

THIS AGREEMENT is made in quintuplet this 6th day of July, 2007.

BETWEEN THE PARTIES:

HER MAJESTY THE QUEEN in right of Ontario
As represented by the Attorney General

- AND -

THE DEAN OF OSGOODE HALL LAW SCHOOL, YORK UNIVERSITY

- AND -

THE LAW DEANS OF ONTARIO

- AND -

THE LAW FOUNDATION OF ONTARIO

- AND -

THE LAW SOCIETY OF UPPER CANADA

THE PARTIES AGREE AS FOLLOWS:

1. In this Agreement, unless the context otherwise requires:
 - (a) "Board" means the Board of Governors established under clause 4(1);
 - (b) "Executive Director" means the Executive Director hired under clause 13(1);

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- (c) "Law Commission" means the Law Commission of Ontario established by this Agreement between the Parties;
 - (d) "Law Deans" means the Law Deans of the following law schools: Osgoode Hall Law School, York University; Queen's University Faculty of Law; University of Ottawa Faculty of Law – Common Law Section; University of Ottawa Faculty of Law – Civil Law Section, University of Toronto Faculty of Law; University of Western Ontario Faculty of Law; and the University of Windsor Faculty of Law;
 - (e) "Law Foundation" means the Law Foundation of Ontario;
 - (f) "Law Society" means the Law Society of Upper Canada;
 - (g) "Minister" means Her Majesty the Queen in right of Ontario as represented by the Attorney General;
 - (h) "Parties" means Her Majesty the Queen in right of Ontario as represented by the Attorney General, the Dean of Osgoode Hall Law School, the Law Deans of Ontario, the Law Foundation of Ontario, and the Law Society of Upper Canada.
2. (1) The Law Commission's purpose is to recommend law reform measures to:
- (a) Enhance the legal system's relevance, effectiveness and accessibility;
 - (b) Improve the administration of justice through the clarification and simplification of the law; and
 - (c) Consider the effectiveness and use of technology as a means to enhance access to justice.
- (2) The Law Commission shall also:
- (a) Stimulate critical debate about law and promote scholarly legal research; and
 - (b) Develop priority areas for study which are underserved by other research, determine ways to disseminate the information to those

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who need it and foster links with communities, groups and agencies.

3. In furtherance of its mandate, the Law Commission may:
 - (a) undertake, promote, initiate and evaluate studies and research;
 - (b) support, publish, sell or otherwise disseminate studies, reports and other documents;
 - (c) sponsor or support conferences, seminars and other meetings;
 - (d) facilitate and support cooperative efforts among the Law Commission, governments, the academic community, the legal profession and other organizations and persons interested in the Commission's work; and
 - (e) do all such things as are conducive to the furtherance of its purpose.

4. (1) There is hereby established a governing body of the Law Commission called the Board of Governors and consisting of the following members:
 - (a) One person appointed by the Law Foundation of Ontario;
 - (b) One person appointed by the Law Deans (other than Osgoode Hall Law School);
 - (c) One person appointed by Osgoode Hall Law School;
 - (d) One person appointed by the Ministry of the Attorney General;
 - (e) One person appointed by the Law Society;
 - (f) One person appointed by the judiciary; and
 - (g) Other representatives as required and identified by the Board of Governors.

(2) The first persons appointed under clause 4(1)(b), (d) and (f) shall be appointed for a period of two years. The first persons appointed under clause

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4(1)(a), (c) and (e) shall be appointed for a period of three years. Following these initial appointments, all appointments shall be for a period of three years.

(3) A member of the Board of Governors shall be eligible for reappointment to the Law Commission in the same or another capacity.

(4) Upon the expiry of a member's term of office, the member may continue in office until his or her reappointment or until his or her successor is appointed, as the case may be.

(5) A member who wishes to resign shall notify the Board of Governors and the body that appointed him/ her in writing to that effect, and the resignation becomes effective at the time the body receives the notice or at the time specified in the notice, whichever is the later.

(6) A member who is appointed to the Board of Governors shall not be appointed to the Research Advisory Board.

(7) As a group, the members of the Board of Governors should be broadly representative of the regional and cultural diversity of the province of Ontario.

5. (1) The Board of Governors may elect a Chair of the Board of Governors from among its members in accordance with clause 5(2), who shall preside over all meetings of the Board of Governors and in his/ her absence the Board of Governors may elect an Acting Chair to carry out the duties of the Chair.

(2) The Chair shall be selected based on the following criteria:

- (a) High level of professional achievement in his/ her field of endeavour;
- (b) Demonstrated commitment to law reform;

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- (c) Strong managerial and leadership skills;
- (d) Interest in operational design and operational issues;
- (e) Energetic and able to make the required time commitment; and
- (f) Excellent interpersonal skills.

6. The members of the Board of Governors serve without remuneration, but shall be entitled to be paid reasonable travel and living expenses incurred by the member while absent from the member's ordinary place of residence in the course of performing duties under this Agreement.

7. (1) The Board of Governors shall manage and conduct the affairs and business of the Law Commission and exercise the powers and perform the duties necessary to achieve the Law Commission's mandate and, without limiting the generality of the foregoing, shall:

- (a) be responsible for making final decisions regarding the research agenda, research projects and final reports;
- (b) be responsible for overseeing the operational functioning of the Law Commission;
- (c) make connections with the private bar and other Canadian and international law reform bodies, including the Uniform Law Conference of Canada; and
- (d) be responsible for hiring the Executive Director, setting the terms of employment and developing the Executive Director's performance measures.

(2) The Board of Governors may delegate any of its powers to committees named by it from among its members.

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8. (1) The Board of Governors shall meet at such times as the Chair may determine.

(2) A member of the Board of Governors may participate in a meeting of the Board of Governors or of a committee of the Board of Governors by means of such telephone or other communication facilities as permit all persons participating in the meeting to communicate with each other, and a member participating in a meeting is deemed for the purposes of this Agreement to be present at the meeting.

(3) The Board of Governors shall not transact business unless half of the Board of Governors members referred to in clause 4(1) are present.

9. (1) There is hereby established a research advisory body of the Law Commission called the Research Advisory Board and consisting of the following members:

- (a) The Executive Director;
- (b) One person appointed by Osgoode Hall Law School, York University;
- (c) One person appointed by Queen's University Faculty of Law;
- (d) One person appointed by the University of Ottawa Faculty of Law – Civil Law Section;
- (e) One person appointed by the University of Ottawa Faculty of Law – Common Law Section;
- (f) One person appointed by the University of Toronto Faculty of Law;
- (g) One person appointed by the University of Western Ontario Faculty of Law;
- (h) One person appointed by the University of Windsor Faculty of Law;
- (i) One person appointed by the Law Society;
- (j) One person appointed by the Ministry of the Attorney General;

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- (k) One representative of the private bar chosen by the other members of the Research Advisory Board;
- (l) One representative of another discipline chosen by the other members of the Research Advisory Board; and
- (m) Additional persons as identified by the Board of Governors.

(2) Members of the Research Advisory Board shall be appointed for a period of three years.

(3) A member of the Research Advisory Board shall be eligible for reappointment to the Law Commission in the same or another capacity.

(4) Upon the expiry of a member's term of office, the member may continue in office until his or her reappointment or until his or her successor is appointed, as the case may be.

(5) A member who wishes to resign shall notify the Research Advisory Board and the body that appointed him/ her in writing to that effect, and the resignation becomes effective at the time the body receives the notice or at the time specified in the notice, whichever is the later.

(6) A member who is appointed to the Research Advisory Board shall not be appointed to the Board of Governors.

(7) As a group, the members of the Research Advisory Board should be broadly representative of the regional and cultural diversity of the province of Ontario.

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10. The members of the Research Advisory Board shall serve without remuneration but shall be entitled to be paid reasonable travel and living expenses incurred by the member while absent from the member's ordinary place of residence in the course of performing duties under this Agreement.

11. (1) The Research Advisory Board shall make recommendations to the Board of Governors regarding the research agenda, particular research projects and timelines.

(2) The Research Advisory Board shall be responsible for making recommendations to the Board of Governors regarding the establishment of multi-disciplinary project teams drawing on members from various law schools, across other university faculties, the government and the practicing bar.

(3) The Research Advisory Board shall have the ability to create *ad hoc* advisory groups with broad representation to advise on particular projects.

12. (1) The Research Advisory Board shall meet at such times as the Chair may determine.

(2) A member of the Research Advisory Board may participate in a meeting of the Research Advisory Board or of a committee of the Research Advisory Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to communicate with each other, and a member participating in a meeting is deemed for the purposes of this Agreement to be present at the meeting.

(3) The Research Advisory Board shall not transact business unless half of the Research Advisory Board members referred to in clause 9(1) are present.

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13. (1) There shall be an Executive Director who shall be appointed by the Board of Governors and who shall be responsible to the Board of Governors for the carrying out of the objectives of the Law Commission.

(2) Under the direction of the Chair of the Board of Governors, the Executive Director has the day-to-day supervision over the staff and work of the Law Commission.

(3) The Executive Director shall be a non-voting member of the Board of Governors and shall support the Board of Governors meetings and decision-making process.

(4) The Executive Director shall assist the Board of Governors to develop and support the research agenda, conduct requests for proposals, set timelines and provide project management.

(5) The Executive Director shall also assist the Board of Governors in the maintenance of ongoing stakeholder communications and management.

14. (1) The Executive Director shall be the Chair of the Research Advisory Board and shall preside over all meetings of the Research Advisory Board and in his/her absence the Research Advisory Board may elect an Acting Chair to carry out the duties of the Chair.

(2) The Executive Director shall assist the Research Advisory Board to develop and support the research agenda, develop multi-disciplinary teams for projects, develop and monitor timelines for projects and establish *ad hoc* advisory committees as required for particular projects.

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15. The Law Commission, through the Executive Director, may employ legal staff and administrative and secretarial staff that may be required to carry out the mandate of the Law Commission.
16. The office of the Law Commission shall be at Osgoode Hall Law School.
17. Appointments and agreements on behalf of the Parties shall be made in writing under the signatures,
 - (a) for her Majesty the Queen in right of Ontario, the Attorney General or his/ her designate;
 - (b) for Osgoode Hall Law School, the Dean or his/ her designate;
 - (c) for the Law Deans, the Chair or his/ her designate;
 - (d) for the Law Foundation, the Chair or his/ her designate; and
 - (e) for the Law Society, the Treasurer or his/ her designate.
18. (1) The Board of Governors shall, on or before June 1 in each year, prepare for submission to the Minister, Osgoode Hall Law School, the Law Society and the Law Foundation, a budget for the next ensuing fiscal year and projected expenditures for the second and third ensuing fiscal years.
 - (2) Notwithstanding any other provision of this Agreement and as a condition precedent to the continuation of the Agreement, the Board of Governors shall obtain from the Minister, the Dean of Osgoode Hall Law School, the Law Society and the Law Foundation approval of the budget in each fiscal year and shall also obtain approval in principle of the projected expenditures for the second and third ensuing fiscal years and so long thereafter as this Agreement remains in force.
 - (3) The budget shall identify items of expenditure, describe items of expenditure and provide estimates of projected expenditures with respect to:

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- (a) the salary and expenses payable to the Executive Director;
- (b) office and administration expenses, including administrative and secretarial staff and legal staff;
- (c) provision of and addition to a research library and materials;
- (d) expenses of all research projects, including services and expenses of persons retained;
- (e) the expenses for Board of Governors members and Research Advisory Board members; and
- (f) any other matters the Board of Governors considers appropriate.

19. The Law Commission shall annually provide to the Parties an annual report on the affairs and business of the Law Commission during the preceding term of this Agreement, including, without limitation,

- (a) a financial statement and a summary statement of the source and application of funds for the previous fiscal year prepared and certified by an appropriate financial officer of Osgoode Hall Law School;
- (b) a summary of the Law Commission's activities and business affairs in its previous operating year.

20. (1) The term of this Agreement is from January 1, 2007 to January 1, 2011.

(2) The term of this Agreement may be extended by mutual agreement of the Parties on any terms and conditions they may agree to.

(3) A party may terminate this Agreement before January 1, 2011, by giving the other Parties two years notice in writing, on or before March 31 in any year.

(4) If notice is given under subclause (3), the Party giving the notice shall, on giving the notice, provide a copy of the notice to the Executive Director.

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21. On the termination of this Agreement, unless otherwise specified, any property shall become the property of the successor organization to the Law Commission, if any. In the absence of such a successor organization, unless otherwise specified, such items shall revert to the donor.

THE PARTIES have executed this Agreement by adding their signatures on the following page.

LAW COMMISSION OF ONTARIO

SIGNED, SEALED and DELIVERED by:

HER MAJESTY THE QUEEN in right of
the Province of Ontario, as represented
by the Attorney General

Per: M. J. Bryant
Michael Bryant

July 16, 2007
Date

OSGOODE HALL LAW SCHOOL

Per: Patrick Monahan
Patrick Monahan

September 7, 2007
Date

LAW DEANS OF ONTARIO

Per: Yves Le Bouthillier
Yves Le Bouthillier

July 25, 2007
Date

LAW FOUNDATION OF ONTARIO

Per: Larry Banack
Larry Banack

July 18, 2007
Date

LAW SOCIETY OF UPPER CANADA

Per: Gavin MacKenzie
Gavin MacKenzie

July 13 2007.
Date

