



Conflict of Interest Policy

1. Purpose and Statement of Principles

This policy provides direction and guidance to employees, including corporate officers, and members of the Board of iGaming Ontario (“iGO”) to minimize the risk of conflicts of interest occurring between the roles and responsibilities of employees and Board members of iGO and their private interests and to appropriately resolve any conflict of interest that may arise.

The policy also provides direction and guidance to former employees and former Board members on appropriate conduct after leaving iGO related to their previous roles and responsibilities with iGO.

This policy is intended to assist iGO in operating with integrity, efficiency, and effectiveness in the best interests of the Government of Ontario and Ontarians generally. This policy and its operation are also intended to maintain and enhance public confidence in iGO and its operations.

1.1. iGaming Ontario

iGO is a corporation without share capital established and continued by regulations under Ontario statutes.¹ Its objects and duties are to develop, undertake and organize specified online lottery schemes, to promote responsible gaming on those lottery schemes, and to conduct and manage the lottery schemes in accordance with applicable federal and Ontario gaming law.²

The regulation, gives iGO authority to employ individuals necessary for the conduct of its business and to set the terms and conditions of employment.³ These employees serve iGO and conduct its business.

¹ Ontario Regulation 722/21 under the *Alcohol and Gaming Commission of Ontario Act, 2019*

² Section 4, Ontario Regulation 722/21

³ Section 17, Ontario Regulation 722/21

The regulation also requires the iGO Board of Directors to develop and maintain a conflict of interest policy for directors and employees of iGO.⁴

iGO is designated as a “public body” under the *Public Service of Ontario Act, 2006* (“PSOA”). As a result, the conflict of interest policy developed by the Board of iGO must meet the requirements set out in Part IV of the PSOA and be approved by the Integrity Commissioner. For approval, the conflict of interest policy developed by the Board must meet the requirements for ethical conduct imposed on persons employed at Ontario Government Ministries, and for greater clarity, represent Rules prepared by a public body in accordance with s. 59 of PSOA.

1.2. Principles Common to All Requirements and Rules

If a provision of this policy is inconsistent with the conflict of interest rules set out in Ontario Regulation 381/07, the requirements in the regulation will prevail. However, there is no inconsistency between this policy and the rules established in the regulation where this policy sets out a higher level of ethical conduct than is set out in the regulation.

The role of the Ethics Executive, as designated in this policy, includes providing advice to employees or Board members, as the case may be, about the application of the conflict of interest policy. The role of the Ethics Executive also includes making determinations of conflicts of interest under the policy and giving direction that must be followed to minimize real, potential, or perceived conflicts of interest.

This policy establishes standards of ethical conduct for specified activities. An employee, former employee, Board member, or former Board member remains subject to such duties and responsibilities to iGO.

An individual subject to this policy is expected to take precautions as may be necessary to prevent or, if necessary, resolve a real, potential, or perceived conflict of interest. These individuals must consider how their behaviours may be perceived by members of the public and how their behaviours may affect iGO, as well as the province’s reputation. These individuals are expected to always consider public perception and exercise reasonable judgment when carrying out their duties and responsibilities to iGO.

1.3. Scope and Application

This policy applies to all employees and Board members of iGO. Persons seconded from other employers to iGO and employees on leave from iGO are deemed to be

⁴ Section 13, Ontario Regulation 722/21

employees for the purposes of this policy and, therefore, subject to its rules and requirements.

All affected individuals should review this policy on a regular basis and satisfy themselves that they have taken or are taking such actions as may be required to comply with this policy.

2. Rules that Apply to Current Employees and Board Members

It is important that iGO employees and Board members achieve the highest standards of conduct. iGO expects employees to conduct themselves with personal integrity, ethics, honesty, and diligence in performing their duties and responsibilities. Employees must uphold such high ethical standards to conserve and enhance public confidence in the integrity, objectivity, and impartiality of iGO, as well as its conduct and management of prescribed online lottery schemes. As well, Board members must exercise their respective responsibilities as directors of iGO and otherwise represent iGO with such high standards of ethical behaviour and business conduct to conserve and enhance public confidence in the integrity, objectivity, and impartiality of iGO.

Employees and Board members are required to comply with the following rules:

2.1. Prohibited Gaming Activities

iGO employees and Board members are prohibited from playing online lottery schemes that are conducted and managed by iGO as listed and maintained on iGO's website. Such participation compromises the integrity of such schemes and undermines the perception of the impartiality of iGO in the operation of such schemes. As well, such employee or Board member participation could raise perceptions of unfairness in the operation of such schemes.

Despite the prohibition set out above, iGO employees and Board members may create or register accounts for lottery schemes conducted and managed by iGO for the purpose of testing, ensuring contractual compliance or market research where no bet is made.

For greater clarity, iGO employees and Board members may play online lottery schemes that are conducted and managed by entities other than iGO (i.e. the Ontario Lottery and Gaming Corporation). However, iGO employees and Board members are prohibited from playing online lottery schemes in Ontario that are not operated in accordance with applicable law (i.e. the unregulated market).

2.2. Benefiting Self, Spouse, Children, Parent or Sibling.

An iGO employee or Board member shall not use or attempt to use his or her employment by iGO or appointment to the Board to benefit directly or indirectly himself or herself or his or her spouse, child, parent or sibling.

An iGO employee or Board member shall not allow the prospect of his or her future employment by a person or entity to detrimentally affect the performance of his or her duties to iGO.

2.3. Accepting Gifts

An iGO employee or Board member shall not accept a gift from any of the following persons or entities if a reasonable person might conclude that the gift could influence the employee or member when performing their duties to iGO:

- A person, group, or entity that has dealings with iGO,
- A person, group, or entity to whom the employee or Board member provides services in the course of their duties to iGO, or
- A person, group, or entity that seeks to do business with iGO.

This rule shall not operate to prevent an iGO employee or Board member from accepting a gift of nominal value given as an expression of courtesy or hospitality if doing so is reasonable in the circumstances.

An iGO employee or Board member who receives a gift in the circumstances described in this rule shall immediately notify their Ethics Executive.

2.4. Disclosing Confidential Information

An iGO employee or Board member shall not disclose confidential information obtained during employment by iGO or appointment to the Board to a person or entity unless the employee or Board member is authorized to do so by law, by contract or by iGO.

An iGO employee or Board member shall not use confidential information in a business or undertaking outside his or her work for iGO.

An iGO employee or Board member shall not accept a gift directly or indirectly in exchange for disclosing confidential information.

2.5. Giving Preferential Treatment

When performing his or her duties to iGO,

- An iGO employee or Board member shall not give preferential treatment to any person or entity, including a person or entity in which the iGO employee or Board member or a member of their family or a friend has an interest, and
- An iGO employee or Board member shall endeavour to avoid creating the appearance that preferential treatment is being given to a person or entity that could benefit from it.
- An iGO employee or Board member shall not offer assistance to a person or entity in dealing with the iGO other than assistance given in the ordinary course of his or her employment or appointment.

2.6. Dealings with Family Members

An iGO employee or Board member shall not, on behalf of iGO,

- Hire their spouse, child, parent or sibling, or
- Enter into a contract with their spouse, child, parent or sibling or with a person or entity in which any of them has a substantial interest.

An iGO employee who hires a person on behalf of iGO shall ensure that the person does not report to, or supervise the work of, the person's spouse, child, parent, or sibling.

An iGO employee who reports to, or supervises the work of, their spouse, child, parent or sibling shall notify their Ethics Executive. Similarly, an iGO Board member who reviews the work of their spouse, child, parent or sibling for iGO shall notify their Ethics Executive.

An iGO employee who seeks to hire a member of their immediate family that is not a spouse, child, parent, or sibling shall notify their Ethics Executive.

2.7. Engaging in Outside Business or Undertakings

An iGO employee or Board member shall not become employed by or engage in a business or undertaking outside his or her employment or appointment at iGO in any of the following circumstances:

- If the employee's or member's private interests in connection with the employment or undertaking could conflict with his or her duties to iGO,
- If the employment or undertaking would interfere with the employee's or member's ability to perform his or her duties to iGO,
- If the employment is in a professional capacity and is likely to influence or detrimentally affect the employee's or member's ability to perform his or her duties to iGO,

- If, in connection with the employment or undertaking, any person would derive an advantage from the employee's employment or the member's appointment at iGO, or
- iGO premises, equipment or supplies are used in the employment or undertaking.

An iGO employee shall not become employed outside of his or her employment with iGO if the employment would constitute full-time employment for another person. However, this paragraph does not apply with respect to an iGO employee who is employed part-time by iGO. This paragraph also does not apply with respect to an iGO employee who is on an authorized leave of absence from his or her position, but only if the employment is not contrary to or inconsistent with the terms of the leave of absence.

2.8. Participating in Decision-Making

An iGO employee or Board member shall not participate in decision-making by iGO with respect to a matter that the employee or member is able to influence in the course of their duties if the employee or member could benefit from the decision. This prohibition does not apply if the employee or member obtains the prior approval of his or her Ethics Executive to participate in decision-making by iGO with respect to the matter.

If an iGO employee or Board member is, as part of employment or appointment, a member of a body or group, the employee or member shall not participate in, or attempt to influence, decision-making by that body or group with respect to a matter if the employee or Board member could benefit from the decision or if, as a result of the decision, the interests of the body or group could conflict with the interests of iGO. In such a situation, the employee or member shall inform the body or group of the circumstances of the potential benefit or the potential conflicts of interests between the body or group and iGO.

2.9. Matters that Might Involve the Private Sector

The following requirements to make financial disclosure and refrain from taking certain actions apply to an iGO employee or Board member who routinely works for iGO on one or more matters that might involve the private sector and has access to confidential information about the matter obtained through employment or appointment at iGO.

"Matters that might involve the private sector" are matters that relate to services currently provided under an iGO or Crown program where:

- It is possible that a private sector entity will provide all or part of the financing for the services or will provide some or all of the services, and
- The matter has been referred to iGO by the Executive Council or a member of the Executive Council for review or implementation.

2.9.1. Financial Disclosure

Where the circumstances described in 2.9 above apply, the iGO employee or Board member shall, when beginning work on a matter described above, make a declaration to the Integrity Commissioner disclosing the following:

- A legal or beneficial interest of the employee or member in securities or derivatives of corporations or governments, other than the Government of Ontario,
- A legal or beneficial interest of the employee or member in a business entity or a commercial operation or in the assets of such an entity or operation,
- A legal or beneficial interest of the employee or member in real property,
- A legal or beneficial interest of the employee or member in a mutual fund that is operated as an investment club where,
 - its shares or units are held by not more than 50 persons and its indebtedness has never been offered to the public,
 - it does not pay or give any remuneration for investment advice or in respect of trades in securities, except normal brokerage fees, and
 - all of its members are required to make contributions in proportion to the shares or units each holds for the purpose of financing its operations.

Despite the disclosure requirements above, the iGO employee or Board member is not required to disclose his or her legal or beneficial interest in any of the following:

- A mutual fund within the meaning of subsection 1 (1) of the *Securities Act* other than a mutual fund operated as an investment club as described in this section 2.9.1 or a gaming/sports betting focussed mutual fund,
- Fixed-value securities issued or guaranteed by a government or a government agency,
- A guaranteed investment certificate or similar financial instrument issued by a financial institution entitled by law to issue such instruments,
- A registered pension plan, an employee benefit plan, an annuity or life insurance policy or a deferred profit sharing plan, and
- Real property that the employee or Board member, or a member of his or her immediate family, uses primarily as a residence or for recreational purposes.

The employee or Board member shall disclose the information required above, with necessary modifications, in respect of his or her spouse and dependent children, but only to the extent that the legal or beneficial interests of the spouse or a child could create a conflict of interest. The employee or Board member shall make reasonable efforts to obtain information about the financial interests of his or her spouse and dependent children described above.

The iGO employee or Board member shall give the Integrity Commissioner, or designated person, a revised declaration whenever there is a change in any of the information required to be disclosed.

2.9.2. Prohibited Purchases

In addition, where the employee or member routinely works on one or more matters that might involve the private sector, as described in 2.9 above, and has access to confidential information about the matter obtained through employment or appointment at iGO, the employee or Board member shall not purchase, or cause another person to purchase on his or her behalf, a legal or beneficial interest in an entity that is carrying on, or proposes to carry on, an activity relating to a matter that might involve the private sector.

For greater clarity, no iGO employee or Board member shall own, purchase or cause another person to own or purchase on his or her behalf, a legal or beneficial interest in an entity that is a registered Operator conducted and managed by iGaming Ontario or is a Gaming Related Supplier that the employee or Board member knows provides goods or services for lottery schemes conducted and managed by iGaming Ontario.

This prohibition on the purchase of an interest in an entity described above ends in respect of the matter that might involve the private sector six months after the date on which the action in respect of the matter is complete or six months after iGO ceases to work on the matter.

However, an iGO employee or Board member may purchase an interest in a mutual fund (within the meaning of subsection 1 (1) of the *Securities Act*) that includes securities of such a person or entity described in the first or second paragraphs of this section 2.9.2. but not an interest in a mutual fund operated as an investment club described in 2.9.1. above that includes such securities.

2.10. Additional Rules and Requirements on Board Members Matters

In addition, iGO Board members are subject to the requirements of s. 132, s. 134(1) and s. 136 of the Ontario *Business Corporations Act*, incorporated by reference into Ontario Regulation 722/21. These provisions are reproduced at Appendix A and will apply to the Board members and iGO with necessary modifications.

3. Rules For Former iGO Employee and Former iGO Board Members

The rules set out below in this section apply to former employees and Board members of iGO. In these rules, the designated senior positions are the Chair, Vice-Chair, Board member, Executive Director, and General Counsel and Corporate Secretary.

3.1. Preferential Treatment or Access

A former iGO employee or former Board member shall not seek preferential treatment by, or privileged access to, public servants who work in a minister's office, a ministry or a public body, including iGO.⁵

3.2. Confidentiality

A former iGO employee or former Board member shall not disclose confidential information obtained during his or her employment by or appointment to iGO to a person or entity unless the former employee or former member is authorized to do so by law, by contract or by iGO.

A former iGO employee or Board member shall not use confidential information in a business or undertaking.

3.3. Acting on the Other Side of a Proceeding or Transaction

A former iGO employee or former Board member who, while employed or appointed at iGO, advised iGO about a particular proceeding, negotiation or other transaction shall not advise or otherwise assist any public body or any other person or entity in connection with the particular proceeding, negotiation or other transaction until iGO ceases to be involved in it. However, this does not preclude the former employee or former Board member from continuing to advise or otherwise assist iGO in connection with the particular proceeding, negotiation or other transaction.

⁵ "public servant" as described in s. 2(2) of the PSOA

3.4. Restrictions on Post-Employment and Post-Appointment Engagements

3.4.1. Lobbying

A person who was in a designated senior position at iGO immediately prior to leaving iGO shall not, for the period of 12 months after leaving iGO, lobby an iGO employee or Board member. Where the person in a designated senior position at iGO immediately prior to leaving iGO worked in a ministry or other public body for any time 12 months prior to leaving iGO, this 12 month ban on lobbying also applies to lobbying the minister or any public servant at that ministry or any employee or Board member of that public body.

3.4.2. Employment or Appointment

A person who was in a designated senior position at iGO immediately prior to leaving iGO shall not, for the period of 12 months after leaving iGO, accept employment with or serve as a board member of a public body or other person or entity that the person in the designated senior position was substantially involved within the 12 months prior to leaving iGO.

In addition, such a person shall not accept employment with or serve as a board member of a public body or other person or entity for a period of 12 months after leaving iGO where the person had access to, in the 12 months prior to leaving iGO, confidential information that if disclosed to the public body or other person or entity would cause harm to iGO or the Crown or give the public body or other person or entity an unfair advantage over a third party.

4. The Ethics Executive

The Ethics Executive for iGO employees is the Executive Director. The Ethics Executive for Board members other than the Chair and the Executive Director (in the capacity as ex-officio member of the Board), is the Chair of the Board. The Ethics Executive for the Executive Director and the Chair of the Board is the Integrity Commissioner.

As indicated above, the role of the Ethics Executive includes providing advice to employees or Board members, as the case may be, about the application of the conflict of interest policy, both generally and in specific circumstances. The role of the Ethics Executive also includes making determinations of conflicts of interest under the policy and providing direction about steps that must be taken to minimize real or potential conflicts of interest.

5. Glossary

“Board member” means a member of the board of directors of iGO and includes a member of the interim board of directors of iGO;

“confidential information” means information that is not available to the public and that, if disclosed could result in harm to iGO or give the person to whom it was disclosed an advantage;

“Executive Council” means the Executive Council described in the *Executive Council Act* and commonly referred to as the Cabinet of the Government of Ontario;

“gift” includes a benefit of any kind;

“perceived conflict of interest” means situation that could appear to be a conflict of interest or potential conflict of interest to a reasonable person;

“public body” means a body as defined in the PSOA and regulations made thereunder;

“spouse” means,

- (a) a spouse as defined in section 1 of the *Family Law Act*, or
- (b) either of two persons who live together in a conjugal relationship outside marriage.

Appendix A: Applicable provisions of the Ontario *Business Corporations Act*

Pursuant to s. 24 of Ontario Regulation 722/21, the following provisions of the Ontario apply, with necessary modifications to iGO and iGO Board members.

These provisions must be read and interpreted in a manner that is consistent with the provisions of the iGO conflict of interest policy.

Disclosure: conflict of interest

132 (1) A director or officer of a corporation who,

- (a) is a party to a material contract or transaction or proposed material contract or transaction with the corporation; or
- (b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the corporation,

shall disclose in writing to the corporation or request to have entered in the minutes of meetings of directors the nature and extent of his or her interest. R.S.O. 1990, c. B.16, s. 132 (1).

by director

- (2) The disclosure required by subsection (1) shall be made, in the case of a director,
- (a) at the meeting at which a proposed contract or transaction is first considered;
 - (b) if the director was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested;
 - (c) if the director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested; or
 - (d) if a person who is interested in a contract or transaction later becomes a director, at the first meeting after he or she becomes a director. R.S.O. 1990, c. B.16, s. 132 (2).

by officer

- (3) The disclosure required by subsection (1) shall be made, in the case of an officer who is not a director,
- (a) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of directors;
 - (b) if the officer becomes interested after a contract is made or a transaction is entered into, forthwith after he or she becomes so interested; or
 - (c) if a person who is interested in a contract or transaction later becomes an officer, forthwith after he or she becomes an officer. R.S.O. 1990, c. B.16, s. 132 (3).

Where contract or transaction does not require approval

(4) Despite subsections (2) and (3), where subsection (1) applies to a director or officer in respect of a material contract or transaction or proposed material contract or transaction that, in the ordinary course of the corporation's business, would not require approval by the directors or shareholders, the director or officer shall disclose in writing to the corporation or

request to have entered in the minutes of meetings of directors the nature and extent of his or her interest forthwith after the director or officer becomes aware of the contract or transaction or proposed contract or transaction. R.S.O. 1990, c. B.16, s. 132 (4).

Director not to vote

(5) A director referred to in subsection (1) shall not attend any part of a meeting of directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is,

- (a) one relating primarily to his or her remuneration as a director of the corporation or an affiliate;
- (b) one for indemnity or insurance under section 136; or
- (c) one with an affiliate. 2006, c. 34, Sched. B, s. 23 (1).

Remaining directors deemed quorum

(5.1) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of subsection (5), the remaining directors shall be deemed to constitute a quorum for the purposes of voting on the resolution. 2006, c. 34, Sched. B, s. 23 (2).

Shareholder approval

(5.2) Where all of the directors are required to make disclosure under subsection (1), the contract or transaction may be approved only by the shareholders. 2006, c. 34, Sched. B, s. 23 (2).

Continuing disclosure

(6) For the purposes of this section, a general notice to the directors by a director or officer disclosing that he or she is a director or officer of or has a material interest in a person, or that there has been a material change in the director's or officer's interest in the person, and is to be regarded as interested in any contract made or any transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction. 2006, c. 34, Sched. B, s. 23 (3).

Effect of disclosure

(7) Where a material contract is made or a material transaction is entered into between a corporation and a director or officer of the corporation, or between a corporation and another person of which a director or officer of the corporation is a director or officer or in which he or she has a material interest,

- (a) the director or officer is not accountable to the corporation or its shareholders for any profit or gain realized from the contract or transaction; and
- (b) the contract or transaction is neither void nor voidable,

by reason only of that relationship or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if the director or officer disclosed his or her interest in accordance with subsection (2), (3), (4) or (6), as the case may be, and the contract or transaction was reasonable and fair to the corporation at the time it was so approved. R.S.O. 1990, c. B.16, s. 132 (7).

Confirmation by shareholders

(8) Despite anything in this section, a director or officer, acting honestly and in good faith, is not accountable to the corporation or to its shareholders for any profit or gain realized from any such contract or transaction by reason only of his or her holding the office of director or officer, and the contract or transaction, if it was reasonable and fair to the corporation at the time it was approved, is not by reason only of the director's or officer's interest therein void or voidable, where,

- (a) the contract or transaction is confirmed or approved by special resolution at a meeting of the shareholders duly called for that purpose; and
- (b) the nature and extent of the director's or officer's interest in the contract or transaction are disclosed in reasonable detail in the notice calling the meeting or in the information circular required by section 112. R.S.O. 1990, c. B.16, s. 132 (8).

Court setting aside contract

(9) Subject to subsections (7) and (8), where a director or officer of a corporation fails to disclose his or her interest in a material contract or transaction in accordance with this section or otherwise fails to comply with this section, the corporation or a shareholder of the corporation, or, in the case of an offering corporation, the Commission may apply to the court for an order setting aside the contract or transaction and directing that the director or officer account to the corporation for any profit or gain realized and upon such application the court may so order or make such other order as it thinks fit. R.S.O. 1990, c. B.16, s. 132 (9).

...

134 (1) Every director and officer of a corporation in exercising his or her powers and discharging his or her duties to the corporation shall,

- (a) act honestly and in good faith with a view to the best interests of the corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. R.S.O. 1990, c. B.16, s. 134 (1); 2006, c. 34, Sched. B, s. 24.

...

Indemnification

136 (1) A corporation may indemnify a director or officer of the corporation, a former director or officer of the corporation or another individual who acts or acted at the corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity. 2006, c. 34, Sched. B, s. 26.

Advance of costs

(2) A corporation may advance money to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in subsection (1), but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection (3). 2006, c. 34, Sched. B, s. 26.

Limitation

(3) A corporation shall not indemnify an individual under subsection (1) unless the individual acted honestly and in good faith with a view to the best interests of the corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the corporation's request. 2006, c. 34, Sched. B, s. 26.

Same

(4) In addition to the conditions set out in subsection (3), if the matter is a criminal or administrative action or proceeding that is enforced by a monetary penalty, the corporation shall not indemnify an individual under subsection (1) unless the individual had reasonable grounds for believing that the individual's conduct was lawful. 2006, c. 34, Sched. B, s. 26.

Derivative actions

(4.1) A corporation may, with the approval of a court, indemnify an individual referred to in subsection (1), or advance moneys under subsection (2), in respect of an action by or on behalf of the corporation or other entity to obtain a judgment in its favour, to which the individual is made a party because of the individual's association with the corporation or other entity as described in subsection (1), against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in subsection (3). 2006, c. 34, Sched. B, s. 26.

Right to indemnity

(4.2) Despite subsection (1), an individual referred to in that subsection is entitled to indemnity from the corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the corporation or other entity as described in subsection (1), if the individual seeking an indemnity,

- (a) was not judged by a court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and
- (b) fulfils the conditions set out in subsections (3) and (4). 2006, c. 34, Sched. B, s. 26.

Insurance

(4.3) A corporation may purchase and maintain insurance for the benefit of an individual referred to in subsection (1) against any liability incurred by the individual,

- (a) in the individual's capacity as a director or officer of the corporation; or
- (b) in the individual's capacity as a director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the corporation's request. 2006, c. 34, Sched. B, s. 26.

Application to court

(5) A corporation or a person referred to in subsection (1) may apply to the court for an order approving an indemnity under this section and the court may so order and make any further order it thinks fit. R.S.O. 1990, c. B.16, s. 136 (5).

Idem

(6) Upon an application under subsection (5), the court may order notice to be given to any interested person and such person is entitled to appear and be heard in person or by counsel. R.S.O. 1990, c. B.16, s. 136 (6).