Table of Contents

VOLUME I

Dedicationiii		
CHAPTI	ER 1 PARTNERSHIP AGREEMENTS	
A00001	Benchmarking Kit Instructions	
A00005	Business Project (Notes)	
A01000	Comparative Chart: Business Structures	
A02300	Co-Ownership Agreement (Joint Tenancy with Right of Survivorship)	
A02301	Co-Ownership Agreement (Joint Tenancy with Right of Survivorship) Benchmarking	
	Grid	
A03100	Partnership Term Sheet	
A03300	Template for Partnership Agreements (Long Form)	
A03301	Template for Partnership Agreements (Long Form) Benchmarking Grid	
A03350	Template for Partnership Agreements (Short Form)	
A03400	General Partnership Agreement	
A03401	Benchmarking Grid Template for General Partnership Agreements (Long Form)	
A03450	General Partnership Agreement (Short Form)	
A03700	Withdrawal from General Partnership Agreement	
A03701	Benchmarking Grid Withdrawal from General Partnership Agreement (Long Form)	
A03750	Withdrawal from General Partnership Agreement (Short Form)	
A03751	Benchmarking Grid Withdrawal From General Partnership Agreement (Short Form)	
A03800	Dissolution of Partnership Agreement	
A03801	Dissolution of Partnership Agreement Benchmarking Grid	
A04200	Limited Partnership Agreement (Private)	
A04201	Limited Partnership Agreement (Private) Benchmarking Grid	
A04250	Limited Partnership Agreement (Private) (Short Form)	
A04300	Public Limited Partnership Agreement	
A04301	Public Limited Partnership Agreement Benchmarking Kit	
A06250	Pre-Incorporation Partnership Agreement (Short Form)	
A08500	Joint Venture Agreement (Construction)	
A08501	Joint Venture Agreement (Construction) Benchmarking Grid	
A08550	Joint Venture Agreement (Construction) (Short Form)	
A08600	Joint Venture Agreement R&D Project	
A08601	Joint Venture Agreement R&D Project Benchmarking Grid	

VOLUME II

CHAPTER II SHAREHOLDER AGREEMENTS

B01200	Appointment of Voting Proxy
B02000	Shareholders Instrument and Agreements: A Brief Overview
B02050	Summary of the Buy-Sell Procedures in the Unanimous Shareholder Agreement
B02070	Tax Considerations Relating to a Shareholder Agreement
B02080	Shareholders' Agreement: Life Insurance Funding Methods and Tax Considerations
B02100	Agenda for Initial Meeting
B02105	Shareholder Datasheet
B02150	Shareholder Agreement (Data & Instructions)
B02400	Unanimous Shareholder Agreement (Short Form)
B02401	Unanimous Shareholder Agreement (Short Form) Benchmarking Grid
B02450	Unanimous Shareholder Agreement with Joint Venture Partner Entered Into Between
	and
B02451	Unanimous Shareholder Agreement with Joint Venture Partner Entered Into Between
	and Benchmarking Grid
B02500	Unanimous Shareholder Agreement (Long Form)
B02501	Unanimous Shareholder Agreement (Long Form) Benchmarking Grid
B02560	Shareholder Agreement (Long Form)
B02561	Shareholder Agreement (Long Form) Benchmarking Grid
B02700	Voting Trust Agreement
B02701	Voting Trust Agreement Benchmarking Grid
B02800	Nominee Agreement
B03390	Notice from Escrow Agent to Ousted Shareholder
B03400	Offer to Purchase Shares ("Shotgun" Clause)
B03410	Share Purchase Agreement ("Shotgun" Clause)
B04200	Letter Recommending the Execution of a Shareholder Agreement
B04201	Cover Letter for a Draft Proposal of a Shareholder Agreement
B04202	Letter to Insurer
B04203	Letter to Accountants
B04204	Cover Letter with Closing Documents
B04205	Acknowledgment of Receipt (Escrow Agent)
B04206	Cover Letter with Invoice for Escrow Agent's Fees
B04207	Letter of Request for Missing Documents from Escrow Agent
B04208	Notice to Insurer (Escrow Agent)
B04210	Notice of Reassessment of Shares (Between Shareholders)
B04211	Notice of Expiry of Agreement
B04212	Notice of Non-Renewal of Agreement
B04213	Closing Session

CHAPTER III ARTICLES OF INCORPORATION

- CS0005 Comparative Chart OBCA / CBCA
- CS0120 Incorporation of a Business Corporation (Data and Instructions)
- CS0210 Consent and Undertaking Inactive Corporation (Section 20(b) CBCA Regulations)
- CS0212 Consent Use of Family Name (Section 28 CBCA Regulations)
- CS0214 Consent to Use Name Successor to the Business (Section 22(1) CBCA Regulations)
- CS0216 Consent Transfer of Name to an Affiliated Corporation (Section 24(1) CBCA Regulations)
- CS0218 Consent Transfer of Name to an Affiliated Corporation (Section 24(2) Canada Business Corporations Regulations)
- CS0220 Consent Confusion with Trade-Name (Section 21 CBCA Regulations)
- CS0222 Consent to Use Corporate Name Name similar to unaffiliated corporation (O. Reg. 398/21, Section 8)
- CS0224 Consent to Use Corporate Name Name similar to known trust, association, partnership or sole proprietorship (O. Reg. 398/21, Section 9)
- CS0226 Consent to Use Corporate Name Containing word similar to distinctive element of another trademark or name (O. Reg. 398/21, Section 4)
- CS0228 Consent to Use Corporate Name Containing element similar to an individual's family name (O. Reg. 398/21, Section 2(1))
- CS0230 Consent to Use Corporate Name Containing element that is individual's family name and proposed corporation is successor or affiliate (O. Reg. 398/21, Section 2(2))
- CS0300 Registered Office (Notes)
- CS0400 Share Capital (Notes) Ontario
- CS0430 Share Capital 3 Classes (CBCA)
- CS0440 Share Capital 5 Classes (CBCA)
- CS0450 Share Capital (9 Classes) (CBCA)
- CS0460 Share Capital (14 Classes)
- CS0510 Share Transfer Restrictions (Standard and Alternate Versions)
- CS0600 Limits on Corporate Activities Ontario (Notes)
- CS0710 Other Provisions (Standard Version)
- CS0720 Other Provisions (Alternate Versions)
- CS0800 Incorporators (Notes)

CHAPTER IV SHARE CAPITAL

- CA0050 Share Capital Drafting Grid and Summary of Clause Alternatives
- CA0110 Voting Rights (Table and Share Capital Clauses)
- CA0210 Right to Dividends (Table and Share Capital Clauses)
- CA0310 Right to Residual Assets (Table and Share Capital Clauses)
- CA0510 Share Conversion Right (Table and Share Capital Clauses)
- CA0610 Redemption Rights (Table and Share Capital Clauses)
- CA0710 Redemption Procedure (Table and Share Capital Clauses)
- CA0810 Right to Repurchase Shares (Table and Share Capital Clauses)
- CA0910 Issuing Shares in Series (Table and Share Capital Clauses)

- CA1010 Veto Right (Table and Share Capital Clauses)
- CA1110 Guarantees (Table and Share Capital Clauses) (CBCA)
- CA1210 Pre-Emptive Right (Table and Share Capital Clauses) (CBCA)
- CA1310 Redemption Price (Share Capital Clause)

CHAPTER V ORGANIZATION

- Data & Instructions (Incorporation of a Business Corporation) (See Chapter III Document CS0120)
- OR0205 General By-Law (Ontario Business Corporations Act) (Long Form)
- OR0206 General By-Law (Ontario Business Corporations Act) (Long Form) Benchmarking Grid
- OR0210 General By-Laws (Canada Business Corporations Act)
- OR0211 General By-Laws (CBCA) Benchmarking Grid
- OR0212 General By-Law (Business Corporation Act (Ontario))
- OR0220 Borrowing By-Law (No. 2) (CBCA)
- OR0225 Banking By-Law (No. 3) (CBCA)
- OR0222 Borrowing By-Law (By-Law No. 2) (Business Corporation Act (Ontario))
- OR0230 Not-For-Profit Corporation By-Laws (Canada Not-For-Profit Corporations Act)
- OR0310 Organizational Resolutions
- OR0410 Declaration of Trust (Nominee Shareholder) (CBCA)
- OR0510 Ratification of Pre-Incorporation Contract (Directors' Resolution)
- OR0620 Ratification of the Unanimous Shareholder Agreement (Directors' Resolution)
- OR0710 Directors' Register
- OR0720 Officers' Register
- OR0730 Shareholders' Register
- OR0740 Share Transfer Register
- OR0750 Securities Register (CBCA)
- OR0810 Share Certificate (Canada Business Corporation Act)
- OR0812 Share Certificate (Business Corporation Act (Ontario))
- OR0820 Share Certificate (Back)
- OR0822 Share Certificate (Back) (Business Corporation Act (Ontario))
- OR1010 Registration Application Government Programs
- OR1110 Report on Incorporation of
- OR1210 Organization Checklist
- OR1310 Corporate Summary (Notes)
- OR1320 Corporate Summary
- OR1410 Declaration of Security Holder Private Issuer Exemption (Section 2.4 of *National Instrument 45-106 Prospectus Exemptions*)
- OR1420 Declaration of Security Holder Accredited Investor Exemption (Section 2.3 of *National Instrument 45-106 Prospectus Exemptions*)
- OR1430 Declaration of Security Holder Family, Friends and Business Associates Exemption (Section 2.5 of *National Instrument 45-106 Prospectus Exemptions*)

VOLUME III

CHAPTER VI CORPORATE FINANCE

D01210 Share Subscription Offer D01300 Share Subscription Agreement (Long Form) D01301 Share Subscription Agreement (Long Form) Benchmarking Grid D01350 Share Subscription Agreement (Short Form) D02200 Promissory Note – General D02201 Promissory Note (Fixed Rate – Due on Demand – Individual Creditor) Promissory Note (Fixed Rate – Due on Demand – Corporate Creditor) D02202 D02203 Promissory Note (Floating Rate – Due on Demand – Individual Creditor) D02204 Promissory Note (Floating Rate – Due on Demand – Corporate Creditor) D02205 Promissory Note (Fixed Rate – Due on Fixed Date – Individual Creditor) D02206 Promissory Note (Fixed Rate – Due on Fixed Date – Corporate Creditor) D02207 Promissory Note (Floating Rate – Due on Fixed Date – Individual Creditor) D02208 Promissory Note (Floating Rate – Due on Fixed Date – Corporate Creditor) D02209 Promissory Note (Fixed Rate – Due in Instalments – Individual Creditor) D02210 Promissory Note (Fixed Rate – Due in Instalments – Corporate Creditor) D02211 Promissory Note (Floating Rate – Due in Instalments – Individual Creditor) D02212 Promissory Note (Floating Rate – Due in Instalments – Corporate Creditor) D02300 Convertible Debenture D02400 Convertible Loan Agreement Convertible Loan Agreement Benchmarking Grid D02401 D03200 Best Efforts Agency Agreement (Initial Public Offering) D03201 Best Efforts Agency Agreement (Initial Public Offering) Benchmarking Grid D03210 Bought Deal Underwriting Agreement (IPO) D03211 Benchmarking Grid Bought Deal Underwriting Agreement (IPO) D03300 Escrow Agreement (Initial Public Offering) D03301 Escrow Agreement (Initial Public Offering) Benchmarking Grid Escrow Agency Agreement (Initial Public Offering) D03400 D03401 Escrow Agency Agreement (Initial Public Offering) Benchmarking Grid D03550 Transfer Agency Agreement D03551 Transfer Agreement Benchmarking Grid SC0110 Offer to Subscribe for shares (Corporate Shareholder – Directors' Resolution) SC0120 Offer to Subscribe for shares (Payment in Cash) SC0125 Offer to Subscribe for shares (Payment in Kind) SC0130 Offer to Subscribe for shares (Payment in Services) SC0135 Offer to Subscribe for shares (Payment in Shares) SC0140 Offer to Subscribe for shares (Profit-Sharing Plan) SC0145 Offer to Subscribe for shares (Conditional) SC0150 Offer to Subscribe for shares (Loan Conversion)

Share Issue (Payment in Cash) Directors' Resolution

SC0210

- SC0220 Share Issue (Payment in Cash–Pre-Emptive Right) Directors' Resolution
- SC0230 Share Issue (Payment in Cash Loan Conversion) Directors' Resolution
- SC0240 Share Issue (Payment in Cash Creation of Series) Directors' Resolution
- SC0250 Share Issue (Payment in Kind) Directors' Resolution
- SC0260 Share Issue (Payment in Services) (Directors' Resolution)
- SC0270 Share Issue (Payment in Shares) (Directors' Resolution)
- SC0310 Stock Options (Directors' Resolution)
- SC0510 Dividend (Payment in Cash) (Directors' Resolution)
- SC0512 Dividend (Payment in Cash Dividend Policy) (Directors' Resolution)
- SC0520 Dividend (Payment in Kind) (Directors' Resolution)
- SC0530 Dividend (Payment in Services) (Directors' Resolution)
- SC0540 Dividend (Payment in Shares) (Directors' Resolution)
- SC0550 Dividend (Life Insurance Proceeds) (Directors' Resolution)
- SC0560 Dividend (Capital Dividend Account) (Directors' Resolutions)
- SC0570 Waiver of a Preferred Dividend
- SC0572 Waiver of a Declared Dividend
- SC0610 Share Redemption Request by a Corporate Shareholder (Directors' Resolution)
- SC0620 Share Redemption Request
- SC0630 Share Redemption Request (By Shareholder) Directors' Resolution
- SC0710 Share Redemption by Corporation (Directors' Resolution)
- SC0720 Share Redemption Notice
- SC0730 Waiver of Share Redemption Notice
- SC0810 Consent to Share Conversion Request by a Corporate Shareholder (Directors' Resolution)
- SC0820 Share Conversion Request
- SC0830 Share Conversion (Directors' Resolution)
- SC0910 Share Purchase Agreement (Directors' Resolution)
- SC0920 Share Purchase Mutual Agreement (Directors' Resolution)
- SC0930 Share Purchase Agreement (Directors' Resolution)
- SC0940 Sale of Shares (Directors' Resolution)
- SC1010 Approval of Share Transfer (Directors' Resolution) (CBCA)
- SC1012 Approval of Share Transfer (Resignation/Appointment) (Directors' Resolution) (CBCA)
- SC1014 Notice of Resignation (Director/Officer)
- SC1020 Share Transfer on Death (Directors' Resolution)
- SC1030 Share Transfer Form
- SC1110 Share Split (Directors' Resolution)
- SC1210 Share Conversion Request Corporate Shareholder (Directors' Resolution)
- SC1220 Share Conversion (Directors' Resolution)
- SC1250 Share-for-Share Exchange Agreement (CBCA)
- SC1310 Purchase of Shares Issue of Rollover Shares (Directors' Resolution)
- SC1312 Sale and Rollover of Shares Owned by Corporation (Directors' Resolution)
- SC1410 Escrow of Shares (Shareholder Agreement) (Directors' Resolution)
- Y01450 Standstill Agreement

TABLE OF CONTENTS

Y01501	Overview of Sale of Business by Request for Tenders
Y01502	Letter of Invitation
Y01503	Information Sheet
Y01504	Confidentiality Undertaking
Y01505	Letter of Interest
Y01506	Cover Letter for Memorandum of Information
Y01507	Memorandum of Information
Y01508	Letter of Intent
Y01509	Selection Notice
Y01510	Letter of Confirmation of Intent to Purchase
Y03500	General Partnership Interest Purchase Agreement (Long Form)
Y03501	General Partnership Interest Purchase Agreement (Long Form) Benchmarking
	Grid
Y03550	General Partnership Interest Purchase Agreement (Short Form)
Y04200	Letter of Intent to Purchase Shares
Y04205	Letter of Intent to Acquire Shares (Binding Offer) (Long Form)
Y04250	Share Purchase Offer (Short Form)
Y04270	Share Purchase Offer (Long Form)
Y04271	Share Purchase Offer (Long Form) Benchmarking Grid
Y04300	Share Purchase Agreement (Request for Documents)
Y04400	Closing Agenda
Y04500	Share Purchase Agreement (Short Form)
Y04501	Share Purchase Agreement (Short Form) Benchmarking Grid
Y04550	Share Purchase Agreement (Short Form)
Y04551	Share Purchase Agreement (Short Form) Benchmarking Grid
Y04570	Share Purchase Agreement ("Earn Out" Formula)
Y04571	Share Purchase Agreement ("Earn Out" Formula) Benchmarking Grid
Y04600	Closing Certificate (Share Purchase)
Y04700	Share Rollover Agreement
Y04701	Share Rollover Agreement Benchmarking Grid
Y05200	Share Pledge Agreement
Y05201	Share Pledge Agreement Benchmarking Grid
Y05300	Escrow Agreement (Share Purchase)
Y05301	Escrow Agreement (Share Purchase) Benchmarking Grid

VOLUME IV

CHAPTER VII CORPORATE TRANSACTIONS

TR0020	Execution of Confidentiality Undertaking (Directors' Resolution)
TR0022	Execution of Exclusivity Agreement (Directors' Resolution)
TR0030	Execution of Preliminary Agreement (Directors' Resolution)
TR0040	Execution of Transactional Agreement (General) (Directors' Resolution)
TR0042	Execution of Partnership Agreement (General) (Directors' Resolution)

```
TR0050 Execution of Amendment Agreement (Directors' Resolution)
```

- TR0060 Execution of a Renewal Agreement (Directors' Resolution)
- TR0070 Execution of an Assignment Agreement (Directors' Resolution)
- TR0072 Execution of an Assumption Agreement (Directors' Resolution)
- TR0080 Issue of Claim (Directors' Resolution)
- TR0082 Participation in Dispute Resolution Process (Directors' Resolution)
- TR0084 Execution of a Settlement Agreement (Directors' Resolution)
- TR0090 Termination of Agreement (Directors' Resolution)
- TR0092 Execution of Release and Discharge (Directors' Resolution)
- TR0210 Intervening (Unanimous) Shareholder Agreement (Directors' Resolution) (CBCA)
- TR0220 Signing of [Unanimous] Shareholder Agreement (Directors' Resolution) (CBCA)
- TR0305 Notes Stock Options
- TR0307 Stock Option Agreement (Long Form)
- TR0307.1Stock Option Agreement (Long Form) Benchmarking Grid
- TR0308 Stock Option Agreement (Short Form)
- TR0310 Appointment of Chief Executive Officer (CEO) (Directors' Resolution) (CBCA)
- TR0312 Appointment of Chief Operating Officer (COO) (Directors' Resolution) (CBCA)
- TR0314 Appointment of Chief Financial Officer (CFO) (Directors' Resolution) (CBCA)
- TR0316 Appointment of Chief Technology Officer (CTO) (Directors' Resolution) (CBCA)
- TR0318 Appointment of Chief Information Officer (CIO) (Directors' Resolution) (CBCA)
- TR0320 Appointment of Controller (Directors' Resolution) (CBCA)
- TR0322 Appointment of Chief Human Resources Officer (Directors' Resolution) (CBCA)
- TR0324 Appointment of Chief Marketing Officer (CMO) (Directors' Resolution) (CBCA)
- TR0330 Appointment of Production Manager (Directors' Resolution) (CBCA)
- TR0405 Release of Guarantor (Directors' Resolution) (CBCA)
- TR0410 Financing Loan (Directors' Resolution) (CBCA)
- TR0415 Increasing Line of Credit (Directors' Resolution) (CBCA)
- TR0420 Loan to Acquire Real Property (Directors' Resolution) (CBCA)
- TR0425 Assignment of Debt Assignor (Directors' Resolution) (CBCA)
- TR0430 Factoring Assignor (Directors' Resolution) (CBCA)
- TR0432 Factoring Factor (Directors' Resolution) (CBCA)
- TR0450 Convertible Debenture Issuance (Directors' Resolution) (CBCA)
- TR0510 Offer to Lease Tenant (Directors' Resolution)
- TR0520 Percentage Lease Corporate Lessee (Directors' Resolution) (CBCA)
- TR0522 Percentage Lease Corporate Lessor (Directors' Resolution) (CBCA)
- TR0540 Sublease Agreement Tenant (Directors' Resolution)
- TR0542 Sublease Agreement Subtenant (Directors' Resolution)
- TR0550 Lease Assignment Agreement Assignor (Directors' Resolution)
- TR0552 Lease Assignment Agreement Assignee (Directors' Resolution)
- TR0610 Real Property Purchase Agreement Purchaser (Directors' Resolution)
- TR0612 Real Property Purchase Agreement Vendor (Directors' Resolution)
- TR0620 Land Surveying Mandate (Directors' Resolution)
- TR0720 Subcontracting Agreement Project Manager (Directors' Resolution)
- TR0722 Subcontracting Agreement Subcontractor (Directors' Resolution)

TABLE OF CONTENTS

- TR0810 Service Agreement Provider (Directors' Resolution)
- TR0812 Service Agreement Client (Directors' Resolution)
- TR0820 Trademark Licence Owner (Directors' Resolution)
- TR0822 Trademark Licence (User) (Directors' Resolution)
- TR0830 Trademark Transfer Agreement (Assignor) (Directors' Resolution)
- TR0832 Trademark Transfer Agreement (Assignee) (Directors' Resolution)
- TR0840 Patent Transfer Assignor (Directors Resolution) (CBCA)
- TR0842 Patent Transfer Assignee (Directors Resolution) (CBCA)
- TR0850 Copyright Transfer Agreement (Assignor) (Directors' Resolution)
- TR0852 Copyright Transfer Agreement (Assignee) (Directors' Resolution)
- TR0860 Manufacturing License Agreement Owner (Directors' Resolution)
- TR0862 Manufacturing License Agreement User (Directors' Resolution)
- TR1110 Manufacturing Agent Agreement Agent (Directors' Resolution)
- TR1112 Manufacturing Agent Agreement Manufacturer (Directors' Resolution)
- TR1120 Distribution Agreement Manufacturer (Directors' Resolution)
- TR1122 Distribution Agreement Distributor (Directors' Resolution)
- TR1140 Dealership Agreement Manufacturer (Directors' Resolution)
- TR1142 Dealership Agreement Dealer (Directors' Resolution)
- TR1150 Franchise Agreement Franchisor (Directors' Resolution)
- TR1152 Franchise Agreement Franchisee (Directors' Resolution)
- TR1406 Sale of Assets Outside Ordinary Course of Business (Shareholders' Special Resolution) (CBCA)
- TR1410 Approval of Share Purchase Corporate Vendor (Directors' Resolution) (CBCA)
- TR1412 Approval of Share Purchase Corporate Purchaser (Directors' Resolution) (CBCA)
- TR1425 Approval of Share Purchase and Rollover Corporate Vendor (Directors' Resolution) (CBCA)
- TR1427 Approval of Share Purchase and Rollover Corporate Purchaser (Directors' Resolution) (CBCA)

CHAPTER VIII ANNUAL RESOLUTIONS

- AN0110 Annual Update Data and Instructions
- AN0210 Annual Resolutions Template Kit (Federal)

CHAPTER IX GOVERNANCE

- IN0050 Notice of Directors' Meeting (Board of Directors)
- IN0060 Notice of Annual Shareholders' Meeting
- IN0110 Increase Number of Directors and Election (Directors' Resolution) (Canada)
- IN0120 Increase Number of Directors and Election (Shareholders' Resolution) (Canada)
- IN0130 Acceptance of Appointment as Director (Canada)
- IN0210 Acceptance of Resignation and Reduce Number of Directors (Directors' Resolution) (Canada)
- IN0220 Notice of Resignation (Director or Officer) (Canada)
- IN0310 Acceptance of Resignation and Appointment (Directors' Resolution)

- IN0410 Removal and Replacement of Director (Shareholders' Resolution) (Canada)
- IN0510 Appointment of New Officers (Directors' Resolution) (Canada)
- IN0610 Assumed Business Name (Directors' Resolution) (Canada)
- IN0710 Change of Registered Office Address (Within Province) (Directors' Resolution) (Canada)
- IN0810 Change of Registered Office Address and Province (In By-Laws) (Directors' Resolution) (Canada)
- IN0820 Change of Registered Office Address and Province (Shareholders' Special Resolution) (Canada)
- IN0830 By-Law to Change Registered Office Address (Canada)
- IN0910 Change of Financial Year End (Directors' Resolution)
- IN1010 Change of Financial Year By-Law (Directors' Resolution)
- IN1020 Change of Financial Year By-Law (Shareholders' Resolution)
- IN1030 Change of Financial Year By-Law
- IN1110 Reduction of Stated Capital (Directors' Resolution)
- IN1120 Reduction of Stated Capital (Shareholders' Special Resolution)
- IN1310 Appointment of New Auditors (Shareholders' Resolution)
- IN1410 Banking Resolution New Signing Officers (Directors' Resolution)
- IN1510 Adopting New General By-Law (Directors' Resolution)
- IN1512 Confirming New General By-Law (Shareholders' Resolution) (Subsection 103(2) CBCA)
- IN1520 Adopting New Borrowing By-Law (Directors' Resolution)
- IN1522 Confirming New Borrowing By-Law (Shareholders' Resolution)
- IN1530 Adopting New Banking By-Law (Directors' Resolution)
- IN1532 Confirming New Banking By-Law (Shareholders' Resolution)
- IN1610 New Share Certificates (Directors' Resolution)
- IN1620 Declaration of Lost Share Certificate (Subsections 80(1) and (2) CBCA)
- IN1630 Replacement of Lost Share Certificate (Directors' Resolution) (Subsections 80(1) and (2) CBCA)
- IN1710 Appointment of Proxy
- IN1720 Appointment of a Representative (Directors' Resolution)
- IN1810 General Resolutions (Directors' Resolution)
- IN1820 General Resolutions (Shareholders' Resolution)

CHAPTER X ARTICLES OF AMENDMENT

- MN0210 MN0210 Change of Address of Registered Office within Same Province (Directors' Resolution) (CBCA)
- MN0215 Change of Address of Registered Office within Same Province (Shareholders' Resolution) (CBCA)
- MN0220 Change of Registered Office to Different Province (Directors' Resolution) (CBCA)
- MN0225 Change of Registered Office to Different Province (Shareholders' Special Resolution) (CBCA)

TABLE OF CONTENTS

- MN0230 Insertion of Certificate of Amendment Transfer of Registered Office to Different Province (Directors' Resolution) (CBCA)
- MN0310 Corporate Name Change (Directors' Resolution) (CBCA)
- MN0320 Corporate Name Change (Shareholders' Special Resolution) (CBCA)
- MN0330 Insertion of Certificate of Amendment (Corporate Name Change) (Directors' Resolution) (CBCA)
- MN0410 Change in Share Capital (Directors' Resolution) (CBCA)
- MN0420 Change in Share Capital (Shareholders' Special Resolution) (CBCA)
- MN0430 Insertion of Certificate of Amendment Share Conversion (Directors' Resolution) (CBCA)
- MN0510 Change in Number of Directors (Directors' Resolution) (CBCA)
- MN0520 Change in Number of Directors (Shareholders' Special Resolution) (CBCA)
- MN0530 Insertion of Certificate of Amendment Number of Directors (Directors' Resolution) (CBCA)

CHAPTER XI AMALGAMATIONS (MERGER)

- MR0100 Mutual Confidentiality Agreement
- MR0110 Ordinary Amalgamation (Directors' Resolution)
- MR0120 Ordinary Amalgamation (Shareholders' Resolution)
- MR0130 By-Law Respecting the Amalgamation of the Corporation
- MR0140 Amalgamation Agreement (CBCA)
- MR0145 Amalgamation Agreement (With Listed Corporations)
- MR0150 Amalgamation Agreement (Long Form)
- MR0210 Share Capital 3 Classes (See Chapter III Document CS0430)
- MR0212 Share Capital 5 Classes (See Chapter III Document CS0440)
- MR0220 Restrictions on Share Transfer (Standard Version)
- MR0230 Other Provisions (Standard Version)
- MR0310 Post-Amalgamation Resolutions (Ordinary Amalgamation)
- MR0410 Vertical Short-Form Amalgamation with Parent Corporation (Directors' Resolution)
- MR0412 Amalgamation Involving (Parent) Holding Corporation (Directors' Resolution) Business Corporation Act (Ontario)
- MR0420 Vertical Short-Form Amalgamation with Subsidiary Corporation (Directors' Resolution)
- MR0422 Amalgamation Involving Subsidiary Corporation (Directors' Resolution) *Business Corporation Act* (Ontario)
- MR0510 Horizontal Short-Form Amalgamation (Directors' Resolution)
- MR0512 Amalgamation of Subsidiaries of Parent Body (Directors' Resolution) *Business Corporation Act* (Ontario)
- MR0610 Short Form Amalgamation (Organization Resolutions)
- MR0612 Short Form Amalgamation (Organization Resolutions) Business Corporation Act (Ontario)

CHAPTER XII LIQUIDATION AND DISSOLUTION

DN0110 Voluntary Dissolution (No Assets or No Liabilities) (Shareholders' Resolution)
DN0120 Voluntary Liquidation and Dissolution (Shareholders' Resolution)
DN0122 Voluntary Liquidation and Winding – Up of Corporation (Directors' Resolution)
DN0124 Voluntary Winding – Up (Shareholders' Resolution)
DN0140 Voluntary Dissolution with Liquidation (Shareholders' Special Resolution)
DN0150 Voluntary Dissolution without Liquidation (Shareholders' Special Resolution)
DN0210 Liquidation Dividend (Directors' Resolution)
DN0310 Final Account of Liquidator (OBCA) (Shareholders' Resolution)
DN0340 Winding-up Agreement (Corporate Shareholder(s)) (CBCA)
DN0341 Winding-Up Agreement (Long Form) Benchmarking Grid