



Law Society
of Ontario

Barreau
de l'Ontario

Tab 2

Transition from LibraryCo to LIRN Inc. (Legal Information and Resource Network)

Professional Development & Competence Committee

November 29, 2019

Committee Members:

Sidney Troister (Chair)
Philip Horgan (Vice-Chair)
Claire Wilkinson (Vice-Chair)
Robert Adourian
Ryan Alford
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Motion

Convocation is asked to approve the structure of LIRN Inc. (Legal Information and Resource Network), a corporation that will continue the work of the former LibraryCo Inc. to deliver legal information and library services to licensees, and to approve the nominations of a skills-based Board of Directors to oversee the corporation. More specifically, Convocation is asked to approve

- an amended and restated Unanimous Shareholder Agreement (USA);
- signing authority for the Treasurer and the Chief Executive Officer (CEO) to enter into an amended USA;
- the amendment of Law Society By-Law 13, as set out in the motion at [TAB 2.1](#); and
- the appointment of a new Board of Directors.

Executive Summary

Convocation is asked to approve the transition from LibraryCo to LIRN. LibraryCo is a not-for-profit corporation that is responsible for the central management of the county courthouse law library system. The new structure will ensure the modernization of the delivery of legal information and library services, including an independent board consisting of individuals with specific expertise in library services, regulatory issues, and the information and research needs of lawyers in private practice. The new skills-based board will be better equipped to evolve the provision of legal information and library services in an efficient and cost-effective manner. This transition will not affect the funding currently provided by the Law Society to manage the county law library system.

Background

A. Context

This report describes a new structure for the delivery of legal information and library services. Currently, LibraryCo is primarily funded by a levy collected by the Law Society of

Ontario from lawyers.¹ The levy was \$191 in 2019; the proposed levy for 2020 is \$182 to fund the Law Society's grant of \$8 million to finance LibraryCo and the county library system.² The staff of the 48 libraries in the system are employees of local law associations.³

LibraryCo's shareholders are the Law Society, the Federation of Ontario Law Associations (FOLA), and the Toronto Lawyers Association (TLA). The current structure enables the three shareholders to select appointees to the Board of Directors.⁴ The shareholders have traditionally appointed active members of their respective boards to these positions.

Since the establishment of LibraryCo in 2001, there have been numerous changes in the legal services marketplace in Ontario. New challenges have emerged in the delivery of legal information and library services. Some of these transformations include: the increasing importance of information technology; greater access to free online legal research resources; cost concerns because of changes in the legal publishing industry, and the need to ensure a consistent library funding model.

High-quality library and legal information services are components of the Law Society's supports to licensees, and are an element of the Law Society's competence platform. Competence has been identified as a priority for the 2019-2023 benchers term.

In 2014, the Law Society, FOLA, and TLA formed a Transition Committee to discuss a new structure for the library system. In 2015, an external consultant was hired to conduct a needs assessment to gather qualitative and quantitative data on library system use and future need. The qualitative data gathered as part of the needs assessment indicated that library users attached tremendous value to legal information and library services.

Taking into consideration the needs assessment, the Law Society, FOLA and TLA developed a proposal for the Legal Information and Resource Network (LIRN) and

¹ Paralegals do not pay the LibraryCo levy.

² The information regarding the levy provided by the Law Society's Finance Division on September 30, 2019. The proposed 2020 levy would require Convocation's approval at the recommendation of the Law Society's Audit and Finance Committee.

³ The Manitoulin library does not have any employees.

⁴ The Law Society can appoint up to four directors; FOLA may appoint up to three and TLA may appoint one.

submitted it to stakeholders for input in May 2017. The Law Society, FOLA and TLA took the input received into consideration and revised their proposals for the new LIRN model. A November 2017 report to Convocation articulated specific objectives for the legal information and resource network, described below in this report.⁵

In order to achieve these objectives, the Law Society, FOLA, and TLA have recognized the need for governance reform and an evolution from a representative board towards a new structure. They have agreed that LIRN's board should consist of independent board members nominated to provide specific knowledge and skills to best support future decision-making. Further, board members should be selected in accordance with a defined skills matrix and would be recruited, interviewed and appointed by the Law Society, FOLA and TLA.

The board would consist of a minimum of five and a maximum of eight directors to be appointed based on the recommendations of a Nominating Committee. An external recruitment firm was appointed to assist the Law Society, FOLA and TLA with their initial selections.

The Committee approved the proposed new structure at its October 8, 2019 meeting. The Audit & Finance Committee approved the proposed structure on October 10. The new structure was approved by the Federation of Ontario Law Associations plenary on November 14. It was approved by the Toronto Lawyers Association Board of Directors on November 21.

B. Policy Objective

LIRN is intended to support the provision of law library services and programs by establishing a new governance framework. Its key objectives are to

- fulfil the Law Society's regulatory mandate to ensure that the public is served by lawyers and paralegals with high standards of learning and competence;

⁵ The November 2017 report to Convocation ("Legal Information and Resource Network Update) may be accessed online at <https://lawsocietyontario.azureedge.net/media/lso/media/legacy/pdf/c/convocation-nov-2017-lirn-update.pdf>.

- support the ongoing professional development of licensees, with specific emphasis on the use and application of legal information, legal research and legal training content and activities;
- establish a platform that provides access to information for all licensees; and to
- offer a supportive and robust range of services targeted to the needs of licensees.⁶

Analysis

A. Framework

Proposal for New Governance Structure

1. Amended and Restated Unanimous Shareholder Agreement (USA)

The key features of the amended and restated USA, attached as **TAB 2.2**, are as follows:

- The board of directors of the Corporation shall consist of a minimum of five and a maximum of eight directors to be appointed based on the recommendations of a Nominating Committee.
- The Nominating Committee shall be composed of at least six individuals, all of whom will be designated by the shareholders. The Law Society shall be entitled to appoint three of the members. FOLA shall be entitled to appoint two while TLA shall be entitled to appoint one.
- In making recommendations as to Board members, the Nominating Committee shall be guided by a skills and competencies matrix to be established and revised by the shareholders upon consultation with the Board.
- The purpose and objectives of the corporation are articulated, which are to carry out the central management of the Ontario county law library system in accordance with objectives, policies and principles approved by the Law Society in consultation with FOLA and TLA.
- The Corporation's purpose is to evolve the provision of legal information and library services for the Ontario county law library system in an efficient and cost-effective

⁶ These objectives are described in the November 2017 report.

manner through the management and allocation of grant funding, ongoing assessment of the system, and strategic development of appropriate service offerings.

- LIRN will continue to deliver its annual report to the Law Society's Audit and Finance Committee.
- Each year, the Board shall oversee the preparation and approval of a detailed operating plan and budget for the operation of the Corporation for the following fiscal year. The budget shall include a request in respect of the Legal Information and Library Services Levy. The budget shall be presented to the Law Society for its approval.
- Consistent with the goal of ensuring accountability, section 5.4 provides for annual grants in the budget for the purpose of providing for legal information and library services, including staffing.
- In order to receive an annual grant, each County Law Library shall have to adopt and maintain such fiscal and other management policies and procedures as the Corporation may require from time to time, including budgeting, financial controls, and reporting to the Corporation. Each County Law Library receiving an annual grant shall be subject to audit by the Corporation (at the Law Society's direction) from time to time in respect of those receipts and expenditures relating to the annual grant.

2. Authority for the Treasurer to enter into the USA

This report requests the Committee's approval that these provisions regarding signing authority remain the same.

In addition, approval is sought for appointments to the LIRN Board, described below.

3. Amendments to By-Law 13

It will also be necessary to amend Law Society By-Law 13. The areas in the by-Law where changes need to be made are

- subsection 6(2) (classes of shares); and
- subsection 6(3) (members of the board of directors).

Attached as **TAB 2.3** is a document showing the proposed changes to By-Law 13 in English and in French.

4. Appointments to the LIRN Board

The shareholders of LibraryCo appointed members of the Transition Committee to undertake a recruitment process in search of skilled board members for the new LIRN. One representative from each of the shareholders participated in all interviews and decision making. The candidates for membership to the board, and the selection of Board Chair, were unanimous.

The new board of directors will ensure representation from a more diverse demographic and skill set. The proposed new Chair is **Johanne Blenkin**, who served for 13 years as the CEO of the Court House Libraries B.C.. Ms. Blenkin is both a lawyer and a librarian. Below is some biographical information regarding the other board members.

Rosalie Fox previously served as Director of the Library and Information Management Branch of the Supreme Court of Canada, where she was responsible for legal research, knowledge management, and information management services and systems.

Andrew Gall was previously the CEO of the Ontario Pharmacists Association, which represents pharmacy professionals across Ontario. Mr. Gall also has a regulatory background, having worked at Chartered Professional Accountants of Ontario for nine years.

Neil Guthrie manages professional development activities and knowledge management initiatives for Aird & Berlis. He developed the legal research and writing curriculum for the Law Practice Program at Ryerson University, and currently teaches Advanced Legal Research and Writing at the Faculty of Law, University of Toronto.

Ted Laan practices as a litigation lawyer, representing clients in family law and civil litigation matters.

Sarah McCoubrey served as Executive Director of the Ontario Justice Education Network, a non-profit organization which focuses on creating legal capability in youth. She is currently an access to justice strategist.

Justin Persaud is a lawyer in private practice with expertise in complex cross border transactions involving companies in Canada, the U.S., and India. He has written a number of articles on a variety of legal issues.

B. Analysis of Options

This transition will not affect the funding currently provided by the Law Society to manage the county law library system. As noted earlier in this report, the proposed per lawyer levy for 2020 is \$182 to fund the Law Society's grant of \$8 million to finance LibraryCo and the county library system. The amount of the levy will continue to be determined by Convocation.

The total current expenditures at the county library level are as follows:

Item	Percentage of Expenditure at the county library level
Salaries and Benefits	45%
Collections	44%
Administration	11%
Total	100%

There are 72 employees at 48 libraries.⁷

The Law Society, FOLA, and TLA have agreed that as a result of the transition to LIRN, it will not be necessary to seek changes to the employment relationships that currently exist between the law associations and their law library staff. Library staff will continue to be employees of the law associations. The Law Society, FOLA, and TLA recognize the need to move legal information and library services into the future while avoiding unnecessary disruption to the system of services and supports.

⁷ Information provided by the Law Society's Finance Division, September 26, 2019. As noted earlier, the Manitoulin library does not have any staff.



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Transition from LibraryCo. to LIRN Inc.

Next Steps

Following approval by Convocation, Law Society management will continue to work with the current board of LibraryCo and the new board of LIRN to transition information and in support of continuing and new responsibilities. The LIRN board will be scheduled to meet in the New Year and one of its first activities will be to engage in a recruiting process for a Managing Director of LIRN.

The LIRN Board will report to Convocation on a regular basis.

LAW SOCIETY OF ONTARIO

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

**BY-LAW 13
[LEGAL INFORMATION]**

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

MOVED BY

SECONDED BY

THAT By-Law 13 [Legal Information], made by Convocation on May 1, 2007 and in force immediately before this motion is made, be amended as follows:

1. Subsection 6 (2) of the English version of the By-Law is revoked and the following substituted:

Classes of shares

- (2) The Corporation shall have two classes of shares as follows:
 - 1. A class of shares, to be issued to the Society.
 - 2. A class of shares, to be issued to the Federation of Ontario Law Associations and the Toronto Lawyers Association as follows:
 - i. 75 percent of the shares to be issued to the Federation of Ontario Law Associations.
 - ii. 25 percent of the shares to be issued to the Toronto Lawyers Association.

2. Subsection 6 (3) of the English version of the By-Law is revoked and the following substituted:

Directors

- (3) The Corporation shall consist of a minimum of five and a maximum of eight directors.

3. Subsection 6 (2) of the French version of the By-Law is revoked and the following substituted:

Catégories d'actions

- (2) La Société a les deux catégories d'actions suivantes :
1. Une catégorie d'actions qui doivent être émises en faveur du Barreau.
 2. Une catégorie d'actions qui doivent être émises en faveur de la Fédération des associations du Barreau de l'Ontario et de la Toronto Lawyers Association de la façon suivante :
 - i. 75 pour cent des actions émises à la Fédération des associations du Barreau de l'Ontario.
 - ii. 25 pour cent des actions émises à la Toronto Lawyers Association.

4. Subsection 6 (3) of the French version of the By-Law is revoked and the following substituted:

Administrateurs

(3) La Société est composée d'un minimum de cinq et d'un maximum de huit administrateurs.

AMENDED AND RESTATED UNANIMOUS SHAREHOLDER AGREEMENT

THIS AGREEMENT made as of the ___ day of _____ 2019.

BETWEEN:

LAW SOCIETY OF ONTARIO (f/k/a THE LAW SOCIETY OF UPPER CANADA), a non-share capital corporation governed by the laws of the Province of Ontario, ("LSO")

and

FEDERATION OF ONTARIO LAW ASSOCIATIONS (f/k/a COUNTY & DISTRICT LAW PRESIDENTS' ASSOCIATION), a non-share capital corporation governed by the laws of the Province of Ontario, ("FOLA")

and

TORONTO LAWYERS ASSOCIATION, a non-share capital corporation governed by the laws of the Province of Ontario, ("TLA")

and

LIRN INC. (f/k/a LIBRARYCO INC.), a share capital corporation governed by the laws of the Province of Ontario, (the "Corporation").

WHEREAS LSO, FOLA and TLA are the holders of the following number of issued and outstanding shares in the capital of the Corporation:

Holder	Number and Class of Shares
LSO	100 common
FOLA	75 special
TLA	25 special

AND WHEREAS the shareholders entered into a unanimous shareholders agreement dated June 1, 2007 in order to make arrangements regarding certain aspects of the organization of the affairs of the Corporation and their respective rights and obligations to the Corporation and each other;

AND WHEREAS the shareholders of the Corporation now wish to enter into this amended and restated unanimous shareholders agreement in order to make certain changes to the unanimous shareholders agreement dated June 1, 2007 as set forth herein;

NOW THEREFORE this agreement witnesseth that, in consideration of the mutual covenants and agreements contained in it, the parties agree with each other as follows:

**ARTICLE I
PRELIMINARY MATTERS**

1.1 Recitals.

Each party acknowledges and declares that the foregoing recitals, insofar as they relate to it, are true and correct.

1.2 Prior Agreements.

Any other agreements regarding the matters contained in this agreement, whether written or oral, are terminated.

1.3 Corporation's Confirmation of Knowledge.

The Corporation confirms its knowledge of this agreement and agrees to be subject to and abide by the provisions hereof, to the full extent of its capacity and ability at law to do so.

1.4 Unanimous Shareholder Agreement and Inconsistencies.

The provisions of this agreement shall govern the operation and affairs of the Corporation to the maximum extent permitted by law, notwithstanding any conflicting provision in the articles or by-laws of the Corporation. In the event of a conflict between this agreement and any provision in the articles or by-laws of the Corporation, the parties hereto shall take or cause to be taken all such steps and proceedings as may be permitted under the Act to amend the articles or by-laws of the Corporation, as the case may be, to resolve such conflict so that the provisions of this agreement shall prevail to the maximum extent permitted by law. To the extent that this agreement specifies that any matter is to be approved by any of the shareholders of the Corporation, such shareholders shall have all of the rights, powers, duties and liabilities of the directors of the Corporation, and the discretion and power of the directors of the Corporation to manage and supervise the management of the Corporation is hereby restricted and the directors of the Corporation are hereby relieved of their duties and liabilities in respect thereof.

1.5 Endorsement and Share Certificates.

The share certificates representing shares in the capital of the Corporation shall bear the following legend:

"The shares represented by this certificate are subject to all the terms and conditions of a unanimous shareholder agreement made as of the X day of X, 2019, and are transferable only in accordance with the provisions of such agreement."

ARTICLE II
DEFINITIONS AND INTERPRETATION

2.1 Definitions.

As used in this agreement, the following terms shall have the following meanings:

- a) "**Act**" means the Business Corporations Act (Ontario), as the same may be amended, restated or replaced from time to time;
- b) "**Board**" means the board of directors of the Corporation;
- c) "**Business day**" means a day on which banks are open for business in the City of Toronto, but does not include a Saturday, Sunday or statutory holiday in the Province of Ontario;
- d) "**County Law Library**" means each county and district law library established by a county or district law association in pursuance of LSO By-law #13;
- e) "**Extraordinary Resolution**" means a resolution of the Shareholders relating to a Material Decision which requires the approval of LSO and at least one of FOLA and TLA;
- f) "**Fiscal Year**" means the fiscal year of the Corporation, which shall end on December 31st in each year;
- g) "**Head Office**" means the offices of the Law Society of Ontario, 130 Queen Street West, Toronto, Ontario, M5H 2N6;
- h) "**Material Decision**" means any decision involving:
 - (i) the sale or disposition, directly or indirectly, of any material assets or property by the Corporation during any Fiscal Year, unless such sale or disposition has been expressly provided for in the Budget for that Fiscal Year;
 - (ii) the Corporation making or committing to make during the Fiscal Year any material capital expenditure from its assets, unless such expenditure has been expressly provided for in the Budget for that Fiscal Year;
 - (iii) the Corporation establishing, acquiring or otherwise becoming involved in any corporate entity or any partnership, joint venture or similar arrangement;
 - (iv) the allotment or issuance, directly or indirectly, of any shares (or other securities) in the capital of the Corporation;

- (v) the Corporation taking any steps to wind-up, dissolve, reorganize or terminate its existence or taking any steps under any bankruptcy, insolvency, corporation or other applicable law in any jurisdiction in respect of its bankruptcy, liquidation, winding-up or dissolution or suspension of its general operations;
 - (vi) the Corporation entering into any material contract, agreement, commitment or gift out of the ordinary course during any Fiscal Year, unless such contract, agreement or commitment has been expressly provided for in the Budget for that Fiscal Year;
 - (vii) the Corporation borrowing any money or incurring any material other than in the ordinary course, unless such borrowing or incurrence has been expressly provided for in the Budget for that Fiscal Year;
 - (viii) the creation of any mortgage, lien, charge or other form of encumbrance with respect to any of the assets of the Corporation or the granting of any guarantee by the Corporation;
 - (ix) the Corporation altering the nature of its undertaking;
 - (x) any shutdown or closure of the County Law Library system;
 - (xi) the closure of a County Law Library (other than as a result of such library's uncorrected material default or deficiency under the policies, strategies, business objectives or performance criteria established by the Corporation);
 - (xii) any material decrease in the funding of a County Law Library which results in a permanent reduction of such library's paid staff (other than as a result of such library's uncorrected material default or deficiency under the policies, strategies, business objectives or performance criteria established by the Corporation); and
 - (xiii) any changes in the objectives and principles, including governing principles, established under section 4.1;
- i) **"Person"** means an individual, partnership, unincorporated association, organization, syndicate, corporation, trustee, executor, administrator or other legal or personal representative; and
 - j) **"this agreement"** means this agreement and all amendments and supplements hereto and all restatements and replacements hereof.

2.2 **Construction.**

In this agreement, except as otherwise expressly provided:

- a) all words and personal pronouns relating to those words shall be read and construed as the number and gender of the party or parties require, and the verb shall be read and construed as agreeing with the required word and pronoun;

- b) the division of this agreement into Articles and sections and the use of headings is for convenience of reference only and shall not modify or affect the interpretation or construction of this agreement or any its provisions;
- c) references in this agreement to Articles and sections are references to Articles and sections of this agreement; and
- d) when calculating the period of time within which or following which any act is to be done or step is to be taken pursuant to this agreement, the date which is the reference day in calculating such period shall be excluded. If the last day of such period is not a business day, the period in question shall end on the next business day.

ARTICLE III BOARD OF DIRECTORS AND MANAGEMENT OF THE CORPORATION

3.1 Composition of the Board of Directors.

The board of directors of the Corporation shall consist of a minimum of five (5) and a maximum of eight (8) directors to be appointed based on the recommendations of a nominating committee (the “Nominating Committee”) established by the shareholders of the Corporation, as set out below in section 3.3.

3.2 Election or Appointment of Directors.

The Nominating Committee shall prepare a report for the appointment of directors, in accordance with the requirements of the by-laws of the Corporation and this agreement, and present the report to the shareholders. The shareholders and directors of the Corporation shall take all actions that may be required to ensure the election, appointment or replacement of the nominees as set forth in this Article. Notice of appointments to the board shall be given to the President of FOLA, the President of TLA and the Treasurer of LSO prior to such appointment being made.

3.3 Nominating Committee.

- a) The shareholders shall establish and shall select the members of the Nominating Committee which at all times shall be composed of six (6) persons, all of whom shall be representatives of the shareholders. LSO shall be entitled to appoint three (3) of the members, FOLA shall be entitled to appoint two (2) of the members and TLA shall be entitled to appoint one (1) of the members.
- b) Each member of the Nominating Committee shall hold office for a term of two (2) years and shall be eligible for reappointment by the shareholders for up to three (3) consecutive terms.

- c) The Nominating Committee shall submit every two (2) years to the shareholders, and otherwise as required to fill vacancies, its recommended list of nominees for membership on the board which shall have been approved by each of the shareholders.
- d) 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 shareholders upon consultation with the board.
- e) The chair of the Nominating Committee shall be appointed from among its number by the shareholders. The term of office for the chair shall be for renewable terms of two (2) years.
- f) 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.
- g) The office of a member of the Nominating Committee shall automatically be vacated if:
 - (i) she/he resigns her/his office by delivering a written resignation to the shareholders; or
 - (ii) such member ceases to be a representative of a shareholder; provided that, if any vacancy shall occur for any reason contained in this section, the shareholders 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.
- h) All other rules and regulations in respect of the Nominating Committee shall be determined from time to time by the said committee.

3.4 Term of Directors.

The terms of office of directors shall be two (2) years. If directors whose terms have expired are not replaced, the incumbent directors shall continue in office until their successors are appointed. Directors may be appointed to the board for up to three (3) consecutive terms. Any removal of a director prior to the expiry of the director's term must be approved by LSO and at least one of FOLA and TLA.

3.5 Replacement of Directors.

A vacancy on the board howsoever caused, shall be filled for the remainder of the director's term of office based on the recommendations of the Nominating Committee.

3.6 Audit and Other Committees of the Board.

The board of directors of the Corporation shall appoint from their numbers an audit committee and delegate to such committee such powers of the directors as it deems advisable from time to time.

Subject to section 3.8, the board of directors may appoint from their number such other committees of the board as it deems necessary or advisable from time to time and delegate to such committees any of the powers of the directors.

3.7 Meetings of the Board.

Meetings of the Board of the Corporation may be called at any time by the Chair of the Board. If, in the event that no meeting has been held within the last three months, any director may call for a meeting of the Board. At least 15 business days before each meeting of the Board, each director shall receive a written notice from the individual calling the meeting indicating the time and place of the meeting, and providing a summary of the matters to be considered. A director may waive notice of a meeting by an instrument in writing delivered to the Corporation at or prior to the meeting and the attendance of a director at a meeting shall constitute a waiver of notice of the meeting (except where a director attends a meeting for the express purpose of objecting to the transaction of business on the grounds that the meeting is not properly called). Notwithstanding the foregoing, the Chair of the Board shall ensure that the Board meets no less than once each fiscal quarter. The quorum for meetings of the Board of the Corporation shall be a majority of the directors then in office. Board meetings may be held by conference call, teleconference or other communication tool where all directors can be present, can hear each other, and can participate in the discussion by speaking.

3.8 Decisions of the Board.

All decisions of the board of directors of the Corporation shall be by a majority vote.

In the event of a tie vote, the chair will cast the deciding vote.

3.9 Officers of the Corporation.

The initial officers of the Corporation shall be the Chair of the Board, the Vice Chair and the Treasurer. The Board may appoint and replace these officers at any time and may appoint such additional officers as it thinks fit from time to time, provided that, the Chair of the Board shall be an appointed director under section 3.1 and such appointment shall require the approval of each of the shareholders and provided further that, the Treasurer shall be the CFO/Executive Director, Finance of LSO.

The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act, as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation. Whenever required, the Treasurer shall render to the

Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.

The roles and responsibilities of each of the other officers of the Corporation shall be determined by the Board from time to time.

3.10 Material Decisions.

All Material Decisions shall be authorized only by Extraordinary Resolution.

ARTICLE IV PURPOSE OF THE CORPORATION AND MANDATE OF THE BOARD

4.1 Purpose and Objectives of the Corporation.

The Corporation has been created for the purpose of carrying on the central management of the Ontario county law library system on a not-for-profit basis and in accordance with the objectives, policies and principles established and approved by LSO from time to time in consultation with FOLA and TLA.

Recognizing the changing nature of legal information and library services and the importance of consultation with stakeholders and users of Ontario's county law library system, the Corporation's general mandate is to evolve the provision of such services for the Ontario county law library system in an efficient and cost-effective manner through the management and allocation of grant funding, ongoing assessment of the system, and strategic development of appropriate service offerings.

The key objectives of the Corporation include: ensuring that the public is served by legal professionals with high standards of learning and competence; supporting ongoing learning and development with a specific emphasis on the use and application of legal information, legal research and legal training content and activities; establishing a platform that provides effective access to legal information; and considering the development of supportive legal information services targeted to the needs of users.

4.2 Managing Director.

The Corporation shall employ and direct a Managing Director who shall perform the duties of corporate secretary to the board and shall supervise the day-to-day operations and administration of the Corporation. The board may delegate to the Managing Director the power to manage and direct the activities and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Managing Director shall conform to all lawful orders given by the board and shall at all reasonable times give to the board all information it may require regarding the affairs of the Corporation.

ARTICLE V
REPORTING REQUIREMENTS AND FUNDING

5.1 Annual Report.

Within 120 days after the end of each fiscal year, the Corporation shall prepare, and the Board shall approve, an annual report (“Annual Report”) that sets out the following information:

- a) audited financial statements for the Corporation as well as information related to expenditures and investments of the Corporation's monies during the Fiscal Year;
- b) a report setting out the major activities of the Corporation during the Fiscal Year and any analysis of the extent to which the Corporation is achieving its policy and strategic objectives;
- c) a summary of the major activities that the Corporation proposes to undertake during the current Fiscal Year and the status of the long-range planning activities of the Corporation.

The Annual Report of the Corporation must be delivered first to the Board and thereafter to the Audit and Finance Committee of the LSO.

5.2 Periodic Reports.

The Corporation shall be responsible to prepare quarterly financial reports during the fiscal year on the operations and affairs of the Corporation. These periodic reports shall be presented to the Board.

5.3 Funding of the Corporation.

The Corporation shall be funded by the LSO through levies, the amount of which shall be determined by LSO subject to the procedures set out below and collected by LSO from designated licensees (the “Legal Information and Library Services Levy”). The Corporation shall use the funds advanced to it by LSO (in addition to any other sources of revenue or funding that the Corporation may obtain) to fund its activities in accordance with its budget as formulated in accordance with this Article.

At least ninety (90) days prior to the commencement of each Fiscal Year of the Corporation, the Board shall oversee the preparation of and approve a detailed operating plan and budget for the operation of the Corporation for the upcoming Fiscal Year (the "Budget"). The Budget shall include the request from the Corporation in respect of the Legal Information and Library Services Levy for the next ensuing Fiscal Year. Once approved, the Budget shall be forthwith presented to LSO for its approval.

If LSO does not approve the Budget as presented, the Board and LSO shall co- operate in good faith to resolve any disputes with a view to developing a Budget that is mutually

acceptable, prior to the commencement of the Fiscal Year. In the event a mutually acceptable Budget is not developed within a reasonable period of time, nothing herein shall fetter the budgetary discretion of LSO to determine the level of funding for the Corporation.

5.4 Annual Grants to County Law Libraries.

Included in each annual Budget will be an annual grant ("Annual Grant") for each County Law Library for the budgeted fiscal year for the purposes of providing legal information and library services, including staffing, in accordance with any policies, strategies, business objectives and performance criteria established by the Corporation. The list of Annual Grants will be appended to the Budget as an appendix or schedule. The Annual Grants shall require the approval of the Board.

Annual Grants paid to any County Law Library which are not used in the budgeted fiscal year will be (i) returned to the Corporation, or (ii) carried forward and taken into account by the Corporation in setting the next ensuing Annual Grant.

In order to receive an Annual Grant, each County Law Library shall have to adopt and maintain such fiscal and other management policies and procedures as the Corporation may require from time to time, including budgeting, financial controls, and reporting to the Corporation. Every County Law Library receiving an Annual Grant shall be subject to audit by the Corporation (at the direction of LSO) from time to time in respect of those receipts and expenditures related to the Annual Grant.

The Board shall establish policies and strategies for the delivery of legal information and library services for the law library system in Ontario. In formulating these policies and strategies, the Board shall establish business objectives and performance criteria for the delivery of legal information and library services provided by the County Law Libraries. As a requirement of its annual funding from LSO, the Corporation shall include in its Annual Report, as referenced in Section 5.1 above: (i) a summary of these policies, strategies, business objectives and performance criteria; and (ii) a performance report in respect of each.

**ARTICLE VI
DISTRIBUTIONS BY THE CORPORATION**

6.1 Dividends and other Distributions.

The Board may not declare, and the Corporation may not pay, any dividends of any kind whatsoever on its shares or otherwise distribute any cash, property or assets to any of its shareholders (whether in their capacity as shareholder or otherwise).

6.2 Repurchase or Redemption of Shares.

The Board may not authorize the Corporation to repurchase or redeem, and the Corporation may not repurchase or redeem, any of its outstanding shares at any time or from time to time, except for a nominal amount with the prior written approval of LSO and the shareholder whose shares are being repurchased or redeemed.

6.3 Dissolution.

In the event that the Corporation is liquidated or dissolved (whether voluntarily or involuntarily), immediately prior to such liquidation or dissolution, the Corporation shall transfer (and be deemed to have transferred) all of its remaining cash, property and assets, if any, to any non-profit corporation operating in Ontario (other than any shareholder of the Corporation) as determined by LSO.

6.4 Income.

Without limiting the other provisions of this Article, the Corporation shall not make any income payable to, or otherwise available for the benefit of, or distribute any property to any shareholder of the Corporation.

**ARTICLE VII
TRANSFER OF SHARES**

7.1 Warranty as to Ownership.

Each shareholder of the Corporation represents and warrants that it is the registered and beneficial owner of that number of shares set forth beside its name in the recitals to this agreement, free and clear of all liens, claims, charges, security interests, encumbrances or rights in favour of other Persons.

7.2 Prohibition on Unauthorized Transfers.

Except with the unanimous written consent of each of the shareholders of the Corporation and the unanimous approval of the directors on the Board, no shareholder shall transfer any shares in the capital of the Corporation. In the event that any shareholder of the Corporation proposes to transfer, directly or indirectly, any shares in accordance with this section, it shall be a condition of such transfer that this agreement be amended to recognize the new shareholder and to reflect any other amendments that the parties deem necessary or advisable in the context of such transfer.

**ARTICLE VIII
GENERAL CONTRACT PROVISIONS**

8.1 Term of Agreement.

This agreement shall take effect on the date hereof and shall remain in full force and effect until such dates as may be designated by LSO.

8.2 Implementation of this Agreement.

The parties hereto shall sign such further and other documents, cause such meetings to be held, cause such resolutions to be passed and such by-laws to be enacted, exercise their votes and influence and do and perform (and cause to be done and performed) such further and other acts or things as may be necessary or desirable in order to give full effect to this agreement and every part of it.

8.3 Notices.

Except as expressly provided in section 3.7, all notices, requests, demands or other communications required or permitted to be given by one party to another under this agreement shall be given in writing by personal delivery, facsimile or by registered mail, postage prepaid, addressed to such other party or delivered to such other party as follows:

- a) if to LSO: Law Society of Ontario
 130 Queen Street West
 Toronto, Ontario M5H 2N6
 Attention: Chief Executive Officer

- b) if to FOLA: Federation of Ontario Law Associations
 731 9th St. West
 Owen Sound, Ontario N4K 3P5
 Attention: Chair

- c) if to TLA: Toronto Lawyers Association
 Court House Library
 361 University Avenue
 Toronto, Ontario M5G 1T3
 Attention: President

- d) if to the Corporation: LIRN Inc.
 130 Queen Street West
 Toronto, Ontario M5H 2N6
 Attention: Chair

or at such other address of which written notice is given and such notices, requests, demands or other communications shall be deemed to have been received when personally delivered, on the next business day after sending if sent by facsimile, or, if mailed, on the fourth business day after the mailing thereof; provided that if any such notice, request, demand or other communication shall have been mailed and if regular mail service shall be interrupted by strikes or other irregularities on or before the fourth business day after the mailing thereof, such notice, request, demand or other communication shall be deemed to have been received only upon personal or facsimile delivery.

8.4 Counterparts.

This agreement may be executed in counterparts and each of which so executed shall be deemed to be an original and such counterparts together shall be one and the same instrument.

8.5 Time of the Essence.

Time shall be of the essence of this agreement and of every part hereof.

8.6 Governing Law.

This agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein and shall be treated, in all respects, as an Ontario contract. All of the parties to this agreement hereby irrevocably attorn to the non-exclusive jurisdiction of the courts of the Province of Ontario.

8.7 Entire agreement.

This agreement constitutes the entire agreement between the parties with respect to the matter herein. The execution of this agreement has not been induced by, nor do any of the parties rely upon or regard as material, any representations, promises, agreements or statements whatsoever not incorporated herein and made a part hereof. This agreement shall not be amended, altered or qualified except by a memorandum in writing signed by all the parties.

8.8 Waiver.

Except as expressly provided in section 3.7, no party to this agreement shall be deemed or taken to have waived any provision of this agreement unless such waiver is in writing, and then such waiver shall be limited to the circumstances set forth in such written waiver.

8.9 Severability.

If any Article, section or portion of any section of this agreement is determined to be unenforceable or invalid, that unenforceability or invalidity shall not affect the remaining portions of this agreement and such unenforceable or invalid Article, section or portion thereof shall be deemed to be severed from the remainder of this agreement.

8.10 Equitable Remedies.

The parties acknowledge that the provisions contained in this agreement are reasonable, and if any party breaches the terms of this agreement the remaining parties, in addition to any other rights and remedies, shall be entitled to equitable remedies that may include an injunction to stop the contravention of this agreement or an order for specific performance to compel compliance with this agreement.

8.11 Assignment and Binding Effect.

This agreement shall not be assignable by any of the parties hereto. This agreement shall enure to the benefit of the parties hereto and their respective successors and administrators.

IN WITNESS WHEREOF the parties hereto have executed this agreement as of the date first above stated.

LAW SOCIETY OF ONTARIO

Per: _____

Per: _____

FEDERATION OF ONTARIO LAW ASSOCIATIONS

Per: _____

Per: _____

TORONTO LAWYERS ASSOCIATION

Per: _____

Per: _____

LIRN INC.

Per: _____

Per: _____

BY-LAW 13

Made: May 1, 2007
Amended: June 28, 2007
October 28, 2010
September 27, 2012
November 29, 2019

LEGAL INFORMATION

PART I

REPORTING OF COURT DECISIONS

ONTARIO REPORTS

Copies of Ontario Reports

1. (1) Subject to subsection (2), copies of the Ontario Reports shall be provided at the expense of the Society to,
 - (a) licensees whose licences are not suspended and who are not in default for payment of an annual fee; and
 - (b) such persons as Convocation may from time to time determine.

Exceptions

- (2) Copies of the Ontario Reports shall not be provided to a licensee who has chosen not to receive the Ontario Reports.

Other reports

- (3) Convocation may, from time to time, determine to provide reports of court decisions other than the Ontario Reports to any persons mentioned in subsection (1).

Application of subs. (2)

- (4) Subsection (2) applies, with necessary modifications, to the provision under subsection (3) of reports of court decisions other than the Ontario Reports to licensees.

Advertising in the Ontario Reports

2. The Society may permit the publisher of the Ontario Reports to publish with each part of the Ontario Reports such advertising not objectionable to the Society as the publisher may wish to print at his, her or its own expense, but all such advertising shall be kept entirely separate from the text of the Ontario Reports.

REASONS FOR JUDGMENT

Distribution

3. Convocation may make provision for the distribution of copies of reasons for judgment on such terms as Convocation may from time to time determine.

PART II

COUNTY LAW LIBRARIES

INTERPRETATION

Definitions

4. In this Part,

“association” means a county or district law association formed under Regulation 708 of the Revised Regulations of Ontario, 1990 or any predecessor of it;

“Corporation” means the corporation established as required under section 6;

“county law library” means a law library established by an association;

“trustees”, where an association is incorporated, means the directors of the corporation.

Interpretation: “county law library funded by the Corporation”

5. In this Part, “county law library funded by the Corporation” means,

- (a) a county law library established under Regulation 708 of the Revised Regulations of Ontario, 1990, any predecessor of Regulation 708 of the Revised Regulations

of Ontario or any predecessor of this By-Law and in existence on the day on which this By-Law comes into force; and

- (b) a county law library established with the approval of the Corporation after the day on which this By-Law comes into force.

LIBRARY CORPORATION

Corporation to be established

- 6. (1) The Society shall cause a corporation to be established in accordance with this section for the purposes of,
 - (a) establishing and administering a system for the provision of law library services and programs by county law libraries funded by the Corporation;
 - (b) establishing policies and priorities for the provision of law library services and programs by county law libraries funded by the Corporation based on the financial resources available to the Corporation;
 - (c) providing to associations funding to pay for the operation of county law libraries funded by the Corporation;
 - (d) monitoring and supervising the provision of law library services and programs by county law libraries funded by the Corporation, including establishing guidelines and standards for the organization and operation of county law libraries funded by the Corporation and for the provision of law library services and programs by county law libraries funded by the Corporation; and
 - (e) advising Convocation on all aspects of the provision of law library services and programs by county law libraries funded by the Corporation, including anything that affects or may affect the demand for or quality of law library services and programs.

Classes of shares

- (2) The Corporation shall have two classes of shares as follows:
 - 1. A class of shares, to be issued to the Society.
 - 2. A class of shares, ~~giving the County and District Law Presidents' Association the exclusive right to elect three directors and the Toronto Law Association the~~

~~exclusive right to elect one director,~~ to be issued to the Federation of Ontario Law County and District Law Presidents' Associations and the Toronto Lawyers Association as follows:

- i. 75 percent of the shares to be issued to the ~~County and District Law Presidents' Federation of Ontario Law Associations~~.
- ii. 25 percent of the shares to be issued to the Toronto Lawyers Association.

Directors

- (3) The Corporation shall consist of a minimum of five and a maximum of eight directors.

COUNTY LAW LIBRARIES

Application to establish county law library

7. (1) An association that wishes to establish a county law library to be operated by the association and funded by the Corporation shall apply to the Corporation for its approval to establish the county law library.

Same

- (2) An application under subsection (1) shall contain the information required by the Corporation.

Operation of county law library

8. (1) A county law library funded by the Corporation shall be operated by the association in accordance with any guidelines and standards established by the Corporation.

Provision of law library services and programs

- (2) A county law library funded by the Corporation shall provide library services and programs in accordance with any guidelines, standards, policies and priorities established by the Corporation.

Library materials

9. (1) The trustees of an association shall continue to hold in trust for the Society all library materials of its county law library that the trustees held in trust for the Society before the day on which this By-Law comes into force.

Same

(2) Subject to subsection (3), the trustees of an association shall hold the library materials of its county law library in trust for the Society.

Same

(3) Library materials acquired by an association for its county law library after the day on which the Corporation is established shall be held by the trustees of the association in trust for the Corporation.

Return of library materials to Society

(4) In case of the dissolution or winding-up of an association, the disposal of the property of an association or a direction from the Society to return to it the library materials of an association=s county law library that are held in trust for it, the trustees of the association shall, at the expense of the association, return all library materials of the association=s county law library that are held in trust for the Society to the Society, subject to any other directions from the Society.

Return of library materials to Corporation

(5) In case of the dissolution or winding-up of an association, the disposal of the property of an association or a direction from the Corporation to return to it the library materials of an association=s county law library that are held in trust for it, the trustees of the association shall, at the expense of the association, return all library materials of the association=s county law library that are held in trust for the Corporation to the Corporation, subject to any other directions from the Corporation.

Failure to return library materials

(6) If the trustees of an association do not return the library materials of the association=s county law library to the Society, as required under subsection (4), or to the Corporation, as required under subsection (5), the Society or the Corporation, as the case may be, may take such steps as it considers advisable to obtain the library materials that were required to be returned to it, and the association shall reimburse the Society or the Corporation for any expense incurred by it in so doing.

Access to law library services and programs

10. A county law library funded by the Corporation shall give access to its law library services and programs to,

- (a) every person licensed to practise law in Ontario as a barrister and solicitor, regardless of whether the person is also a member of an Association;
- (b) judges of Ontario courts;
- (c) Ontario justices of the peace; and
- (d) members of boards, commissions or other tribunals established or provided for under Acts of Parliament or the Legislature in Ontario.

FINANCING

Provision of funds by Society

11. The money paid to the Corporation for its purposes shall be paid out of such money as is appropriated therefor by Convocation.

Suspension, reduction of funding

12. (1) Convocation may, in its absolute discretion, in respect of a fiscal year, suspend or reduce funding of the Corporation.

Notice to Corporation

(2) Before taking action under subsection (1), Convocation shall give the board of directors of the Corporation notice of its intent and a reasonable opportunity to comply with the relevant provisions of this Part or to provide the required information.

Budget

13. (1) The Corporation shall submit its annual budget for the next fiscal year to the Audit and Finance Committee by such date as may be specified by the Chair of the Audit and Finance Committee.

Same

(2) The Corporation's annual budget shall be in such form as may be specified by the Chair of the Audit and Finance Committee.

Financial statements

14. (1) For the purposes of clause 15 (2) (a), the Corporation shall prepare annual financial statements for each fiscal year in accordance with generally accepted accounting principles.

Audit

(2) For the purposes of clause 15 (2) (a), the financial statements of the Corporation shall be audited by a public accountant.

Annual report

15. (1) The Corporation shall submit an annual report to Convocation within four months after the end of its fiscal year.

Contents

- (2) The annual report shall contain,
 - (a) the audited financial statements of the Corporation;
 - (b) a report on the affairs of the Corporation; and
 - (c) such other information as Convocation may request.

Other reports

16. Convocation may at any time require the Corporation to report to it on any aspect of its affairs or to provide information on its activities, operations and financial affairs as Convocation may request.

RÈGLEMENT ADMINISTRATIF N^o 13

RENSEIGNEMENTS JURIDIQUES

PARTIE I

LA PUBLICATION DES DÉCISIONS JUDICIAIRES

LE RECUEIL DE JURISPRUDENCE DE L'ONTARIO

Exemplaires du Recueil de jurisprudence de l'Ontario

1. (1) Sous réserve du paragraphe (2), des exemplaires du Recueil de jurisprudence de l'Ontario (« Recueil ») sont fournis, aux frais du Barreau, aux personnes suivantes :
 - a) les titulaires de permis dont les permis ne sont pas suspendus et qui ont payé leur cotisation annuelle;
 - b) les personnes désignées par le Conseil.

Exceptions

(2) Des exemplaires du Recueil ne sont pas fournis aux titulaires de permis qui ont choisi de ne pas recevoir cette publication.

Autres recueils

(3) Le Conseil peut décider de fournir, en plus du Recueil, d'autres recueils de jurisprudence aux personnes mentionnées au paragraphe (1).

Application du paragraphe (2)

(4) Le paragraphe (2) s'applique, avec les adaptations nécessaires, à la remise aux titulaires de permis de recueils de jurisprudence autres que le Recueil qui est prévue au paragraphe (3).

Publicité dans le Recueil de jurisprudence de l'Ontario

2. Le Barreau peut permettre à l'éditeur de publier, aux frais de ce dernier, des annonces dans chaque numéro du Recueil de jurisprudence de l'Ontario, dans la mesure où le Barreau n'y voit pas d'objection et si elles sont publiées séparément du texte des décisions.

MOTIFS DE JUGEMENT

Diffusion

3. Le Conseil peut prendre des dispositions pour diffuser des copies des motifs de jugement, selon les modalités qu'il peut préciser.

PARTIE II

BIBLIOTHÈQUES DE DROIT DE COMTÉ

INTERPRÉTATION

Définitions

4. Les définitions qui suivent s'appliquent à la présente partie.

« administrateurs » Les administrateurs de l'association lorsque celle-ci est constituée en personne morale. (« trustees »)

« association » Association d'avocats de district ou de comté constituée en application du Règlement 708 des Règlements refondus de l'Ontario de 1990 ou d'un règlement qu'il remplace. (« association »)

« bibliothèque de droit de comté » Bibliothèque créée par une association. (« county law library »)

« Société » La Société constituée en application de l'article 6. (« Corporation »)

Interprétation : « bibliothèque de droit de comté financée par la Société »

5. Dans la présente partie, « bibliothèque de droit de comté financée par la Société » S'entend

- a) d'une bibliothèque de droit de comté créée en application du Règlement 708 des Règlements refondus de l'Ontario de 1990 ou d'un règlement qui remplace le Règlement 708 des Règlements refondus ou le présent règlement administratif et fonctionnant toujours le jour de l'entrée en vigueur du présent règlement administratif;
- b) d'une bibliothèque de droit de comté créée avec l'approbation de la Société après le jour de l'entrée en vigueur du présent règlement administratif.

SOCIÉTÉ DES BIBLIOTHÈQUES

Création d'une personne morale

6. (1) Le Barreau crée une personne morale conformément au présent article aux fins suivantes :
- a) mettre sur pied et administrer un système de prestation de services et de programmes de bibliothèque de droit par les bibliothèques de droit de comté financées par la Société;
 - b) établir des politiques et des priorités en matière de prestation de services et de programmes de bibliothèque de droit par les bibliothèques de droit de comté financées par la Société en fonction des ressources financières de la Société;
 - c) fournir aux associations le financement nécessaire au fonctionnement des bibliothèques de droit de comté financées par la Société;
 - d) suivre et superviser la prestation de services et de programmes de bibliothèques de droit par les bibliothèques de droit de comté financées par la Société, notamment élaborer les lignes directrices et les normes relatives à la mise sur pied et au fonctionnement de ces bibliothèques et à la prestation de leurs services et programmes de bibliothèque de droit;
 - e) conseiller le Conseil sur tous les aspects de la prestation de services et de programmes de bibliothèque de droit par les bibliothèques de droit de comté financées par la Société, y compris tout ce qui a ou risque d'avoir une incidence sur la demande et la qualité de ces services et de ces programmes.

Catégories d'actions

- (2) La Société a les deux catégories d'actions suivantes :
- 1. Une catégorie d'actions qui doivent être émises en faveur du Barreau.
 - 2. Une catégorie d'actions qui doivent être émises en faveur de la Fédération des associations du Barreau de l'Ontario et de la Toronto Lawyers Association ~~de l'Association des bâtonniers de district et de comté lui donnant le droit exclusif d'élire trois administrateurs et à la Toronto Law Association, lui donnant le droit exclusif d'élire un administrateur~~, de la façon suivante :
 - i. 75 pour cent des actions émises à la Fédération des associations du Barreau de l'Ontario ~~l'Association des bâtonniers de district et de comté~~.
 - ii. 25 pour cent des actions émises à la Toronto Lawyers Association.

Administrateurs

(3) La Société est composée d'un minimum de cinq et d'un maximum de huit administrateurs.

BIBLIOTHÈQUES DE DROIT DE COMTÉ

Demande de création d'une bibliothèque de droit de comté

7. (1) L'association qui souhaite créer une bibliothèque de droit de comté qu'elle dirigera et qui sera financée par la Société présente une demande en ce sens à cette dernière.

Idem

(2) La demande visée au paragraphe (1) contient les renseignements qu'exige la Société.

Direction de la bibliothèque de droit de comté

8. (1) Les associations dirigent leur bibliothèque de droit de comté financée par la Société conformément aux lignes directrices, normes, politiques et priorités de la Société.

Prestation de services et de programmes de bibliothèque

(2) Les bibliothèques de droit de comté offrent des services et des programmes de bibliothèque conformément aux lignes directrices, normes, politiques et priorités de la Société.

Ouvrages de bibliothèque

9. (1) Les administrateurs de l'association continuent de détenir en fiducie pour le Barreau tous les ouvrages de sa bibliothèque de droit de comté qu'ils détenaient ainsi avant l'entrée en vigueur du présent règlement administratif.

Idem

(2) Sous réserve du paragraphe (3), les administrateurs de l'association détiennent les ouvrages de bibliothèque de leur bibliothèque de droit de comté en fiducie pour le Barreau.

Idem

(3) Les administrateurs de l'association détiennent les ouvrages de bibliothèque dont l'association fait l'acquisition après la création de la Société en fiducie pour celle-ci.

Retour des ouvrages de bibliothèque au Barreau

(4) En cas de dissolution ou de liquidation de l'association ou de l'aliénation de ses biens, ou si le Barreau lui ordonne de lui retourner les ouvrages de sa bibliothèque de droit de comté qu'elle détenait en fiducie pour lui, ses administrateurs retournent, à ses frais, tous ces ouvrages au Barreau, sous réserve des autres instructions qu'il lui donne.

Retour des ouvrages de bibliothèque à la Société

(5) En cas de dissolution ou de liquidation de l'association ou de l'aliénation de ses biens, ou si la Société lui ordonne de lui retourner les ouvrages de sa bibliothèque de droit de comté qu'elle détenait en fiducie pour elle, ses administrateurs retournent, à ses frais, tous ces ouvrages à la Société, sous réserve des autres instructions qu'elle lui donne.

Défaut de retourner les ouvrages de bibliothèque

(6) Si les administrateurs de l'association ne lui retournent pas les ouvrages de sa bibliothèque de droit de comté comme l'exige le paragraphe (4), dans un cas, ou le paragraphe (5), dans l'autre cas, le Barreau ou la Société, selon le cas, peut prendre les mesures jugées souhaitables pour obtenir les ouvrages qui devaient lui être retournés et l'association lui rembourse les frais engagés à cette fin.

Accès aux services et programmes de bibliothèque

10. Les bibliothèques de droit de comté financées par la Société donnent accès à leurs services et programmes de bibliothèque de droit aux personnes suivantes :

- a) toutes les personnes pourvues d'un permis les autorisant à exercer le droit en Ontario à titre d'avocat ou d'avocate, qu'elles soient ou non également membres d'une association;
- b) les juges des tribunaux de l'Ontario;
- c) les juges de paix de l'Ontario;
- d) les membres des conseils, commissions et autres tribunaux administratifs créés sous le régime des lois du Parlement ou de la Législature de l'Ontario.

FINANCEMENT

Financement fourni par le Barreau

11. Les sommes versées à la Société à ses fins sont prélevées sur les sommes affectées à cette fin par le Conseil.

Suspension, réduction du financement

12. (1) Le Conseil peut, à son entière discrétion, suspendre ou réduire le financement accordé à la Société à l'égard d'un exercice donné.

Avis

(2) Avant de faire ce que prévoit le paragraphe (1), le Conseil donne au conseil d'administration de la Société un préavis de son intention et une occasion raisonnable de se conformer aux dispositions pertinentes de la présente partie ou de fournir les renseignements exigés.

Budget

13. (1) La Société présente ses prévisions budgétaires annuelles pour l'exercice qui suit au Comité d'audit et de finance à la date que précise le président de ce comité.

Idem

(2) Les prévisions budgétaires annuelles de la Société se présentent sous la forme que précise le président du Comité d'audit et de finance.

États financiers

14. (1) Pour l'application de l'alinéa 15 (2) a), la Société dresse des états financiers annuels pour chaque exercice conformément aux principes comptables généralement reconnus.

Vérification

(2) Pour l'application de l'alinéa 15 (2) a), les états financiers de la Société sont vérifiés par un expert-comptable.

Rapport annuel

15. (1) La Société présente un rapport annuel au Conseil dans les quatre mois de la fin de son exercice.

Contenu

(2) Le rapport annuel contient ce qui suit :

- a) les états financiers vérifiés de la Société;
- b) un rapport sur les affaires de la Société;
- c) les autres renseignements que demande le Conseil.

Autres rapports

16. Le Conseil peut exiger que la Société lui fasse rapport sur tout aspect de ses affaires qu'il exige ou qu'elle lui fournisse tous les renseignements sur ses activités, son fonctionnement ou ses affaires financières qu'il exige.