

CHAPTER 1

INCORPORATION

1	Introduction to Corporations.....	1-2
	1.1 Issues to Consider.....	1-4
2	Incorporation Procedure (For-Profit Corporation).....	1-4
	2.1 Introduction.....	1-4
	2.2 Who May Incorporate.....	1-5
	2.3 Kinds of Corporations.....	1-6
	2.4 Corporate Names.....	1-8
	2.5 Articles of Incorporation.....	1-11
	2.6 Notice of Address.....	1-12
	2.7 Notice of Agent for Service.....	1-13
	2.8 Notice of Directors.....	1-13
3	Practice-Oriented Discussion of the Incorporation Procedure.....	1-13
	3.1 Introduction.....	1-13
	3.2 Matters Preliminary to Incorporation.....	1-13
	3.3 Incorporation Procedure.....	1-15
	3.4 Directors' Organizational Resolutions.....	1-16
	3.5 Shareholders' Organizational Resolutions.....	1-20
	3.6 Additional Matters.....	1-21
4	Appendix List.....	1-22

CHAPTER 2

CORPORATE GOVERNANCE

1	Introduction.....	2-2
2	Board Structure and Practices.....	2-2
	2.1 Directors.....	2-2
	2.2 Board Delegation.....	2-12
	2.3 Board Meetings.....	2-18
3	Board Responsibilities.....	2-20
	3.1 Directors' Duties.....	2-20
	3.2 Fiduciary Duty.....	2-21
	3.3 Duty of Care.....	2-22

ALBERTA BUSINESS LAW PRACTICE MANUAL

3.4	Due Diligence Defence	2-23
3.5	Conflict of Interest.....	2-24
3.6	Indemnity and Insurance.....	2-27
4	Other Statutory Liabilities Imposed on Directors.....	2-28
4.1	Liability for Monetary Amounts.....	2-28
4.2	Oppression Remedy.....	2-28
4.3	Insider Trading.....	2-29
4.4	Employee-Related Matters	2-32
4.5	Other Liabilities under the BCA	2-33
4.6	Other Statutory Liabilities	2-33
5	Shareholder Activism and Communications.....	2-34
5.1	Shareholder Activism	2-34
5.2	Investor and Shareholder Communications.....	2-35
6	Recent Developments	2-35
6.1	Diversity	2-35
6.2	Environmental, Social, and Governance Matters	2-37
6.3	Modern Slavery	2-37

CHAPTER 3

CORPORATE RECORDS AND REGISTRY

1	Introduction.....	3-2
2	Certificate and Articles of Incorporation.....	3-2
3	Bylaws.....	3-3
4	Shareholders' Meetings and Resolutions	3-4
5	Directors' Meetings and Resolutions	3-4
6	Notices.....	3-5
7	Mortgage Register	3-5
8	Financial Statements.....	3-6
9	Disclosure Register.....	3-8
10	Unanimous Shareholder Agreement	3-8
11	Securities Register and Shareholder Ledgers	3-8
12	Directors Register	3-9
13	Security Certificates.....	3-9
14	Contracts	3-10

15	Annual Returns	3-10
16	Other Considerations and Practice Points	3-11

CHAPTER 4

SHAREHOLDER AGREEMENTS

1	Introduction.....	4-3
2	The Essence of a Unanimous Shareholder Agreement.....	4-4
	2.1 Unanimity.....	4-4
	2.2 Fettering Directors’ Discretion	4-5
	2.3 Deemed Parties.....	4-6
	2.4 The Purposes of a Buy-Sell	4-8
	2.5 Common Examples of Buy-Sells.....	4-9
	2.6 Special Considerations	4-12
	2.7 Income Tax	4-20
	2.8 Role of Insurance	4-26
	2.9 Standard Share Purchase Considerations	4-28
3	Other Uses for a Unanimous Shareholder Agreement	4-28
	3.1 Minority Protection.....	4-28
	3.2 Majority Protection	4-30
	3.3 Directors’ Votes	4-32
4	Common Problems and Deficiencies with Shareholder Agreements.....	4-33
	4.1 Failing to Provide for Restrictive Covenants and Confidentiality	4-33
	4.2 Failing to Engage in Pre-Emptive Damage Control	4-33
	4.3 Failing to Allow Access to Information	4-34
	4.4 Failing to Deal with Employment Status.....	4-34
	4.5 Failing to Protect Intellectual Property.....	4-34
	4.6 Failing to Override Directors’ Approval	4-35
	4.7 Failing to Limit ROFR Terms	4-35
	4.8 Failing to Limit Shotgun Terms.....	4-35
	4.9 Leaving Shares Behind	4-36
	4.10 Leaving Loans Behind.....	4-36
	4.11 Failing to Recognize Shareholder Liability Risk	4-36
	4.12 Failing to Appreciate Fiduciary Obligations	4-36
	4.13 Valuation Vacuums	4-37

4.14	Killing the Deal	4-37
4.15	Failing to Provide for Terminations, Amendments, or Waivers	4-37
4.16	Failing to Remove Departed Shareholders as Parties.....	4-38
4.17	Lack of Independent Advice	4-38
4.18	Failing to Deal with Personal Covenants	4-38
4.19	Lack of Closing Structure.....	4-39
4.20	Failing to Go Behind Corporate Shareholders.....	4-39
4.21	Missing or Ill-Considered Boiler Plate	4-39
5	Conclusion.....	4-40
6	Appendix List.....	4-40

CHAPTER 5

SHAREHOLDER RIGHTS AND REMEDIES

1	Introduction.....	5-3
2	Shareholders' Meetings and Voting	5-3
2.1	Shareholder Influence Over Operations	5-3
2.2	Voting at Meetings	5-4
2.3	Shareholder Resolutions	5-4
2.4	Shareholder Requisition of Shareholders' Meeting.....	5-5
2.5	Meeting Called by Court Order	5-5
2.6	Meeting Notice	5-6
3	Access to Information.....	5-7
4	Fundamental Changes	5-7
4.1	Separate Class or Series Votes.....	5-8
4.2	Orders for Reorganization and Court-Approved Arrangements.....	5-10
5	Shareholder Dissent and Appraisal Remedy	5-12
5.1	Overview	5-12
5.2	Procedure for Dissenting Shareholders.....	5-13
5.3	Fair Value.....	5-15
6	Oppression Remedy.....	5-16
6.1	What is Oppression?	5-16
6.2	Standing: Only Complainants Can Bring a Claim	5-19
6.3	Personal Liability of Directors.....	5-22
6.4	Remedies for Oppression	5-24

6.5	Alberta Cases: <i>BCE</i> Applied and Remedy Granted	5-26
6.6	Alberta Cases: <i>BCE</i> Applied and Remedy Dismissed.....	5-27
7	Derivative Actions	5-28
7.1	What is a Derivative Action?.....	5-28
7.2	Part One of the Test: Definition of a “Complainant”	5-29
7.3	Part Two of the Test: Reasonable Notice.....	5-29
7.4	Parts Three and Four of the Test: Good Faith and Best Interests	5-29
7.5	Exercise of Discretion	5-32
7.6	Distinguishing Oppression and Derivative Actions	5-33
7.7	Remedies for Derivative Actions	5-34
7.8	Alberta Cases: Leave Granted.....	5-34
7.9	Alberta Cases: Leave Denied	5-36
7.10	Other Jurisdictions: Leave Granted.....	5-37
7.11	Other Jurisdictions: Leave Denied	5-38
8	Winding Up.....	5-38
8.1	Introduction	5-38
8.2	Background: The <i>Ebrahimi</i> Case.....	5-39
8.3	Applying the Just and Equitable Test in the <i>Keho</i> Case	5-41
8.4	Alberta Cases: Winding Up Order Granted	5-43
8.5	Alberta Cases: Winding Up Order Denied	5-44
8.6	Other Jurisdictions: Winding Up Order Granted	5-45
8.7	Other Jurisdictions: Winding Up Order Denied	5-46
9	Court Ordered Investigations	5-46
10	Compliance or Restraining Order.....	5-48
11	Security for Costs.....	5-48
12	Appendix List.....	5-48

CHAPTER 6

SHARE CAPITAL

1	Introduction.....	6-2
1.1	Meaning of Share Capital	6-2
1.2	Issuance of Shares	6-2
2	Share Characteristics and Rights	6-3
2.1	Class	6-3

ALBERTA BUSINESS LAW PRACTICE MANUAL

2.2 Type of Shares..... 6-3
2.3 Voting Rights..... 6-5
2.4 Dividend Entitlements..... 6-7
2.5 Redemption and Retraction Rights..... 6-7
2.6 Stated Capital and Paid-Up Capital..... 6-7
2.7 Transferability Restrictions..... 6-8
3 Distributions of Capital..... 6-8
3.1 Dividends..... 6-8
3.2 Redemption of Redeemable Shares..... 6-10
3.3 Repurchase of Non-Redeemable Shares..... 6-11
3.4 Reduction of Stated Capital..... 6-12
4 Shareholder Loans..... 6-12
4.1 Loans from Shareholders..... 6-12
4.2 Loans to Shareholders..... 6-13
5 Appendix List..... 6-13

CHAPTER 7

SECURED TRANSACTIONS

1 Introduction..... 7-3
1.1 Basic Characteristics of the PPSA..... 7-3
1.2 Application of the PPSA..... 7-4
1.3 Structure of the PPSA..... 7-5
2 General..... 7-6
2.1 Definitions..... 7-6
2.2 Applicable Laws..... 7-8
3 Attachment and Enforceability..... 7-12
3.1 Basic Requirements for Attachment..... 7-12
3.2 Value..... 7-12
3.3 Debtor has Rights in the Collateral..... 7-12
3.4 Enforceable Security Interest..... 7-13
3.5 Delivery of Copy of Security Agreement..... 7-15
4 Perfection and Priorities..... 7-16
4.1 Methods of Perfection..... 7-16
4.2 Perfection by Possession..... 7-17

4.3	Perfection by Delivery (for Certificated Securities)	7-17
4.4	Perfection by Control (for Investment Property).....	7-18
4.5	Perfection by Registration	7-19
4.6	Length of Registration Period.....	7-20
4.7	Temporary Perfection.....	7-21
4.8	Perfection and Priority	7-21
4.9	Residual Priority Rules.....	7-22
4.10	Perfected versus Unperfected.....	7-22
4.11	Determining Priority	7-22
4.12	Purchase Money Security Interests	7-23
5	Registration.....	7-25
5.1	Registration of Security Interest.....	7-25
6	Rights and Remedies on Default.....	7-26
7	The Role of Solicitors in Secured Transactions	7-27
7.1	Basic Considerations	7-27
7.2	Creation of the Security Interest	7-27
7.3	Drafting the Security Agreement.....	7-28
7.4	Steps for Solicitors Acting on Secured Transactions	7-30
8	Other Forms of Security.....	7-34
8.1	Introduction	7-34
8.2	Promissory Note	7-34
8.3	Guarantee.....	7-35
8.4	Real Property Mortgage	7-36
8.5	Chattel Mortgage.....	7-36
8.6	Conditional Sales Agreement	7-36
8.7	Direct Sales Cancellation.....	7-36
8.8	Assignment of Book Debts	7-36
8.9	Debentures: Fixed and Floating	7-37
8.10	Section 426 Security	7-37
8.11	Section 427 Security	7-37
8.12	Prior Taken Unperfected PPSA Security versus <i>Bank Act</i>	7-37
9	Appendix List.....	7-39

CHAPTER 8

BUSINESS ACQUISITIONS

1	Role of Professional Advisors in Acquiring a Business.....	8-3
1.1	Your Role as Legal Counsel.....	8-3
1.2	The Role of Other Advisors	8-4
2	Introduction to Assets and Shares	8-4
2.1	Liability.....	8-4
2.2	Employees and Employment Benefits	8-5
2.3	Third Party Consents.....	8-6
2.4	Corporate Structure	8-6
2.5	Complexity of the Transaction.....	8-6
2.6	Tax Issues.....	8-6
2.7	GST.....	8-7
2.8	Summary.....	8-8
3	Business Acquisition by Share Purchase	8-8
3.1	Introduction	8-8
3.2	Initial Steps, Due Diligence, and Searches	8-10
3.3	Privacy Legislation.....	8-11
3.4	Other Legal Considerations	8-12
3.5	Drafting the Agreement	8-13
3.6	Indemnities.....	8-16
3.7	Closing	8-17
3.8	Post-Closing.....	8-17
4	Business Acquisition by Asset Purchase	8-17
4.1	Introduction	8-17
4.2	Initial Steps, Due Diligence, and Searches	8-18
4.3	Privacy Legislation.....	8-19
4.4	Other Legal Considerations	8-19
4.5	Drafting the Agreement	8-20
4.6	Indemnities.....	8-22
4.7	Closing	8-22
4.8	Post-Closing.....	8-22
5	Tax Issues.....	8-23
5.1	Tax Issues on the Purchase and Sale of Assets.....	8-23

5.2 Tax Issues on the Purchase and Sale of Shares..... 8-27
6 Common Disputes in Business Acquisitions..... 8-29
7 Appendix List..... 8-30

CHAPTER 9

CORPORATE REORGANIZATION

1 Introduction..... 9-2
2 Amalgamations 9-2
 2.1 Continuance as a Prerequisite to Amalgamation 9-3
 2.2 Types of Amalgamations..... 9-4
 2.3 Long-Form Amalgamations..... 9-5
 2.4 Vertical Short-Form Amalgamations 9-8
 2.5 Horizontal Short-Form Amalgamation..... 9-8
3 Dissolutions..... 9-9
 3.1 Dissolution by Directors or Shareholders in Special Cases 9-10
 3.2 Voluntary Liquidation and Dissolution 9-11
 3.3 Dissolution by Registrar 9-12
4 Rollovers..... 9-12
 4.1 Section 51 (Convertible Property Exchange)..... 9-13
 4.2 Section 86 (Tax Deferred Exchange of Shares) 9-16
 4.3 Section 85 (Tax Deferred Transfer of Property) 9-18

CHAPTER 10

SECURITIES REGULATION

1 Introduction..... 10-2
2 Application of the *Securities Act*..... 10-3
3 Prohibitions Related to Securities Dealings..... 10-4
 3.1 Is the Subject Matter of the Transaction a Security? 10-5
 3.2 Is the Transaction a Trade?..... 10-6
 3.3 Is the Transaction a Distribution?..... 10-7
 3.4 Available Exemptions from the Registration or Prospectus Requirements..... 10-8
4 Reporting Issuer..... 10-10
5 Insider Trading..... 10-13

6	Takeover Bids	10-16
7	Secondary Market Liability.....	10-18
8	Developments in Securities Law.....	10-18

CHAPTER 11

TAXATION OF CORPORATIONS

1	Introduction.....	11-2
	1.1 The Corporate Taxpayer.....	11-2
2	The Taxation of Corporations: General Principles	11-2
	2.1 Federal and Provincial Taxation.....	11-2
	2.2 Basis for Alberta Provincial Taxation	11-3
	2.3 Basis for Federal Taxation.....	11-3
	2.4 Calculation of Income	11-6
	2.5 Calculation of Taxable Income	11-6
	2.6 Calculation of Tax.....	11-7
3	Other Income	11-10
	3.1 Personal Services Business	11-10
	3.2 Investment Income: Dividends and Other Sources	11-12
4	The Decision to Incorporate.....	11-13
	4.1 Introduction	11-13
	4.2 Advantages to Incorporation	11-13
	4.3 Disadvantages to Incorporation.....	11-18
5	Corporate Reorganizations	11-19
	5.1 General Background	11-19
	5.2 Non-Dispositions	11-20
	5.3 “Rollover” Provisions.....	11-21
	5.4 Transfer of Property to a Corporation	11-22
	5.5 Share-for-Share Exchange.....	11-25
	5.6 Share Capital Reorganization.....	11-26
6	Corporate Distributions	11-27
	6.1 Dividends and Paid-Up Capital.....	11-27
	6.2 Deemed Dividends.....	11-27
	6.3 Shareholder Benefits	11-28

CHAPTER 12

TRUSTS

1	Introduction.....	12-2
2	What is a Trust?	12-2
3	Basic Requirements of an Express Trust	12-2
	3.1 Capacity of the Parties.....	12-2
	3.2 The Three Certainties: Intention, Subject Matter, and Objects.....	12-3
	3.3 Constitution	12-3
	3.4 Legislative Formalities	12-4
4	Types of Express Trusts.....	12-4
5	Statutory Trusts.....	12-6
6	Trusts Created by the Courts	12-6
	6.1 Resulting Trusts	12-7
	6.2 Constructive Trusts	12-8
7	Trusts Created to Meet Tax Requirements	12-9
8	How to Determine the Residence of a Trust.....	12-9
9	Tax Reporting Rules for Trusts.....	12-10
	9.1 Bare Trust T3 Reporting.....	12-11
10	Financial Reporting Requirements under the <i>Trustee Act</i>	12-12
11	Family Trusts.....	12-13
12	Family Trusts Used in Estate Freezes.....	12-14
13	Tax Considerations Related to Family Trusts.....	12-15
	13.1 The 21-Year Deemed Disposition Rule.....	12-15
	13.2 Attribution Rules.....	12-16
	13.3 General Taxation of Trusts and Distributions of Income to Beneficiaries.....	12-18
	13.4 Tax on Split Income.....	12-21
14	Conclusion.....	12-23
15	Appendix List.....	12-23

CHAPTER 13

BUSINESS DISPUTES

1	Introduction.....	13-2
2	Breach of Contract.....	13-2
	2.1 Contractual Interpretation and the Factual Matrix	13-2
	2.2 The Duty of Good Faith and Honest Performance	13-7
	2.3 Exclusion Clauses and Limitations of Liability	13-10
3	Torts.....	13-13
	3.1 Defamation.....	13-13
	3.2 Misrepresentation.....	13-16
	3.3 Pure Economic Loss (Negligence).....	13-20
4	Settlement.....	13-23
	4.1 “Without Prejudice” Offers.....	13-23
	4.2 Formal Offers.....	13-25
	4.3 <i>Calderbank</i> Offers	13-27
	4.4 Settlement Agreements and Releases	13-28
5	Appendix List.....	13-30

CHAPTER 14

BANKRUPTCY, RECEIVERSHIP, AND DEBT RESTRUCTURING

1	Introduction.....	14-3
	1.1 Types of Formal Insolvency Proceedings.....	14-4
	1.2 Liquidation Versus Restructuring.....	14-4
2	Bankruptcy	14-4
	2.1 How Does a Person or Entity Become Bankrupt?.....	14-5
	2.2 Key Consequences and Concepts of a Bankruptcy	14-5
	2.3 Basic Steps and Stages in a Bankruptcy.....	14-8
	2.4 Exempt Property	14-10
3	Receivership.....	14-12
	3.1 Appointment of Private Receivers.....	14-14
	3.2 Court-Appointed Receivers	14-14
	3.3 Appointment Authority and Prerequisites.....	14-16
	3.4 Appointment of Interim Receivers	14-17

3.5	Key Consequences of a Receivership.....	14-17
3.6	Basic Steps and Stages in a Receivership	14-18
4	Proposals under the <i>Bankruptcy and Insolvency Act</i>	14-20
4.1	Types of Proposals	14-20
4.2	Filing a Div 1 Proposal	14-21
4.3	Notice of Intention.....	14-22
4.4	Key Consequences of Filing a Div 1 Proposal	14-23
4.5	Key Steps, Concepts, and Timelines.....	14-25
5	<i>The Companies Creditors Arrangement Act</i>	14-26
5.1	How are CCAA Proceedings Triggered?.....	14-27
5.2	Key Consequences and Concepts of a CCAA Filing	14-27
5.3	Typical Stages of a CCAA Proceeding	14-30
6	Other Types of Proceedings	14-31
6.1	Plans of Arrangement under the <i>Business Corporations Act</i>	14-31
6.2	<i>Winding-up and Restructuring Act</i>	14-32
7	Insolvency Impacts on Select Transactions, Arrangements, and Relationships	14-32
7.1	Practical Tips to Help Clients Contingency Plan for an Insolvency Event.....	14-33
7.2	Rights of the CRA as a Creditor.....	14-36
7.3	Impacts of a Shareholder or Director Going Bankrupt	14-38
7.4	Purchasing or Selling Assets	14-39
7.5	Rights and Obligations of Commercial Landlords.....	14-42
7.6	Remedies to Recover Goods Supplied on Credit	14-44
7.7	Considerations when Purchasing Assets from a Trustee or Receiver	14-45
7.8	Impact of Insolvency on Employees.....	14-46
7.9	Steps for Creditors of Companies Entering Formal Insolvency Proceedings	14-48
7.10	Practical Tips for Dealing with Licensed Insolvency Trustees.....	14-49
8	Appendix List.....	14-52

CHAPTER 15

PARTNERSHIPS

1	Introduction.....	15-2
2	Ordinary Partnership.....	15-2
2.1	Advantages and Disadvantages.....	15-2
2.2	Formation	15-3

2.3	Dissolution.....	15-4
2.4	Liability.....	15-5
3	Limited Partnership	15-6
3.1	Advantages and Disadvantages.....	15-6
3.2	Formation	15-7
3.3	Dissolution.....	15-9
3.4	Liability.....	15-9
4	Limited Liability Partnerships.....	15-10
4.1	Advantages and Disadvantages.....	15-10
4.2	Formation	15-11
4.3	Annual Reporting.....	15-12
4.4	Dissolution.....	15-12
4.5	Liability.....	15-12
5	Appendix List.....	15-13

CHAPTER 16

JOINT VENTURES

1	Introduction.....	16-2
2	Rationale for Forming Joint Ventures: Benefits and Risks.....	16-3
3	Regulation of Joint Ventures	16-5
4	Joint Venture Vehicles	16-6
4.1	Contractual Joint Ventures	16-6
4.2	Joint Venture Corporations.....	16-7
4.3	Joint Venture Partnerships	16-7
5	Joint Venture Documentation	16-8
6	Taxation of Joint Ventures.....	16-9
7	Termination of Joint Ventures.....	16-10
7.1	Dissolution.....	16-10
7.2	Exit Rights.....	16-10
8	Liability to Third Parties.....	16-12
8.1	Liability of Joint Venture Corporations to Third Parties.....	16-12
8.2	Liability of Joint Venture Partnerships to Third Parties.....	16-12
9	Key Considerations When Establishing a Joint Venture.....	16-13
9.1	Define the Scope of the Venture.....	16-14

9.2	Distribution to the Venturers	16-14
9.3	Financing	16-14
9.4	Exchange of Confidential Information	16-14
9.5	Non-Competition Periods.....	16-14
9.6	Exit Strategies	16-15
9.7	Other Standard Provisions.....	16-15
10	Appendix List.....	16-15

CHAPTER 17

FRANCHISES

1	Introduction.....	17-2
2	Benefits of the Franchise Relationship	17-2
3	Risks of the Franchise Relationship.....	17-3
4	Legislation	17-4
5	Disclosure Document	17-5
5.1	Exceptions to Disclosure	17-7
6	Deposits and Confidentiality Agreements.....	17-7
7	Misrepresentation	17-8
8	Fair Dealing and Good Faith	17-8
9	Common Provisions of Franchise Agreements.....	17-9
9.1	Fees	17-9
9.2	Term and Renewal	17-10
9.3	Location and Relocation.....	17-10
9.4	Territory.....	17-11
9.5	Inputs to the Franchised Business	17-12
9.6	Operating Standards and Operating Manuals	17-12
9.7	Construction and Updates.....	17-12
9.8	Training.....	17-13
9.9	Default and Termination.....	17-13
9.10	Obligations of Confidence and Non-Competition.....	17-14
9.11	Sale of the Franchised Business.....	17-15
9.12	Personal Guarantees	17-15
10	Summary	17-16
11	Appendix List.....	17-16

CHAPTER 18

CONSUMER PROTECTION ACT

1	Introduction.....	18-2
2	General Application of the CPA.....	18-3
	2.1 Interpretation.....	18-3
	2.2 Application.....	18-5
	2.3 Application Under Various Regulations.....	18-7
3	The Quasi-Criminal Law Aspect of the CPA.....	18-8
	3.1 Offences Under the CPA.....	18-9
	3.2 Causation.....	18-10
	3.3 Mental Element.....	18-10
	3.4 Findings of Liability.....	18-10
	3.5 General Offences.....	18-11
	3.6 Specific Offences.....	18-11
	3.7 Penalty and Sentencing.....	18-18
	3.8 Appeals.....	18-22
4	The Administrative Law Aspect of the CPA.....	18-22
	4.1 Licensing Regime.....	18-22
	4.2 Administrative Penalties.....	18-25
5	The Civil Law Aspect of the CPA.....	18-26
	5.1 Cancelling Consumer Transactions.....	18-26
	5.2 Court Action by Consumers.....	18-26
6	Conclusion.....	18-27

CHAPTER 19

SALE OF GOODS ACT

1	Introduction.....	19-2
	1.1 Scope.....	19-2
	1.2 Definition of Goods.....	19-2
2	Formation of the Contract.....	19-3
	2.1 Goods Worth \$50 or More.....	19-3
	2.2 Implied Conditions as to Quality of Goods.....	19-4
3	Effects of the Contract.....	19-6

ALBERTA BUSINESS LAW PRACTICE MANUAL

3.1 Transfer of Property Between the Buyer and Seller..... 19-6

3.2 Good Faith and Without Notice Requirement 19-7

4 Performance of the Contract..... 19-9

4.1 Duties of the Seller and Buyer 19-9

4.2 Delivery of Goods 19-9

4.3 Acceptance and Examination.....19-10

5 Rights of the Unpaid Seller Against the Goods19-11

5.1 Unpaid Seller’s Lien19-11

5.2 Stoppage in Transit.....19-12

6 Actions for Breach of the Contract.....19-13

6.1 Remedies for the Seller19-13

6.2 Remedies for the Buyer19-14

7 Supplementary Considerations.....19-15

7.1 Exclusion of Implied Terms.....19-15

7.2 Sale by Auction.....19-15

7.3 Application of Common Law19-16

CHAPTER 20

INTELLECTUAL PROPERTY LAW

1 Introduction..... 20-2

1.1 Sources of Intellectual Property Law 20-2

1.2 Role of Intellectual Property Professionals..... 20-3

2 Patents 20-4

2.1 Public Disclosure..... 20-5

2.2 Jurisdiction..... 20-6

2.3 Patent Documentation..... 20-6

2.4 Key Practice Points 20-8

3 Trademarks 20-8

3.1 Types of Trademarks..... 20-9

3.2 Trademark Registration 20-10

3.3 Key Practice Points 20-13

4 Tradenames 20-13

4.1 Key Practice Points 20-13

5 Copyright 20-14

ALBERTA BUSINESS LAW PRACTICE MANUAL

5.1	Key Practice Points	20-16
6	Industrial Design	20-16
6.1	Industrial Design Registration	20-17
6.2	Ownership	20-17
6.3	Disclosure	20-17
6.4	Industrial Design Application	20-18
6.5	Key Practice Points	20-18
7	Trade Secrets	20-19
7.1	Key Practice Points	20-20
8	Domain Names	20-21
8.1	Key Practice Points	20-21
9	Business Transactions	20-22
9.1	General	20-22
9.2	Due Diligence	20-22
10	Additional Resources	20-23
11	Appendix List	20-23

CHAPTER 21

INTRODUCTION TO OIL AND GAS LEGAL PRACTICE IN ALBERTA

1	Introduction	21-2
2	Alberta’s Tenure System	21-2
2.1	Crown Leases and Licenses	21-2
2.2	Freehold Leases	21-5
3	Contractual Arrangements	21-7
3.1	Asset Purchase and Sale Agreements	21-7
3.2	Joint Venture Agreements	21-11
3.3	Joint Operating Agreements	21-12
3.4	Farmout Agreements	21-14
3.5	Royalty Agreements	21-16
3.6	Other Contractual Agreements	21-17
4	Due Diligence	21-18
5	Common Issues Encountered in Oil and Gas Transactions	21-20
5.1	Rights of First Refusal	21-20
5.2	Regulatory and Third-Party Consent	21-21

6 Conclusion.....21-26

CHAPTER 22

INTERNATIONAL TRANSACTIONS IN THE PETROLEUM AND PETROLEUM SERVICE SECTORS

1 Introduction..... 22-2

2 A Framework for International Practice..... 22-2

3 Assessing Country Risk 22-4

 3.1 Taxation 22-5

 3.2 Bilateral and Multilateral Investment Treaties..... 22-7

 3.3 Corruption Risks..... 22-8

 3.4 Sanctions and Export/Import Controls 22-10

 3.5 Anti-Money Laundering Risk..... 22-14

 3.6 Law of the Sea..... 22-15

 3.7 Dispute Resolution..... 22-17

 3.8 National Laws..... 22-20

 3.9 Above-Ground Risks..... 22-23

4 Upstream Risks..... 22-28

 4.1 Tenure Rights 22-28

 4.2 Proper Issuance of Production Sharing Contracts..... 22-32

 4.3 Transfer Approvals 22-33

 4.4 National Oil Company Back-In Rights 22-34

 4.5 Joint Operating Agreements 22-34

 4.6 Tenure Rights and Joint Ventures 22-39

 4.7 Other Common Risks 22-40

5 Petroleum Service Risks..... 22-41

 5.1 Typical Risks..... 22-41

 5.2 Joint Venture Matters with Local Partners 22-42

6 Conclusion..... 22-44

CHAPTER 23

SOCIETIES AND NOT-FOR-PROFITS

1	Introduction.....	23-2
2	Albertan Not-for-Profit Organizations.....	23-2
	2.1 Societies Incorporated under the <i>Societies Act</i>	23-2
	2.2 Companies Incorporated under the <i>Companies Act</i>	23-4
	2.3 Other Types of Societies	23-5
	2.4 Key Practice Points	23-6
3	Canadian Not-for-Profit Organizations.....	23-6
	3.1 Registration	23-6
4	Charitable Tax Status	23-7
	4.1 Registration	23-8
	4.2 Application Elements	23-8
	4.3 Application Process.....	23-9
5	Advising Board Members	23-9
	5.1 Fiduciary Duties.....	23-10
	5.2 Tortious Liability	23-14
	5.3 Statutory Liability.....	23-15

CHAPTER 24

ETHICAL CONSIDERATIONS

1	Introduction.....	24-2
2	Conflicts.....	24-2
	2.1 Joint Retainers.....	24-2
	2.2 Taking Instructions from the Client.....	24-5
	2.3 Doing Business with the Client.....	24-6
3	Guarantees.....	24-7
4	Independent Legal Advice.....	24-8
5	Appendix List.....	24-9