

*Breach of Undertaking*

**BRUCE MACMILLAN GORDON**

Vancouver, B.C.

Called to the Bar: May 14, 1973

In June, 1986 the member was retained by a British company, L Ltd., to assist in gaining greater control over the operations of the company's wholly-owned B.C. subsidiary.

L Ltd. instructed the member to transfer the registered and records offices of the subsidiary from the law firm of lawyer M to the member's firm. The member accordingly asked M to send him the corporate records book and all relevant correspondence and materials related the subsidiary.

Lawyer M courier the requested documents to the member on June 24, stipulating the following:

The enclosed documentation is sent to your on your undertaking to change the registered and records office from our office to your office and further to pay the outstanding accounts of [L Ltd.] by return in the amount of \$750.34. I enclose herewith copies of the unpaid invoices for your attention. If you are unable to comply with the above undertakings please return the enclosed documentation to me by return courier.

The member did not actually have in his possession either the necessary resolutions from the parent company to effect the change in the subsidiary's registered and records office or the funds with which to pay M's account.

M wrote to the member on September 3, and again on September 9, 1986, drawing his attention to his June 24 undertakings, and requested that they be fulfilled.

On September 9 the member wrote to M, advising him that he had written twice to his client in England about payment of M's account, and he expected that it would be paid within the next short while.

He also recommended against returning the corporate records to M at that juncture, suggesting that he be permitted to press the client further on M's behalf. He added that:

If, however, this does not succeed, you might wish to demand a return of the books, giving me perhaps two weeks' notice.

M wrote again to the member on December 3, 1986, asking that he comply with the June 24 undertaking.

On December 18, 1986 the member returned the corporate records to M.

The member admitted that, even if M's June 24 letter could be interpreted as allowing him a reasonable time within which to comply with the undertaking and guilty of professional misconduct.

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