



Tab 7

**Secretary's Report
April 26, 2018**

Amendments to By-Law 3

Purpose of Report: Decision

**Prepared by the Secretary
Jim Varro (416-947-3434)**

FOR DECISION

AMENDMENTS TO BY-LAW 3

Motion

1. **That Convocation make the amendments to By-Law 3 [Benchers, Convocation and Committees] as set out in the motion at [Tab 7.1](#).**

Issue for Consideration

2. Convocation sponsors the Pension Plan for the employees of the Law Society and is the administrator of the Plan. Convocation also sponsors the Retirement Savings Plan for employees of the Law Society (Group RSP).
3. Convocation has delegated the administrative oversight duties to the Audit & Finance Committee as set out in Pension Plan Governance Structure and Guidelines. The Committee's role in relation to the Law Society's pension fund is set out as part of its mandate in By-law 3:

Administrator of pension plan

118. (1) The Audit and Finance Committee shall be the administrator of and shall administer the registered pension plan for the employees of the Society.

Powers

(2) The performance of any duty, or the exercise of any power, by the Audit and Finance Committee under any Act relevant to its role described in subsection (1) is not subject to the approval of Convocation.

4. The Law Society's Pension Plan Governance Structure and Guidelines were specific to the pension plan and did not reflect the role of the Audit & Finance Committee in monitoring the Group RSP.
5. To ensure compliance with applicable Capital Accumulation Plan guidelines, the Pension Committee (the CEO, CFO and Executive Director of Corporate Services) requested formalizing the ongoing governance of the Group RSP by the Audit & Finance Committee and the Pension Committee.
6. The Pension Committee determined that formalizing this responsibility would be require an amendment to By-Law 3 to extend the authority of the Audit & Finance Committee to include oversight of the Group RSP.

7. In addition, the Audit & Finance Committee resolved that, effective January 1, 2017, The Law Society of Upper Canada Pension Plan Governance Structure and Guidelines was to be renamed "The Law Society of Upper Canada Retirement Plans Governance Structure and Guidelines", and adopted The Law Society of Upper Canada Retirement Plans Governance Structure and Guidelines, as revised January 1, 2017.¹
8. The amendments to section 118 of By-law 3 implementing the changes described above are set out in the motion to amend the By-Law.

¹ This title will be formally changed to reflect the Law Society of Ontario once legislative amendments respecting the organization's name change are effective.

THE LAW SOCIETY OF UPPER CANADA
BY-LAWS MADE UNDER SUBSECTIONS 62 (0.1) AND (1) OF THE LAW SOCIETY ACT
BY-LAW 3
[BENCHERS, CONVOCATION AND COMMITTEES]

MOTION TO BE MOVED AT THE MEETING OF CONVOCATION ON APRIL 26, 2018

MOVED BY

SECONDED BY

THAT By-Law 3 [Benchers, Convocation and Committees], made by Convocation on May 1, 2007 and amended by Convocation on June 28, 2007, September 20, 2007, November 22, 2007, June 26, 2008, April 30, 2009, September 24, 2009, September 24, 2009, February 25, 2010, May 27, 2010, June 8, 2010, October 28, 2010, November 9, 2010, November 25, 2010, January 27, 2011, November 24, 2011, April 26, 2012, September 27, 2012, September 25, 2013, February 27, 2014, March 4, 2014, September 24, 2014, April 23, 2015, and February 23, 2017, be further amended as follows:

1. The English version of the By-Law is amended by adding subsection 118 (1.1):

Oversight of group retirement savings plan

(1.1) The Audit and Finance Committee shall oversee the retirement savings plan for the employees of the Society, also known as the group retirement savings plan, and shall perform any related administrative or governance responsibilities of the Society.

2. The French version of the By-Law is amended by adding subsection 118 (1.1):

Supervision du régime d'épargne-retraite collectif

(1.1) Le Comité d'audit et de finance supervise le régime d'épargne-retraite des employés du Barreau, aussi appelé régime d'épargne-retraite collectif, et accomplit toutes les tâches administratives et assume toutes les responsabilités du Barreau relatives au régime d'épargne-retraite collectif.

3. Subsection 118 (2) of the English version of the By-Law is amended by striking out “role” and substituting “roles” and by striking out “subsection (1)” and substituting “subsections (1) and (1.1)”.

4. Subsection 118 (2) of the French version of the By-Law is amended by striking out “son rôle décrit” and substituting “ses rôles décrits” and by striking out “au paragraphe (1)” and substituting “aux paragraphes (1) et (1.1)”.