

Tab 1

LAW SOCIETY OF ONTARIO

MOTION TO BE MOVED AT THE MEETING OF CONVOCATION ON NOVEMBER 29, 2019

MOVED BY:

SECONDED BY:

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

DRAFT

MINUTES OF CONVOCATION

Thursday, 24th October, 2019
9:00 a.m.

PRESENT:

The Treasurer (Malcolm M. Mercer), Adourian, Alford, Bateman, Braithwaite, Brown, Burd, Charette, Chiumminto, Conway (by telephone), Cooper (by telephone), Corsetti, Desgranges, Donnelly, Epstein, Esquega, Fagan, Falconer (by telephone), Ferrier (by telephone), Goldstein, Graham, Groia (by telephone), Horgan, Horvat, Klippenstein (by telephone), Krishna, Lean, Lewis, Lippa (by telephone), Lockhart, Lomazzo, Lyon, Marshall, Merali (by telephone), Minor, Painchaud, Papageorgiou, Parry, Pawlitz, Pineda (by telephone), Poliacik, Pollock, Prill, Rosenthal, Sheff, Shi, Shin Doi, Shortreed, Spurgeon, Strosberg, Troister, Walker, Wellman, Wilkes, Wilkinson, N. Wright.

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Secretary: James Varro

The Reporter was sworn.

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IN PUBLIC

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TREASURER'S REMARKS

The Treasurer welcomed everyone joining Convocation by webcast in the Lamont Learning Centre.

The Treasurer recognized that Convocation is meeting in Toronto which is a Mohawk word that means "where there are trees standing in the water".

The Treasurer acknowledged that Convocation is meeting on the traditional territory of the Mississaugas of New Credit First Nation and acknowledged the Haudenosaunee, and the long history of all of the First Nations in Ontario and the Métis and Inuit peoples. The Treasurer thanked the First Nations people who lived and live in these lands for sharing them with us in peace.

The Treasurer addressed the protocol for Convocation in the Lamont Learning Centre.

The Treasurer announced the 4th annual Access to Justice Week that will take place from October 28 to November 1, 2019.

The Treasurer acknowledged the 100th anniversary of the Women's Law Association of Ontario and noted the gala event to celebrate the anniversary on October 30, 2019 at the Carlu.

The Treasurer advised that the Law Society's annual Remembrance Day Ceremony will be held on November 7, 2019 at 12:30 pm in the Rotunda at Osgoode Hall.

ELECTION OF BENCHER

It was moved by Mr. Troister, seconded by Ms. Donnelly, that, –

WHEREAS Orlando Da Silva, who was elected as a bencher from the Province of Ontario "A" Region (City of Toronto) on the basis of the votes cast by all electors, has resigned; and

WHEREAS the resignation of Orlando Da Silva has created a vacancy in the office of benchers elected from the Province of Ontario "A" Electoral Region (City of Toronto) on the basis of votes cast by all electors;

THAT under the authority contained in By-Law 3, Jonathan Rosenthal, having satisfied the requirements contained in subsections 43(1) and 45 of the By-Law, and having consented to the

election in accordance with paragraph 12(1)(d) of the By-Law, be elected by Convocation as a benchers to fill the vacancy in the number of benchers elected from the Province of Ontario "A" Electoral Region (City of Toronto) on the basis of votes cast by all electors.

Carried

13 benchers abstained.

MOTION – CONSENT AGENDA – Tab 2

It was moved by Mr. Troister, seconded by Ms. Donnelly, that Convocation approve the consent agenda set out at Tab 2 of the Convocation Materials.

Carried

Tab 2.1 – DRAFT MINUTES OF CONVOCATION

The draft minutes of Convocation of September 11, 2019 were confirmed.

Tab 2.2 – MOTION

THAT Robert Bateman be appointed to the Hearing Division of the Law Society Tribunal for a term ending May 28, 2021.

Carried

Tab 2.3 – REPORT OF THE EXECUTIVE DIRECTOR OF PROFESSIONAL DEVELOPMENT AND COMPETENCE

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

Carried

AUDIT AND FINANCE COMMITTEE REPORT

Ms. Donnelly presented the Report.

Re: 2020 LibraryCo Inc. Budget

It was moved by Ms. Donnelly, seconded by Mr. Poliacik, that Convocation approve the LibraryCo Inc. budget for 2020, incorporating Law Society of Ontario (LSO) funding of \$8,019, 094.

Carried

Re: 2020 Law Society Budget

It was moved by Ms. Donnelly, seconded by Mr. Poliacik, that Convocation approve the Law Society's 2020 budget including the following annual fee amounts and allocations of fund balances:

For lawyers:

General Fund	\$1,574
Compensation Fund	219
County Libraries Fund	182
Capital Fund	91
<u>Total</u>	<u>\$2,066</u>

For paralegals:

General Fund	\$902
Compensation Fund	13
Capital Fund	91
<u>Total</u>	<u>\$1,006</u>

The budget allocates \$5,120,000 from the Lawyer General Fund fund balance and \$1,200,000 from the accumulated surplus investment income in the Errors and Omissions Insurance Fund (E&O Fund) to mitigate the annual fee increase for lawyers. \$2,400,000 is allocated from the Paralegal General Fund fund balance to mitigate the annual fee increase for paralegals.

Carried

For Information:

- LAWPRO Financial Statements for the Six Months ended June 30, 2019
- LibraryCo Inc. Financial Statements for the Six Months ended June 30, 2019
- Law Society of Ontario Financial Statements for the Six Months ended June 30, 2019
- Review of Investment Performance
- Investment Compliance Reporting as at June 30, 2019

PROFESSIONAL REGULATION COMMITTEE REPORT

Ms. Horvat presented the Report.

Re: Amendments to By-Laws 11 and 12

It was moved by Ms. Horvat, seconded by Mr. Esquega, that Convocation approve amendments to Law Society By-Laws 11 and 12 as detailed in the motion attached at Tab 4.1.1 and summarized in the motion in the Report at paragraphs 1 through 3.

Carried

Re: Amendments to the Conflict of Interest Rules – Pro Bono and Other Short-term Legal Services

It was moved by Ms. Horvat, seconded by Ms. Shortreed, that Convocation approve the amendments to Rules 3.4-16 – 3.4-16.6 at Tabs 4.2.1 (English), 4.2.2 (English, redlined), 4.2.3 (French) and 4.2.4 (French, redlined), as detailed in the Report and summarized in the motion in the Report at paragraphs 1 through 5.

Carried

Re: Amendments to the Law Society By-Laws – Anti-Money Laundering and Terrorist Financing

Ms. Horvat advised that this matter is being deferred to the November 2019 Convocation.

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IN PUBLIC

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REPORTS FOR INFORMATION ONLY

EQUITY AND INDIGENOUS AFFAIRS COMMITTEE/COMITÉ SUR L'ÉQUITÉ ET LES
AFFAIRES AUTOCHTONES REPORT

- Human Rights Monitoring Group Intervention

PROFESSIONAL DEVELOPMENT AND COMPETENCE COMMITTEE REPORT

- Certified Specialist Board Appointments

TRIBUNAL COMMITTEE REPORT

- Law Society Tribunal Quarterly Statistics January to June 30, 2019

CONVOCATION ROSE AT 11:38 A.M.

Tab 1.2

LAW SOCIETY OF ONTARIO

MOTION TO BE MOVED AT THE MEETING OF CONVOCATION ON
NOVEMBER 29, 2019

THAT Jack Braithwaite be appointed to the Professional Development and Competence Committee.

THAT Gina Papageorgiou be appointed to the Treasurer's Appointments Advisory Group.

THAT Jonathan Rosenthal be appointed to the Access to Justice Committee, the Professional Regulation Committee and the Program Review Task Force.

THAT Jonathan Rosenthal and Doug Wellman be appointed to the Hearing Division of the Law Society Tribunal for a term ending May 28, 2021.

THAT Harvey Strosberg be appointed to the Technology Task Force.

Tab 1.3

To the Benchers of the Law Society of Ontario Assembled in Convocation

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

CALL TO THE BAR AND CERTIFICATE OF FITNESS

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

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

All candidates now apply to be called to the bar and to be granted a Certificate of Fitness on Friday, November 29th, 2019

ALL OF WHICH is respectfully submitted

DATED this 29th day of November, 2019

CANDIDATES FOR CALL TO THE BAR
November 29th, 2019

Transfer from another province (Mobility)

Danielle Chu
Tara Anne Cox
Rachel Jona Hamilton
Samantha Andree Lise Holloway
Mina Michael Alexander
Yafa Jarrar
Theodore Alexander Jeffreys
Kristen Lees Jones
Rebecca Joanne Marshall-Pritchard
Bruce Colin Stadfeld McIvor

Anna Siyan Ren
Ali Naqi Shah
Joshua Cody Smith
Margaret Kathleen Stephenson
David Joseph Frederick Stratton
Dhananjay Tomar
Alvin Yu-Chang Wang
Rachel Mary Wood
Christopher Yang

Licensing Candidates

Alexander Daniel Ibsen Fomcenco
Christopher James Edward Wardrop

Transfer Candidates (from Québec)

Oliver Patrice Ouellet Beaubien
Kai Long Qin

L3 Licence - Canadian Legal Advisor (Lawyers from Québec)

Vanessa Popescu



Law Society
of Ontario

Barreau
de l'Ontario

Tab 1.4

Audit & Finance Committee

Report to Convocation

November 29, 2019

Committee Members:

Teresa Donnelly (Chair)
Lubomir Poliacik (Vice Chair)
Ryan Alford
Robert Bateman
Gary Graham
Philip Horgan
Vern Krishna
Shelina Lalji
Nancy Lockhart
Michelle Lomazzo
Cecil Lyon
Isfahan Merali
Clare Sellers
Tanya Walker

Authored By:

Finance Department
Brenda Albuquerque-Boutilier, Executive Director & CFO
416-947-3436

Tab 1.4.1**FOR DECISION****Errors & Omissions Insurance Fund Banking Resolution****Motion:**

7. **That Convocation approve an update to the banking resolution in respect of the bank account for the Law Society's Errors and Omissions Insurance Fund, approving LAWPRO's President & CEO; Executive Vice President, General Counsel & Chief Privacy Officer; Chief Financial Officer; Vice President, Claims; Vice President, Underwriting & Customer Service and Secretary; Vice President, Public Affairs; Vice President, TitlePLUS; and Controller as signing officers.**
8. The Law Society currently maintains its banking relationship with the Bank of Montreal. The Law Society has bank accounts to support operations related to the General Fund, the Compensation Fund, the Unclaimed Trust Funds and the Errors and Omissions Fund (E&O Fund). With the exception of the E&O Fund bank accounts, the bank accounts are administered by Law Society staff.
9. The E&O Fund accounts are for insurance-related transactions between The Lawyers' Professional Indemnity Company (LAWPRO), the Society and insured lawyers. The E&O Fund collects premiums and levies from lawyers, reported as revenues, and remits these amounts to LAWPRO, reported as expenses. Pursuant to section 61 of the Law Society Act, the Society arranges mandatory professional liability insurance for practising lawyers with LAWPRO, and through the E&O Fund, levies the insured lawyers.
10. The Law Society has an Administrative Services Agreement with LAWPRO. Under the Agreement, LAWPRO administers the affairs of the E&O Fund.
11. LAWPRO updated its signing officers for banking purposes in December 2018. To facilitate operation of the E&O Fund bank account, it proposed that the signing officers for the E&O Fund bank account be the same as those for LAWPRO bank accounts. To support the updating of signing officers, LAWPRO's Board of Directors approved a resolution with a recommendation to the Law Society for banking purposes.
12. Included with this report is Schedule A to Incorporated Company Certificate and Agreement (LF327), a supplementary schedule to the Law Society's banking resolution that sets out positions permitted to act as signing officers on the E&O Fund bank account.
13. The documents required by the Bank of Montreal to update for authorized signers are included at [Tab 1.4.2](#) along with a copy of LAWPRO resolution supporting the signing officers in place for LAWPRO accounts as well as the Law Society's banking resolution.

Tab 1.4.2

**SCHEDULE A TO INCORPORATED COMPANY CERTIFICATE AND AGREEMENT
(LF 327)**

Effective Date: November 29, 2019

Schedule Dated: November 29, 2019

The names of the signing officers associated with the titles identified in this Schedule are set out in *Attachment to Schedule A - Law Society of Ontario Banking Resolution Signing Officers*.

Account Numbers:

xxxx-xxx (Errors & Omissions Insurance Fund - General Bank Account)

Please Refer to Certificate and Agreement (LF327) dated: October 25, 2018

Titles

- LAWPRO President & CEO
- LAWPRO Executive Vice President, General Counsel & Chief Privacy Officer
- LAWPRO Chief Financial Officer
- LAWPRO Vice President, Claims
- LAWPRO Vice President, Underwriting & Customer Service and Secretary
- LAWPRO Vice President, Public Affairs
- LAWPRO Vice President, TitlePLUS
- LAWPRO Controller

Signing Instructions:

That any one of the LAWPRO President & CEO; Executive Vice President, General Counsel & Chief Privacy Officer; Chief Financial Officer; Vice President, Claims; Vice President, Underwriting & Customer Service and Secretary; Vice President, Public Affairs; Vice President, TitlePLUS or Controller of the Company up to \$10,000; or any two of the above mentioned in excess of \$10,000 up to \$100,000; or any two of the above mentioned but including one or two of the President & CEO; Executive Vice President, General Counsel & Chief Privacy Officer; and/or Chief Financial Officer in excess of \$100,000.

Corporation Name: Law Society of Ontario

Per: _____

Name: Diana Miles
Title: Chief Executive Officer
Date: November 29, 2019

Per: _____

Name: Brenda Albuquerque-Boutilier
Title: Executive Director, Finance & CFO
Date: November 29, 2019

Tab 1.4.3

**ATTACHMENT TO SCHEDULE A
LAW SOCIETY OF ONTARIO
BANKING RESOLUTION
UPDATE OF SIGNING OFFICERS**

The schedule below provides the names of the individuals associated with Schedule A to the Incorporated Company Certificate and Authorization (LF327) form signed on November 29, 2019 and supported by the signatures on file with the Bank of Montreal.

Signing Officer	Title
Daniel E. Pinnington	LAWPRO President & CEO
Stephen R. Freedman	LAWPRO Executive Vice President, General Counsel & Chief Privacy Officer
Vacant	LAWPRO Chief Financial Officer
Domenic G. Bellacicco	LAWPRO Vice President, Claims
Victoria Crewe-Nelson	LAWPRO Vice President, Underwriting & Customer Service and Secretary
Raymond G. Leclair	LAWPRO Vice President, Public Affairs
Lisa M. Weinstein	LAWPRO Vice President, TitlePLUS
Iveri Vv Boudville	LAWPRO Controller

Corporation Name: Law Society of Ontario

Per: _____

Name: Diana Miles
Title: Chief Executive Officer
Date: November 29, 2019

Per: _____

Name: Brenda Albuquerque-Boutilier
Title: Executive Director, Finance & CFO
Dated: November 29, 2019

Tab 1.4.4

Article of Resolution
Law Society of Ontario

The undersigned being all directors of the LAW SOCIETY OF ONTARIO (the "Corporation") hereby sign the following resolution:

BE IT RESOLVED that the following individuals are appointed Directors and Officers of the LAW SOCIETY OF ONTARIO with an effective date of November 29, 2019.

DIRECTORS

Adourian, Robert	Goldstein, Sam	Parry, Trevor R.
Alford, Ryan	Graham, Gary Duncan	Pineda, Jorge
Armstrong, Robert	Groia, Joseph	Poliacik, Lubomir
Bateman, Robert	Horgan, Philip H.	Pollock, Geoffrey
Braithwaite, Jack A.	Horvat, Jacqueline A.	Prill, Brian L.
Brown, D. Jared	Klippenstein, Murray	Rock, Allan
Burd, Robert J.	Krishna, Vern	Rosenthal, Jonathan M.
Charette, Gerard Paul	Lalji, Shelina	Sellers, Clare
Chiummiento, Joseph	Lau, Benson	Sheff, Gerald
Cooper, Paul M.	Lean, Cheryl R.	Shi, Chi-Kun
Corbiere, Dianne G.	Lewis, Atrisha	Shin Doi, Julia S.
Corsetti, Cathy	Lippa, Marian	Shortreed, Megan
Desgranges, Jean-Jacques	Lockhart, Nancy	Spurgeon, Andrew J.
Donnelly, Teresa	Lomazzo, Michelle M.	Strosberg, Harvey
Epstein, Seymour	Lyon, Cecil James	Troister, Sidney H.
Esquega, Etienne	Marshall, C. Scott	Walker, Tanya
Fagan, John F.	Merali, Isfahan	Wellman, Doug
Falconer, Julian N.	Millar, W.A. Derry	Wilkes, Alexander David
Ferrier, Lee	Painchaud, Geneviève	Wilkinson, Claire
	Papageorgiou, Gina	Wright, Nicholas dePencier

OFFICERS

Name	Title
Malcom Mercer	Treasurer (Chair)
Diana Miles	Chief Executive Officer
Brenda Albuquerque-Boutilier	Executive Director, Finance & Chief Financial Officer
James Varro	Director, Office of the CEO & Corporate Secretary

Signature: _____

Dated: _____

Name: Diana Miles

Title: Chief Executive Officer,
Law Society of Ontario

Tab 1.4.5

Lawyers' Professional Indemnity Company

RESOLUTION OF THE BOARD OF DIRECTORS

(Written resolution standing in lieu of an assembly
or meeting of the Board of Directors)


RESOLVED that the revised Schedules A and B to the LAWPRO banking resolution Certificate and Authorization dated April 28, 2010 in respect of the LAWPRO accounts are approved as proposed, effective December 3, 2018.

ALSO RESOLVED that the Board recommends to the Law Society of Ontario that the Law Society banking resolution in respect of the Law Society's Errors & Omissions Insurance Fund account be amended by replacing "Schedule A" thereto with the attached schedule, effective December 3, 2018.


The undersigned, being all of the directors of the Company, hereby sign the foregoing resolutions. These resolutions may be signed in counterpart.




29 November 2018 8:12 AM
Susan T. McGrath (Chair)




28 November 2018 9:05 PM
Malcolm L. Heins (Vice-Chair)




28 November 2018 5:48 PM
Susan M. Armstrong




28 November 2018 5:01 PM
Clare A. Brunetta



29 November 2018 7:52 AM
Diana C. Miles



29 November 2018 9:23 AM
Frederick W. Gorbet



29 November 2018 11:05 AM
Rita Hoff



29 November 2018 1:16 PM
Barbara J. Murchie



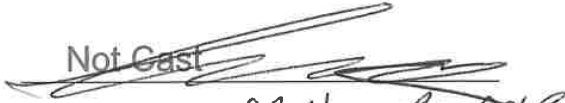
28 November 2018 5:15 PM


David R. Oliver

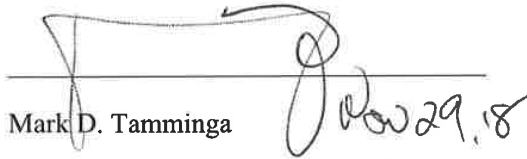


29 November 2018 4:08 PM

Daniel E. Pinnington

Not Cast 
Andrew N. Smith *29 November 2018*

Not Cast  *NOV 24/18*
Andrew J. Spurgeon


Mark D. Tamminga *Nov 29, 18*


28 November 2018 4:57 PM
John C. Thompson


29 November 2018 1:17 PM
Heather L. Zordel

**SCHEDULE A TO INCORPORATED COMPANY
CERTIFICATE AND AUTHORIZATION**

Effective Date: December 3, 2018

Replacing Schedule Dated: May 2, 2018

Account Number(s):
XXXX-XXXX-XXX
XXXX-XXXX-XXX
XXXX-XXXX-XXX

Please refer to Certificate and Authorization dated: April 28, 2010

<u>Name</u>	<u>Title</u>
Daniel E. Pinnington	President & CEO
Stephen R. Freedman	Executive Vice-President and General Counsel
Steven W. Jorgensen	Chief Financial Officer
Domenic G. Bellacicco	Vice-President, Claims
Victoria Crewe-Nelson	Vice-President, Underwriting & Customer Service and Secretary
Raymond G. Leclair	Vice-President, Public Affairs
Lisa M. Weinstein	Vice-President, TitlePLUS
Iveri Vv Boudville	Controller

Signing Instructions:

That any one of the President & CEO; Executive Vice-President and General Counsel; Chief Financial Officer; Vice-President, Claims; Vice-President, Underwriting & Customer Service and Secretary; Vice-President, Public Affairs; Vice-President, TitlePLUS or Controller of the Company up to \$10,000; or any two of the above mentioned in excess of \$10,000 up to \$100,000; or any two of the above mentioned but including one or two of the President & CEO; Executive Vice-President and General Counsel; and/or Chief Financial Officer in excess of \$100,000.

Corporation Name: Lawyers' Professional Indemnity Company

Per:  _____

Name: Daniel E. Pinnington
Title: President & CEO

Per:  _____

Name: Steven W. Jorgensen
Title: Chief Financial Officer

**SCHEDULE B TO INCORPORATED COMPANY
CERTIFICATE AND AUTHORIZATION (LF 327)**

Effective Date: November 29, 2018

Account Number(s): xxxx-xxxx-xxx
xxxx-xxxx-xxx
xxxx-xxxx-xxx

Please refer to Certificate and Authorization dated: April 28, 2010

Lawyers' Professional Indemnity Company Board of Directors – effective Nov. 29, 2018

Susan T. McGrath
Malcolm L. Heins
Susan M. Armstrong
Clare A. Brunetta
Diana C. Miles
Frederick W. Gorbet
Rita Hoff
Barbara J. Murchie

David R. Oliver
Daniel E. Pinnington
Andrew N. Smith
Andrew J. Spurgeon
Mark D. Tamminga
John C. Thompson
Heather L. Zordel

Officers of Lawyers' Professional Indemnity Company – effective December 3, 2018

<u>Name</u>	<u>Title</u>
Susan T. McGrath	Chairperson
Malcolm L. Heins	Vice-Chairperson
Daniel E. Pinnington	President & Chief Executive Officer
Stephen R. Freedman	Executive Vice-President and General Counsel
Victoria Crewe-Nelson	Vice-President, Underwriting & Customer Service and Secretary
Steven W. Jorgensen	Chief Financial Officer
David M. Reid	Chief Information Officer
Lisa M. Weinstein	Vice President, TitlePLUS

Corporation Name: Lawyers' Professional Indemnity Company

Per: 

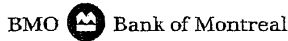
Name: Daniel E. Pinnington
Title: President & CEO

Per: 

Name: Steven W. Jorgensen
Title: Chief Financial Officer

Oct 25/18
update

Tab 1.4.6



INCORPORATED COMPANY

Certificate and Authorization

TO BANK OF MONTREAL

The undersigned certifies:

(A) **BANKING RESOLUTION**

THAT the following is a copy of the text of a resolution which has been duly passed by the Director(s) of

LAW SOCIETY OF ONTARIO
Legal Name (e.g. as set out in articles of incorporation)

(hereinafter called the "Corporation") and carrying on business under the name

* _____
*Trade Name (*insert trade name, if any, otherwise leave blank)

(hereinafter called the "Trade Name") and that the said resolution is now in full force and effect:

RESOLVED:

- 1. THAT Bank of Montreal (hereinafter called the "Bank") be appointed the banker of the Corporation.

AUTHORIZED SIGNATORY(IES) & GENERAL BANKING RESOLUTIONS

- 2. THAT the ** REFER TO SCHEDULE A

** Where possible use position only. Add "or any one of them", "or any one of them and countersigned by _____", "or any two of them" or otherwise, as required.

(each an "Authorized Signatory") is/are authorized on behalf of the Corporation:

- (a) to make, draw, initiate, accept, countermand, endorse, sign and execute, under the corporate seal or otherwise, whether by original, electronic or other signature or form of instruction, and whether initiated in person, by telephone, electronically or other means acceptable to the Bank, all or any bills of exchange, promissory notes, cheques, drafts, payment instructions, bankers' acceptances, orders for the payment of money (including wire transfers and electronic payments and transfers), securities, coupons, notes, clearing items and other items whether negotiable or non negotiable instruments, contracts for letters of credit and foreign exchange, (hereinafter individually referred to as "Instrument" and collectively as the "Instruments"), agreements, documents and writings obligating the Corporation to the Bank in respect of obligations or liabilities incurred or to be incurred by the Bank for the account or benefit of the Corporation, all of which shall be valid and binding upon the Corporation;
- (b) to borrow money from the Bank upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or by way of corporate credit or charge card, or otherwise;
- (c) to mortgage, hypothecate, charge or pledge, or give security under the *Bank Act* (Canada) or otherwise create a security interest in all or any of the property, real and personal, immovable and moveable, undertaking and rights of the Corporation, owned or subsequently acquired to secure all or any money borrowed or to be borrowed from the Bank, or obligations or liability of the Corporation, present or future, to the Bank the nature and form of any such security and the rights, powers and authorities exercisable by the Bank or any person or persons thereunder or in respect thereof to be satisfactory to the Bank;
- (d) to sign or execute, under the corporate seal or otherwise, and deliver agreements, guarantees, assignments, conveyances, hypothecs, mortgages, charges, pledges, security under the *Bank Act* (Canada) or other security, notices of intention to give security, promises to give security, deeds, releases, discharges and other documents and writing as any one of the Authorized Signatory(ies) in his/her discretion may consider necessary or useful in connection with the Corporation's business with the Bank or as the Bank may request;
- (e) generally to exercise all rights, powers and authorities which the Directors might or could exercise under the authority of the Corporation's Charter or Articles and By-Laws or Articles and Memorandum of Association and the laws governing the Corporation;

- (f) to receive from the Bank, and where applicable provide receipt for, all statements of account, passbooks, cheques and other debit vouchers, bills of exchange and other instruments whether negotiable or not and to delegate such authority to one or more persons; and
- (g) to open and close deposit or other accounts with the Bank and to sign documentation and agreements with the Bank with respect to those accounts.

DEPOSITS, TRANSFERS AND EXECUTION OF INSTRUMENTS

- 3. THAT any one Authorized Signatory is authorized on behalf of the Corporation to negotiate with, deposit with or transfer to the Bank (but for credit of the Corporation's account(s) only) all and any Instruments, and to make, draw, initiate, accept, countermand, endorse, sign or execute any such Instruments, whether by original, electronic or other signature or form of instruction, and whether initiated in person, by telephone, electronically or other means acceptable to the Bank, and arrange, settle, balance and certify all books and accounts between the Corporation and the Bank, on behalf of the Corporation. Every such signature, or instruction shall be binding upon the Corporation and the Authorized Signatory is authorized to delegate such authority to one or more other persons.

INDEMNITY

- 4. THAT the Corporation authorizes the Bank without inquiry to accept, honour, certify and pay any or all instruments or instructions signed or initiated for the Corporation by its Authorized Signatory(ies), drawn or payable to the individual order of any one or more Authorized Signatory signing or initiating the same whether encashed, tendered in payment of the individual's obligation or deposited to the credit of any such Authorized Signatory(ies), and that the Corporation shall hold the Bank harmless and indemnified by reason of such action.

REPEAL OF PREVIOUS RESOLUTIONS

- 5. THAT all resolutions (if any) as to banking and signing officer(s) or any one or more Authorized Signatory passed by the Board of Directors of the Corporation and relating to the Bank previous to this resolution are repealed.
- 6. THAT this resolution shall be irrevocable until a resolution repealing this resolution shall have been passed and a certified copy delivered to the Bank at each branch or agency where an account of the Corporation shall be kept.

(B) DIRECTOR(S) AND OFFICERS

THAT the following are the director(s) and (if applicable) officer(s) of the Corporation with the requisite power to manage its affairs:

(I) Director(s)

REFER TO ARTICLE OF RESOLUTION

Name _____

Name _____

Name _____

(II) Officer(s)

REFER TO ARTICLE OF RESOLUTION

Name _____

Position _____

Name _____

Position _____

Name _____

Position _____

Until otherwise advised in writing by the Corporation, the Bank is entitled to rely upon the above list of officers and directors.

(C) NON-RESTRICTION

THAT there are no provisions in the articles or by-laws of the Corporation or in any unanimous shareholder declaration or agreement or in any resolutions relating to the Corporation which restrict, limit or regulate in any way: (i) the powers of the directors of the Corporation to borrow money upon the credit of the Corporation, to issue, re-issue, sell or pledge debt obligations of the Corporation, to give a guarantee on behalf of the Corporation, to mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the property of the Corporation present and future as security for any or all liabilities, indebtedness or obligations of the Corporation to the Bank, or (ii) the power, capacity or authority of the director(s) of the Corporation to delegate to a director, a committee of directors or an officer or any other person, the exercise from time to time of any of the said powers for and in the name of the Corporation (except the provisions of

(If restrictions apply, insert reference to: articles, by laws, or unanimous shareholder agreement. Otherwise leave blank.)

a certified copy of which is attached to this Certificate).

(D) RELIANCE AND CURRENCY

THAT the Bank may assume that this Certificate and Authorization, authorizations granted pursuant to the foregoing, and the Corporation's articles, by-laws and resolutions, or other equivalent documents as applicable, copies of each of which will be delivered to the Bank from time to time, are in full force and effect and that each branch of the Bank with which any dealings are had by the Corporation may act upon them until each such branch is notified in writing to the contrary.

(E) HEADINGS

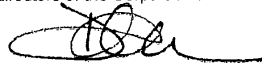
The headings used herein are inserted only as a matter of convenience and for reference and in no way are to be construed as defining, limiting or describing the scope or intent of this Certificate and Authorization.

(F) CERTIFYING PARTY

THAT:

- 1) I am a duly elected director and/or officer of the Corporation and am authorized by the Corporation to certify the matters set out in this Certificate and Authorization;
- 2) set out above are the correct names of individuals authorized to act on behalf of the Corporation as provided herein; and
- 3) the foregoing resolutions have been duly passed by the directors of the Corporation in the manner authorized by law.

Date: 25 Oct 2018



(Signature of Director or Officer of Corporation)

Name: DIANA MILES

Position: CHIEF EXECUTIVE OFFICER

Applicable in the province of Quebec only: It is the express wish of the parties that this Certificate and Authorization and any related documents be drawn up and executed in English. Les parties conviennent que le présent certificat et tous les documents s'y rattachant soient rédigés et signés en anglais.

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