

FOR INFORMATION

LAWPRO FIRST QUARTER FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2010

1. The Committee reviewed the first quarter financial statements for the Lawyers' Professional Indemnity Company by e-mail after they were approved by the LawPRO Board of Directors on June 23, 2010.

2. The statements are attached at Appendix 1 for Convocation's information.

Attached to the original Report in Convocation file copies of:

First quarter financial statements for the Lawyers' Professional Indemnity Company.
(Appendix 1, pages 3 - 16)

CONVOCATION ROSE AT 1:00 P.M.

Confirmed in Convocation this 29th day of September, 2010.

Treasurer