

As long as quorum is achieved (see above), a majority of votes carries any motion. The presiding member does not have a second or casting vote. If there is a tied vote, the motion is defeated.

Example 1: Three members are present and do not have a disqualifying conflict of interests. The vote is 2-1 in favour. There is quorum. The motion is carried.

Example 2: Four members are present. One has a disqualifying conflict of interests. The vote is 2-1 against. There is quorum. The motion is defeated.

Example 3: Five members are present. The vote is 2-1 in favour, with two abstentions. There is quorum. The motion is carried.

Between formal meetings, the Executive may vote on motions by e-mail. These motions should, in general, be routine matters unlikely to require debate. For an e-mail vote, quorum is achieved when three members have voted, and the motion is carried when there are three votes in favour. If quorum is not achieved, or at the request of any member, the motion is deferred to the next meeting of the Executive.

What is a disqualifying conflict of interests?

In this policy, “a conflict of interests” is:

Any situation in which an Executive member or employee of an external agency has an employment, business or personal interest which results or appears to result in:

- i) an improper material interest or an advantage by virtue of the person's position;
- ii) an interference with the objective exercise of the person's duties.

A material interest includes any matter or situation where an Executive member or employee has a direct or indirect financial or other interest beyond the interest of an ordinary citizen.

Not every conflict of interests is a disqualifying conflict of interests. It depends on all of the relevant context, including the nature and extent of: any personal or professional relationship; any personal or professional financial interests; any employment or business relationships; or any like matter.

The essential point is that a member of the Executive should be in a position to fully and fairly consider any agenda item in accordance with the statutory objectives of the *Legal Profession Act*. Members should avoid any situation in which their judgment may be unduly influenced, in fact or in appearance, by external relationships or interests.

Common employment with a person who is the subject-matter of an agenda item is not, in itself, a disqualifying conflict of interests.

Procedure for considering a conflict of interests

If a member believes they may have a disqualifying conflict of interests on an agenda item, or believes that another member may have a disqualifying conflict of interests on an agenda item, they should declare that conflict to the other members of the Executive as soon as reasonably possible.

When a conflict is declared, there is automatically a motion on the floor to disqualify the member from any participation on that agenda item. The motion for disqualification may be debated. The underlying agenda item may not be considered until the motion for disqualification has been carried or defeated.

The Executive is the final decision-maker on whether there is a disqualifying conflict of interests. For purposes of a vote on motion for disqualification, the member whose disqualification is being considered is included in any quorum count, but may not vote. A majority of votes of the remaining members carries the motion.

When a motion of disqualification is carried, the disqualified member will absent themselves from discussion of the agenda item, and may not vote on any motion associated with the agenda item.

When the disqualified member is the presiding member, the remaining members will choose, from among themselves, a presiding member for that agenda item.

Adopted on March 3, 2023

Law Society of Nunavut Executive Committee