

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

MURRAY KLIPPENSTEIN

Plaintiff

and

LAW SOCIETY OF ONTARIO

Defendant

REPLY TO STATEMENT OF DEFENCE

1. Terms herein will be used as defined in the Statement of Claim.
2. Except as expressly admitted, the Plaintiff does not admit any of the allegations contained in the Statement of Defence.
3. The Plaintiff admits the allegations contained in paras 3, 4, 5, and 6.

THE PLAINTIFF IS A DIRECTOR OF THE LSO CORPORATION, WITH AN INDIVIDUAL RIGHT TO INFORMATION

4. In partial reply to the Defendant's general denial and lack of knowledge expressed in para 1 of its Statement of Defence, and in particular as it relates to the Plaintiff's assertion that benchers are the designated directors of the corporation, the LSO has filed a corporate information report with the Ontario government pursuant to the *Corporations Information Act*, RSO 1990, c C39, reporting, confirming, and publishing that the Plaintiff, Murray Klippenstein, is a director of the LSO corporation.
5. In reply to para 2 of the Statement of Defence, the Plaintiff asserts that while the LSO corporation exists and was continued under the *Law Society Act*, the corporation has existed since 1822 and the LSO's benchers have been the corporation's directors since at least the passage in 1953 of the *Corporations Act*, SO 1953, c 19.
6. In reply to para 6 of the Statement of Defence, the Plaintiff asserts that while Convocation may be the primary forum for benchers to govern the affairs of the LSO, a bencher's role in governance extends beyond the confines of Convocation. Discussion, deliberation, debate, and critique take place both in and outside of Convocation meetings, and are predicated upon adequate, accurate, and timely information being available to benchers on the issues before the LSO and Convocation.
7. In reply to para 8 of the Statement of Defence, some of the documents sought by the Plaintiff do fall within the categories of records listed in s 304 of the *Corporations Act*. In particular, Information items 7, 13, 16, and 22 of Schedule "A" fall within the category of accounting records under s 304 of the *Corporations Act*. Moreover, the categories of information identified by statute in no way derogate from a director's common law right to information, which is more extensive.

8. In reply to paras 9 and 10 of the Statement of Defence, the Plaintiff asserts that he has an individual right to information as a director of the LSO corporation. This is a long-standing and foundational principle of common law. Convocation cannot by majority vote determine or restrict the right of a bencher or a minority of benchers to information considered by them as appropriate and necessary to fulfill their role in the governance, management, and direction of the LSO. As a director, the Plaintiff is presumptively entitled to the information he considers necessary to carry out that role and in discharging his duty to maintain and advance the cause of justice and the rule of law, to facilitate justice for Ontarians and to protect the public interest. Further, the limiting of information to an individual director inhibits the full discussion, deliberation, debate, and critique of policies, decisions, and management of the LSO in Convocation.
9. In reply to para 11 of the Statement of Defence, the 161 pages of materials provided to EIAC do not contain the Information sought.
10. In reply to para 12 of the Statement of Defence, the Treasurer or a delegate is indeed obligated to grant a director's request for information. Further, the Information is neither of a confidential nor regulatory nature that would prevent disclosure to a director.
11. In reply to para 14 of the Statement of Defence, it is *ultra vires* Convocation to deny individual director's requests for information. The Plaintiff's request for the Information has in fact already been improperly denied by the LSO. The appropriate forum to grant the relief sought in the Statement of Claim is This Honourable Court.

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MURRAY KLIPPENSTEIN

Plaintiff

and LAW SOCIETY OF ONTARIO

Defendant

Court File No. CV-22-006828844-0000

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Proceeding commenced at TORONTO

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