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GRAY'S COMMENTARIES ON FEDERAL CORPORATE LAWS

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Release No. 9, December 2024

Gray's Commentaries on Federal Corporate Laws is a comprehensive reference providing instant access to federal corporate legislation, case law and expert commentary and analysis. Readers can use this one-stop reference in meetings, in court, or at their computer to find full annotations of key corporate statutes — particularly the *Canada Business Corporations Act* and the *Canada Not-for-profit Corporations Act* — including all regulations and prescribed forms. *Gray's Commentaries on Federal Corporate Laws* also features references to the most recent reported and unreported cases, cross-references to related statutory provisions, a glossary of terms defined by statute and case law, memoranda on key practice questions, and coverage of current developments.

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This release features the addition of new case law in Chapter 1, *Canada Business Corporations Act*, Chapter 4, *Canada Not-for-profit Corporations Act*, Chapter 6A, *Bankruptcy and Insolvency Act*, Chapter 7, *Companies' Creditors Arrangement Act*, Chapter 8, *Winding-up and Restructuring Act*, and Chapter 10, *Wage Earner Protection Program Act*.

Highlights

- ***Canada Business Corporations Act* — Section 45 Shareholder Immunity and Lien on Shares** — To lift the corporate veil and impose liability on a shareholder requires that the plaintiff prove that: (1) the individual exercises complete control of the finances, policy and business practices of the corporation; (2) the control was used by the individual to commit a fraud or wrong that would unjustly deprive the plaintiff of her rights; and (3) the misconduct is the reason for the plaintiff's injury or loss: *Axiom Foreign Exchange International v. Rudiger Marketing Ltd*, 2024 ABKB 224, 2024 CarswellAlta 861, at para. 101, citing the ABCA.
- ***Canada Business Corporations Act* — Section 192(4) Powers of Court** — An arrangement to enable an investor to acquire all the remaining shares at a premium of almost 100% of the closing price on the TSX Venture Exchange on the last trading day before announcement of the arrangement and which received the approval of almost 99% of the shareholders who voted on the arrangement resolution support a finding that the arrangement is fair and reasonable: *Think Research Corp., Re*, 2024 CarswellOnt 6155 (S.C.J. [Commercial List]), at paras. 2, 19 and 21, citing the OBCA.
- ***Companies' Creditors Arrangement Act* — Section 9(1) Jurisdiction of Court to Receive Applications** — A court has jurisdiction where approximately 58% of the company's employees are located in the province, the company has a facility in the province and maintains corporate offices in the province (as well as another province), a majority of its directors reside in the province and the place of business of its senior secured lender is the same province: *BZAM Ltd. Plan of Arrangement*, 2024 ONSC 1645, 2024 CarswellOnt 3802 (S.C.J. [Commercial List]), at paras. 37-39, citing the CCAA.