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LAW ▶ BUSINESS

Corporate Governance

## DIRECTORS' DUTIES IN LIGHT OF THE PEOPLES AND BCE DECISIONS

### HIGHLIGHTS

- ▶ The two duties of the directors: duty of care and fiduciary duty.
- ▶ DUTY OF CARE
  - nature: exercise the appropriate degree of prudence and diligence in reaching a reasonable business decision at the time it is made
  - beneficiaries of the duty of care: the corporation, shareholders, other stakeholders and even third parties
  - perfection is not demanded of the directors in fulfilling this duty of care
- ▶ FIDUCIARY DUTY
  - nature: act in the best interests of the corporation viewed as a responsible corporate citizen
  - beneficiaries of the fiduciary duty: the corporation, but the interests of stakeholders may also have to be considered
  - in case of the sale of the corporation, the maximization of shareholder value is not the only factor to be considered
  - if the interests of the corporation and the stakeholders (including the shareholders) do not coincide, the interests of the corporation take priority
- ▶ The business judgment rule is applicable to both duties
- ▶ Some questions are however left unanswered by the BCE and Peoples decisions
- ▶ Our suggestions for some possible responses to these questions
- ▶ Precautions: "due process" and make the best decision that is reasonable and available in the circumstances.

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### 1. INTRODUCTION

In the past few years, **two judgments of the Supreme Court of Canada** have shed considerable light upon the **parameters and criteria for the exercise of directors' duties in Canada**.

The two decisions in question are:

1° *Peoples Department Stores Inc. (Trustee of) v. Wise*, [2004]

3 S.C.R. 461, 2004 CSC 68  
("Peoples");

2° *BCE inc. v. 1976 Debentureholders*, [2008] 3 S.C.R. 560, 2008 CSC 69  
("BCE").

The purpose of this bulletin is to provide an update on:

- the **nature and scope** of directors' duties and obligations;
- the identity of the **creditors or beneficiaries** of these duties and obligations;
- the **influence of the factual context** and nature of the **recourses** instituted on the first two points;
- the **parameters** for the exercise of these duties;
- some available **precautions**.

## 2. THE RELEVANT FACTS AND MAIN ISSUES IN THE PEOPLES CASE

### FACTS

In 1992, **Wise Stores Inc.** ("Wise"), through one of its subsidiaries, **purchased all the shares of Peoples Department Stores Inc.** ("Peoples") held by Marks and Spencer and then merged this subsidiary with Wise itself. However, at the demand of the vendor, **Peoples remained a separate legal entity from Wise.**

The **Wise brothers** were **directors of both Wise and Peoples.**

**Wise and Peoples adopted a joint purchasing policy** by which the two businesses **shared the purchasing responsibilities** for both companies, i.e., Wise, for purchases from overseas suppliers, and Peoples, for purchases from North American suppliers.

Under the joint purchasing policy, the **purchaser** transferred the goods purchased on the other party's behalf to that party and **billed** it for the purchase price.

However, very soon, 82% of the merchandise for both Wise and Peoples was being purchased from North American suppliers with whom Peoples was doing business, so that the **amounts owed by Wise to Peoples** were **greater** than the amounts owed by Peoples to Wise.

Both **Wise** and **Peoples** went **bankrupt**. At the time of the bankruptcy of Peoples, the **amounts that Wise owed to Peoples** under the joint purchasing policy were substantially **greater** than the amounts that Peoples owed to Wise.

The **trustee** in bankruptcy for Peoples **sued the Wise brothers in their capacity as directors of Peoples** claiming that they had favoured Wise in adopting and implementing the joint purchasing policy, and had failed to act in the best interests of Peoples.

### ISSUES

The two **issues** raised in the Peoples case **may be summarized** as follows:

- 1° did the directors of Peoples have a **fiduciary duty** in this case **to the creditors** of Peoples and, if so, did they fulfill this duty?
- 2° did the directors of Peoples have a **duty of care to the creditors** of Peoples and, if so, did they fulfill this duty?

## 3. THE RELEVANT FACTS AND MAIN ISSUES IN THE BCE CASE

### FACTS

The **BCE file** is very well-known, but it is important to highlight certain points in this file that are particularly relevant for our purposes herein.

In the spring of 2007, the board of directors of BCE received some **expressions of interest** from various parties **who wished to take control of the shares of BCE**, including primarily that of a group led by the Ontario Teachers' Pension Plan Board ("Teachers"), which was already a major shareholder of BCE. The board of **BCE decided** to initiate a **process for the solicitation of competitive offers** or an auction with a view to maximizing shareholder value.

Bell Canada, a wholly owned subsidiary of BCE, had **issued a number of debentures** over the years. The total amount of these debentures that would reach maturity after August 2010 was \$5.169 billion. The rating agencies had given an "investment grade" rating to these debentures and the management of BCE had expressed its concern several times over the years that **this rating be maintained.**

Nevertheless, the **debentures contained no condition or specific undertaking** with respect to obtaining or maintaining a **specific rating** and conferred no right of approval on the holders over any transaction involving the change of control of the shares of BCE, the parent company of Bell Canada.

After numerous negotiations, the board of directors of BCE selected the **offer** from the group led by Teachers.

This offer, representing a price of \$42.75 per share, was submitted to the **shareholders** who **approved the plan of arrangement** aimed at concluding the transaction in accordance with its terms.

The offer also provided that:

- the **acquisition price** would be **substantially financed by new debt to be assumed by BCE**; more specifically, following the various transactions aimed at implementing the deal, BCE's debt would be increased to \$38.5 billion, or a debt/EBITDA coefficient of 6.2;
- **Bell Canada would guarantee** the repayment of up to \$30 billion of this debt.

Since the combined effect of this **additional indebtedness** and the guarantee given by Bell Canada was more than **likely to have an unfavourable effect on the rating of the debentures** issued by Bell Canada, the debentureholders **objected** to the proposed arrangement both prior to the approval of the offer, through communications to the board of BCE, and upon the presentation of the motion by BCE to the court for approval of the plan, arguing that the plan was **unfair**. They also instituted an **action in oppression**, arguing that their reasonable expectations had been frustrated due to the oppressive acts of BCE.

## ISSUES

Apart from the more specific issues arising from the nature of the legal proceedings and the application of the appropriate criteria thereto, the **issues** raised by the BCE **case can be summarized** as follows:

- 1° were the directors of BCE required to consider only the interests of the shareholders, i.e. the optimization of the value they could expect to receive, or both the interests of the shareholders and those of other stakeholders; in other words did they have a **fiduciary duty to the stakeholders**?
- 2° if the directors of BCE had a **fiduciary duty to the stakeholders**, i.e. the debentureholders in this case, **did they fulfill this duty**?

## 4. REVIEW OF LEGISLATIVE ENVIRONMENT

### THE TWO MAIN DUTIES OF DIRECTORS

Both the *Canada Business Corporations Act* ("CBCA")<sup>1</sup> and the *Civil Code of Québec* ("CCQ")<sup>2</sup> impose two main duties on directors known respectively as the **fiduciary duty** (to act honestly and in good faith with a view to the best interests of the corporation), and the **duty of care** (to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances).

### NATURE OF THE RELATIONSHIPS AND RECOURSES

While the corporation (or shareholder in a derivative action (i.e. in the shoes of the corporation)) relies on the **contractual relationship**<sup>3</sup> between the corporation as principal and the director as agent, a third party must base itself on the **quasi-delictual liability** of the director by proving that a fault (wrongdoing) of the director has caused it damages.<sup>4</sup> All of these recourses place the **burden of proof on the plaintiff**.\*

### The oppression remedy

In addition to the application for an **injunction** (i.e. claim for specific performance) and the **action in damages or liability**, some statutes provide for special recourses, such as the **oppression remedy in the CBCA, section 241**. The courts have in some cases recognized a similar remedy for companies incorporated under the *Companies Act (Quebec)* ("QCA"), exercised pursuant to **article 33 of the Code of Civil Procedure** of Quebec.

The oppression remedy under section 241 of the CBCA, which is a remedy for relief from oppression, unfair prejudice or the unfair disregard of an interest, is **available** not only to security holders, but **also** to directors, current and past officers and the Director appointed under the CBCA, and in addition, to any complainant granted standing by the court. It **empowers the court to redress situations** caused by the corporation or any of its affiliates.

Where the court is considering an oppression remedy, it **must determine whether** the applicant, **in light of its reasonable expectations**, was a victim of **oppression**. The **burden of proof is on the applicant** exercising the remedy in question (i.e. the debentureholders, in the BCE case).

In the BCE case, the Supreme Court of Canada reaffirmed the **need for the applicants** in such a case **to prove** the following:

- a) they (i.e. the debentureholders) had to have a **reasonable expectation** that the "investment grade" rating of their debentures would be maintained;

<sup>1</sup> S. 122 CBCA

<sup>2</sup> Art. 321 and following CCQ

<sup>3</sup> Art. 1458 CCQ

<sup>4</sup> Art. 1457 CCQ

\*The recourse against the corporation itself by persons having contracted with it is based on the corporation's contractual liability, but may also, in some circumstances, be based on quasi-delictual liability. We note also that, in some cases, the derivative action may be an available option to persons other than shareholders.

- b) this reasonable expectation was **frustrated by conduct of the corporation** (i.e. BCE) which may be characterized as **oppressive, unfairly prejudicial or that unfairly disregards a relevant interest**.

The following, according to the analysis provided by the Supreme Court in this same case, are some of the **elements or factors** that the court can consider in assessing this evidence: general commercial practice, the nature of the corporation, the relationship between the parties, past practice (e.g., steps the claimant could have taken to protect itself), representations and agreements, and the fair resolution of conflicting interests between corporate stakeholders.

### The criteria for approval of an arrangement

Where a solvent company incorporated under the CBCA wishes to complete a transaction that qualifies as an **"arrangement" within the meaning of section 192** of the CBCA (examples: certain mergers, a division of the business, a transfer of all of its assets) and it is "not practicable" to do so under another provision of the CBCA, it may apply to the **court** and ask it to render **such orders as are appropriate to carry out the proposed transaction**. Note that the *Companies Act* permits a somewhat similar type of transaction (section 49 of the QCA).

**BCE** had used the arrangement procedure to complete the transaction with the group of purchasers led by Teachers and, as the applicant, it had the **burden of proving**, in the words of the Supreme Court, that this **arrangement**:

1. had a **valid business purpose**, and
2. **resolved in a fair and balanced way the rights of the security holders**.

According to the Supreme Court, the **factors** that the court had to consider were:

1. the **necessity** of the arrangement for the corporation's continued existence;
2. the prior **approval** of the plan by **2/3 of the security holders** present at the shareholders' meeting called for this purpose; and
3. the **proportionality** of the plan of arrangement's effects **on the various security holders**.

Note that the **debentureholders** of Bell Canada were not **among the security holders** whose agreement was required within the meaning of the relevant provisions of the CBCA. The interests of the debentureholders of Bell Canada could only therefore be indirectly affected.

## 5. ANALYSIS OF THE TWO DECISIONS

### IMPORTANT DISTINCTIONS BETWEEN THE TWO DECISIONS

It is important to note that there were certain **fundamental distinctions** between the facts and the recourses in the **Peoples and BCE cases**, namely:

- the **Peoples** case focused on decisions made by the board of directors in the **normal course of business**, and the recourse brought by the trustee in bankruptcy was an **action in liability (tort claim)** against certain directors;

- in the **BCE** case, the context of the board of director's decision was a **sale of the business** or a change of control transaction and the recourses exercised by the debentureholders were both in the nature of an **oppression remedy** and an **objection** to the application submitted by BCE to the court for approval of the **arrangement**.

Thus, **one may question** whether the Supreme Court would have formulated exactly the **same criteria in an action in liability instituted** against BCE's directors as those it articulated in the oppression remedy brought by the debentureholders. We would suggest that the applicable duties or criteria may **not have been as stringent** in an action in liability.

### ANSWERS IN THE PEOPLES CASE

According to the Supreme Court of Canada, the **directors** of Peoples **had no fiduciary duty to the creditors** of Peoples **in the context** of the facts of that case. Therefore, the Court **did not have to rule on** whether this duty had been complied with.

*"... For the reasons that follow, we conclude that directors owe a duty of care to creditors, but that duty does not rise to a fiduciary duty."<sup>5</sup>*

(our emphasis)

<sup>5</sup> Peoples case, par. 1.

In drawing this conclusion, the Supreme Court took into account the fact that **other remedies were available to the creditors**, such as the oppression remedy.

However, the decision in Peoples left the **door open to considering other interests** than those of the shareholders in the context of the **exercise of the fiduciary duty**:

*We accept as an accurate statement of law that in determining whether they are acting with a view to the best interests of the corporation it may be legitimate, given all the circumstances of a given case, for the board of directors to consider, inter alia, the interests of shareholders, employees, suppliers, creditors, consumers, governments and the environment.*<sup>6</sup>

(our emphasis)

While recognizing that a breach of the **duty of care** may be invoked by third parties, including creditors, the Court nevertheless concluded that the directors had **not breached** their duty of care in this case.

In drawing this conclusion, the Supreme Court applied the following **criteria**:

- the decisions made by directors must be **reasonable business decisions in light of all the circumstances about which the directors knew or ought to have known at the time they were made**;
- the **factual aspects of the context** are **more important** than the **subjective motivation** for a decision;
- **perfection is not demanded** of the directors.

In doing so, it reiterated and applied the **business judgment rule** to the duty of care:

Courts are ill-suited and should be reluctant to second-guess the application of business expertise to the considerations that are involved in corporate decision making, but they are capable, on the facts of any case, of determining whether an appropriate degree of prudence and diligence was brought to bear in reaching what is claimed to be a reasonable business decision at the time it was made.<sup>7</sup>

(our emphasis)

**In short, the Supreme Court concluded that the directors of Peoples, in relying on the opinion of their chief financial officer and concluding that there were benefits to consolidating the purchases, had made a reasonable business decision in the circumstances at the time it was made.**

We note in passing that the Court stated that an officer cannot, despite his or her knowledge and specialized experience, be considered an **external expert**, within the meaning of section 123(4) of the CBCA, who is qualified to provide advice or reports that the directors may rely on to show that they have fulfilled the duty of care. This subsection explicitly permits a director to be relieved of liability and to invoke the defence of reasonable diligence in certain circumstances if he exercised diligence "[...] including reliance in good faith on [...] b) a report of a person whose profession lends credibility to a statement made by the professional person."

## ANSWERS IN THE BCE CASE

The Supreme Court of Canada **concluded** as follows **in the BCE case**:

*We conclude that the debentureholders have failed to establish either oppression under s. 241 of the CBCA or that the trial judge erred in approving the arrangement under s. 192 of the CBCA.*<sup>8</sup>

(our emphasis)

It's decision was based *inter alia* on the following **principles**:

- the directors **owe** their duty of loyalty or **fiduciary duty only to the corporation** (i.e. to act in the best interests of the corporation);
- the **best interests of the corporation** are those of the corporation viewed as a **responsible corporate citizen** and **the directors may be required to consider** the impact of their decisions on **stakeholders**;
- however, **if the interests of the various stakeholders do not coincide with those of the corporation**, then **the interests of the corporation are paramount** or, in other words, the directors then owe their duty to the corporation;
- the **business judgment rule also applies to this fiduciary duty**.

<sup>6</sup> Peoples case, par. 42.

<sup>7</sup> Peoples case, par. 67.

<sup>8</sup> BCE case, par. 166.

Consequently, the **Supreme Court's answers to the two questions referred to above** may be expressed as follows:

1. although the fiduciary duty is only owed to the corporation, there was "a reasonable expectation that the directors would consider the position of the debentureholders in making their decisions on the various offers under consideration."<sup>9</sup>
2. "In this case, the Board considered the interests of the claimant stake holders. Having done so, and having considered its options in the difficult circumstances it faced, it made its decision, acting in what it perceived to be the best interests of the corporation."<sup>10</sup>

(our emphasis)

We note that in giving this second answer, the Supreme Court first found that **neither of the two other offers** made to BCE **afforded any greater protection to the debentureholders** than the offer made by the group led by Teachers:

" [...] The evidence does not support a further expectation that a better arrangement could be negotiated that would meet the exigencies that the corporation was facing, while better preserving the trading value of the debentures."<sup>11</sup>

(our emphasis)

The Supreme Court also concluded that all the factors to consider in assessing an oppression claim weighed **"against finding an expectation beyond honouring the contractual obligations of the debentures in this particular case."**<sup>12</sup>

Dealing with the **interpretation given to the Revlon line of cases in the US**<sup>13</sup> to the effect that **a conflict between the interests of shareholders and creditors must be resolved in favour of the shareholders**, the Supreme Court:

- stated, on the one hand, that this line of case law "has not displaced the fundamental rule that the duty of the directors cannot be confined to particular priority rules, but is rather a function of business judgment of what is in the best interests of the corporation, in the particular situation it faces"<sup>14</sup>, and
- (our emphasis)
- **cited**, on the other hand, **former Delaware Supreme Court Chief Justice E. Norman Veasey**, who, in an article published in 2005, clarified the meaning of certain comments made in the Revlon case, as follows:

"There are times, of course, when the focus is directly on the interests of stockholders [i.e., as in Revlon]. But, in general, the directors owe fiduciary duties to the corporation, not to the stockholders."<sup>15</sup>

(our emphasis)

Clarifying its **thinking on the oppression remedy**, the Supreme Court stated:

"[...] The corporation and shareholders are entitled to maximize profit and share value, to be sure, but not by treating individual stakeholders unfairly. Fair treatment — the central theme running through the oppression jurisprudence — is most fundamentally what stakeholders are entitled to "reasonably expect."<sup>16</sup>

(our emphasis)

## 6. THE NOTION OF "RESPONSIBLE CORPORATE CITIZEN" AND THE CONSIDERATION OF STAKEHOLDERS' INTERESTS (FIDUCIARY DUTY)

The **Peoples case**, and especially the **BCE case**, have clearly **opened the door to certain questions** regarding the fiduciary duty, without providing any clear, concrete or final answers.

Thus, we may ask:

- (a) what is a responsible corporate citizen?
- (b) **how far must a board of directors go in determining whether its decision is consistent with "the best interests of the corporation** acting as a responsible corporate citizen" and **in reconciling the interests of the corporation with those of the various stakeholders that it may have to consider?**
- (c) **what are the interests of the stakeholders** which the board of directors may have to consider?

The conclusions of the **two judgments, which did not overturn the board of directors' decisions** either in Peoples or BCE, did however allay some of the concern surrounding these questions. In upholding the directors' decisions, the Supreme Court not only confirmed the application of the **business judgment rule to the duty of care**, but **also applied it to the fiduciary duty**.

<sup>9</sup> BCE case, par. 102.

<sup>10</sup> BCE case, par. 104.

<sup>11</sup> BCE case, par. 113.

<sup>12</sup> BCE case, par. 107.

<sup>13</sup> Revlon v. MacAndrews & Forbes Holdings Inc., 506 A. 2d 173 (Del. 1985).

<sup>14</sup> BCE case, par. 87.

<sup>15</sup> BCE case, par. 87.

<sup>16</sup> BCE case, par. 64.

In our view, the questions posed above must be considered in **the broader context of the serious issues raised by the current financial and economic crisis**. They are at the very **heart** of the **doubts that are being expressed** about financial gain at all costs, the quest for short-term financial results by some businesses, and the greed of some investors and executives. They also go hand-in-hand with the **concerns for sustainable development and social responsibility** that are increasingly being voiced by governments, some investors or authors and various communities.

The following are **some suggestions** by the authors for possible answers to these questions:

- 1° the responsible corporate citizen **complies with the statutes and regulations** and its **contractual undertakings** and acts with good faith and integrity;
- 2° the responsible corporate citizen does not act **in an oppressive manner**;
- 3° **the best interests of the corporation are largely synonymous** with the **interests of the business**, as if the business were a separate reality from the legal person embodying the corporation (i.e., from the **perspective of the survival or going concern of the business**, whether alone or as part of a group);
- 4° a responsible corporate citizen is a business that seeks to be **viable** and to **preserve and even expand its activities in accordance with its objects**; if a business can no longer grow without assistance or is at risk, in the more or less long-term, of losing its customers or declaring bankruptcy, the directors of the corporation that are running the business must try to find the best solution; in such a context, a sale or merger or even a share subscription or other form of investment may be the best option for the corporation;
- 5° one must determine whether the proposed decision **is reasonable and represents the best available solution** for the business at that time; to do so, one must objectively weigh the **relative harm** or the effects (both positive and negative) of making one decision as compared with another, or no decision at all;
- 6° one must **distinguish** between **decisions that are the sole result of the initiative of the corporation** (e.g. Peoples) from **decisions aimed at responding to unwished for or unsolicited initiatives** originating from third parties (e.g. BCE); the requirements involved in considering the interests of third parties and the precautions to be taken may well be more onerous in the former case than the latter;
- 7° the **relative importance** of the decision or its **effects** also has a considerable influence on the degree of consideration that should be given to the decision; in other words, the less important the decision is or the less important its potential effects are, the less consideration the decision will require; thus, a decision to sell the business or a transaction involving a change of control versus a decision made in the normal course of business will, in most cases, not involve the same degree of importance, since the former two will likely have much more important effects than the latter;
- 8° the shareholders (or partners, members (NPOs) or business partners), employees, governments, suppliers, clients, other co-contractors, creditors and communities that may be affected by the corporation's activities or the closing down of its operations (environment) **may all be stakeholders** depending on the circumstances;
- 9° the **interests of stakeholders that are not based on obligations** clearly assumed by the corporation, or at the very least on **reasonable and objective expectations**, do not absolutely have to be considered;
- 10° the **maximization** of shareholder value remains a paramount objective, but it **may not be pursued in a manner that is unfair** to the stakeholders;
- 11° **all of the stakeholders' interests do not have the same relative importance** and are frequently irreconcilable; the interests of the shareholders, first and foremost, and, secondly, those of the direct partners, i.e. the employees, would seem to take priority;
- 12° taking into account or considering the interests of the stakeholders does **not inevitably require that a favourable response be found to all these interests at all costs**.

## 7. SPECIFIC SUGGESTED PRECAUTIONS

These two decisions have not in our view radically changed the **profile of directors' duties** or the **corporate legal environment**. They have only served to provide some additional guidance and highlight the questions which the directors should ask themselves and the process they should follow.

Directors have been asked by the Supreme Court to **use an evaluation grid** and to **exercise their judgment** and skill **in a manner that creates value** for the business or, in more difficult financial times, that **preserves the maximum value** of the business, while respecting the law, contractual obligations and the reasonable and **reconcilable expectations of the stakeholders**. The **objective** has **not** been **changed**, but the **means** for achieving it have become at least somewhat more stringent.

The "**due process**" or **reasonableness of the decision-making process**, as well as the **decision itself**, constitute the **fundamental precaution prescribed by the Court**.

The following are some more detailed but **non-exhaustive suggestions to corporate directors** for additional **precautions**:

- on every specific issue faced, **consider** in depth:
  - the context and objective
  - the available solutions (pros and cons)
  - the impact of the available solutions on contracts and "stakeholders", including the identification of their reasonable expectations and the possibility of oppression, abuse or unfairness in light of these expectations
- determine the **fairness and reasonableness of the proposed decision for the shareholders as a whole**
- obtain **expert** opinions

- **choose the best solution in the circumstances** and in the best interests of the corporation, **while protecting the interests of the stakeholders, where possible, and ensuring that the solution is fair and reasonable to all the shareholders**
- where the management, certain officers or shareholders have a personal interest in a transaction or may derive a

personal benefit therefrom, ensure that **protective measures** are put in place (**disclosure, evaluations and special or independent committees**)

- ensure that the **reports** and minutes of board of directors' meetings adequately reflect the process and issues considered.

## CONCLUSION

The Peoples and BCE decisions have circumscribed the environment of directors' duties. In **clarifying certain criteria, however, they have raised additional questions**, primarily concerning the **fiduciary duty**. At the source of these questions are the references by the Supreme Court in the BCE case to the notion of responsible corporate citizen and to the possible consideration of stakeholders' interests. This notion and this consideration clearly cannot be ignored.

An informed and **diligent process** for considering directors' decisions and their potential effects, and the exercise of care in **making the best decision that is reasonable** in the circumstances, should provide **adequate protection** to ensure the integrity of their decisions is maintained and avert the risk of liability against them. Indeed, the application of the **business judgment rule** both to the fiduciary duty and the duty of care, and the manner in which it was applied in the Peoples and BCE decisions, should assuage some fears which may have arisen in the minds of directors as a result of the uncertainties surrounding the recourse to the courts in the BCE case.

Contrary to certain other opinions that have been expressed in response to the judgment in the BCE case, in our view, the **criterion of the responsible corporate citizen**, as we interpret it, is consistent with Canadian corporate law and the values of our society. It is an important reminder in the context of the abuses that have brought about the financial and economic crisis.

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