

Exhibit 11



Rules of Professional Conduct

~Effective November 1, 2000~

**Adopted by Convocation June 22, 2000
Amendments Current to September 22, 2011**

Rule 1 Citation and Interpretation

1.01 CITATION

1.01 These rules may be cited as the *Rules of Professional Conduct*.

1.02 DEFINITIONS

1.02 In these rules, unless the context requires otherwise,

“affiliated entity” means any person or group of persons other than a person or group authorized to practice law in or outside Ontario;

[New – May 2001]

“affiliation” means the joining on a regular basis of a lawyer or group of lawyers with an affiliated entity in the delivery or promotion and delivery of the legal services of the lawyer or group of lawyers and the non-legal services of the affiliated entity;

[New – May 2001]

“associate” includes:

- (a) a licensee who is an employee of the law firm in which the licensee practices law or provides legal services; and
- (b) a non-licensee employee of a multi-discipline practice providing services that support or supplement the practice of law in which the non-licensee provides his or her services.

[Amended – September 2010]

“client” includes a client of the law firm of which the lawyer is a partner or associate, whether or not the lawyer handles the client’s work;

Commentary

A solicitor and client relationship is often established without formality. For example, an express retainer or remuneration is not required for a solicitor and client relationship to arise. Also, in some circumstances, a lawyer may have legal and ethical responsibilities similar to those arising from a solicitor and client relationship. For example, a lawyer may meet with a prospective client in circumstances that impart confidentiality, and, although no solicitor and client relationship is ever actually established, the lawyer may have a disqualifying conflict of interest if he or she were later to act against the prospective client. It is, therefore, in a lawyer’s own interest to carefully manage the establishment of a solicitor and client relationship.

“conduct unbecoming a barrister or solicitor” means conduct, including conduct in a lawyer’s personal or private capacity, that tends to bring discredit upon the legal profession including, for example,

Rule 1

- (a) committing a criminal act that reflects adversely on the lawyer's honesty, trustworthiness, or fitness as a lawyer,
- (b) taking improper advantage of the youth, inexperience, lack of education, unsophistication, ill health, or unbusinesslike habits of another, or
- (c) engaging in conduct involving dishonesty or conduct which undermines the administration of justice;

[Amended – May 2008]

Commentary

Dishonourable or questionable conduct on the part of a lawyer in either private life or professional practice will reflect adversely upon the integrity of the profession and the administration of justice. If the conduct, whether within or outside the professional sphere, is such that knowledge of it would be likely to impair the client's trust in the lawyer, the Society may be justified in taking disciplinary action.

Generally, however, the Society will not be concerned with the purely private or extra-professional activities of a lawyer that do not bring into question the lawyer's professional integrity.

“consent” means

- (a) a consent in writing, provided that where more than one person consents, each may sign a separate document recording his or her consent, or
- (b) an oral consent, provided that each person giving the oral consent receives a separate letter recording his or her consent;

“independent legal advice” means a retainer where

- (a) the retained lawyer, who may be a lawyer employed as in-house counsel for the client, has no conflicting interest with respect to the client's transaction,
- (b) the client's transaction involves doing business with
 - (i) another lawyer,
 - (ii) a corporation or other entity in which the other lawyer has an interest other than a corporation or other entity whose securities are publicly traded, or
 - (iii) a client of the other lawyer,
- (c) the retained lawyer has advised the client that the client has the right to independent legal representation,

- (d) the client has expressly waived the right to independent legal representation and has elected to receive no legal representation or legal representation from the other lawyer,
- (e) the retained lawyer has explained the legal aspects of the transaction to the client, who appeared to understand the advice given, and
- (f) the retained lawyer informed the client of the availability of qualified advisers in other fields who would be in a position to give an opinion to the client as to the desirability or otherwise of the proposed investment from a business point of view;

“independent legal representation” means a retainer where

- (a) the retained lawyer, who may be a lawyer employed as in-house counsel for the client, has no conflicting interest with respect to the client’s transaction, and
- (b) the retained lawyer will act as the client’s lawyer in relation to the matter;

Commentary

Where a client elects to waive independent legal representation but to rely on independent legal advice only, the retained lawyer has a responsibility that should not be lightly assumed or perfunctorily discharged.

“interprovincial law firm” means a law firm that carries on the practice of law in more than one province or territory of Canada;

“law firm” includes one or more lawyers practising

- (a) in a sole proprietorship,
- (b) in a partnership,
- (c) as a clinic under the Legal Aid Services Act 1998,
- (d) in a government, a Crown corporation, or any other public body, or
- (e) in a corporation or other body;

“lawyer” means a person licensed by the Society to practise law as a barrister and solicitor in Ontario and includes a candidate enrolled in the Society’s Licensing Process for lawyers;

“legal practitioner” means a person

- (a) who is a licensee; or

Rule 1

(b) who is not a licensee but who is a member of the bar of a Canadian jurisdiction, other than Ontario, and who is authorized to practise law as a barrister and solicitor in that other jurisdiction;

[New – June 2009]

“licensee” means a lawyer or a paralegal;

“limited scope retainer” means the provision of legal services by a lawyer for part, but not all, of a client’s legal matter by agreement between the lawyer and the client;

[New – September 2011]

“paralegal” means a person licensed by the Society to provide legal services in Ontario;

“professional misconduct” means conduct in a lawyer’s professional capacity that tends to bring discredit upon the legal profession including

- (a) violating or attempting to violate one of the rules in the *Rules of Professional Conduct* or a requirement of the *Law Society Act* or its regulations or by-laws,
- (b) knowingly assisting or inducing another legal practitioner to violate or attempt to violate the rules in the *Rules of Professional Conduct*, the *Paralegal Rules of Conduct* or a requirement of the *Law Society Act* or its regulations or by-laws,
- (c) knowingly assisting or inducing a non-licensee partner or associate of a multi-discipline practice to violate or attempt to violate the rules in the *Rules of Professional Conduct* or a requirement of the *Law Society Act* or its regulations or by-laws,
- (d) misappropriating or otherwise dealing dishonestly with a client’s or a third party’s money or property,
- (e) engaging in conduct that is prejudicial to the administration of justice,
- (f) stating or implying an ability to influence improperly a government agency or official, or
- (g) knowingly assisting a judge or judicial officer in conduct that is a violation of applicable rules of judicial conduct or other law;

[Amended – June 2009]

“Society” means The Law Society of Upper Canada;

“tribunal” includes courts, boards, arbitrators, mediators, administrative agencies, and bodies that resolve disputes, regardless of their function or the informality of their procedures.

Rule 6 Relationship to the Society and Other Lawyers

6.01 RESPONSIBILITY TO THE PROFESSION GENERALLY

Integrity

6.01 (1) A lawyer shall conduct himself or herself in such a way as to maintain the integrity of the profession.

Commentary

Integrity is the fundamental quality of any person who seeks to practise as a lawyer. If a client has any doubt about his or her lawyer's trustworthiness, the essential element in the true lawyer-client relationship will be missing. If integrity is lacking, the lawyer's usefulness to the client and reputation within the profession will be destroyed regardless of how competent the lawyer may be.

Public confidence in the administration of justice and in the legal profession may be eroded by a lawyer's irresponsible conduct. Accordingly, a lawyer's conduct should reflect credit on the legal profession, inspire the confidence, respect and trust of clients and the community, and avoid even the appearance of impropriety.

[Amended – June 2007]

Meeting Financial Obligations

(2) A lawyer shall promptly meet financial obligations incurred in the course of practice on behalf of clients unless, before incurring such an obligation, the lawyer clearly indicates in writing to the person to whom it is to be owed that it is not to be a personal obligation.

[Amended - January 2009]

Commentary

In order to maintain the honour of the Bar, lawyers have a professional duty (quite apart from any legal liability) to meet financial obligations incurred, assumed, or undertaken on behalf of clients unless, the lawyer clearly indicates otherwise in advance.

[Amended - January 2009]

When a lawyer retains a consultant, expert, or other professional, the lawyer should clarify the terms of the retainer in writing, including specifying the fees, the nature of the services to be provided, and the person responsible for payment. If the lawyer is not responsible for the payment of the fees, the lawyer should help in making satisfactory arrangements for payment if it is reasonably possible to do so.