

Directors' Duties

The right set of skills is required to lead an organization well. Great legal counsel is also an asset. Our lawyers have deep experience advising directors from a range of different organizations – including start-ups, large public companies and Crown agencies – on their corporate governance obligations and adopting and maintaining best practices. Among other things, we assist directors with meeting their reporting and disclosure requirements, developing appropriate compliance programs and policies, and engaging effectively with regulators.

Our corporate and litigation lawyers work together on matters such as conducting internal investigations of alleged corporate malfeasance, defending corporations from derivative claims asserted by shareholders and defending officers and directors in securities litigation and related government enforcement proceedings. When necessary, we also represent them before courts and tribunals in litigation relating to their powers and the decisions they have made.

We take a multi-disciplinary approach to our advisory work to ensure our clients receive advice that is best tailored to their needs.

Lawyers and professionals in this area



John Buhlman
Partner
416.947.5070
jbuhlman@weirfoulds.com



Stephen Doak
Partner
416.947.5053
sdoak@weirfoulds.com



Michael Dolphin
Partner
416.947.5005
mdolphin@weirfoulds.com



Wayne Egan
Co-Managing Partner
416.947.5086



Daniel Ferguson
Partner
416.947.5029



Ryan Filson
Partner
416.947.5054



Ralph Kroman
Partner
416.947.5026

wegan@weirfoulds.com

ferguson@weirfoulds.com

rfilson@weirfoulds.com

rkroman@weirfoulds.com



W. A. Derry Millar

Counsel

416.947.5021

dmillar@weirfoulds.com



Steven Rukavina

Partner

416.947.5097

rukavina@weirfoulds.com



Dan Thomson

Partner

647.715.7007

dthomson@weirfoulds.com



John Wilkinson

Partner

416.947.5010

jwilkinson@weirfoulds.com

Areas of Expertise

- Audit, independent and special committees
- Best practices
- Compensation practices and disclosure
- Duties and liabilities
- Ethics
- Shareholder rights
- Indemnities and insurance
- Investigations
- Proxy battles
- Termination

Representative Experience

- The firm represents one of the former senior officers in Nortel Networks Corporation and Nortel Networks Limited in proceedings before the Ontario Securities Commission and various related litigation arising out of Nortel's various restatements.
- We represented The Ravelston Corporation (the parent corporation of the Hollinger companies) in the Hollinger litigation and

represented Peter G. White, a director of various of the companies in the Hollinger corporate family, in numerous director-related issues. Among the cases in which we acted is the leading case on the removal of directors absent a finding of misconduct. ***Catalyst Fund General Partner I Inc. v. Hollinger Inc.*** (2006), 266 D.L.R. (4th) 228 (Ont. C.A.).

- We represented the former President, CEO and Director of YBM Magnex International, Inc. on all litigation in Ontario arising out of the criminal investigation into the funding sources of the company. This included the leading case on whether civil actions in Ontario may be stayed because of pending criminal investigations in the United States of America. ***Royal Trust Corp. of Canada v. Fisherman*** (2000), 49 O.R. (3d) 187 (S.C.J.).

WeirFoulds^{LLP}

www.weirfoulds.com

Toronto Office

4100 – 66 Wellington Street West
PO Box 35, TD Bank Tower
Toronto, ON M5K 1B7

Tel: 416.365.1110

Fax: 416.365.1876

Oakville Office

1320 Cornwall Rd., Suite 201
Oakville, ON L6J 7W5

Tel: 416.365.1110

Fax: 905.829.2035