

## DIRECTORS & OFFICERS LIABILITY



**JOHN P. SULLIVAN\***

Contact

Harper Grey LLP

[jsullivan@harpergrey.com](mailto:jsullivan@harpergrey.com)

604.895.2859

\*John P. Sullivan Law Corporation



**MICHAEL J. HEWITT\***

Contact

Harper Grey LLP

[mhewitt@harpergrey.com](mailto:mhewitt@harpergrey.com)

604.895.2930

\*Michael J. Hewitt Law Corporation

Directors and officers of private and public companies and non-profit organizations have serious responsibilities. Federal and provincial governments impose personal liability on directors if they fail to meet those responsibilities.

As the business environment continues to change, the list of potential liabilities directors and officers face continues to grow.

Whether in the private, public or not-for-profit sectors, directors and officers can be held personally liable for the failure of their organizations to comply with statutes, to exercise due diligence and even for financial results.

These matters can be expensive to defend. They can take a long time to resolve, and they can involve significant risks to corporations and individuals.

Our lawyers can help directors or their corporations determine risk, negotiate the resolution of any claims and, if necessary, represent them in trial.

We will work with you to protect your reputation.

### SERVICES

- Assessing personal liability.
- Assessing liability of individual executives and corporate exposure.
- Dealing with corporate conflict of interest issues.
- Helping to create "whistleblower" policies.
- Dealing with failure to comply with the Business Corporations Act, Income Tax Act, Excise Tax Act and other legislation, including unpaid GST, payroll deductions, claims under environmental legislation, CPP source remittances, failure to remit employment insurance and unpaid wages under the Employment Standards Act.
- Representing clients accused of failing to comply with statutes or industry-specific obligations.
- Representing clients accused of failing to properly report or maintain records.

### TYPICAL SITUATIONS

- A public company faces a claim by shareholders that it mismanaged investments, resulting in a 30% drop in share price.
- The Canada Revenue Agency accuses a non-profit of having disproportionate administration costs, and not remitting HST payments.
- A director of a private company, who also happens to be its CEO, deliberately misleads other directors regarding company finances. The story hits the media. Suppliers, employees and creditors demand an explanation.

### RECENT CASES

- Represented the founder of a technology company in an oppression proceeding

involving anti-dilution shares.

- Acted for a large private company in litigation against its former directors and officers for misappropriation of funds. In this same dispute, Harper Grey also helped the company oppose an application for liquidation, and contested proceedings to rectify its share register.
- Successfully represented a former high-tech company director and officer in the appeal of a criminal fraud conviction.
- Acted in a nine week directors and officers liability trial in the B.C. Supreme Court trial – one of the few such claims to go to a full trial in British Columbia.

## RECOGNITIONS

19 Harper Grey lawyers recognized for litigation expertise by Benchmark Canada®, 2019

Harper Grey receives highest firm ranking as a “Highly Recommended” local litigation law firm in British Columbia from Benchmark Canada® 2014, 2015, 2016, 2017, 2018, 2019

24 Harper Grey lawyers recognized across 15 specialty areas by Best Lawyers® in Canada, 2017

24 Harper Grey lawyers recognized as “Leading Practitioners” by Canadian Legal Lexpert Directory®, 2018

Harper Grey recognized as a “Leading Law Firm” regionally in the area of Dispute Resolution by Chambers Canada®, 2017

Martindale Hubbell® recognizes 13 Harper Grey lawyers across 27 practice areas

Harper Grey receives the TAGLaw Membership Award of Distinction acknowledging 15 years of outstanding service

Harper Grey recognized as a Top 10 Regional Firm in British Columbia, Alberta and the Territories by Canadian Lawyer Magazine, 2012 and 2014

## COMMENTARIES

“Incredibly strong skill set, knowledge of litigation and strategic, and keen ability to solve problems.”

— *Benchmark Canada® 2019*

“These lawyers are all subject matter experts, and leader in their field, whose knowledge and skill are matched by their excellent client service.”

— *Benchmark Canada® 2019*

“This team has provided outstanding legal service. They are prompt, responsive, and communicative. They are strong strategists and provide well researched, experienced legal advice. We work with many firms, and Harper Grey stands out. One member of the team remembers every interaction, memo, pleading and document. They understand a very complicated file and address it with ease and candor. We very much appreciate their strong advocacy.”

— *Benchmark Canada® 2019*

“The firm is top notch. They have many lawyers specialized in medical defense work who are highly skilled in their legal acumen and practice management, but who also recognize the importance of carrying out their work in a practical, results-oriented manner. They actively look for ways to more efficiently partner with their clients for effective management of the work, while at the same time not weakening their excellent service delivery, their responsiveness, or their effectiveness in the work.”

— *Benchmark Canada@ 2019*

“The firm’s lawyers are principled and have deep integrity. Their work is thorough and of consistent high quality.”

— *Benchmark Canada@ 2019*

“A Vancouver staple, Harper Grey is perhaps the most BC-centric of the “highly recommended” firms, owing largely to the firm’s bench strength in several key areas.”

— *Benchmark Canada@ 2018*

“Excellent response time, good talent from junior and intermediate to senior levels and reasonable service costs.”

— *Benchmark Canada@ 2018*

“Harper Grey lawyers are ‘dedicated to their clients and focused on finding and implementing practical solutions for them. The lawyers are prompt, intelligent and insightful, and provide a high level of customer service’.”

— *2012 Canadian Lawyer Magazine Embracing Regionalism - Canadian Lawyer's Top 10 firms from B.C., Alberta, and the Territories are in the Sweet Spot Right Now, October 1, 2012*

“They exceeded all my expectations. I am very satisfied with their work and very happy to recommend them.”

— *Chambers Canada@ 2017*

“Harper Grey is one of the best firms in Vancouver. They have excellent service, knowledge and their cost structure is excellent.”

— *Benchmark Canada@ 2017*

“Bryan Baynham has a strong presence and remains active and upbeat. I always seem to have something going with him, confirms one peer.”

— *Benchmark Canada@ 2016*

“Rod Anderson – he’s got a reputation for success, he’s got a client following, and he just wins.”

— *Benchmark Canada@ 2013*

“Peers vouch for Bryan Baynham’s acumen, addressing him as “a worthy opponent, good on his feet, very skilled and seasoned.”

— *Benchmark Canada@ 2012*

“One source enthused about John Sullivan ‘His service to the client was exceptional’.”

— *Chambers Canada@ 2017*

“Rod Anderson is lauded for his enthusiastic client following and his track record of success.”

— *Benchmark Canada@ 2015*

“Every day it seems like I am dealing with someone at Harper Grey, and I always find them professional, courteous and effective.”

— *Benchmark Canada@ 2017*

“A lawyer who refers work to Harper Grey wrote it has ‘great service, a breadth of practice and I have never received a negative comment from referrals to the firm’.”  
— *2014 Canadian Lawyer Magazine Stronger than Ever - Top Western & Northern Firms*

“Harper Grey has niches, and in those niches they are the best of the best.”  
— *Benchmark Canada@ 2017*

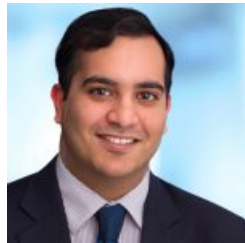
“Harper Grey is a trial lawyer’s firm, and they’ve got a big deep bench of well-trained litigators.”  
— *Benchmark Canada@ 2016*

“Harper Grey has a stellar pedigree as a litigation firm, and they’ve put a ton of people on the bench, observes one peer.”  
— *Benchmark Canada@ 2014*

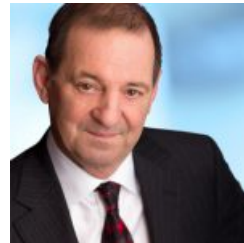
“The firm has real quality people, and they’ve put three people on the bench there in six years.”  
— *Benchmark Canada@ 2015*

“Clients are comforted by the firm’s long history in BC. We’re steeped in the region. Our connection is such that we have knowledge of not only the issue itself, but the history of the issue in the province.” - Richard Bereti  
— *2012 Canadian Lawyer Magazine Embracing Regionalism - Canadian Lawyer's Top 10 firms from B.C., Alberta, and the Territories are in the Sweet Spot Right Now, October 1, 2012*

## LAWYERS



**OWAIS AHMED**  
oahmed@harpergrey.com  
604.895.2833



**H. RODERICK ANDERSON\***  
randerson@harpergrey.com  
604.895.2849



**BRYAN G. BAYNHAM, QC**  
bbaynham@harpergrey.com  
604.895.2802



**MICHAEL J. HEWITT\***  
mhewitt@harpergrey.com  
604.895.2930



**JOHN P. SULLIVAN\***  
jsullivan@harpergrey.com  
604.895.2859



**HENNING W. WIEBACH\***  
hwiebach@harpergrey.com  
604.895.2841

## SELECT NEWS

### **Benchmark Canada® 2019 recognizes 19 Harper Grey lawyers for litigation expertise**

Related to: Richard E. Bereti\*, Salman Y. Bhura\*, Guy P. Brown, QC\*, William S. Clark\*, Michael J. Hewitt\*, Kimberly J. Jakeman\*, Jonathan D. Meadows\*, David W. Pilley, Michael G. Thomas\*, Nigel L. Trevethan\*, Abigail C.F. Turner\*, Jennifer R. Woznesensky, Steven Abramson\*, Cameron B. Elder, Una Radoja\* - 27.Mar.19

**Martindale-Hubbell® recognizes 14 Harper Grey lawyers**

Related to: Bryan G. Baynham, QC, John B. Brown\*, Guy P. Brown, QC\*, Karen F. Douglas\*, Steven G. Lukas\*, Maureen L.A. Lundell, QC, William D. MacRae\*, L. Neil Matheson, QC\*, Barbara J. Norell, QC, David W. Pilley, Terrence L. Robertson, QC, Abigail C.F. Turner\*, Henning W. Wiebach\* - 30.Jan.17

**Harper Grey welcomes new Associate, Owais Ahmed**

Related to: Owais Ahmed - 22.Jun.11

**Six Harper Grey Lawyers named “Leading Practitioners” by Lexpert**

Related to: David W. Pilley, Guy P. Brown, QC\*, James M. Lepp, QC, H. Roderick Anderson\*, L. Neil Matheson, QC\* - 10.Feb.10