

Business Associations

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Fall 2009
Reading Guide

This Reading Guide should be read in conjunction with the Course Outline. The Guide reflects the intended schedule, but is subject to change. The readings will mainly be from the course pack and from legislation. The core legislation is:

CBCA = Canada Business Corporations Act
QCA = Quebec Companies Act
CCQ = Civil Code of Quebec

Where there is assigned reading from other statutes, there are links to the statutory text from the relevant week's folder on the course web site. The same is true for some other items mentioned in this Reading Guide.

4 September	1. Representation a) Introducing Representation CCQ 2130, 2136-7, 2143, 2146-7, 2157-8, 2160, 2163-2165
9 September	b) Lack of Authority <i>Schwartz v. Maritime Life Assurance Co.</i> (1997), 149 Nfld. & P.E.I.R. 234 (Nfld. C.A.) (11 September: no class)
16 September	2. Association a) Introducing Association CCQ 1525 para 3; 2186-90, 2198-2205, 2215-18, 2230-32 <i>Partnerships Act</i> , R.S.O. 1990, c. P.5, ss. 2-3, 5, 30, 32-35
18 September	b) Effects on Third Parties CCQ 2219-25, 2236-57 <i>Partnerships Act</i> , R.S.O. 1990, c. P.5, ss. 6-7, 10-13, 15, 44.1-44.3 <i>Limited Partnerships Act</i> , R.S.O. 1990, c. L.16, ss. 2, 7-13 <i>Professional Code</i> , R.S.Q., c. C-26, ss. 187.11-187.16 <i>Volzke Construction Ltd. v. Westlock Foods Ltd.</i> (1986) 45 Alta. L.R. (2d) 97 (C.A.)

23 September	<p>3. Personality</p> <p>CBCA 2(1) “body corporate”, “corporation”, “individual”, “person”, 15-16, 45(1) QCA 41, 123.16, 123.29 CCQ 301-304, 309, 314 <i>Re French</i>, (1912) 1 D.L.R. 80 (B.C.C.A.) <i>Bumper Development Corp. v Commissioner of Police of the Metropolis</i>, [1991] 1 W.L.R. 1362 (C.A.)</p>
25 September	<p>4. Constitution</p> <p>CBCA 2(1): “affairs”, “articles”, “Director”, “director”, “ordinary resolution”, “special resolution”, “unanimous shareholder agreement”, 20(1), 21(1), 21(2), 102-103, 106(3), 121, 122(2), 140, 146(1), 146(5), 173, 189(1)-(3), 251 QCA 77 [read with 123.6 para. 2], 88-89, 91, 102, 123, 123.6, 123.72, 123.83, 123.91-123.92, 123.101-123.106 CCQ 298-300, 310-313, 316, 334 Sample corporate by-law (on course web site) <i>Bushell v. Faith</i>, [1970] A.C. 1099 <i>Bowater Canadian Ltd. v. R.L. Crain Inc.</i> (1987), 62 O.R. (2d) 752 (C.A.)</p>
30 September	<p>5. Investment</p> <p>CBCA 24(3), 239-241, 247 QCA 123.40 <i>Kosmopoulos v. Constitution Insurance Co.</i>, [1987] 1 S.C.R. 2 <i>Houle v. Canadian National Bank</i>, [1990] 3 S.C.R. 122 <i>Hercules Managements Ltd. v. Ernst & Young</i>, [1997] 2 S.C.R. 165</p>
2 October	<p>6. Liability of the Corporation to Outsiders</p> <p>a) Contractual</p> <p>CBCA 17-18 QCA 123.30-123.33</p> <p>b) Extracontractual</p> <p><i>Rhône (The) v. Peter A.B. Widener (The)</i>, [1993] 1 S.C.R. 497 <i>Criminal Code</i>, R.S.C. 1985, c. C-46, ss. 22.1-22.2</p>

7 October	<p>7. Liability of Directors or Officers to Outsiders</p> <p><i>ADGA Systems International Ltd. v. Valcom Ltd.</i> (1999), 43 O.R. (3d) 101 (C.A.).</p> <p>(9 October: no class)</p>
14 October	<p>8. Liability of Controlling Shareholders to Outsiders</p> <p>CCQ 317</p> <p><i>Transamerica Life Insurance Co. of Canada v. Canada Life Assurance Co.</i> (1996), 28 O.R. (3d) 423 (S.C.J.)</p> <p><i>Testolina c. 153872 Canada inc.</i>, [2001] J.Q. 6853 (C.Q.)</p>
16 October	<p>9. Corporate Purposes</p> <p><i>Dodge v. Ford Motor Company</i>, 204 Mich. 459, 170 N.W. 668 (1919)</p> <p><i>Shlensky v. Wrigley</i>, 95 Ill. App. 2d 173, 237 N.E.2d 776 (1968)</p>
21 October	<p>10. Governance</p> <p>CBCA 105-117, 122, 124-125</p> <p>QCA 88-89.4, 92 [read with 123.6 para. 2], 123.72-123.84, 123.87-123.89</p> <p>CCQ 321, 327-330</p>
23 October	<p>Corporations and Society: <i>The Corporation</i></p>
28 October	<p>11. Care, Skill and Diligence</p> <p>CBCA 122(1)(b), 123(5)</p> <p>QCA 123.83-123.84</p> <p>CCQ 322</p> <p><i>Peoples Department Stores Inc. (Trustee of) v. Wise</i>, [2004] 3 S.C.R. 461</p>
30 October	<p>12. Loyalty</p> <p>a) Introduction</p> <p>CBCA 122(1)(a), 123(5), 242(1)</p> <p>QCA 123.83</p> <p>CCQ 322-3</p> <p><i>Teck Corp. v. Millar</i> (1972), 33 D.L.R. (3d) 288</p> <p><i>Peoples Department Stores Inc. (Trustee of) v. Wise</i>, [2004] 3 S.C.R. 461</p>

4 November	<p>b) Conflicts: Opportunities</p> <p><i>Gravino c. Enerchem Transport inc.</i>, [2008] R.J.Q. 2178, 2008 QCCA 1820, [2008] R.D.Q. no 6269, [2008] J.Q. no 9347, J.E. 2008-1882 (C.A.), demande d'autorisation d'appel rejetée avec dépens [2008] C.S.C.R. no 479</p>
6 November	<p>c) Conflicts: Takeovers</p> <p><i>BCE Inc. v. 1976 Debentureholders</i>, 2008 SCC 69</p>
11 November	<p>d) Conflicts: Contracts</p> <p>This class starts at 11:30.</p> <p>CBCA 120, 125 CCQ 324-6 <i>North-West Transportation Co. v. Beatty</i> (1887), 12 App. Cas. 589 (P.C.)</p>
13 November	<p>13. Democracy</p> <p>CBCA 132-45, 148 QCA 97-103, 123.90, 123.94-123.96 Sample proxy voting forms</p>
18 November	<p>Governance, Democracy and Corporate Culture: <i>Bigger than Enron</i></p>
20 November	<p>14. Actions</p> <p>a) Enforcing the Corporation's Rights</p> <p>CBCA 238-40, 248 CCQ 316, 1627-30 <i>Code of Civil Procedure</i>, art. 33 <i>First Edmonton Place Ltd. v. 315888 Alberta Ltd.</i> (1988), 60 Alta. L.R. (2d) 122 (Q.B.) <i>Laurent c. Buanderie Villeray Ltée.</i>, [2001] J.Q. 5796 (C.S.)</p> <p>b) Enforcing the Corporate Constitution</p> <p>CBCA 247 QCA 123.33 CCQ 313 <i>Caleron Properties Ltd. v. 510207 Alberta Ltd.</i> (2000), 87 Alta. L.R. (3d) 123 (Q.B.)</p>

25 November	<p>c) Oppression</p> <p><i>i) Statutory</i></p> <p>CBCA 241 <i>BCE Inc. v. 1976 Debentureholders</i>, 2008 SCC 69</p>
27 November	<p><i>ii) Droit commun</i></p> <p><i>Desautels v. Desautels</i>, [2005] J.Q. 10009 (S.C.) <i>9022-8818 Québec inc. (Magil Construction inc.) (Trustee of)</i>, 2005 QCCA 275</p> <p><i>iii) Remedies</i></p> <p><i>Nanff v. Con-Crete Holdings Ltd.</i> (1995), 23 O.R. (3d) 481 (C.A.).</p> <p>d) Exit</p> <p>CBCA 190, 214 <i>Winding-up Act</i>, R.S.Q. c. L-4, s. 24</p>
2 December	<p>Review: no required reading</p>