

OLDS COLLEGE BOARD OF GOVERNORS BYLAWS

Bylaw Name:	Protection of Governors, Officers and Others	Number:	12
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ARTICLE TWELVE: Protection of Governors, Officers and Others

- 12.1 The College shall, and does hereby agree, to reimburse and indemnify the Governor or Officer, a former Governor or Officer or a person who acts or acted at the College's request as an Officer of the College and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action, or satisfy a judgment reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Governor or Officer of the College if:
- 12.1.1 they acted in good faith in the purported exercise or performance of their powers, duties and functions under the *Post-Secondary Learning Act*; or
 - 12.1.2 they acted honestly and in good faith with a view to the best interests of the College; or
 - 12.1.3 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.
- 12.2 The above indemnity shall include indemnity for legal fees incurred by any person entitled to indemnity under this Article. The College shall, and does hereby agree to:
- 12.2.1 appoint legal counsel to represent the interests of any person made a party to any civil, criminal, or administrative action or proceeding by reason of being or having been a Governor or Office of the College upon the written request of any such person made to the Board; and
 - 12.2.2 pay the fees of such legal counsel so appointed, unless the Board, by resolution, confirms that:
 - 12.2.3 the Board has reasonable grounds to believe that such person did not act in good faith in the purported exercise or performance of their power, duties and functions under the *Post-Secondary Learning Act*; or
 - 12.2.4 the Board has reasonable grounds to believe that such person did not act honestly and in good faith with a view to the best interests of the College, or the Board has reasonable grounds to believe that such person did not have reasonable grounds for believing that their conduct was lawful.
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