



Directors' Liability in Canada

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new & noteworthy

- Recent court decisions reinforce the balance between companies and their employees, and companies and their regulators.

highlights of this release

- **Chapter 1, Liabilities Relating to Corporate Law:** Ontario, Newfoundland and Labrador have enacted requirements that corporations post a directory of individuals with “significant control.”
- **Chapter 2, Liabilities Relating to Employment Law:** The 2020 recodification of Alberta’s Occupational Safety and health Act (“Working for Workers Act, 2021”) has entered into force. Revisions include new prohibitions against non-complete clauses for most employees, and a requirement that employers with 25 or more employees create and implement written policies that employees can “disconnect from work” during their off hours, including disconnection from work-related communications.
- **Chapter 4, Liabilities Relating to Financial Reporting and Disclosure:** The Independent Review Committee on Standard Setting in Canada has called for comments on “the governance and structure for establishing Canadian accounting and assurance standards,” including whether standardized requirements for sustainability reporting should be adopted.
- **Chapter 6, Liabilities Relating to Securities Law:** On December 6, 2021, the Canadian Securities Administrators published temporary exemptions from certain base shelf prospectus requirements for qualifying well-known seasoned issuers.
- **Chapter 8, Non-Profit Organizations:** The Ontario Not-for-profit Corporation Act, enacted in 2010, entered into force in October 2021. ONCA provides a three year transition for organizations already subject to the Ontario Corporations Act. Also, following an extensive review, revisions have been made to discussion of the British Columbia Societies Act, to ensure that this information is timely and readable.

release notes

please review

- **Chapter 9, Financial Institutions:** After extensive review, revisions have been made to discussions of credit union requirements, to ensure that this information is timely and readable.
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did you know?

- Prime Minister Trudeau has directed his Minister of Finance (and Deputy Prime Minister) and minister of Environment and Climate Change to move toward mandatory climate-related financial disclosures based on the Task Force on Climate-related Financial Disclosures framework and to require federally regulated institutions, including financial institutions, pension funds and government agencies, to issue climate-related financial disclosures and net-zero plans.
- The Alberta Business Corporation Act has received amendments to directors' duties were adopted in December 2021, which await a proclamation to come into force (Bill 84).



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