

## **June 17 2011 - Proposal for Section IV: Officers in ANLA's By-laws:**

TO: The Directors of the Association of Newfoundland and Labrador Archives (the "Director")

IN CONSIDERATION of the Director acting as a director of The Association of Newfoundland and Labrador Archives (the "Corporation"), the Corporation hereby agrees:

- (a) to indemnify and save harmless the Director from and against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director in respect of any civil, criminal or administrative action or proceeding to which the Director is made a party by reason of the Director being or having been a director or officer of the Corporation; and
- (b) to undertake to obtain the approval of a court, if required, to indemnify and save harmless the Director from and against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director in respect of any action by or on behalf of the Corporation to procure a judgment in its favour to which the Director is made a party by reason of being or having been a director or officer of the Corporation;

except where the Director has failed to act honestly and in good faith with a view to the best interests of the Corporation or, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, where the Director did not have reasonable grounds for believing that his conduct was lawful.

This Indemnity shall enure to the benefit of the Director and his heirs, executors, administrators and other legal representatives and shall be binding upon the Corporation and its successors and assigns.