



Martin MacLachlan

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Martin MacLachlan is the General Counsel and Senior Vice-President, Legal Affairs, and Corporate Secretary of Canaccord Financial Inc. (TSX: CF and LSE: CF.) and of its wholly owned subsidiary, Canaccord Genuity Corp., a member of the Investment Industry Regulatory Organization of Canada (“IIROC”).

Martin MacLachlan joined the Canaccord group in August 2004 as Senior Vice-President, Legal Affairs, and Corporate Secretary of the then newly public company, Canaccord Capital Inc. (now called Canaccord Financial Inc.). Until July 2004, Martin was a partner of Miller Thomson LLP, one of Canada’s largest national and international firms. The Vancouver office of Miller Thomson was formed by a merger with Swinton & Company in Fall 2000. Martin joined Swinton & Company in 1981 as an articled student and was a partner of that firm at the time of the merger. Martin’s practice was concentrated in securities, corporate and societies law. He counselled clients on public and private financings, securities registration and compliance, corporate governance and general corporate matters. One of his major clients was Canaccord Genuity Corp. (then called Canaccord Capital Corporation).

A graduate of the University of British Columbia (B.Com., 1980; LL.B., 1981), Martin was called to the Bar of B.C. in 1982. In 1987, he obtained his LL.M. (with merit) in Commercial and Corporate Law from the University of London (London School of Economics and Political Science). He was called to the Bar of Ontario in 2010.

His profile appeared in the Canadian Corporate Counsel Association magazine, Summer 2009.

Professional service

Member from 1989 to 2010 of the committee (chaired by John O.E. Lundell) of corporate lawyers advising the provincial government on revisions to the 1973 British Columbia *Company Act* and, more recently, the *Business Corporations Act* which was passed into law in British Columbia in the Fall of 2002.

Member of the editorial board of the second edition of the *British Columbia Company Law Practice Manual* (Continuing Legal Education Society of British Columbia); author of the chapter in this work entitled “Incorporation and organization”.

Course chair and instructor, Continuing Legal Education seminar, “The New Business Corporations Act – Planning for Transition” held in Vancouver on May 22, 2003; author of “Transition and the articles” in the companion materials *British Columbia Business Corporations Act Transition Guide* (Continuing Legal Education Society of British Columbia, May 2003).

Course co-chair and instructor, Continuing Legal Education seminar, “The New Business Corporations Act” held in Vancouver on September 22 and 23, 2003, in Victoria on October 2 and 3 and Kelowna on October 23 and 24, 2003.

Instructor, Continuing Legal Education seminar, “B.C. Business Corporations Act for Lawyers” held in Vancouver on June 10, 2004.

Practice area advisor since April 2000 on the Continuing Legal Education Society of British Columbia Corporate/Commercial Law Practice Area Advisory Committee.

Website advisor since April 2000 on the Continuing Legal Education Society of British Columbia Website Advisory Board.

Member from 1995 to 2002 of the Securities Law Advisory Committee of the British Columbia Securities Commission.

Occasional lecturer at the British Columbia Professional Legal Training Course in company law and mortgages.

Instructor, Continuing Legal Education “Company Law Institute”, held in Vancouver on February 5 and 6, 1998.

Member, Canadian Bar Association practice advisory panel on plain language.

Course coordinator and instructor, Continuing Legal Education seminar, “Drafting commercial agreements”, held in Vancouver on June 22, 1995; author of “Common drafting problems and solutions” in the companion materials, Commercial agreements drafting (Continuing Legal Education Society of British Columbia, June 1995).

Course coordinator, instructor or panel member of various Continuing Legal Education and Canadian Bar Association courses and presentations on securities law, plain language drafting and gender equality between 1986 and 1994.

Other Presentations

Panelist, “In-House Perspectives on Managing Risk, Resources, Reputation and Process in Regulatory Enforcement Proceedings and Litigation”, Canadian Institute Securities Litigation & Enforcement Conference, Toronto, October 27, 2011 (Canadian Institute)

Panelist, “Subsidiary In-House Practice in an International Corporation”, 2009 Corporate Counsel World Summit, Vancouver, January 27, 2009 (Canadian Corporate Counsel Association (CCCA))

Presenter, Vancouver Board of Trade breakfast seminar on the B.C. *Business Corporations Act*, May 2, 2003

Panelist (with Mike Hagerman and Tom Whelan), Spring Conference of the Association for Corporate Growth, session on “Corporate Governance”, May 6, 2003.

Publications

Author, *Company articles: sample articles for a British Columbia company* (Continuing Legal Education Society of British Columbia, August 1998).

Author, chapter 4 (“Incorporation and organization”) in *British Columbia company law practice manual* (Continuing Legal Education Society of British Columbia, December 1997, 1999 update and 2003 second edition).

Author, “Review of *Corporate Governance in Global Capital Markets*”, (2005) 63 *The Advocate* 133.

Author, “Review of *How to organise plain-language projects and measure their effects: a practical manual*”, (1997) 38 *Clarity* 41.

Author, chapter 17 (“Lease financing”) in *Commercial leasing: annotated precedents* (Continuing Legal Education Society of British Columbia, June 1996).

Author, chapter 6 (“Collateral transactions”) and chapter 7 (“Special mortgages”) in *British Columbia Mortgages Practice Manual* (Continuing Legal Education Society of British Columbia, June 1992).

Author, “What every solicitor should know about securities law” in the 1989 Professional Legal Training Course materials on company law; revised in 1990.

Community service

Vice-president, B.C. Liberal Party, 2001 to 2010.

Constitution Chair/Party Constitutional Adviser, B.C. Liberal Party, 1996 to 2001. In this capacity Martin chaired the committee that completely rewrote the constitution of the B.C. Liberal Party in 1997.

Co-chair, 1995 annual convention in Vancouver, B.C. Liberal Party. Martin also served on the convention committee for every convention of the B.C. Liberal Party from 1995 to 2010.

Member of the Board of Directors (formerly called National Executive) (as Constitutional and Legal Adviser or Co-Chair, Standing Committee on the Constitution and Legal Affairs), Liberal Party of Canada, 2003 to date. In this capacity, Martin was one of the principal drafters of the new constitution of the Liberal Party of Canada that was adopted at the December 2006 Leadership and Biennial Convention and amended at the May 2009 Biennial Convention to provide for “one member one vote” for the Leader of the Party.

Party Constitutional Adviser and General Legal Counsel, Liberal Party of Canada in British Columbia, 1997 to 2010. In this capacity, Martin chaired the committee that completely rewrote the constitution of the Liberal Party of Canada in British Columbia in 1998. Recipient for the Senator George Van Roggen Award for outstanding service to the Liberal Party of Canada in British Columbia, 2007.

Former member, Appeals Board, Liberal Party of Canada in British Columbia.

Member of the judging panel, Y.W.C.A. Women of Distinction 2009.

Honorary solicitor, Canadian Mental Health Association, B.C. Branch. “Volunteer of the Year” in 1994.

Member, North Vancouver Advisory Planning Commission, 1990 – 1993.

Director, Vancouver Opera Association, 2009 –

Director and member of the Executive Committee, Greater Vancouver Food Bank Society, 1992 – 1999; honorary director since 1999.

Founding member and director, Pacific Foundation for the Advancement of Minority Equality (PFAME).

Mayor of Seville in the Vancouver Opera Association production of “Carmen” in January 2009.