

## Index

### **ABANDONMENT**

Generally, **10:30**

### **ACCOUNTS/ACCOUNTING**

See also Banking/Banks

Banks/banking

records, **5:24**

support products, **5:26**

transfer, **5:22**

verification, **5:23**

Partners, among, **22:41**

Securitizations and, **8:6**

Support, **5:26**

Transfer, **5:22**

### **ADMINISTRATION OF BANKRUPTCY**

Foreign, **3:30**

Government, by, **3:7**

United States, **3:3 et seq.**

### **ADR ACT (U.S.)**

Generally, **2:5**

### **ADR INSTITUTE OF CANADA**

Generally, **2:4**

### **ALTERNATE DISPUTE RESOLUTION (ADR)**

See also Arbitration

arbitration, **2:3**

Generally, **2:2 et seq.**

ADR Institute of Canada, **2:4**

Contractual requirements, **2:14 et seq.**

Mediation, **2:2, 2:4 et seq.**

Canada, **2:4**

United States, **2:5**

Precedents, **2:16**

### **AMERICAN ARBITRATION ASSOCIATION**

Generally, **2:5**

### **ANTI-DEFERRAL REGIMES (U.S.)**

Generally, **4:37 et seq.**

Controlled foreign corporations  
(CFCs), **4:38**

Passive foreign investment  
company, **4:39**

### **ANTITRUST MEASURES**

Generally, **1:26**

### **APPEALS**

U.S. District Court, from, **1:17**

U.S. jury trials, **1:32**

### **ARBITRATION**

See also Mediation

Generally, **2:1, 2:3, 2:6 et seq.**

Agreements, **2:8, 2:11**

American Arbitration Association,  
**2:5**

Awards, **2:11**

foreign, **2:12**

Binding, **2:3**

Canada, **2:6 et seq.**

process, **2:11**

provincial statutes, **2:8**

services, **2:10**

Civil case management, **2:7**

Clauses, **2:8, 2:11, 2:14 et seq.**

Commercial Arbitration Act, **2:8**

Commercial finance transactions,  
**2:17**

Commercial leasing and, **16:17**

Confidentiality provisions, **2:8**

Contracting out, **2:8**

**ARBITRATION—Cont'd**

- Conventions, **2:8**
- Court annexed, **2:12**
- Domestic, **2:8**
- Enforcement, **2:11**
- International, **2:6 et seq.**
- Legislation, **2A, 2B**
- Mini-trials, **2:12**
- Non-binding, **2:3**
  - Canada, **2:7**
  - court annexed, **2:12**
  - services, **2:7**
- Pre-trial hearings, **2:12**
- Process
  - Canada, **2:11**
  - United States, **2:11**
- Services
  - Canada, **2:10**
  - United States, **2:10**
- Statutes, **2:8**
- UNCITRAL Model Law, **2:8**
- United States, **2:10 et seq.**
  - agreement, **2:11**
  - court annexed arbitration, **2:12**
  - process, **2:11**
  - services, **2:10**

**ASSETS**

- Basis of secured lending, as, **6:6**
- Secured lending
  - basis of lending, **6:2, 6:6**
  - fixed, **6:2**
  - movables, **6:10, 6:11**
  - multi-jurisdictional, **6:10**
  - sale of, **6:19**
  - tangible, **6:10, 6:13**
  - unusual, **6:18**
- Unusual, **6:18**

**ASSIGNMENT**

- Commercial leasing and, **16:14**
- Copyright, **10:6**
- Patents, **10:42**
- Trademark, **10:23**

**AUDITS/AUDITORS**

- Generally, **5:16 et seq.**
- Canada, **5:17**
- International requirements, **5:18**
- United States, **5:16**

**BALANCE SHEET TEST**

- Generally, **7:8**

**BANK ACT**

- Generally, **5:1**
- Cross-border regulation, **5:12**
- Schedule I, **5:1**
- Secured lending and, **6:1**

**BANKING/BANKS**

- See also Audits/Auditors
  - audits, **5:16 et seq.**
- See also Clearing
  - clearing, **5:19 et seq.**
- See also Licenses
  - incorporation
    - banking licenses and, **5:14 et seq.**
- Generally, **5**
- Account
  - see Accounts/Accounting
- Articles, **5:15**
- Associations
  - national, **5:2**
  - savings, **5:8**
- Authorized powers, **5:5 et seq.**
- Automatic teller machines, **5:24**
- Bank of Canada, **5:19 et seq.**
- Bankruptcy protection, exclusion
  - from, **3:14**
- Basle Committee, **5:18**
- Bill of exchange, **5:20**
- Bills of Exchange Act, **5:10**
- Bingham Reports, **5:16**
- Branch operation, **5:4, 5:5, 5:16**
- Business names and, **5:24**
- Business of, **5:5 et seq.**
  - activities, **5:7**
  - Canada, **5:5**
  - insurance, **5:7**

**BANKING/BANKS—Cont'd**

Business of, **5:5 et seq.**—Cont'd  
     leasing, **5:7**  
     powers, **5:8, 5:11**  
     United States, **5:6**  
 Canada Business Corporations Act (CBCA), **5:7**  
 Canada Deposit Insurance Corporation, **5:14**  
 Canadian Bankers' Association Model Provisions, **20**  
 Canadian Payments Association, **5:10, 5:20**  
 Capital  
     see Capital/Capitalization  
 Central, **5:2**  
 Certificate of authority, **5:15**  
 Charges, **5:26**  
 Cheques, **5:19 et seq. to 5:23**  
     truncation, **5:26**  
 Chequing accounts, **5:8**  
 Commercial (U.S.), **5:2, 5:15**  
 Common law, **5:6, 5:24**  
 Competition law, **5:20, 19**  
 Compliance reports, **5:15**  
 Conduct review committee, **5:7**  
 Confidentiality, **5:24**  
 Confirmations, **5:20**  
 Consumer protection, **5:4, 5:6, 5:23, 5:27**  
 Contract, **5:24**  
     cardholder, **5:27**  
 Countermand, **5:22**  
 Credit  
     see Credit  
 Cross-border comparison, **5:12**  
 Cross-border regulation, **5:12**  
 Currency, **5:26**  
 Current account documentation, **5:23**  
 Customer  
     information, **5:24**  
     relations, **5:5, 5:23, 5:24**  
 Debit cards, **5:27**

**BANKING/BANKS—Cont'd**

Depository Trust Company (DTC), **5:21**  
 Deposits, **5:5, 5:8, 5:10**  
     cross-border regulation, **5:12**  
     duties re, **5:23**  
 Derivative products, **5:26**  
 Directors, **5:5, 5:7, 5:21**  
 Disclosure, consumer, **5:5**  
 Documents, **5:9, 5:24**  
 Domestic, **5:1**  
 Duties of, **5:23**  
 Electronic  
     clearing, **5:21**  
     funds transfer, **5:20**  
     payment transfers, **5:19 et seq.**  
     signatures, **5:26**  
 Endorsement procedures, **5:20**  
 Equity ownership, **5:5, 5:7**  
 Errors, **5:23**  
 Execution, **5:24**  
 Facsimile signature, **5:24**  
 Federal Deposit Insurance Corporation, **5:2**  
 Federal Reserve, U.S., **5:2, 5:19 et seq.**  
     membership, **5:21**  
 Federal Reserve Board, **5:21**  
 Financial institutions, **5:7, 5:11**  
 Foreign, **5:1 et seq., 5:11, 5:16, 5:19 et seq.**  
 Fraud, **5:24, 5:27**  
 Free Trade Agreement (FTA), **5:13**  
 Funds transfer, **5:10, 5:19 et seq.**  
 Governance, **5:3, 5:7 et seq., 5:12, 5:19 et seq.**  
 Guarantees, **5:28**  
 Hedging, **5:26**  
 Holder in due course, **5:20**  
 Holding corporation, bank, **5:18**  
 ICC Uniform Customs, **5:28**  
 Identification, official, **5:24**  
 Incorporation, **5:5 et seq.**  
     Canada, **5:5**  
     United States, **5:6**

**BANKING/BANKS—Cont'd**

Insurance  
     business of, **5:7, 5:11**  
     deposit, **5:14, 5:19 et seq.**  
 Interbank settlement, **5:19 et seq.**  
 Interest, **5:26**  
 International Banking Groups, **5:18**  
 International credits, **5:21**  
 International regulation, **5:18**  
 International Settlements, Bank of,  
     **5:11, 5:12, 5:18**  
 International Swaps and Derivatives  
     Associations, **5:26**  
 Internet, **5:2, 5:24**  
 Interstate, **5:2**  
     restrictions, **5:12**  
 Investment  
     cross-border restrictions, **5:12**  
     powers, **5:5 et seq.**  
 ISP98, **5:28**  
 Joint venture and, **5:24**  
 Jurisdiction, **5:17**  
 Large value clearing, **5:20**  
 Large value transfer system, **5:20**  
 Leasing, **5:7, 5:11**  
 Legal developments, **5:11**  
 Legislation, **5:3, 5:6**  
 Lending, cross-border, **5:12**  
 Letters of credit, **5:28, 5A**  
 Licenses  
     see Licenses  
 Limited liability partnerships and,  
     **5:24**  
 Money laundering, **5:12, 5:16-5:17,**  
     **5:24**  
 Most-favoured-nation, **5:13**  
 Mutual assistance, **5:18**  
 National, **5:2, 5:8**  
 Negligence, **5:22**  
 Negotiability, **5:20**  
 Negotiable instruments, **5:10, 5:21**  
 Netting services, **5:26**  
 Networking arrangements, **5:5**  
 North American Free Trade Agree-  
     ment (NAFTA), **5:13**

**BANKING/BANKS—Cont'd**

Notice of dishonour, **5:24**  
 Operation of account agreement,  
     **5:24, 5:25**  
 OSFI, **5:3, 5:7 et seq.**  
 Oversight, **5:16 et seq.**  
     Canada, **5:17**  
     international requirements, **5:18**  
     United States, **5:16**  
 Partnerships and, **5:24**  
 Payment clearing  
     see Clearing  
 Payment instructions, **5:24**  
 Payment order, **5:21**  
 Payment settlement, **5:19 et seq.**  
 Payment system, **5:6, 5:19 et seq.,**  
     **5:26**  
 Payment transfer, **5:19 et seq., 5:22**  
     finality of, **5:21**  
 Practice, **5:9 et seq., 5:23**  
     Canada, **5:9**  
     United States, **5:10**  
 Pre-authorized payments, **5:20**  
 Presentment, **5:20, 5:24**  
 Primary banking relationship, **5:22**  
 Privacy, **5:26**  
 Private clearing houses, **5:19 et seq.**  
 Products  
     see Bank Products  
 Protest of bills of exchange, **5:24**  
 Prudential oversight, **5:16 et seq.**  
     Canada, **5:17**  
     international requirements, **5:18**  
     United States, **5:16**  
 Prudent principles and standards,  
     **5:5, 5:7**  
 Regulation, **5:3 et seq.**  
     Canada, **5:3**  
     United States, **5:4**  
 Related party transactions, **5:7**  
 Reporting requirements, **5:12, 5:16**  
 Sarbane-Oxley, **5:16**  
 Securities, **5:12**  
 Security, taking, **5:12**

**BANKING/BANKS—Cont'd**

- Self-dealing, **5:7**
- Services, financial, **5:7, 5:11, 5:26**
- Set-off, **5:25**
- Settling payments, **5:26**
- Shareholders' rights, **5:7**
- Signing authority, **5:24**
- Society for Worldwide Interbank Financial Telecommunications (SWIFT), **5:19 et seq., 5:26**
- Sole proprietorship and, **5:24**
- Standby letters of credit, **5:28**
- Statutory concepts, **5:7 et seq.**
  - Canada, **5:7**
  - United States, **5:8**
- Stop payment, **5:20, 5:22, 5:24**
- Subsidiaries, **5:1, 5:7**
- Superintendent of Financial Institutions (OSFI), Office of the, **5:3, 5:7**
- Swap products, **5:26**
- SWIFT, **5:19 et seq., 5:26**
- Thrift institutions, **5:2**
- Thrift Supervision, Office of, **5:2**
- Timing, **5:20**
- Trading, cross-border, **5:13**
- Treasury, Department of, **5:2**
  - Comptroller of the Currency, **5:2**
- Treaties, **5:18**
- Types, **5:1 et seq.**
  - Canada, **5:1**
  - United States, **5:2**
- UCP500, **5:28**
- Uniform Customs and Practice for Documentary Credits, **5:28**
- United States Code, **5:2, 5:15**
- United States-Mexico-Canada Agreement (USMCA), banking, **5B**
- Universal Commercial Code, **5:10**
- Wire confirmation, **5:20**
- Wire transfers, **5:20**

**BANK PRODUCTS**

- Generally, **5:1 et seq.**

**BANK PRODUCTS—Cont'd**

- Account support, **5:26**
- Credit cards, **5:27**
- Debit cards, **5:27**
- Letters of credit, **5:28**

**BANKRUPTCY**

- See Insolvency; Bankruptcy and Insolvency Act (BIA)

**BANKRUPTCY AND INSOLVENCY ACT (BIA)**

- See also Insolvency
- Debtors' requirements to commence, **3:12**
- Foreign proceedings, **3:30**
- Government administration, **3:7**
- Initial application in proposal, **3:19**
- Legislation, **3A**
- Plan of reorganization, approval of, **3:23**
- Professionals as participants, **3:8**
- Stay of proceedings, **3:21**
- Voidable transactions, **3:27**

**BINDING ARBITRATION**

- Generally, **2:3**

**BRANCH OPERATION**

- Generally, **4:2**

**BRIBERY**

- Anti-bribery regulation, **9:19 et seq.**
- Anti-corruption program, **9:19 et seq.**
- At-risk services and industries, **9:19 et seq.**
- Corruption of Foreign Public Officials Act, **9:19 et seq.**
- Foreign Corrupt Practices Act, **9:19 et seq.**
- OECD Convention, **9:19 et seq.**
- Payment systems, **9:19 et seq.**
- Successor Liability, **9:19 et seq.**

**BUSINESS ENTITIES, CHOICE OF**

- See also Capital/Capitalization
- Canadian companies carrying on

**BUSINESS ENTITIES, CHOICE**

**OF—Cont'd**

See also Capital/Capitalization

—Cont'd

business in the U.S., 4:3 et seq.

capitalization, 4:25

U.S. entities of Canadian companies

capitalization, 4:25

See also Corporations

Canadian companies carrying on business in the U.S., 4:3 et seq.

Canadian corporations, 4:10

U.S. corporations, 4:4

U.S. entities of Canadian companies

Canadian corporations, 4:10

U.S. corporations, 4:4

See also Partnerships

Canadian companies carrying on business in the U.S., 4:3 et seq.

partnerships, 4:16

U.S. entities of Canadian companies

partnerships, 4:16

Generally, 4:2 et seq.

Canadian companies carrying on business in the U.S., 4:3 et seq.

limited liability companies, 4:22

offshore companies, 4:24

Canadian entities of U.S. companies, 4:2

Table, 4:2

U.S. companies carrying on business in Canada, 4:2

U.S. entities of Canadian companies, 4:3 et seq.

limited liability companies, 4:22

offshore companies, 4:24

**BUSINESS TRUST**

See also Corporations; Trusts

Generally, 13:33

**BUSINESS TRUST—Cont'd**

Formation, 13:33

Legal entity, 13:33

**CANADA BUSINESS CORPORATIONS ACT**

Corporation incorporated under, 4:2

**CANADA DEPOSIT INSURANCE CORPORATION**

Generally, 5:14, 9:17 et seq.

**CANADIAN BANKERS' ASSOCIATION MODEL PROVISIONS**

Generally, 20

**CAPITAL/CAPITALIZATION**

Adequacy, 5:18

Corporations

deficiencies in, 13:47 et seq.

interest-stripping limitations, 4:26

requirements, 13:1 et seq.

thin, 4:25

U.S. companies, 4:4

Dividends, 4:4

Interest-stripping, 4:4

limitations, 4:26

rules, 4:26

triggered by guarantee of debt, 4:26

Maintenance, 5:21

Preferred stock redemptions, 4:4

Requirements, 5:6, 5:8

Tax re commercial leasing, 16:21

Thin, 4:4, 4:25, 4:28

U.S. companies, 4:4

**CASH FLOW**

Generally, 8:3

**CBCA**

See Canada Business Corporations Act (CCAA)

**CCAA**

See Companies' Creditors Arrangement Act

**C CORPORATION (U.S.)**

Generally, **4:3 et seq.**

**CHIPS**

See Clearing

**CLASS PROCEEDINGS ACT**

Generally, **1:40**

**CLEARING**

Generally, **5:19 et seq.**

Canada, **5:20**

Clearing House Interbank Payment System (CHIPS), **5:21**

Cross-border regulation, **5:12**

Depository financial institutions, **5:19 et seq.**

United States, **5:8, 5:21**

**COMMENCEMENT OF  
INSOLVENCY CASE**

By creditor, **3:15 et seq.**  
arrangement, plan of, **3:16**  
debt, proof of, **3:18**  
insolvency, proof of, **3:17**

By debtor, **3:10 et seq.**  
assets, location of, **3:11**  
corporate authority, **3:10**  
excluded entities, **3:19**  
proposals, **3:12**  
reorganizations, **3:13**

**COMMERCIAL ARBITRATION  
ACT**

Generally, **2:8**

**COMMERCIAL LEASING**

Business issues  
arbitration, **16:17**  
assignment, **16:14**  
control, **16:10**  
co-tenancy, **16:6**  
default, **16:15**  
environmental issues, **16:18**

**COMMERCIAL LEASING**

**—Cont'd**

Business issues—Cont'd  
generally, **16:5 et seq.**  
insurance, **16:11**  
involuntary termination, **16:9**  
operating covenant, **16:7**  
rent, **16:16**  
self-help, **16:12**  
term, **16:8**  
use, **16:13**

Documentation, **16:3**

Generally, **16:1, 16:24**

Legal structure re, **16:2**

Taxation

capital tax, **16:21**

generally, **16:19 et seq.**

goods and services tax, **16:20**

income tax, **16:23**

land transfer tax, **16:22**

property tax, **16:19**

Title issues, **16:4**

**COMPANIES' CREDITORS  
ARRANGEMENT ACT  
(CCAA)**

See also Insolvency

Application for proceeding under,  
initial, **3:20**

Cash flow statements, **3:20**

Creditors' committees and, **3:28**

Debtors' requirements to com-  
mence, **3:13**

Foreign proceedings, **3:31**

Legislation, **3A**

Notice, whether requires, **3:20**

Order, **3:20**

Plan of reorganization, approval of,  
**3:24**

Professionals as participants, **3:9**

Protection, **3:20**

Stay of proceedings, **3:22**

Voidable transactions, **3:28**

**COMPETITION BUREAU**

Generally, **9:1, 19:2, 19:4, 19:7, 19:10, 19:23, 19:35, 19:43, 19:50, 19:53, 19:76, 19:81**

**COMPETITION LAW**

Bilateral competition agreements, **19C**

Civil deceptive marketing practices, **19:72 et seq.**

Competition Bureau Service Standards, **19:13**

Competition Tribunal, private applications before, **19:90**

Criminal matters, **19:22 et seq.**

bid-rigging, **19:34 et seq.**

conspiracy, **19:23 et seq.**

immunity program, **19:43**

misleading advertising, **19:36 et seq.**

other criminal marketing offences, **19:42**

Filing fees, **19:15**

Generally, **19:1**

Merger, best practices on cooperation in investigations, **19B**

Merger defined, **19:4**

Merger review regime, **19:3 et seq.**

exemptions from provisions, **19:5**

notification, pre-merger, **19:6 et seq.**

remedies, **19:21**

scope of provisions, **19:3 et seq.**

substantive review, **19:17 et seq.**

Penalties, **19:15**

Private enforcement, **19:83 et seq.**

legislative framework, **19:83**

private applications before Competition Tribunal, **19:90**

statutory cause of action under s. 36, **19:84**

Remedies, **19:21**

sentencing and resolutions table, **19A**

**COMPETITION LAW—Cont'd**

Reviewable trade practices, **19:44 et seq.**

abuse of dominant position, **19:45 et seq.**

agreements/arrangements that prevent or lessen competition, **19:53 et seq.**

civil deceptive marketing practices, **19:72 et seq.**

exclusive dealing, **19:70 et seq.**

market restriction, **19:70 et seq.**

other reviewable practices, **19:82**

price maintenance, **19:57 et seq.**

refusal to deal, **19:63 et seq.**

tied selling, **19:70 et seq.**

Safe harbour thresholds, **19:18**

Statutory framework, **19:2**

United States-Mexico-Canada Agreement (USMCA), **19D**

**COMPLIANCE**

Generally, **9, 9C**

Confidentiality, **9:3 et seq.**

Consumer protection, **9:1**

Cost of credit disclosure, **9:2**

Financial services industry regulation, **9:17 et seq.**

Legislation, **9A**

Money laundering, **9:8 et seq.**

Canada, **9:8**

United States, **9:9**

Privacy, **9:3 et seq.**

Reports re banking, **5:15**

Terrorist financing, **9:8 et seq.**

Canada, **9:8**

United States, **9:9**

United States-Mexico-Canada Agreement (USMCA), **9B**

**CONDUCT REVIEW COMMITTEE**

Generally, **5:7**

**CONFIDENTIALITY**

Agreement

choice of law, **17:7**



## **CONFIDENTIALITY—Cont'd**

Agreement—Cont'd  
     generally, **17:2 et seq.**  
     non-solicitation, **17:6**  
     process, **17:5**  
     prohibitions, **17:4**  
     scope of protected information,  
         **17:3**  
 Arbitration and, **2:8**  
 Banking, **5:4, 5:6, 5:23, 5:24, 5:27**  
 Banking documentation, **9:3 et seq.**  
 Compliance, regulatory, **9:3 et seq.**  
 Consent, **9:3 et seq.**  
 Customer records, **9:3 et seq.**  
 Electronic business, **11:19 et seq.**  
     Canada, **11:20**  
     United States, **11:21**  
 Electronic commerce, **9:3 et seq.**  
 Electronic information, **9:3 et seq.**  
 International accords, **9:3 et seq.**  
 Internet, **9:3 et seq.**  
 Money laundering, **9:3 et seq.**  
 Privacy  
     Canada's Anti-Spam Legislation  
         (CASL), **11:15**  
     electronic, **11:18**  
     information, of, **9:3 et seq.**  
     notices, **9:3 et seq.**

## **CONFLICTS OF LAW**

Generally, **1:20 et seq.**  
 Antitrust measures, **1:26**  
 Applicable law, **1:22**  
 Appropriate, what is, **1:21**  
 Assumption of jurisdiction, **1:23**  
 Choice of forum clauses, **1:24**  
     Canada, **1:25**  
     United States, **1:26**  
 Choice of law clauses, **1:24**  
     Canada, **1:25**  
     United States, **1:26**  
 Consumer protection, **1:26**  
 Contracts, **1:22**  
 Courts and, **1:20**  
 Federal court system, **1:25**

## **CONFLICTS OF LAW—Cont'd**

Forum, **1:24**  
 Forum selection clause, **1:26**  
 Governing law, **1:24**  
 Jurisdiction of court, **1:20, 1:23**  
 Jury trials, **1:30**  
 Procedural matters, **1:22**  
 "Real and substantial connection,"  
     **1:23**  
 Rules, **1:22**  
 Secured lending and, **6:13**

## **CONSTITUTIONAL ISSUES**

Canada, **3:2**  
 Jurisdiction, **3:2**  
 "Property and civil rights," **3:2**  
 United States, **1:18**

## **CONSUMER**

Dodd-Frank Act, **9:31 et seq.**  
 Equipment lease issues, **7:7**  
 Protection, **9:1**  
     advertising, false, **9:1**  
     anti-trust law, **9:1**  
     Bureau of Consumer Financial  
         Protection, **9:1**  
     Competition Bureau, **9:1, 19**  
     compliance, regulatory, **9:1**  
     credit cost disclosure, **9:2**  
     credit reporting agencies, **9:1**  
     electronic agreements, **9:1**  
     electronic signatures, **9:1**  
     Federal Trade Commission, **9:1**  
     financial services regulation, **9:17**  
         **et seq.**  
     internet, **9:1**  
     jurisdiction, **9:1**  
     legislation, **9:1**  
     pawnbrokers, **9:1**  
     sale of goods, **9:1**  
     securities, **9:1**  
     sellers, **9:1**  
     warranties, **9:1**  
 Secured lending  
     disclosure requirements, **6:14**

**CONSUMER—Cont'd**

Secured lending—Cont'd  
goods, **6:8**  
loans, **6:14**  
transactions, **6:19**

**CONTINGENCY FEES**

Generally, **1:37**  
Agreements, **1:37**  
Canada, **1:38**  
Class proceedings, **1:38, 1:40**  
Legislation and guidelines, **1B**  
United States, **1:39**

**CONTINUATION**

Generally, **22:38**  
Ontario to Nova Scotia, from, **4:27**

**CONTRACTS**

Generally, **1:41**  
ADR, requirements for, **2:14 et seq.**  
Arbitration clauses, **2:14 et seq., 2:16**  
Banking, **5:24**  
Cardholder, **5:27**  
Choice of forum clauses, **1:24**  
Choice of law clauses, **1:24**  
Costs, rights re, **1:36**  
Electronic, **11:2 et seq.**  
Canada, **11:3**  
formation, **11:3**  
jurisdiction, **11:4**  
signatures, **11:6**  
validity, **11:5**  
United States, **11:7**  
formation, **11:8**  
jurisdiction, **11:10**  
signatures, **11:11**  
validity, **11:9**  
Independent, **10:7**  
Mediation clauses, **2:14 et seq., 2:16**

**CONTROLLED FOREIGN CORPORATION (CFCS)**

Generally, **4:38**

**CONVERSION**

Generally, **22:38, 22:42**

**CONVERTIBLE DEBT**

Generally, **4:34**

**COPYRIGHT**

Generally, **10:2 et seq.**  
Assignment, **10:6, 10:8, 10:15**  
Authorship, **10:7, 10:8**  
Common law, **10:3**  
Employment, **10:7**  
Independent contractors, **10:7**  
Infringement, **10:10**  
exceptions, **10:10**  
fair dealing, **10:11**  
fair use, **10:11**  
innocent, **10:15**  
personal use, **10:12**  
Integrity rights, **10:8**  
Inventions, **10:4**  
Licenses, **10:6, 10:15**  
Moral rights, **10:8**  
Names, **10:4**  
Neighbouring rights, **10:9, 10:13**  
Notice, **10:16**  
Ownership, **10:5, 10:7**  
Protection  
duration of, **10:13**  
nature of, **10:4**  
source of, **10:3**  
Registration, **10:14**  
benefits of, **10:15**  
forms and informational documents, **10A**  
“innocent infringer,” **10:15**  
notice, **10:16**  
ownership, **10:14**  
process, **10:17**  
required, whether, **10:14**  
Rights, **10:5**  
Royalties, **10:6**  
Software, **10:2**  
Titles, **10:4**  
U.S. law, **10:2**

**COPYRIGHT—Cont'd**

What constitutes, **10:2**

Works, **10:2, 10:4**

**CORPORATE AUTHORITY**

See also Banking/Banks

banking, **13:34 et seq.**

Generally, **13:4 et seq., 13:34 et seq.**

Borrowing powers, **13:34 et seq.**

Natural person powers, **13:34 et seq.**

Suing powers, **13:34 et seq.**

Ultra vires, **13:34 et seq.**

**CORPORATIONS**

See also Banking/Banks

banking, **13:34 et seq.**

See also Business Trust

business

trusts, **13:1 et seq.**

See also Directors

directors, **13:1 et seq., 13:4 et seq.**

See also governance

corporate governance, **13:7 et seq.**

See also Limited Liability

Companies (LLCs)

hybrid entities

limited liability companies, **13:22**

limited liability

companies, **13:1 et seq., 13:22**

See also Shareholders

shareholders, **13:1 et seq., 13:37 et seq.**

See also Unanimous Shareholders

Agreement

unanimous shareholders agreement, **13:7 et seq.**

See also Unlimited Liability

Companies

unlimited liability companies, **13:27**

**CORPORATIONS—Cont'd**

See Cross-Border

United States companies as entities for Canadian companies

See Dividends

dividends

Accountability, **13:7 et seq.**

Accounting, **13:7 et seq.**

standards, **13:7 et seq.**

Agent, registered, **13:1 et seq.**

Amalgamation, **13:4 et seq., 13:54 et seq.**

Appraisal, **13:7 et seq., 13:47 et seq.**

Approval, **3:10 et seq., 13:4 et seq., 13:54 et seq.**

commercial transactions and, **13:7 et seq.**

shareholder, **13:34 et seq.**

Articles, **13:1 et seq.**

Auditors, **13:7 et seq.**

Authority

see Corporate Authority

Authorizations, **13:34 et seq.**

Books, **13:1 et seq., 13:37 et seq.**

Business

judgment rule, **13:7 et seq.**

Bylaws, **13:1 et seq., 13:37 et seq.**

amendments to, **13:1 et seq., 13:54 et seq.**

shareholder agreements and, **13:54 et seq.**

Capitalization

see Capital/Capitalization

Carrying on business, **13:1 et seq.**

“Close” corporation, **13:54 et seq.**

Composition of board, **13:7 et seq.**

Continuation, **13:4 et seq.**

Conversion, **13:4 et seq., 13:22**

Derivative actions, **13:7 et seq., 13:47 et seq.**

Disclosure, **13:7 et seq.**

corporate, **13:7 et seq.**

Dissent, **13:7 et seq., 13:47 et seq.**

**CORPORATIONS—Cont'd**

Dissolution, **13:1 et seq., 13:37 et seq.**  
Distributions, **13:37 et seq.**  
Employee protection, **13:7 et seq.**  
Estate and gift tax  
    see Taxes/Taxation  
Existence, corporate, **13:1 et seq., 13:34 et seq.**  
Fiduciary duties, **13:1 et seq., 13:4 et seq., 13:7 et seq.**  
Financial statements, **13:7 et seq.**  
Foreign, **13:1 et seq.**  
Formation, **13:1 et seq.**  
Governance, **13:1 et seq., 13:7 et seq.**  
Guarantee, **13:1 et seq.**  
Hybrid entities, **13:1 et seq., 13:22 et seq.**  
    business trust, **13:33**  
    unlimited liability companies, **13:27**  
Incorporation, **13:1 et seq., 13:4 et seq.**  
Indoor management rule, **13:4 et seq.**  
International, **13:1 et seq.**  
Investment, disposition of  
    Canadian companies, **4:11**  
    United States companies, **4:6**  
Jurisdiction, **13:1 et seq., 13:7 et seq.**  
Legal entity, **13:1 et seq., 13:4 et seq.**  
    “natural person,” **13:4 et seq.**  
    powers, **13:4 et seq.**  
    prohibited activities, **13:4 et seq.**  
Legislation  
    Canada and United States, **13A.2**  
    state, **13:1 et seq.**  
    table of concordance, **13A.1**  
Liability  
    see Liability  
Licensing, **13:1 et seq.**

**CORPORATIONS—Cont'd**

Limited liability, **13:1 et seq., 13:22**  
    meaning, **13:4 et seq.**  
Management, **13:1 et seq., 13:7 et seq.**  
Merger, **13:4 et seq.**  
Minority shareholders' rights, **13:7 et seq.**  
Name, **13:1 et seq.**  
Natural person powers, **13:34 et seq.**  
Officers  
    see Officers  
Oppression remedies, **13:1 et seq., 13:7 et seq., 13:47 et seq.**  
Ownership, residual, **13:37 et seq.**  
Permanent establishment, **4:10**  
Piercing the corporate veil, **13:47 et seq.**  
Priority rights, **13:37 et seq.**  
Promoter, **13:4 et seq.**  
Prudent person, **13:7 et seq.**  
Records, **13:1 et seq., 13:37 et seq.**  
Registration  
    see Registration  
Residual ownership interest, **13:37 et seq.**  
Resolution, directors', **13:4 et seq.**  
Self-dealing, **13:7 et seq.**  
Service of process, **13:1 et seq.**  
Share  
    see Shares  
Signing, **13:4 et seq.**  
    methods, **13:4 et seq.**  
    officer, **13:4 et seq.**  
Statutory basis, **13:1 et seq.**  
Taxation  
    deferral of Canadian taxes, **4:5**  
    estates and gifts, on, **4:7, 4:12**  
    state taxes, **4:13**  
Unwinding, **13:1 et seq.**  
Winding up, **13:37 et seq., 13:54 et seq.**

**COST OF CREDIT DISCLOSURE**

Generally, **9:2**  
 Base rate, **9:2**  
 Interest rate, **9:2**  
 London interbank lending rate, **9:2**  
 Prime rate, **9:2**

**COSTS**

Generally, **1:33 et seq.**  
 Attorney's fees, **1:36**  
 Canada, **1:34**  
 Class proceedings, **1:34**  
 Contingency fees  
     see Contingency Fees  
 Contractual rights, **1:36**  
 Disbursements, **1:36**  
 Fees, **1:36**  
 Party-and-party scale, **1:34**  
 Security for, **1:36**  
 Solicitor-and-client scale, **1:34**  
 United States, **1:35**

**CO-TENANCY/CO-OWNERSHIP/  
 JOINT VENTURE —  
 COMMON CONTRACT  
 TERMS**

Accounting, reporting co-tenancy,  
     **24A:23**  
 Authority co-tenancy, **24A:4**  
 Buy, sell and first rights  
     buy/sell arrangements, **24A:20**  
     right of first refusal & buy/sell,  
         **24A:21**  
 Contracting, and dealing with third  
     parties co-tenancy, **24A:5**  
 Defaulting participants co-tenancy,  
     **24A:15**  
 Defining interest in property, **24A:1**  
 Disclaimer of partnership, **24A:2**  
 Distribution of cash surplus co-  
     tenancy, **24A:14**  
 Duties  
     fiduciary, competition,  
         confidentiality — competi-  
         tion, **24A:11**

**CO-TENANCY/CO-OWNERSHIP/  
 JOINT VENTURE —  
 COMMON CONTRACT  
 TERMS—Cont'd**

Duties—Cont'd  
     fiduciary, competition,  
         confidentiality —  
         confidentiality, **24A:12**  
 Funding the venture, sources and  
     structures, budgets, **24A:13**  
 Joint venture agreement  
     Canada, sample, **24B**  
     U.S. sample, simple form, **24C**  
 Liability and indemnities  
     indemnification of management  
         and/or certain committees,  
         **24A:10**  
     indemnification of parties and/or  
         nominee, **24A:9**  
     liability co-tenancy, **24A:8**  
 Management, administration, com-  
     mittees category  
     committees boards, **24A:17**  
     management agreements, **24A:16**  
 Parties, assignments and transfers  
     category co-tenancy, **24A:3**  
 Resolving disputes, default, reme-  
     dies  
     remedies, **24A:18**  
     sale of defaulter's interest,  
         **24A:19**  
 Sharing the results, **24A:6**  
 Transfer restrictions, tax concerns  
     co-tenancy, **24A:7**  
 Use of nominees co-tenancy,  
     **24A:22**

**COURT**

Generally, **1:2 et seq.**  
 ADR, annexed, **2:12**  
 Appeals, of, **1:17**  
 Bankruptcy Court judges, **3:4**  
 Canada, **1:4**  
     Alberta, **1:6**  
     British Columbia, **1:7**  
     Federal Court of Canada, **1:10**

**COURT—Cont'd**

Canada, **1:4**—Cont'd  
    judiciary, **1:12**  
    Nova Scotia, **1:8**  
    Ontario, **1:5**  
    provinces, **1:4**  
    Quebec, **1:9**  
    Supreme Court of Canada, **1:11**  
Conflicts of law, **1:21**  
Federal Claims, of, **1:17**  
Insolvency, as participant in, **3:3**  
Jurisdiction of, **1:23**  
Mediation, order for, **2:5**  
Remedies, legislation, **1A**  
United States, **1:10**  
    California, **1:16**  
    Federal Court, **1:17**  
    judiciary, **1:19**  
    New York, **1:15**  
    states, **1:14**  
    U.S. Supreme Court, **1:18**

**CREDIT**

Cards, **5:27**  
Derivatives, **8:15**  
Disclosure, cost of, **9:2**  
Documentary, **5:28**  
Letters of, **5:28**  
Risk, **5:21**  
Support, **8:7**

**CREDITORS' COMMITTEES**

Generally, **3:6**  
U.S. Bankruptcy Code and, **3:6**

**CROSS-BORDER**

Canadian companies carrying on business in U.S.  
    advantages of U.S. branches, **4:10**  
    compared to U.S. corporations, **4:10**  
    investment, disposition of, **4:11**  
    state taxes, **4:13**  
    U.S. estate and gift tax, **4:12**

**CROSS-BORDER—Cont'd**

Employment  
    see Employment  
Guidelines for court-to-court communications, insolvency, **3B**  
Income trusts, **8:21**  
Insolvency protocols, **3:32**  
Model Law, insolvency, **3B**  
Securitization, **8:5**  
Tax hybrids. See Limited Liability Companies (LLCs); Unlimited Liability Companies (ULCs)  
United States companies as entities for Canadian companies  
    advantages, **4:8**  
    capitalization, **4:4**  
    compared to Canadian corporations, **4:10**  
    estate and gift tax, **4:7**  
    investment, disposition of, **4:6**  
    operating income, **4:5**  
    tax deferral, Canadian, **4:5**

**CRYPTOCURRENCY**

Generally, **12:1**  
Industrial terminology, cheat sheet re, **12:3**

**CRYPTO TRADING PLATFORMS**

Centralization of, **12A:2**  
Decentralized, **12A:3**  
Enforcement actions and penalties, **12A:5**  
Regulatory guidance, **12A:4**

**DAMAGES**

Generally, **1:29**

**DEBIT CARDS**

Generally, **5:27**

**DEBT**

Convertible, **4:34**  
Participating, **4:33**  
Proof of, **3:18**

**DEBTOR-IN-POSSESSION (DIP)**

CCAA orders, **3:25**

**DEBTOR-IN-POSSESSION (DIP)**

**—Cont'd**

- Fiduciary, not like, **3:5**
- Financing, **3:25**
  - administrative expense priority, **3:25**
  - restructuring, basis for, **3:25**
  - “super priority,” **3:25**
- Powers of trustee, **3:5**
- Same management, under, **3:5**

**DERIVATIVES**

- See also Securities
  - Generally, **8:15**
  - Changes to the market, **8:23**

**DIRECTORS**

- See also fiduciary duties
  - duties, **13:7 et seq.**
- Board of, **13:4 et seq., 13:7 et seq.**
- Due care, **13:7 et seq.**
- Governance and, **13:7 et seq.**
- Indemnifying, **13:7 et seq.**
- Liability of
  - see liability
- Loyalty, **13:7 et seq.**
- Powers re shareholder agreements, **13:54 et seq.**
- Resolutions of, **13:4 et seq.**
- Salaries of, **13:54 et seq.**

**DISCLOSURE, COST OF CREDIT**

- Generally, **9:2**

**DISSOLUTION**

- Generally, **22:38**

**DIVIDENDS**

- Cash, **13:37 et seq.**
- Cumulative share, **13:37 et seq.**
- Declaration of, **13:54 et seq.**
- Income trusts, **8:20, 8:21**
- Issuance of, **13:37 et seq.**
- Non-resident withholding tax, **4:30**
- Passive foreign investment companies (PFICs), **4:39**

**DIVIDENDS—Cont'd**

- Shareholder rights and, **13:37 et seq.**
- Stock, **13:37 et seq.**
- Taxation of, **4:4**

**DUE DILIGENCE RE MERGERS AND ACQUISITIONS**

- Benefits, **17:50 et seq.**
- Corporate searches, **17:11 et seq.**
- Domain names, **17:41**
- Employment, **17:42 et seq.**
- Environmental due diligence, **17:52 et seq.**
- Generally, **17:10 et seq.**
- Immigration, **17:67**
- Intellectual property searches, **17:35 et seq.**
- Labour, **17:42 et seq.**
- Litigation searches, **17:23 et seq.**
- Minute book reviews, **17:63 et seq.**
- Pensions, **17:50 et seq.**
- Personal information, exchanges of, **17:76**
- Personal property searches, **17:17**
- Privacy legislation, **17:76**
- Real property searches, **17:27 et seq.**
- Regulatory issues, **17:68 et seq.**
- Review of material contracts, **17:62**
- Tax due diligence, **17:65 et seq.**

**ELECTRONIC BUSINESS (E-BUSINESS)**

- See also Electronic Signatures
  - signatures, electronic, **11:12 et seq., 11:22**
- Generally, **11**
- Agents, electronic, **11:7**
- Click-wrap agreements, **11:3**
- Confidentiality, **11:19 et seq.**
  - Canada, **11:20**
  - privacy and, **11:1**
  - United States, **11:21**
- Contracts, electronic, **11:2 et seq.**
  - acceptance, **11:3**

## **ELECTRONIC BUSINESS**

### **(E-BUSINESS)—Cont'd**

Contracts, electronic, **11:2 et seq.**  
     —Cont'd  
         Canada, **11:3**  
         communications, **11:3**  
         e-mail, **11:3**  
         formation, **11:1, 11:2 et seq.**  
         governing law, **11:3**  
         international legislation, **11:3**  
         jurisdiction, **11:3**  
         offer, **11:3**  
         United States, **11:7**  
 Cross-border electronic transactions, **11:22**  
 Enforcement, **11:7**  
 Information, failure to protect, **11:19 et seq.**  
     Canada, **11:20**  
     copyright, **11:21**  
     infraction, **11:20**  
     infringement, **11:21**  
     Internet, **11:21**  
     ISP liability, **11:21**  
     liability, **11:20, 11:21**  
     notification, **11:21**  
     PIPEDA, **11:20**  
     privacy rights, **11:21**  
     punitive damages, **11:21**  
     United States, **11:21**  
     vicarious liability, **11:21**  
 Information technology, **11:1**  
 Internet economy, **11:1**  
 Legislation, table of concordance, **11B**  
 Licensing, **11:2 et seq.**  
 Mailbox rule, **11:3**  
 Oral contracts, **11:3**  
 Privacy, **11:19 et seq.**  
     Canada, **11:20**  
     Commissioner, Privacy, **11:20**  
     complaints, **11:20**  
     consent, **11:20**  
     internet, **11:13, 11:20**  
     legislation, **11:19 et seq.**

## **ELECTRONIC BUSINESS**

### **(E-BUSINESS)—Cont'd**

Privacy, **11:19 et seq.**—Cont'd  
     personal information, **11:20**  
     policies, **11:21**  
     United States, **11:21**  
     web sites, **11:20**  
 Private information, **11:7**  
 Security, **11:19 et seq.**  
     Canada, **11:20**  
     United States, **11:21**  
 Software, **11:7**  
 Technologies, **11:1**  
 Transactions, electronic, **11:1, 11:3**  
 United States-Mexico-Canada  
     Agreement (USMCA), Digital  
     Trade, **11A:1**  
 Web-wrap agreements, **11:3**

## **ELECTRONIC SIGNATURES**

See also Electronic Business  
     (E-Business)  
     Generally, **11:12 et seq., 11:22**  
 Acceptance, **11:12 et seq.**  
 Authentication, **11:12 et seq.**  
 Authenticity, **11:1, 11:13**  
 Burden of proof, **11:13**  
 Canada, **11:13**  
 Digital, **11:18**  
 Evidence, **11:13**  
 Legal, **11:18**  
 Presumption of authenticity, **11:13**  
 Printout, **11:13**  
 Requirements, **11:18**  
 Rules, **11:13**  
 “Secure,” **11:13**  
 United States, **11:18**

## **EMPLOYMENT**

At will  
     Canada, **14:40**  
     United States, **14:6**  
 Discrimination  
     ageism, **14:9**  
     Canada, **14:48**  
     disability, **14:10**



**EMPLOYMENT—Cont'd**

Discrimination—Cont'd

enumerated grounds, **14:8**

United States, **14:7**

Emigration

see immigration

Employee handbooks, **14:21**

Human rights

alcohol testing, **14:20, 14:50**

bona fide occupational requirement, **14:49**

Canada, **14:47**

discrimination, **14:48**

drug testing, **14:20, 14:50**

Immigration

generally, **14:24, 14:25**

B-1 classification, **14:2**

business visitors, **14:2, 14:27, 14:29 to 14:31**

Canada-United States-Mexico Agreement (CUSMA), **14:34**

intra-company transferees, **14:36**

investors, **14:37**

professionals, **14:3, 14:35**

traders, **14:37**

H-1B classification, **14:4**

labour market impact assessment, **14:32, 14:33, 14:38**

exempt, work permit, **14:33, 14:38**

required, work permit, **14:32**

L-1 classification, **14:5**

short-term work permit, **14:28**

specialty occupation, **14:4**

TN classification, **14:3**

work permits, exemptions, **14:26 to 14:28**

Insurance

Canada, **14:52**

workplace safety, **14:52**

Intellectual property and, **10:7**

Labour law

adjustment, worker, **14:16**

**EMPLOYMENT—Cont'd**

Labour law—Cont'd

affirmative action, **14:14**

bargaining, **14:58, 14:60, 14:62**

Canada, **14:55**

certification, **14:57**

collective agreements, **14:59**

continuation of bargaining rights, **14:60**

jurisdiction, **14:56**

related employer, **14:61**

retraining, **14:16**

successor rights, **14:60**

termination of bargaining rights, **14:62**

United States, **14:13**

workers' compensation, **14:17**

Occupational health and safety

Canada, **14:51**

United States, **14:15**

Pensions

Canada, **14:54**

Standards

Canada, **14:41**

family leave, **14:11**

holidays, **14:43**

medical leave, **14:11**

minimum wage, **14:12, 14:42**

parental leave, **14:11, 14:44**

termination, **14:45**

United States, **14:12**

Termination

bargaining rights, **14:62**

Canada generally, **14:53**

employment standards, **14:45**

Torts

generally, **14:18**

wrongful dismissal, **14:18**

United States-Mexico-Canada

Agreement (USMCA), **14A**

**ENFORCEMENT OF SECURITY**

Generally, **6:19**

## **EQUIPMENT LEASE**

- Generally, 7
- Acceptance, 7:2
- Accounting, 7:1, 7:3, 7:8
- Agreement, 7:2
- Aircraft, 7:5
- Balance sheet test, 7:8
- Capital lease, 7:8
- Certificate of title laws, 7:1
- Choice of laws, 7:6
- Conditions of, 7:2
- Consumer
  - issues, 7:7
  - lease, 7:6
  - protection, 7:1
- Description, 7:5
- Discount rates, 7:6
- Finance lease, 7:1 to 7:3, 7:8
- Financing statement, 7:4
- Fixture, 7:5
- Fraudulent conveyances, 7:1
- Fraudulent transfers, 7:1
- Good faith, duty of, 7:6
- Income tax, 7:8
- Insolvency protection, 7:4
- Insurance, 7:2
- Intellectual property, 7:5
- Interest rates, 7:6
- Inventory, 7:2
- Jurisdiction, 7:5
- Lessor realization, 7:4
- Motor vehicle, 7:2, 7:5
- Natural person, 7:7
- Off balance sheet, 7:1
- Operating lease, 7:2, 7:8
- Option
  - to extend, 7:1
  - to purchase, 7:3
- Ownership, 7:2, 7:3, 7:8
- rights, 7:1
- Perfection, 7:5
- Possession, 7:4
- Priority, 7:3, 7:5

## **EQUIPMENT LEASE—Cont'd**

- Purchase money security interest, 7:3, 7:5
- Rail cars, 7:5
- Realization, 7:2, 7:4
- Recourse, 7:2
- Registration, 7:2, 7:3, 7:5
- Remarketing, 7:2
- Remedies, 7:2, 7:4, 7:6
- Rent, 7:1
- Repurchase, 7:2
- Reservation of title, 7:3
- Residual, 7:1, 7:2
- risk, 7:1
- Sale and leaseback, 7:1, 7:2
- Sale of goods, implied, 7:6
- Sell, right to, 7:4
- Serial numbers, 7:5
- Set-off, 7:2
- Ship's mortgage, 7:5
- Software, 7:5
- Stay, 7:4
- Structured lease, 7:1
- Subleasing, 7:2, 7:5
- Tax
  - benefit, 7:1
  - test, 7:8
- Terms of, 7:2
- Title
  - goods, 7:5
  - notation, 7:5
- Trademarks, 7:5
- True lease, 7:3
- Type of, 7:3
- Uniform Commercial Code and, 7:6
- Use, 7:3
- Vehicle identification number, 7:5
- Vendor lease, 7:2
- Waivers, 7:2
- Warranties, 7:2
  - merchantability, of, 7:6
- What is an, 7:1

## **EXPULSION**

- Generally, 22:38

**FACTORING**

Generally, **6:4**

**FAIR DEALING**

Generally, **10:11**

**FAIR USE**

Generally, **10:11**

**FEDERAL COURT OF CANADA**

Generally, **1:9**

**FIDUCIARY**

Debtor-in-possession not like, **3:5**  
Duty, **3:9**

**FINANCE LEASE**

Generally, **7:3**

**FINANCIAL GUARANTEE**

**INSURANCE**

Generally, **8:12**

**FINANCIAL SERVICES**

**INDUSTRY**

Bank consolidation, **9:17 et seq.**  
CDIC, **9:17 et seq.**  
Deposits, **9:17 et seq.**  
Dodd-Frank Act, **9:31 et seq.**  
Office of Superintendent of  
Financial Institutions “OFSI,”  
**9:31 et seq.**  
Ombudsmen, **9:17 et seq.**  
Regulation, **9:17 et seq.**  
Regulation re  
generally, **9:17 et seq.**, **12C:1**  
anti-money laundering, **12C:3**  
anti-terrorist financing, **12C:3**  
capital reserve requirements,  
**12C:5**  
clawbacks, **12D:2**  
confidentiality, **12C:6**  
cybersecurity, **12C:7**  
digital assets, **12C:2**, **12D:3**  
governing schemes, **12D:1**  
money service businesses, **12C:4**  
preferences, **12D:2**  
privacy, **12C:6**

**FINANCIAL SERVICES**

**INDUSTRY—Cont’d**

Regulation re—Cont’d  
valuations, **12D:3**  
Virtual currencies, **9:31 et seq.**

**FIXTURES**

Generally, **6:21**

**FOREIGN**

See also Anti-Deferral Regimes  
(U.S.)  
Anti-deferral regimes, **4:37**  
Arbitral awards, **2:12**  
Insolvency proceedings, **3:29 et seq.**  
ancillary case, **3:29 et seq.**  
cross-border insolvency  
protocols, **3:32**  
interim receiver, **3:31**  
proposals, **3:30**  
reorganizations, **3:31**  
representative, **3:30**  
Partnerships, **22:20**  
Passive foreign investment  
companies (PFICs), **4:39**  
Priority filing  
patents, **10:47**  
trademarks, **10:29**

**FORUM, CHOICE OF**

See Conflicts of Law

**FRAUDULENT TRANSFERS**

Generally, **3:26 et seq.**

**GLOBALIZATION OF BUSINESS**

Generally, **3:1**

**GUARANTEE**

Generally, **6:17**  
Financial insurance, **8:12**  
Interest-stripping rules, triggering,  
**4:26**

**INCOME TAX**

See Taxes/Taxation

**INCOME TRUSTS**

Generally, **8:20**

**INCORPORATION OF BANKS**

See also Licenses

banking licenses and, **5:14 et seq.**

Generally, **5:5 et seq.**

Banking licenses and

Canada, **5:5**

United States, **5:6**

**INDEPENDENT CONTRACTORS**

Generally, **10:7**

**INFORMATION**

Failure to protect, **11:19 et seq.**

Canada, **11:20**

Internet, **11:21**

ISP liability, **11:21**

PIPEDA, **9:3 et seq.**, **11:20**

privacy rights, **11:21**

United States, **11:21**

Patent registration, **10:50**

Security of, **11:19 et seq.**

Canada, **11:20**

United States, **11:21**

Trademark registration, **10:31**

**INFRINGEMENT OF  
COPYRIGHT**

Generally, **10:10**

Exceptions, **10:10**

Fair dealing, **10:11**

Fair use, **10:11**

**INSOLVENCY**

Generally, **3**

Bankruptcy rules, **13:47 et seq.**

Canadian regime, **3:2 et seq.**

Commencement by creditor, **3:15 et seq.**

arrangement, plan of, **3:16**

debt, proof of, **3:18**

insolvency, proof of, **3:17**

Commencement by debtor, **3:10 et seq.**

assets, location of, **3:11**

**INSOLVENCY—Cont'd**

Commencement by debtor, **3:10 et seq.**—Cont'd

corporate authority, **3:10**

excluded entities, **3:19**

proposals, **3:12**

reorganizations, **3:13**

Consolidation, substantive, **13:47 et seq.**

Cross-border

guidelines for court-to-court  
communications, **3B**

Model Law, **3B**

protocols, **3:32**

Debtor-in-possession financing,  
**3:25**

Equitable subordination, **13:47 et seq.**

Foreign proceedings, **3:29 et seq.**

cross-border insolvency  
protocols, **3:32**

proposals, **3:30**

reorganizations, **3:31**

Globalization, **3:1**

Legislation, **3:2**

BIA

see Bankruptcy and Insolvency  
Act (BIA)

CCAA

see Companies' Creditors  
Arrangement Act  
(CCAA)

Personal property secured lending  
and, **6:15**

Plan of arrangement, **3:16**

Plan of reorganization

see also Reorganization  
approval of, **3:23 et seq.**

CCAA, under, **3:24**

proposals, **3:23**

Priority and, **6:15**

Proceedings under CCAA

see also Reorganization  
application, initial, **3:20**

**INSOLVENCY—Cont'd**

- Proceedings under CCAA—Cont'd
  - debtors' requirements to commence, **3:13**
  - professionals as participants, **3:9**
- Proposal under BIA
  - application, initial, **3:19**
  - debtors' requirements to commence, **3:12**
  - foreign proceedings, **3:30**
  - plan of reorganization, approval of, **3:23**
  - professionals as participants, **3:8**
  - stay of proceedings, **3:21**
  - voidable transactions, **3:27**
- Reorganization, **3:3 et seq.**
  - CCAA, under, **3:9**
  - court, **3:3**
  - creditors' committees, **3:6**
  - debtor, **3:5**
  - foreign proceedings, **3:31**
  - government administrators, **3:7**
  - judges, **3:4**
  - participants, **3:3 et seq.**
  - plan of, **3:23 et seq.**
  - professionals, **3:8**
  - proposals, **3:8, 3:23**
  - stay of proceedings, **3:22**
  - voidable transactions, **3:28**
- Statutes, **3:2**
- Stay of proceedings, **3:21 et seq.**
  - proposals, **3:21**
  - reorganizations, **3:22**
- Tests of, **13:37 et seq.**
- Voidable transactions, **3:26 et seq.**
  - proposals, **3:27**
  - reorganizations, **3:28**

**INSPECTOR**

- Generally, **3:8**

**INSURANCE**

- Commercial leasing and, **16:11**
- Companies excluded in U.S., **3:14**
- Financial guarantee, **8:12**

**INTELLECTUAL PROPERTY**

- See also Copyright
  - copyright, **10:2 et seq.**
- See also Patent
  - patents, **10:36 et seq.**
- See also Trademark
  - trademarks, **10:18 et seq.**
- Generally, **10**
- Goodwill, **10:1**
- Protection, **10:1**
- Software, **10:1**
- United States-Mexico-Canada Agreement (USMCA), **10B**

**INTER-CREDITOR AGREEMENTS**

- Generally, **6:22**

**INTEREST**

- Generally, **6:14**
- Deductions of, **4:26**
- Stripping rules, **4:26**

**INTERIM RECEIVER**

- Generally, **3:8**
- Foreign bankruptcy proceedings, **3:30**

**INTERNET SERVICE PROVIDER (ISP)**

- Liability, **11:21**
- Internet, **11:21**
- ISP liability, **11:21**
- PIPEDA, **11:20**
- privacy rights, **11:21**

**INVENTORY FINANCE**

- Generally, **6:5**

**INVESTMENT**

- Contract, the test, **12A:1**
- Disposition of
  - Canadian companies, **4:11**
  - partnerships, **4:19**
  - United States companies, **4:6**

**JOINT VENTURES**

- Generally, **22:18, 24:1, 24:2**

**JOINT VENTURES—Cont'd**

- Agreements, terms for, **24:44**
- Associations, **24:42**
- Committees, **24:36**
- Competition, **24:32**
- Confidentiality, **24:31**
- Control, joint, **24:14**
- Co-tenancy, **24:7**
- Domestic entities, **24:23**
- Exit, **24:25**
- Filing, **24:19**
- Holding out, **24:18**
- Limited partnerships, contrasted with, **24:3**
- Management
  - administration, **24:35**
  - joint, **24:14**
- Participants
  - generally, **24:5**
  - independent, **24:24**
  - separate, **24:24**
- Parties
  - intentions of, **24:13**
  - third, **24:15**
- Partnerships, contrasted with, **24:3, 24:9, 24:38 to 24:41**
- Profit, pursuit of, **24:10**
- Property, separate, **24:12**
- Security over interests, **24:28**
- Solicitation, **24:32**
- Substance over form, **24:11**
- Termination, **24:25**
- Third parties, **24:15, 24:27**
- Transfer, **24:25**
- United States, in, **24:43, 24:45**

**JUDICIARY**

- Canadian courts, **1:19**
- U.S. regional district courts, **1:19**
- U.S. state supreme courts, **1:19**

**JURISDICTION**

- See also Court
- Inherent, **3:3**
- Partnerships, **22:19**

**JURISDICTION—Cont'd**

- U.S. District Courts, **1:17**
- U.S. Federal Court, **1:17**

**JURY TRIALS**

- Generally, **1:27 et seq.**
- Canada, **1:28**
- Civil matters
  - Canada, **1:28**
  - United States, **1:29**
- Secured lending and, **6:16**
  - civil, **6:16**
  - security agreements and, **6:12**
  - waiver of, **6:9, 6:16**
- United States, **1:29**
  - appeal, rights of, **1:32**
  - Federal Court, **1:30**
  - state courts, **1:31**
- Waiving right to jury trial, sample clause, **1C**

**LAW, CHOICE OF**

- See Conflicts of Law

**LEASE**

- See also Commercial Leasing
- Generally, **7**
- Securitizations, **8:3**

**LEGAL ETHICS IN CANADA/U.S.**

**CROSS-BORDER FINANCE**

- Canadian perspective, **21:1 et seq.**
  - metadata: mining it and eliminating it, **21:2**
  - retaining agent counsel, **21:1**
  - social networking, **21:4**
- United States perspective, **21:5 et seq.**
  - advocacy in the United States
    - Business Transaction, **21:11**
  - declining or terminating representation, **21:8**
  - misdirection, **21:10**
  - review and use of metadata, **21:7**
  - third-party liability in the United States, **21:9**

**LETTERS OF CREDIT**

Generally, **5:28**

**LETTERS OF INTENT**

Mergers and acquisitions and, **17:9**

**LETTERS PATENT**

Generally, **10:36**

**LIABILITY**

Companies, limited, **4:22**

Directors, of, **13:1 et seq., 13:7 et seq., 13:47 et seq.**

Dividends, **13:7 et seq.**

Employment-related, **13:7 et seq., 13:47 et seq.**

Environmental claims, **13:1 et seq., 13:7 et seq., 13:47 et seq.**

ISP, **11:21**

Limited liability partnerships, **22:1 et seq., 22:47 et seq.**

Limited partnerships, **22:1 et seq., 22:32 et seq., 22:44 et seq.**

Officers, **13:47 et seq.**

Ordinary partnerships, **22:28 et seq.**

Partner, **22:28 et seq.**

limited liability partnerships, **22:47 et seq.**

limited partnerships, **22:32 et seq., 22:44 et seq.**

ordinary partnerships, **22:28 et seq.**

Protection, **13:1 et seq.**

Statutory, **13:1 et seq.**

Wages, **13:1 et seq., 13:47 et seq.**

**LICENSES**

Banking, **5:14 et seq.**

branch, **5:1 et seq.**

Canada, **5:14**

incorporation and, **5:14 et seq.**

United States, **5:15**

Copyright, **10:6**

Patents, **10:42**

Trademarks, **10:23**

**LIENHOLDERS**

Generally, **6:21**

**LIMITED LIABILITY**

**COMPANIES (LLCS)**

See also Corporations

Generally, **13:22**

Advantages of partnerships and, **4:21**

Agreements, samples

multi-member operating agreement, **23E**

single member operating agreement, **23D**

Articles of organization, **13:22**

Conversion, **13:22, 26:21**

Flow-through tax treatment, **4:22**

Formation questionnaire, **23C**

Interest in, **13:22**

Members of, **13:22**

Operating agreement, **13:22**

Ownership interest, **13:22**

S-corporations, **4:22, 13:22**

Taxation, **13:22, 26:18**

Tax classification as partnership, **26:36**

Tax hybrids

generally, **23:6**

advantages of, **23:8**

Canadian ULCs, **23:1 to 23:5**

see also Unlimited Liability Companies (ULCs)

disadvantages of, **23:8**

requirements, **23:9**

understanding, **23:7**

United States LLC tax

considerations, **26:35**

**LIMITED LIABILITY**

**PARTNERSHIPS**

See also Partnerships

Association, **22:7 et seq.**

Formation, **22:7 et seq.**

Full shield, **22:7 et seq.**

Legislation, **22D**

Liability of partner, **22:47 et seq.**

## **LIMITED LIABILITY**

### **PARTNERSHIPS—Cont'd**

Name, **22:7 et seq.**  
 Negligence, **22:7 et seq.**  
 Partial shield, **22:7 et seq.**  
 Registration, **22:7 et seq.**  
 Shield, liability, **22:1 et seq.**  
 Statement of qualification, **22:7 et seq.**  
 Status, **22:13 et seq., 22:47 et seq.**  
 Statutory provisions, **22:7 et seq.**

## **LIMITED PARTNERSHIPS**

See also Limited Liability Partnerships; Partnerships  
 See also Partner Relations  
     relations among partners, **22:27**  
 See also Securities  
     Exempt offering of limited partnership units — Canada, **27:1 et seq.**  
 See also Taxes/Taxation  
     Limited partnerships — Canadian tax principles, **26:1 et seq.**  
 Agency, **22:13 et seq.**  
 Agreement, **22:13 et seq.**  
 Authority of partner, **22:32 et seq.**  
 Business of, **22:13 et seq.**  
 Certificate of, **22:13 et seq.**  
 Common law rules, **22:13 et seq.**  
 Composition, **22:13 et seq.**  
 Control of business, **22:13 et seq., 22:44 et seq.**  
 Control rule, **22:44 et seq.**  
 Declaration, **22:13 et seq., 22:20**  
 Entity, **22:13 et seq.**  
 Extra-provincial, **22:20**  
 Foreign, **22:20**  
 Formation, **22:13 et seq.**  
 Legislation, **22C**  
 Liability of partner, **22:13 et seq., 22:32 et seq., 22:44 et seq.**  
 Loss of liability, **22:44 et seq.**  
 Obligations, **22:44 et seq.**

## **LIMITED PARTNERSHIPS**

### **—Cont'd**

Participation in management, **22:13 et seq.**  
 Shield, liability, **22:44 et seq.**  
 Status, **22:44 et seq.**  
 Statutory requirements, **22:13 et seq.**

## **LIQUIDITY SUPPORT**

### **PRODUCTS**

Generally, **8:16**

## **MEDIATION**

See also Arbitration  
 Generally, **2:1, 2:2, 2:4 et seq.**  
 Canada, **2:4**  
 Contracts requiring, **2:4**  
 Court-ordered, **2:5**  
 Mandatory, **2:4**  
 United States, **2:5**

## **MEDIATOR**

Generally, **2:2**  
 Certified, **2:4**  
 Private, **2:4**

## **MERGERS AND ACQUISITIONS**

Confidentiality agreement  
     choice of law, **17:7**  
     generally, **17:2 et seq.**  
     non-solicitation, **17:6**  
     process, **17:5**  
     prohibitions, **17:4**  
     scope of protected information, **17:3**  
 Due diligence  
     benefits, **17:50 et seq.**  
     corporate searches, **17:11 et seq.**  
     domain names, **17:41**  
     employment, **17:42 et seq.**  
     environmental due diligence, **17:52 et seq.**  
     generally, **17:10 et seq.**  
     immigration, **17:67**  
     intellectual property searches, **17:35 et seq.**



**MERGERS AND ACQUISITIONS  
—Cont'd**

Due diligence—Cont'd  
labour, **17:42 et seq.**  
litigation searches, **17:23 et seq.**  
minute book reviews, **17:63 et seq.**  
pensions, **17:50 et seq.**  
personal information, exchanges of, **17:76**  
personal property searches, **17:17**  
privacy legislation, **17:76**  
real property searches, **17:27 et seq.**  
regulatory issues, **17:68 et seq.**  
review of material contracts, **17:62**  
tax due diligence, **17:65 et seq.**  
Generally, **17:1, 17:149**  
Letters of intent, **17:9**  
Partnerships and, **22:42**  
Purchase and sale agreements  
arbitration, **17:147**  
closing matters, **17:137 et seq.**  
conditions precedent, **17:134 et seq.**  
covenants, **17:134 et seq., 17:146**  
generally, **17:78 et seq.**  
non-compete covenants, **17:146**  
post-closing, **17:148**  
purchase assets, **17:79 et seq.**  
purchase price, **17:79 et seq.**  
representations, **17:97 et seq.**  
warranties, **17:97 et seq.**

**METaverse**

Generally, **12B:4, 12B:5**

**MONEY LAUNDERING**

See also Terrorist Financing  
Generally, **9:8 et seq.**  
Activity, **9:8**  
Antiterrorism plan, **9:8**  
Canada, **9:8**  
Client information record, **9:8**  
Compliance, **9:8 et seq.**

**MONEY LAUNDERING—Cont'd**

Compliance officers, **9:9**  
Confiscate property, **9:8 et seq.**  
Constitutional issues, **9:31 et seq.**  
Criminal Code, **9:8**  
Cross-border movements, **9:8**  
Currency movements, **9:8 et seq.**  
Customs, **9:8**  
Enforcement, **9:31 et seq.**  
Exportation, **9:8**  
FATF, **9:8 et seq.**  
FINTRAC, **9:8**  
Forfeiture, **9:8**  
Identification documents, **9:9**  
Identity, **9:8 et seq.**  
Indicators, **9:8**  
industry-specific, **9:8**  
suspicious transactions, **9:9**  
Know-your-client rules, **9:8**  
Lawyer-client relationship, **9:31 et seq.**  
Legislation, **9:9**  
Mail, **9:8**  
Mandatory reporting, **9:8 et seq.**  
Monetary instruments, **9:8**  
Offence, **9:8**  
PCTF, **9:8 et seq., 9:31 et seq.**  
Practice and procedure, **9:31 et seq.**  
Prescribed transactions, **9:8**  
Reasonable grounds, **9:8**  
Record keeping, **9:8**  
Reporting requirements, **9:8 et seq.**  
Search and seizure powers, **9:8**  
Suspicious activities/transactions, **9:8 et seq.**  
Terrorism, **9:8**  
Third party, **9:8**  
Undisclosed principals, **9:9**  
United Nations Resolution 1373, **9:8 et seq.**  
United States, **9:9**  
Patriot Act, **9:9**  
Treasury Department, **9:9**  
Virtual currencies, **9:31 et seq.**

**MONITOR**

Generally, 3:9

**MORAL RIGHTS**

Generally, 10:8

**NAFTA**

Generally, 5:13

**NON-ARM'S LENGTH PERSONS**

Generally, 4:36

**NON-BINDING ARBITRATION**

Generally, 2:3

**NON-FUNGIBLE TOKENS**

Generally, 12B:2, 12B:3

Remedies, 12B:6

**NON-RESIDENT**

Shareholders and thin capitalization  
interest, 4:29

Taxable Canadian property, 4:35

Withholding tax, 4:30, 4:31

**NOTICE, COPYRIGHT**

Generally, 10:16

**NOVA SCOTIA UNLIMITED  
LIABILITY COMPANY  
(NSULC)**

Generally, 4:2, 4:27

**OBCA**

See Ontario Business Corporations  
Act

**OFFICERS**

Generally, 13:4 et seq.

Indemnifying, 13:7 et seq.

Salaries, 13:54 et seq.

Signing, 13:4 et seq.

**OFFICIAL RECEIVER**

Generally, 3:7

**OFFSHORE COMPANY**

Generally, 4:3 et seq.

Conducting business in U.S. as,  
4:24

**ONTARIO BUSINESS**

**CORPORATIONS ACT**

Corporation incorporated under, 4:2

**OPERATING CREDIT FACILITY**

Generally, 6:3

**PARTICIPATING DEBT**

Generally, 4:33

**PARTNER DISPUTES**

See also Partnerships

Generally, 22:37 et seq.

Accounting among partners, 22:38,  
22:42

Assignment of interest, 22:41

Continuation, 22:38

Conversion, 22:38, 22:43

Disassociation, 22:41

Dissolution, 22:38, 22:41  
declaration of, 22:41

Expulsion, 22:38, 22:41

Lawsuits, 22:38

Merger, 22:43

Ownership, 22:38

Settlement of accounts, 22:42

Termination, 22:41

Transfer of interest, 22:43

Withdrawal, 22:38, 22:41  
general partner, of, 22:41

**PARTNER RELATIONS**

See also Partnerships

Generally, 22:24 et seq.

Access to information, 22:24 et seq.

Agency, 22:24 et seq.

Agreements, 22:27

Authority, 22:24 et seq., 22:27

Books, 22:24 et seq.

Business

limited partnership, 22:27

ordinary partnership, 22:24 et  
seq.

Control, 22:24 et seq., 22:27

Dissolution, 22:27

Duties, 22:24 et seq.

**PARTNER RELATIONS—Cont'd**

Fiduciary duties, **22:24 et seq., 22:27**  
 Financial information, **22:24 et seq.**  
 General partner, **22:27**  
 Good faith, **22:27**  
 Interest, partner, **22:24 et seq.**  
 Legislation, **22:24 et seq.**  
 Liability, **22:24 et seq.**  
 Limited partnerships, **22:27**  
 Loans, **22:27**  
 Loyalty, **22:24 et seq.**  
 Management, **22:24 et seq., 22:27**  
 Meetings, **22:24 et seq.**  
 Obligations to general partner, **22:27**  
 Ordinary partnerships, **22:24 et seq.**  
 Ownership, **22:24 et seq.**  
 Partnership agreements and, **22:21 et seq.**  
 Proceedings, **22:27**  
 Standard of care, **22:24 et seq.**  
 Uniform Limited Partnership Act, **22:27**  
 Uniform Partnership Act, **22:24 et seq.**  
 Voting, **22:24 et seq.**

**PARTNERSHIP AGREEMENTS**

See also Partnerships  
 Generally, **22:21 et seq.**

**PARTNERSHIP FORMATION**

See also Partnerships  
 Generally, **22:1 et seq.**  
 Agreements re, **22:21 et seq.**  
 Foreign partnerships, **22:20**  
 Joint ventures, **22:18**  
 Jurisdiction of, **22:19**  
 Limited liability partnerships, **22:7 et seq.**  
 Limited partnerships, **22:13 et seq.**  
 Ordinary partnerships, **22:1 et seq.**

**PARTNERSHIPS**

See also Liability  
 liability of partner, **22:28 et seq.**  
 See also Partner Disputes  
 disputes, **22:37 et seq.**  
 See also Partner Disputes; Partner Relations  
 Generally, **22**  
 See also Partner Relations  
 relations among partners, **22:24 et seq.**  
 See also Partnership Formation  
 formation, **22:1 et seq.**  
 See also Taxes/Taxation  
 United States federal income tax considerations for partnerships, **26:11 et seq.**  
 Advantages, **4:21**  
 Agency, **22:1 et seq.**  
 Agreement, **22:1 et seq., 22:21 et seq.**  
 materials, **22A**  
 oral agreement to form, **22:1 et seq.**  
 Authority of partner, **22:28 et seq.**  
 actions involving limited partnerships, **22:32 et seq.**  
 agency, **22:28 et seq., 22:32 et seq.**  
 assets, **22:28 et seq.**  
 binding, **22:28 et seq.**  
 general partner, **22:32 et seq.**  
 liability, **22:28 et seq.**  
 limited liability, **22:28 et seq.**  
 limited partnerships, **22:32 et seq.**  
 managements, **22:32 et seq.**  
 ordinary partnerships, **22:28 et seq.**  
 statement of, **22:28 et seq.**  
 withdrawal, **22:28 et seq.**  
 wrongful acts, **22:28 et seq.**  
 “Business,” **22:1 et seq.**  
 Business name registration, **22:19**  
 Canadian partners, **4:18**

## **PARTNERSHIPS—Cont'd**

Chief executive office, **22:19**  
 Choice of law rule, **22:19**  
 Contract, **22:1 et seq.**  
 Co-ownership, **22:18**  
     agreement, **22:18**  
     liability, **22:18**  
 Corporate partners, **4:16**  
 Co-tenancy, **22:18**  
 Creditors, **22:1 et seq.**  
 Criteria, **22:1 et seq.**, **22:18**  
 Declaration, **22:1 et seq.**  
     filing of, **22:1 et seq.**  
     foreign limited partnership, **22:20**  
 Definition, **22:1 et seq.**  
 Dissolution, **22:1 et seq.**  
     partnership agreements and,  
     **22:21 et seq.**  
 Entity, legal, **22:1 et seq.**, **22:7 et seq.**  
 Estate and gift tax (U.S.), **4:16**  
 Extra-provincial, **22:20**  
 Fiduciary, **22:21 et seq.**  
 Foreign limited, **22:20**  
 General partnership, **22:1 et seq.**  
 Governing law, **22:19**  
 History of, **22:1 et seq.**  
 Individual partners, **4:17**  
 Investment, disposition of, **4:19**  
 Joint ventures, **22:18, 24:4, 24:9**  
 Jurisdiction, **22:19**  
 Legislation, **22:1 et seq.**, **22:21 et seq.**, **22B**  
 Limited  
     see Limited Partnerships  
 Limited liability  
     see Limited Liability Partnerships  
 Ordinary, **22:1 et seq.**  
     authority of partner, **22:28 et seq.**  
     formation, **22:1 et seq.**  
     general, **22:1 et seq.**  
     liability of partner, **22:28 et seq.**  
     relations among partners, **22:24 et seq.**

## **PARTNERSHIPS—Cont'd**

Ownership, **22:1 et seq.**, **22:18 et seq.**  
 Private and public offerings, **22:49 et seq.**  
 Registration, **22:19**  
 Sale, gain from, **4:19**  
 Statements, **22:19**  
 Withholding rules, **4:18**

## **PASSIVE FOREIGN INVESTMENT COMPANIES (PFICS)**

Generally, **4:39**  
 Capital gains and, **4:39**  
     dividends and, **4:39**  
     qualified electing funds (QEFs),  
     **4:39**

## **PATENT**

Generally, **10:36 et seq.**  
 Assignments, **10:42**  
 Blockchain technology, **12B:1**  
 Licenses, **10:42**  
 Protection  
     duration, **10:43**  
     limitations, **10:40**  
     nature of, **10:39**  
     patentability, **10:40**  
     source of, **10:38**  
     what is protected, **10:39**  
 Registration, **10:44**  
     applications, **10:46**  
     foreign priority filing, **10:47**  
     information, further, **10:50**  
     international patent applications,  
     **10:48**  
     notice, **10:49**  
     PCT applications, **10:48**  
     process, **10:45**  
     registrability, **10:44**  
     U.S. system compared, **10:46**  
 Rights of holder, **10:41**  
 What constitutes, **10:36**  
     letters patent, **10:36**  
     trade secret distinguished, **10:37**

**PATENT COOPERATION  
TREATY**

Generally, **10:48**

**PAYMENT CLEARING**

Generally, **5:19 et seq.**

Clearing

Canada, **5:20**

United States, **5:21**

Currency for, **6:14**

Transfer, **5:22**

**PERFECTING**

Priority and, **6:11**

Structuring and, **6:9**

**PERSONAL INFORMATION**

**PROTECTION AND**

**ELECTRONIC DOCUMENTS**

**ACT (PIPEDA)**

Generally, **11:20**

**PERSONAL PROPERTY**

**SECURITY**

See also Secured Lending

Generally, **6:1**

Registration of, **6:10**

Types of, **6:2**

**PERSONAL PROPERTY**

**SECURITY ACT**

See also Secured Lending

Generally, **6**

See Personal Property Security Act

Cross-border issues, **6:8**

Generally, **6:1**

Registration, **6:10, 6B**

Types of security, **6:2**

**PLAN**

See also Reorganization, **of, reor-**  
**ganization**

Arrangement, of, **3:16**

Reorganization, of

approval of, **3:23 et seq.**

CCAA, under, **3:24**

classes of creditors, **3:23**

**PLAN—Cont'd**

Reorganization, of—Cont'd

employee source deductions,  
**3:23**

liquidation, **3:23**

proposals, **3:23**

secured creditors and, **3:23**

unsecured creditors and, **3:23**

**PRACTICE, BANKING**

Generally, **5:9 et seq.**

Canada, **5:9**

United States, **5:10**

**PRECEDENTS**

ADR, **2:16**

**PREFERENCES**

Generally, **3:26 et seq.**

**PRIORITY**

See also Secured Lending

Administrative

changes, **6:15**

expense priority, **3:25, 6:15**

After acquired goods, **6:15**

Agricultural liens, **6:15**

Assignment in bankruptcy, **6:15**

Bankruptcy and Insolvency Act and,  
**6:15**

Bankrupt debtor, **6:15**

Blocked account agreement, **6:15**

Classes of creditors, **6:15**

Control, **6:15**

“Crammed down,” **6:15**

30-day goods, **6:15**

Debtor-in-possession financing,  
**6:15**

Deposit accounts, **6:15**

Disclosure

information, of, **6:15**

requirements, **6:15**

Distress rights, **6:15**

Employee wages, **6:15**

Equipment leases and, **7:5**

Expenses, **6:15**

Farmers, **6:15**

# **PRIORITY—Cont'd**

Filing plans, **6:15**  
 Finance lease, **6:15**  
 Financing statements, **6:15**  
 Foreign filing  
     patents, **10:47**  
     trademarks, **10:29**  
 Garnishment, **6:15**  
 Goods and services tax, **6:15**  
 Government, **6:15**  
     grants, **6:15**  
     statutory claims, **6:15**  
 Income tax, **6:15**  
 Insolvency rights and, **6:15**  
 Inventory, **6:15**  
 Judgment creditors, **6:15**  
 Landlords, **6:15**  
 Leases, **6:15**  
 Levies, **6:15**  
 Lien creditors, **6:15**  
 Marshalling, **6:15**  
 Mechanics' liens, **6:15**  
 Money, **6:15**  
 Negotiable securities, **6:15**  
 Notice, **6:15**  
 Operating lease, **6:15**  
 Perfection and, **6:11, 6:15**  
 Preferred creditors, **6:15**  
 Proceeds, **6:15**  
 Proposals, **6:15**  
 Protection, **6:15**  
 Receiver, court-appointed, **6:15**  
 Redemption, **6:15**  
 Reorganizations, **6:15**  
 Repairmen's liens, **6:15**  
 Rules, **6:15**  
 Secured creditor, **6:15**  
 Secured lending  
     see also Secured Lending  
     agreements, **6:22**  
     arrangement, **6:22**  
     asset based lending, **6:6**  
     insolvency rights and, **6:15**  
     perfection and, **6:9, 6:11**

# **PRIORITY—Cont'd**

Secured lending—Cont'd  
     structuring and, **6:9**  
     suppliers, claim to, **6:20**  
     third party claims, **6:20**  
 Security interests  
     conflicting, **6:15**  
     possessory, **6:15**  
     purchase money, **6:15**  
     registered, **6:15**  
     unperfected, **6:15**  
 Set-off, **6:15**  
 Software, **6:15**  
 Source deductions, **6:15**  
 Stay periods, **6:15**  
 Superintendent in Bankruptcy, **6:15**  
 "Super priority," **3:25**  
 Suppliers, **6:15**  
 Trustee in bankruptcy, **6:15**  
 Unsecured claims, **6:15**  
 Unsecured creditors, **6:15**  
 Voting, **6:15**

# **PRIVACY**

Compliance, regulatory, **9:3 et seq.**  
 Electronic business, **11:12 et seq.,**  
     **11:19 et seq.**  
     Canada, **11:20**  
     United States, **11:21**

# **PROCESS (ADR)**

Canada, **2:11**  
 United States, **2:11**

# **PROFITS**

Allocation of  
     corporate partners, **4:16**  
     individual partners, **4:17**

# **PROJECT FINANCE**

Generally, **6:7**

# **PROOF**

Debt, of, **3:18**  
 Insolvency, of, **3:17**  
     foreign, **3:30**

**PROPOSALS UNDER BIA**

- Application, initial, **3:19**
- Debtors' requirements to commence, **3:12**
- Foreign proceedings, **3:30**
- Legislation, **3:2**
- Notice of intention to make, **3:19**
- Plan of reorganization, approval of, **3:23**
- Professionals as participants, **3:8**
- Stay of proceedings, **3:20, 3:21**
- Voidable transactions, **3:27**

**PUNITIVE DAMAGES**

- Jury trials, **1:30**

**PURCHASE AND SALE**

**AGREEMENTS**

- Arbitration, **17:147**
- Closing matters, **17:137 et seq.**
- Conditions precedent, **17:134 et seq.**
- Covenants, **17:134 et seq., 17:146**
- Generally, **17:78 et seq.**
- Non-compete covenants, **17:146**
- Post-closing, **17:148**
- Purchase assets, **17:79 et seq.**
- Purchase price, **17:79 et seq.**
- Representations, **17:97 et seq.**
- Warranties, **17:97 et seq.**

**QUALIFIED ELECTING FUNDS (QEFS)**

- Generally, **4:39**

**REALIZATION**

- Lessor, by, **7:4**
- Security, of, **6:19**

**REGISTRATION**

- Agents, **13:1 et seq.**
- Copyright, **10:14**
  - benefits of, **10:15**
  - notice, **10:16**
  - process, **10:17**
  - required, whether, **10:14**
- Equipment leases and, **7:5**

**REGISTRATION—Cont'd**

- Extra-jurisdictional, **13:1 et seq.**
- Extra-provincial, **13:1 et seq.**
- Failure to register, **13:1 et seq.**
- Patents, **10:44**
  - foreign priority filing, **10:47**
  - information, further, **10:50**
  - international patent applications, **10:48**
  - notice, **10:49**
  - PCT applications, **10:48**
  - process, **10:45**
  - registrability, **10:44**
  - U.S. system compared, **10:46**
- Security interest, **6:10**
- Trademarks, **10:25**
  - abandonment, **10:30**
  - benefits of, **10:26**
  - foreign priority filing, **10:29**
  - information, further, **10:31**
  - process, **10:27**
  - registrability, **10:25**
  - U.S. system compared, **10:28**
- Where business undertaken, **13:1 et seq.**

**REMEDIES**

- See also Conflicts of Law
  - conflicts, **1:20 et seq.**
- See also Contingency Fees
  - contingency fees, **1:33 et seq.**
- See also Contracts
  - contracts, **1:41**
- See also Costs
  - costs, **1:33 et seq.**
- See also Court
  - court structure, **1:2 et seq.**
  - jurisdiction, **1:2 et seq.**
- See also Jury Trials
  - jury trials, **1:27 et seq.**
- Generally, **1:1**
- Mergers, **19:21**

**REORGANIZATION**

- Generally, **3:3 et seq.**

**REORGANIZATION—Cont'd**

Application, **3:13**  
CCAA, under, **3:9**  
Commence, requirements to, **3:15 et seq.**  
Court, **3:3**  
Creditors' committees, **3:6**  
Cross-border, **3:31**  
Debtor, **3:5**  
Foreign proceedings, **3:31**  
Government administrators, **3:7**  
Judges, **3:4**  
Legislation, **3:2**  
Multinational, **3:31**  
Participants, **3:3 et seq.**  
Plan of, **3:23 et seq.**  
Professionals, **3:8**  
Proposals, **3:8, 3:23**  
Stay of proceedings, **3:22**  
Voidable transactions, **3:28**

**REVIEWABLE TRANSACTIONS**

Generally, **3:27**

**S-CORPORATION (U.S.)**

Generally, **4:22**

**SECURED LENDING**

See also Jury Trials  
jury trials and, **6:16**  
Generally, **6**  
Acceptance, bankers', **6:14**  
Access rights, **6:20**  
Account debtors, **6:4**  
Accounts receivable, **6:2**  
finance relationship, **6:4**  
Acknowledgements  
secured creditor, **6:8, 6:20**  
third party, **6:20**  
After acquired goods, **6:11**  
Agreement  
inter-creditor, **6:22**  
security, **6:12**  
Assets  
see Assets  
Assignment of lease, **6:20**

**SECURED LENDING—Cont'd**

Attachment, **6:8, 6:11**  
Attornment, **6:11**  
Authorization, **6:10**  
Bank accounts, **6:8 to 6:10, 6:18**  
Bankruptcy, **6:8, 6:20**  
Base rate, **6:14**  
Block account, **6:9, 6:10, 6:12, 6:18**  
Bridge finance, **6:7**  
Calculation periods, **6:14**  
Cash control, **6:18**  
Certified securities, **6:18**  
Chattel paper, **6:18**  
Chief executive office, **6:10, 6:13**  
Choice of jurisdiction, **6:13**  
Choice of laws, **6:13**  
Collection, **6:5**  
Collective bargaining agreements, **6:19**  
Conflicts of law, **6:10, 6:13**  
Consignments, **6:10**  
Construction lending, **6:7**  
Consumer  
see Consumer  
Control, **6:10**  
Copyright, **6:11, 6:18**  
Court-appointed receiver, **6:19**  
Creditors, **6:1**  
Credit requirements, **6:6**  
Cross-border issues, **6:8**  
Cross-default, **6:22**  
Currency, **6:14**  
conversion of, **6:9, 6:14**  
markets, **6:14**  
30-day goods rule, **6:20**  
Demand, **6:3, 6:19**  
Description  
requirements, **6:10**  
third party claims, **6:20**  
Distress rights, **6:20**  
Documentation  
asset based lending, **6:6**  
loan, **6:9**  
perfecting security, **6:9**



**SECURED LENDING—Cont'd**

Documentation—Cont'd  
    security, **6:12**  
    structuring security, **6:9**  
    types of security, **6:2**  
Due diligence, **6:6**  
Enforcement, **6:19**  
Equipment leasing, **6:2, 6:10**  
    assignment of leases, **7A**  
    master lease agreement, **7B**  
Equity, **6:7**  
Eurodollars, **6:14**  
Factoring, **6:2, 6:4**  
Financial assistance, **6:9, 6:17**  
Financing statement, **6:18**  
Fixtures, **6:11, 6:21**  
    filing, **6:10**  
Floating rate, **6:14**  
Foreclosure, **6:19**  
Foreign corporations, **6:13**  
Fraudulent conveyances, **6:8, 6:9**  
Garnishment, **6:20**  
General security  
    agreement, **6:3**  
    cross-border agreement, **6C**  
    interest, **6:20**  
Goods and services tax, **6:21**  
Governmental liens, **6:20**  
Guarantees, **6:9, 6:17**  
    inter-corporate, **6:9**  
    subsidiaries, **6:9**  
Holding companies, **6:9**  
Hypothec, **6:10, 6:12**  
Industrial designs, **6:18**  
Infrastructure, **6:7**  
Insolvency, **6:8**  
Intangibles, **6:10, 6:18**  
Intellectual property, **6:11, 6:18**  
Intention to realize, **6:19**  
Inter-creditor agreements, **6:22**  
Interest, **6:14**  
Interest Act, **6:14**  
Inventory, **6:2, 6:18**  
    finance, **6:2, 6:5**

**SECURED LENDING—Cont'd**

Investment property, **6:18**  
Jurisdiction, **6:13**  
Landlord waiver, **6:9, 6:20**  
Lease, **6:20**  
Lender liability, **6:8, 6:19**  
Letter of commitment, **6:3**  
Licenses, **6:18**  
Lienholders, **6:21**  
Loan agreement, **6:12**  
Lock box, **6:9, 6:10**  
London Inter-Bank Offering Rate  
    (LIBOR), **6:14**  
Margin, available, **6:6**  
Mezzanine funding, **6:7**  
Money, **6:8, 6:18**  
Monitor, **6:19**  
Mortgage, **6:7**  
    registration and, **6:10**  
Motor vehicles, **6:11**  
Natural person, **6:13**  
Negotiable instruments, **6:8, 6:12, 6:18**  
Non-recourse, **6:7**  
Notice, **6:19, 6:22**  
    periods, **6:19**  
Operating credit facility, **6:3, 6:6**  
Operating loans, **6:2**  
Parent guarantees, **6:17**  
Partnerships and, **6:10**  
Patent, **6:11, 6:18**  
Patent and Trademark Office, **6:18**  
Payment, currency for, **6:14**  
Pension plan contribution arrears,  
    **6:19**  
Perfecting, **6:9, 6:11**  
    conflicts of laws and, **6:13**  
    possession, by, **6:8, 6:10**  
Permits, **6:18**  
Personal property security  
    see Personal Property Security  
Possession, **6:10, 6:18**  
    bailee, by a, **6:18**

**SECURED LENDING—Cont'd**

Possessory  
     liens, **6:20**  
     security interest, **6:10**  
 Postponement, **6:9, 6:22**  
 Pounds Sterling, **6:14**  
 Preference, **6:17**  
 Prime rate, **6:14**  
 Priming effect, **6:20**  
 Priority  
     see Priority  
 Privately appointed receiver, **6:19**  
 Project finance, **6:7**  
 Promissory notes, **6:9**  
 Public warehouse waiver, **6:20**  
 Purchase money security interests,  
     **6:10**  
 Quasi-equity, **6:7**  
 Quebec Civil Code, **6:10**  
 Quotas, **6:18**  
 Realization, **6:8, 6:10, 6:19, 6:22**  
 Real property and, **6:10**  
 Reasonableness, commercial, **6:19**  
 Receivables finance, **6:4**  
 Receiver, **6:19**  
 Receiver-manager, **6:19**  
 Recourse, **6:4, 6:7**  
 Registration, **6:10, 6:11, 6:13, 6:20,**  
     **6:22**  
 Remedies, **6:19**  
 Rental reserves, **6:20**  
 Rent default, **6:20**  
 Repossession, **6:20**  
 Reserves, **6:6**  
 Restrictions, statutory, **6:17**  
 Revolving credit facility, **6:3**  
 Secured creditor acknowledgement,  
     **6:8**  
 Securities, **6:8**  
 Security agreement, **6:12**  
 Seizure, **6:19**  
 Senior debt, **6:7**  
 Serial numbers, **6:11**  
 Set-off, **6:21**

**SECURED LENDING—Cont'd**

Settlement, **6:17**  
 Sheltering, **6:8**  
 Software, **6:10**  
 Solvency tests, **6:17**  
 Source deductions, **6:21**  
 Special purpose vehicle, **6:7**  
 Standstill arrangements, **6:22**  
 Structuring, **6:9**  
 Subordinated debt, **6:7**  
 Subordination, **6:20, 6:22**  
     agreement, **6:20**  
 Successor employers, **6:19**  
 Suing, **6:19**  
 Suppliers, **6:20**  
 Swingline structure, **6:9**  
 Syndicated transactions, **6:10**  
     Loans Syndications and Trading  
         Associations, Canadian  
         Bankers Association, **20A**  
 Take out loan, **6:7**  
 Tax issues, **6:9**  
 Term loans, **6:2**  
 Term sheet, **6:3**  
 Third party claims, **6:20**  
 Trademark, **6:11, 6:18**  
     unregistered, **6:18**  
 Transaction checklist, cross-border,  
     **6A**  
 Trustee, **6:9**  
     bankruptcy, in, **6:19**  
 Uniform Commercial Code  
     see Uniform Commercial Code  
 Uniform Fraudulent Conveyances  
     Act, **6:17**  
 Uniform Fraudulent Transfers Act,  
     **6:17**  
 Union, **6:19**  
 Upstream guarantees, **6:17**  
 Usury, **6:9**  
 Vehicle identification numbers, **6:11**  
 Waivers, **6:20**  
 Warehouse, **6:20**  
 Waterfalls, **6:22**  
 Withholding tax, **6:9**

**SECURITIES**

See also MJDS  
 Multi-Jurisdictional Disclosure System, **15:12**  
 Continuous disclosure  
   AIF, **15:30**  
   annual information form, **15:30**  
   annual report, **15:30**  
   examples (Canada and U.S.), **15H**  
   filing relief, **15:32**  
   filing requirements, **15:31**  
   GAAP reconciliation, **15:33**  
   GAAP relief, **15:34**  
   generally, **15:29**  
   relief for Canadian issuers, **15:32, 15:34**  
   relief for small issuers, **15:35**  
   SEC review, **15:31**  
   small issuers, relief for, **15:35**  
   U.S. GAAP reconciliation, **15:33**  
 Corporate governance  
   Canadian requirements, **15:38, 15:40**  
   generally, **15:36**  
   initiatives (Canada and U.S.), **15I**  
   Sarbanes-Oxley Act, **15:37**  
   small issuers, **15:41**  
   U.S. requirements, **15:39**  
 Effective registration statement, **15:9**  
 Exempt distributions, **15:10**  
 Exemptions for private placements, **15:13**  
 Exempt offering of limited partnership units — Canada  
   generally, **27:1**  
   advertising and finding investors, **27:3**  
   availability of exemption, **27:7**  
   Canadian exemptions, **27:9**  
   common prospectus exemptions, **27:8**  
   financial statements, **27:4**  
   offering process, **27:14**

**SECURITIES—Cont'd**

Exempt offering of limited partnership units — Canada—Cont'd  
   registration, **27:2**  
   resale restrictions, **27:5**  
   Rule 504, **27:13**  
   subscription by qualified plans, **27:6**  
   U.S. exempt offering, Regulation D (and A), **27:10**  
   U.S. Securities Commission guidance on private placement, **27:12**  
   U.S. subscription procedures, **27:11**  
 Foreign issuers, **15:11**  
   definitions, **15D**  
 Generally, **15:1**  
 Legislation, definitions, **15A, 15B, 15E**  
 Legislative provisions, **15C**  
 MJDS  
   generally, **15:12**  
   users, **15:25**  
 Non-MLDS issuers, **15:24**  
 Ontario law, **15:3**  
 OSC, **15:4**  
 Private placements  
   accredited investors, **15:16**  
   exemptions, comparison, **15F**  
   generally, **15:15**  
   restricted securities, **15:20**  
 Prospectus  
   legislative provisions, **15C**  
   receipted, **15:9**  
   systems, **15:23**  
 Public offerings  
   bought deals, **15:26**  
   generally, **15:22**  
   income deposit securities, **15:28**  
   income trust units, **15:28**  
   MJDS issuers, **15:25**  
   non-MJDS issuers, **15:24**  
   prospectus systems, **15:23**  
   relief for small issuers, **15:28**

## **SECURITIES—Cont'd**

Public offerings—Cont'd  
warrants, exercise of, **15:27**  
Receipted prospectus, **15:9**  
Registration, **15:6**  
legislative provisions, **15C**  
Relief for foreign issuers, **15:11**  
Reporting company, **15:7**  
Reporting issuer, **15:7**  
Restricted securities legend (U.S.),  
**15G**  
SEC, **15:4**  
SEDAR, **15:8**  
Small issuers  
continuous disclosure, **15:35**  
corporate governance, **15:41**  
public offerings, **15:28**  
Trade/distribution, **15:6**  
Unregistered offerings, **15:10**  
U.S. law, **15:3**  
What are, **15:5**

## **SECURITIZATION**

Generally, **8:1**  
Accounting, **8:6**  
Cash flow of lease, **8:3**  
Credit crisis and, **8:8, 8:13**  
Credit derivatives, **8:15**  
Credit rating agencies  
failures of, **8:18**  
future of, **8:19**  
regulation of, **8:17**  
role of, **8:17**  
Credit support, **8:7**  
Cross-border, **8:5, 8C**  
Derivatives  
credit, **8:15**  
market, changes to the, **8:23**  
Due diligence and documentation  
checklist, **8D**  
Financial guarantee insurance, **8:12**  
Guarantees, **8:12, 8:13**  
Income trusts  
role of, changing, **8:20**  
structure of, **8:21, 8:22**

## **SECURITIZATION—Cont'd**

Investor trends, **8:10**  
Lease, cash flow of, **8:3**  
Limited partnership based  
securitization, **8B**  
Liquidity support products, **8:16**  
Monoline financial guarantees,  
**8:13, 8:14**  
Regulation  
accounting, **8:6**  
credit rating agencies, **8:17**  
monolines, **8:14**  
Safe harbour rule, changes to the,  
**8:11**  
State, **8:6**  
Structures, **8:4, 8A**  
True sale opinion, **8E**  
Use of, **8:2**  
Viability of, **8:9**

## **SECURITY AGREEMENTS**

Generally, **6:12**

## **SECURITY OF INFORMATION**

Generally, **11:19 et seq.**  
Canada, **11:20**  
United States, **11:21**

## **SERVICES (ADR)**

Canada, **2:10**  
United States, **2:10**

## **SET-OFF**

Generally, **5:25**

## **SETTLEMENT AGREEMENTS**

Generally, **2:4**

## **SHAREHOLDERS**

See also Corporations; Shares  
See also Dividends  
dividends, **13:37 et seq.**  
Agreements, **13:7 et seq., 13:54 et seq.**  
Approval, **13:4 et seq., 13:34 et seq.**  
Corporation, relations with, **13:54 et seq.**

**SHAREHOLDERS—Cont'd**

- Creditors, **13:37 et seq., 13:47 et seq.**
- Directors, relations with, **13:37 et seq.**
- Fiduciary duties, whether, **13:47 et seq.**
- Governance, intervention in, **13:7 et seq.**
- Inspect, right to, **13:1 et seq.**
- Liabilities, **13:47 et seq.**
  - creditors, to, **13:47 et seq.**
- Meetings, **13:1 et seq., 13:37 et seq., 13:54 et seq.**
- Minority, rights of, **13:7 et seq.**
- Participation, **13:37 et seq.**
- Pre-emptive rights, **13:37 et seq.**
- Proxy, **13:1 et seq., 13:54 et seq.**
- Registered, **13:54 et seq.**
- Relations among, **13:37 et seq., 13:47 et seq.**
- Relations with corporation, **13:4 et seq.**
- Resolutions, **13:54 et seq.**
- Rights, **13:37 et seq.**
- Subscription by, **13:37 et seq.**
- Unanimous agreements
  - see Unanimous Shareholders Agreement
- Voting, **13:1 et seq., 13:37 et seq., 13:54 et seq.**
  - by class, **13:54 et seq.**
  - multiple, **13:54 et seq.**
  - per share, **13:54 et seq.**
  - proxy, **13:54 et seq.**
  - restrictions, **13:54 et seq.**
  - trusts, **13:54 et seq.**

**SHARES**

- See also Corporations; Shareholders
- Classes, **13:1 et seq., 13:37 et seq.**
- Common, **13:37 et seq.**
- Constraints
  - transfer of shares, **13:37 et seq.**
- Conversion rights, **13:37 et seq.**

**SHARES—Cont'd**

- Distributions, **13:37 et seq.**
- Issuance, **13:37 et seq.**
  - fully paid and non-assessable basis, **13:37 et seq.**
- Liquidation, **13:37 et seq.**
- Ownership, equity, **13:37 et seq.**
- Part consideration for, **13:37 et seq.**
- Partial payment for, **13:37 et seq.**
- Par value, **13:37 et seq.**
- Personal property, as, **13:37 et seq.**
- Pledging, **13:54 et seq.**
- Preferred, **13:37 et seq.**
- Redemption rights, **13:37 et seq.**
- Special, **13:37 et seq.**
- Transferability of, **13:37 et seq.**
- Voting, **13:37 et seq.**

**SIGNATURES, ELECTRONIC**

- Generally, **11:12 et seq.**
- Canada, **11:13**
- United States, **11:18**

**STAY OF PROCEEDINGS**

- Generally, **3:21 et seq.**
- Proposals, **3:21**
- Reorganizations, **3:22**
- Secured creditors, **3:21**
- Supply of goods and, **3:22**
- Termination of, **3:22**

**STEPPING-UP BASIS OF ASSETS**

- Generally, **4:27**

**STRUCTURING OF SECURITY**

- Generally, **6:9**

**SUPERINTENDENT OF  
BANKRUPTCY**

- Generally, **3:7**

**SUPREME COURT OF CANADA**

- Court structure, **1:18**
- Jurisdiction, **1:18**
- Stand-alone court, as, **1:2 et seq.**

**TAXES/TAXATION**

- Arm's length, **4:31**

**TAXES/TAXATION—Cont'd**

Branch  
     operation, **4:2, 4:14**  
     profits (U.S.), **4:10**  
 Capitalization issues  
     see Capital/Capitalization  
 Commercial leasing and  
     capital tax, **16:21**  
     generally, **16:19 et seq.**  
     goods and services tax, **16:20**  
     income tax, **16:23**  
     land transfer tax, **16:22**  
     property tax, **16:19**  
 Cross border, Canada-US, limited  
     partnership, **4:40 et seq.**  
     Limited partnership, Canada,  
         **4:40 et Seq.**  
         Adjusted cost base and dispo-  
         sition of limited partner-  
         ship units, **4:42**  
         General rules, **4:40**  
         Information reporting, **4:43**  
         Loss deduction limitation, **4:41**  
     Limited partnership, United  
         States, **4:44 et seq.**  
         Generally, **4:44**  
         Cross border tax issues, **4:53**  
         Cross border tax structures,  
             **4:53**  
         General partner interests, **4:50**  
         Limited liability companies,  
             **4:47**  
         Limited liability partnerships,  
             **4:47**  
         Limited partnership, U.S. taxa-  
         tion of, **4:52**  
         Other pronouncements, U.S.,  
             **4:48**  
         Reporting partnership income,  
             **4:46**  
         Revenue rulings, U.S., **4:48**  
         Similar entities, U.S. taxation  
         of, **4:52**  
         Tax regulations, U.S., **4:48**

**TAXES/TAXATION—Cont'd**

Cross border, Canada-US, limited  
     partnership, **4:40 et seq.**  
     —Cont'd  
     Limited partnership, United  
         States, **4:44 et seq.**—Cont'd  
     Type of partnership, taxation  
         based on, **4:45**  
     Unrelated business taxable,  
         **4:49**  
     US Residents, Taxable Canadian  
         Property, **4:54 et seq.**  
     Canadian, **4:54**  
     Canadian limited partnerships,  
         no non-resident limited  
         partners, **4:56**  
     Canadian limited partners in a  
         U.S. limited partnership,  
         taxation for, **4:58**  
     Dual partnership, **4:57**  
     Non-resident partnerships,  
         **4:57**  
     Similar tax treatment, **4:59**  
     U.S. tax information, limited  
         partners, **4:55**  
 Debt, **4:31**  
     see also Debt  
     convertible, **4:34**  
     interest rate, **4:33**  
     participating, **4:33**  
 Deferral  
     see also Anti-Deferral Regimes  
         (U.S.)  
     Anti-deferral regimes, **4:37 et**  
         **seq.**  
     Canadian tax, **4:5**  
 Digital economy business, GST/  
     HST payable by, **4:60**  
 Digital Services Act, **4:61**  
 Dividends, **4:4, 4:30**  
 Estates and gifts, U.S.  
     Canadian corporations, **4:12**  
     partnerships, **4:16**  
     U.S. corporations, **4:7**  
 Exempt surplus, **4:5**

**TAXES/TAXATION—Cont'd**

Federal (U.S.) income tax rates, **4:4**  
 Flow-through tax treatment, **4:22**  
 Interest deductibility, **4:10**  
 Legislation, **4A**  
 Limited liability companies, **4:22**  
 Limited partnerships — Canadian  
   tax principles  
     generally, **26:1**  
     allocation of income or loss, **26:5**  
     at-risk amount, **26:2**  
     disposition or redemption of unit,  
       **26:3**  
     filing and reporting requirements,  
       **26:7**  
     international information report-  
       ing, **26:8**  
     limited partners, information  
       from, U.S. tax purposes,  
       **26:10**  
     limited recourse issue, **26:6**  
     termination of partnership  
       U.S. income, **26:9**  
 Multilateral Agreement for Global  
   Digital Services Tax, **4:61**  
 Non-arm's length persons, **4:36**  
 Non-resident withholding, **4:30**  
   convertible debt and, **4:34**  
 Nova Scotia Unlimited Liability  
   Company (NSULC), **4:27**  
 Operating income, **4:5**  
 Property, taxable Canadian, **4:35**  
 Related group, **4:30**  
 Returns, **4:8**  
 Sale, gain from, **4:11**  
 Shareholder liability protection, **4:8**  
 State, **4:13**  
 State income tax rates, **4:4**  
 Stepping-up basis of assets, **4:27**  
 Test re equipment leases, **7:8**  
 Treaties, **4:13, 4:30**  
 United States federal income tax  
   considerations for partnerships  
     allocation of income, gains,  
       losses, deductions, credits,  
       **26:14**

**TAXES/TAXATION—Cont'd**

United States federal income tax  
   considerations for partnerships  
   —Cont'd  
     applicable partnership interest  
       (API), **26:19**  
     Canadian limited partners in U.S.  
       limited partnership, **26:42**  
     contribution of property, **26:29**  
     conversion of partnership into  
       LLC, **26:21**  
     cross-border investments  
       Canadian rental property,  
       **26:39**  
       purchase of Canadian business,  
       **26:40**  
     deduction of losses, limitations,  
       **26:38**  
     dual limited partnership  
       structures, **26:41**  
     gains, **26:28**  
     generally, **26:11, 26:12**  
     guaranteed payments, **26:26**  
     limitations on deductions of  
       losses, **26:15**  
     limited liability company (LLC),  
       **26:18**  
     liquidation at partner's retirement  
       or death, **26:31**  
     losses, **26:27**  
     operating agreement partnership,  
       **26:22**  
     organizations classified as  
       partnerships, **26:17**  
     partnership distributions, **26:24**  
     partnership representative, role,  
       **26:32**  
     partnership return (Form 1065),  
       **26:23**  
     profits interest, **26:30**  
     publicly traded partnership rules,  
       **26:13, 26:37, 26:43**  
     tax classification of LLC as  
       partnership, **26:36**  
     terminating partnership, **26:20**

**TAXES/TAXATION—Cont'd**

United States federal income tax  
    considerations for partnerships  
    —Cont'd  
    transactions between partnership  
    and partners, **26:25**  
ULC's for U.S. investment in  
    Canada, **26:34**  
undistributed partnership income  
    (individual investors), **26:16**  
U.S. LLC, **26:35**  
U.S. tax audit issues, **26:33**  
Withholding tax  
    convertible debt, **4:34**  
    dividends, **4:8, 4:10, 4:30**  
    income trusts, **8:20, 8:21**  
    non-resident, **4:30**

**TERRORIST FINANCING**

See also Money Laundering  
    Generally, **9:8 et seq.**  
Canada, **9:8**  
United States, **9:9**

**THIRD PARTY CLAIMS**

Generally, **6:20**

**TORT LAW**

U.S. commercial disputes and, **1:14**

**TRADEMARK**

Generally, **10:18 et seq.**  
Assignments, **10:23**  
Legislation, table of concordance,  
    **10C**  
Licenses, **10:23**  
Protection  
    common law, **10:20**  
    duration, **10:24**  
    nature of, **10:21**  
    source of, **10:19**  
    statutory, **10:19**  
    what is protected, **10:21**  
Registration, **10:25**  
    abandonment, **10:30**  
    benefits of, **10:26**  
    foreign priority filing, **10:29**

**TRADEMARK—Cont'd**

Registration, **10:25**—Cont'd  
    information, further, **10:31**  
    process, **10:27**  
    registrability, **10:25**  
    U.S. system compared, **10:28**  
Service marks, **10:21**  
Use, **10:22**  
    assignments, **10:23**  
    licenses, **10:23**  
    “used,” **10:22**  
    “used in commerce,” **10:22**  
What constitutes, **10:18**

**TRADE SECRETS**

Generally, **10:37**

**TRANSFER OF PARTNERSHIP  
INTEREST**

Generally, **22:43**

**TRIALS**

Jury  
    see Jury Trials  
U.S. District Court, **1:17**

**TRUSTEE IN BANKRUPTCY**

Generally, **3:8**

**TRUSTS**

See also Business Trust; Corpora-  
    tions  
Business, **13:33**  
Business entity, as a  
    attributes of, **25:26**  
    business trusts, **25:1, 25:10**  
    considerations, basic, **25:3**  
    disposition of units, **25:7, 25:20**  
    income, trust, **25:24**  
    investment trusts, **24:14, 25:12**  
    laws applicable to, **25:25**  
    multiple class, **25:16**  
    mutual fund trusts, **25:3, 25:5,**  
        **25:13**  
    real estate investment trusts  
        (REITs), **25:4, 25:11**



**TRUSTS—Cont'd**

Business entity, as a—Cont'd  
 registered plans in Canada,  
 qualifications for, **25:21**  
 rules, **25:6, 25:23**  
 SIFT rules, **25:6**  
 taxation of, **25:5, 25:8, 25:9,**  
**25:16 to 25:19, 25:22**  
 trustee, role of, **25:2**  
 unit investment trusts, **25:3,**  
**25:12**  
 Income, **8:20, 8:21**  
 Voting, **13:54 et seq.**

**UNANIMOUS SHAREHOLDERS  
 AGREEMENT**

Accountability, **13:7 et seq.**  
 Approvals, **13:54 et seq.**  
 Auditors, election of, **13:54 et seq.**  
 Directors  
 election of, **13:54 et seq.**  
 powers, **13:54 et seq.**  
 Financial statements, annual, **13:54**  
**et seq.**  
 Governance, **13:7 et seq., 13:54 et**  
**seq.**  
 Management powers, **13:54 et seq.**  
 Quorum, **13:54 et seq.**  
 Shareholders rights and, **13:37 et**  
**seq.**  
 Voting rights and, **13:54 et seq.**

**UNCITRAL MODEL LAW FOR  
 INTERNATIONAL  
 COMMERCIAL  
 ARBITRATION**

Generally, **2:8**

**UNIFORM COMMERCIAL CODE**

Generally, **7:6, 7C**  
 Cross-border issues, **6:8**  
 Equipment leasing and, **7:1, 7:3**  
 Secured lending and, **6:1**

**UNITED STATES BANKRUPTCY  
 CODE**

Generally, **3:3**

**UNITED STATES BANKRUPTCY  
 CODE—Cont'd**

Creditors' committees and, **3:6**  
 Exclusions from relief, **3:14**  
 Perfecting security, **6:9**  
 Priorities under, **6:21**  
 Structuring security, **6:9**  
 Voidable transfers and, **3:26 et seq.**

**UNITED STATES BANKRUPTCY  
 COURT**

Generally, **3:3**  
 Classification of creditors, **3:25**  
 "Cramming down" on dissenting  
 creditors, **3:25**  
 Debtor-in-possession, **3:5**  
 Guidelines, **3:31**  
 Protocol, **3:31**

**UNITED STATES DISTRICT  
 COURTS**

Generally, **1:17**

**UNITED STATES FEDERAL  
 COURT**

Generally, **1:17**

**UNITED STATES SUPREME  
 COURT**

Generally, **1:18**

**UNLIMITED LIABILITY  
 COMPANIES (ULCS)**

Generally, **13:27**  
 Amalgamation, **13:27**  
 Articles, sample, **23A**  
 Conversion, **13:27**  
 Director requirements, **13:27**  
 "Foreign partnership," **13:27**  
 Incorporation agreement, sample,  
**23B**  
 Memorandum of association, **13:27**  
 Nova Scotia (NSULC), **4:2, 4:27**  
 Objects, **13:27**  
 Powers, **13:27**  
 Registered office, **13:27**  
 Shares, **13:27**

**UNLIMITED LIABILITY  
COMPANIES (ULCS)**

**—Cont'd**

Tax hybrids  
    advantages of, **23:4**  
    corporation for Canadian tax  
        purposes, **23:3**  
    formation of ULC, **23:2**  
    individual investors, **23:5**  
    requirements, **23:9**  
    solution, as a, **23:1**  
    U.S. LLCs, **23:6 to 23:9**  
Tax treatment, **13:27**

**USE**

Commercial leasing and, **16:13**  
Equipment leases and, **7:3**  
Securitizations and, **8:2**

**USE—Cont'd**

Trademarks and, **10:22**

**VOIDABLE TRANSACTIONS**

Generally, **3:26 et seq.**  
Chapter 7 liquidation, **3:26 et seq.**  
Fraudulent transfers, **3:26 et seq.**  
Preferences, **3:26 et seq.**  
Proposals, **3:27**  
Reorganizations, **3:28**  
Reviewable transactions, **3:27**  
Settlements, **3:27**

**VOTING RIGHTS**

Generally, **13:54 et seq.**

**WINDING-UP AND  
RESTRUCTURING ACT**

Generally, **3:14**