

# Table of Contents

## VOLUME I

<i>Dedication .....</i>	<i>iii</i>
-------------------------	------------

### CHAPTER 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	General Partnership Agreement (Long Form) Benchmarking Grid
A03450	General Partnership Agreement (Short Form)
A03700	Withdrawal from General Partnership Agreement
A03701	Withdrawal from General Partnership Agreement Benchmarking Grid
A03750	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

## TABLE OF CONTENTS

### 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)(a) CBCA Regulations)
CS0216	Consent Transfer of Name to an Affiliated Corporation (Subsection 24(1) CBCA Regulations)
CS0218	Consent – Transfer of Name to an Affiliated Corporation (Section 24(2) Canada Business Corporations Regulations)
CS0220	Consent — Confusion with Corporate Name (Section 21 CBCA Regulations)
CS0222	Consent to Use Corporate Name — Name similar to unaffiliated corporation (RRO 1990, Reg. 62, Section 4)
CS0224	Consent to Use Corporate Name — Name similar to known trust, association, partnership or sole proprietorship (RRO 1990, Reg. 62, Section 8)
CS0226	Consent to Use Corporate Name Containing word similar to distinctive element of another trademark or name (RRO 1990, Reg. 62, Section 9)
CS0228	Consent to Use Corporate Name Containing word similar to distinctive element of another trademark or name (RRO 1990, Reg. 62, Subsection 12(1))
CS0230	Consent to Use Corporate Name Containing element that is individual's family name and proposed corporation is successor or affiliate (RRO 1990, Reg. 62, Subsection 12(1))
CS0300	Registered Office (Notes)
CS0400	Share Capital (Notes) Ontario
CS0430	Share Capital 3 Classes (CBCA)
CS0440	Share Capital (5 Classes)
CS0450	Share Capital (9 Classes)
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) (CBCA)

## 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 (Face) (*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(2) 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 respecting prospectus and registration 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
D02201	Promissory Note (Fixed Rate – Due on Demand – Individual Creditor)
D02202	Promissory Note (Fixed Rate – Due on Demand – Corporate Creditor)
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 on Instalments – Individual Creditor)
D02210	Promissory Note (Fixed Rate – Due on Instalments – Corporate Creditor)
D02211	Promissory Note (Floating Rate – Due on Instalments – Individual Creditor)
D02212	Promissory Note (Floating Rate – Due on Instalments – Corporate Creditor)
D02300	Convertible Debenture
D02400	Convertible Loan Agreement
D02401	Convertible Loan Agreement Benchmarking Grid
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	Bought Deal Underwriting Agreement (IPO) Benchmarking Grid
D03300	Escrow Agreement (Initial Public Offering)
D03301	Escrow Agreement (Initial Public Offering) Benchmarking Grid
D03400	Escrow Agency Agreement (Initial Public Offering)
D03401	Escrow Agency Agreement (Initial Public Offering) Benchmarking Grid
D03550	Transfer Agency Agreement
D03551	Transfer Agreement Benchmarking Grid
SC0110	Offer to Subscribe (Corporate Shareholder) (Director's Resolution)
SC0120	Offer to Subscribe (Payment in Cash)
SC0125	Offer to Subscribe (Payment in Kind)
SC0130	Offer to Subscribe (Payment in Services)
SC0135	Offer to Subscribe (Payment in Shares)
SC0140	Offer to Subscribe (Profit Sharing Program)
SC0145	Offer to Subscribe (Conditional)
SC0150	Offer to Subscribe (Loan Conversion)
SC0210	Share Issue (Cash Payment) (Directors' Resolution)

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 by a Shareholder
SC0630	Share Redemption at Shareholder's Request (Directors' Resolution)
SC0710	Share Redemption at Corporation's Will (Directors' Resolution)
SC0720	Notice of Share Redemption
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 by Agreement (Directors' Resolution)
SC0920	Purchase by Agreement Corporate Shareholder (Directors' Resolution)
SC0930	Purchase by 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 and 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	Share Acquisition – Issue of Rollover Shares (Directors' Resolution)
SC1312	Sale and Rollover of Share Owned by Corporation (Directors' Resolution)
SC1410	Escrow of Shares Pursuant to a 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 Acquire Shares
Y04205	Letter of Intent to Acquire Shares (Binding Offer)
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 (Long Form)
Y04501	Share Purchase Agreement (Long 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	Stock Purchase and Rollover Agreement (Long Form) 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)
TR0307.1	Stock 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	Change of Registered Office within Same Province (Directors' Resolution) (CBCA)
MN0215	Change of Registered Office within Same Province (Shareholders' Special 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)
MN0230	Insertion of Certificate of Amendment (Change of Registered Office – Different Province) (Directors' Resolution) (CBCA)

## TABLE OF CONTENTS

MN0310	Corporate Name Change (Directors' Resolution) (CBCA)
MN0320	Corporate Name Change (Shareholders' 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 ( <i>See Chapter III Document CS0430</i> )
MR0212	Share Capital – 5 Classes ( <i>See Chapter III Document CS0440</i> )
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) <i>Business Corporation Act</i> (Ontario)
MR0420	Vertical Short-Form Amalgamation with Subsidiary Corporation (Directors' Resolution)
MR0422	Amalgamation Involving Subsidiary Corporation (Directors' Resolution) <i>Business Corporation Act</i> (Ontario)
MR0510	Horizontal Short-Form Amalgamation (Directors' Resolution)
MR0512	Amalgamation of Subsidiaries of Parent Body (Directors' Resolution) <i>Business Corporation Act</i> (Ontario)
MR0610	Short Form Amalgamation (Organization Resolutions)
MR0612	Short Form Amalgamation (Organization Resolutions) <i>Business Corporation Act</i> (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