

CONTENTS

Preface

Introduction

1	Historical Perspective.....	Intro-1
2	Overview of the Corporate Structure	Intro-2
3	Considerations Before Accepting a Directorship	Intro-8
1	Liabilities Relating to Corporate Law	
1	Introduction	1-1
2	Fiduciary Duty	1-2
3	Duty of Care, Diligence, and Skill	1-43
4	Conflict of Interest	1-55
5	Loans and Other Financial Assistance to Directors.....	1-72
6	Declaration of Dividends	1-75
7	Issuing Shares for Consideration Other Than Money	1-80
8	Corporate Purchase, Redemption, or Other Acquisition of Shares.....	1-83
9	Rights of Directors	1-86
10	Avoiding Liability.....	1-88
	Good Practices Checklist.....	List 1-1
2	Liabilities Relating to Employment Law	
1	Introduction	2-1
2	Wages and Related Benefits.....	2-1
3	Wrongful Dismissal and Termination Pay	2-24
4	Workplace Safety and Protection	2-27
5	Hazardous Substances in the Workplace.....	2-34
6	Income Tax	2-37
7	Pensions	2-37
8	Employment Insurance.....	2-41
9	Human Rights	2-41
10	Sexual Harassment	2-50
11	Age Discrimination and Mandatory Retirement	2-54
12	Labour Relations Legislation	2-56
	Good Practices Checklist.....	List 2-1

3	Liabilities Relating to Environmental Law	
1	Introduction	3-1
2	Environmental Assessment.....	3-3
3	Harm To Air, Land, or Water	3-6
4	Transportation of Dangerous Goods.....	3-53
	Good Practices Checklist	List 3-1
4	Liabilities Relating to Financial Reporting and Disclosure	
1	Introduction	4-1
2	Common Law	4-1
3	Financial Statements.....	4-6
4	Certified Disclosure.....	4-12
	Good Practices Checklist	List 4-1
5	Liabilities Relating to Taxation Law	
1	Introduction	5-1
2	Income Tax Act	5-1
3	Goods and Services Tax	5-29
4	Canada Pension Plan	5-35
5	Employment Insurance	5-37
6	Provincial Taxes	5-39
7	Workers' Compensation.....	5-51
	Good Practices Checklist	List 5-1

6	Liabilities Relating to Securities Law	
1	Introduction	6-1
2	Legislation and Other Regulations	6-2
3	Financing.....	6-6
4	Communications Regarding a Takeover Bid	6-26
5	Continuing Disclosure Obligations	6-26a
6	Statutory Civil Liability to Secondary securities Market participants	6-35
	Good Practices Checklist.....	List 6-1
7	Products Liability & Consumer Protection Law	
1	Introduction	7-1
2	Products Liability	7-1
3	Consumer Protection	7-13
	Good Practices Checklist.....	List 7-1
8	Non-Profit Organizations	
1	Introduction	8-1
2	General Characteristics of Non-Profit Organizations.....	8-1
3	Non-Profit Corporations or Societies	8-19
4	Co-operative Associations.....	8-31
5	Condominium Corporations	8-53
6	Public Non-Profit Organizations	8-61
7	Unincorporated Groups	8-105
8	Avoiding Liability	8-106
	Good Practices Checklist.....	List 8-1

9	Financial Institutions	
1	Introduction	9-1
2	Credit Unions and Caisses Populaires	9-1
3	Banks and Similar Institutions.....	9-26
4	Deposit Insurance	9-43
5	Trust Companies.....	9-47
	Good Practices Checklist.....	List 9-1
10	Liabilities Relating to Bankruptcy and Insolvency Law	10-1
1	Introduction	10-1
2	Bankruptcy	10-2
3	Compromises with the Corporation’s Creditors	10-14
4	Winding-Up.....	10-20
5	Liability to Creditors for Oppression.....	10-34
6	Liability in Transactions to Defeat Creditors.....	10-37
7	Corporate Reorganizations	10-39
	Good Practices Checklist.....	List 10-1

Appendices

Tables, Lists, and Indices

Note: For discussion of the most recent developments in statutory legislation and case law pertaining to the field of directors’ and officers’ liability, see the latest issue of Author’s Notes.