## Index

AMALGAMATIONS	ARRANGEMENTS—Cont'd
See also FUNDAMENTAL CHANGES	Insolvent corporations, 53:1 et seq.
Generally, <b>49:1</b>	—Cont'd
Amalgamation procedure	adjunct or stand-alone arrangement,
long-form amalgamation, <b>49:5 to 49:9</b>	53:10
short-form amalgamation, <b>49:10 to</b>	appeal of approval, 53:51
49:12	approving plan of arrangement, 53:23
Appraisal right, 49:9	challenging plan, 53:46
Post-amalgamation, 49:20 to 49:22	compromise of debt obligations and other creditor claims, <b>53:13</b>
AMENDMENTS	fairness hearing, 53:39
See also FUNDAMENTAL CHANGES	interim order, <b>53:24</b>
Amendments restricting issue, transfer or	key elements, 53:2
ownership of shares, 47:14	prerequisites, <b>53:15</b>
Articles of amendment generally, 47:3	reorganizations vs arrangements, <b>53:8</b>
Change of corporate name, 47:15	section 186, <b>53:8</b>
Changing restrictions on business, 47:13	Interim orders, 50:7 to 50:15
Date of certificate of amendment, 47:10	Introduction, 50:1
Other amendments to articles, 47:15	Meaning of arrangement, <b>50:2</b> , <b>53:14</b> Obtaining cartificate of arrangement
Procedure, 47:4	Obtaining certificate of arrangement, 50:28
Separate class or series vote, 47:12	Prerequisites, <b>50:5</b>
ARRANGEMENTS	complying with statutory procedures,
See also FUNDAMENTAL CHANGES	50:23
Appraisal rights, extension to sharehold-	inapplicable CBCA requirements, 50:5
ers, <b>50:14</b>	OBCA corporate applicant, 50:5
Approval orders	Rights subject to arrangement, 50:6,
BCE framework, 50:21	53:18
burden of proof, 50:22	debt obligations, 50:3, 53:18
compliance with statutory procedures	other creditors, <b>53:18</b>
(prong 1), <b>50:23</b>	shareholder rights, <b>50:6</b> , <b>53:18</b>
demise of the intelligent businessperson	warrants, <b>50:3</b> , <b>53:18</b>
test, <b>50:27</b>	Stakeholder approval
fair balancing of rights (prong 3b),	generally, <b>50:16</b>
50:26	fairness opinion, 50:18
good faith requirement (prong 2), <b>50:24</b>	management information circular,
valid business purpose (prong 3a), 50:25	50:17
	separate vote tabulation, <b>50:20</b>
Approval thresholds, setting, <b>50:11</b>	Stakeholder meetings
Counsel for shareholders, appointing, 50:12	ordering, <b>50:13</b> procedure, <b>50:19</b>
Fairness hearing, notice, <b>50:15</b>	Steps, overview, <b>50:4</b>
Insolvent corporations, 53:1 et seq.	Voting
generally, 53:51	class identification, <b>50:9</b>
D,, <b></b>	

#### ARRANGEMENTS—Cont'd AUDITS AND MEETINGS OF Voting—Cont'd SHAREHOLDERS—Cont'd right, 50:8 Shareholder meetings, see SHAREHOLDER MEETINGS separate vote tabulations, **50:10** Whose rights can be arranged, 50:3 BANKRUPTCY AND INSOLVENCY ACT RESTRUCTURING AUDITS See also AUDITS AND MEETINGS OF See RESTRUCTURING COMPANIES UNDER INSOLVENCY LAW **SHAREHOLDERS** Audit committees **BOARD FUNCTIONS, COMPOSITION** composition (corporate law), 57:2 AND PROCESS composition (securities law), 57:3 See also CORPORATE GOVERNANCE independence, 57:6 Background, 28:1 non-venture issuers, 57:4 Board composition, 28:8, 92:6 venture issuers, 57:5 election, 28:10, 92:3 to 92:5 overview, 57:1 number, 28:8 powers and duties (corporate law), 57:7 qualification and disqualification, 28:9 powers and duties (securities law), 57:8 quorum, 28:13, 92:28 Auditor removal, 28:12 annual audit process, 56:10 termination, 28:11 appointment, 56:5 Board meetings, 28:14, 92:27 audit report, 56:11 Committees, 28:16 audit restatements, 56:12 General board functions, 28:7 duties and liabilities, 56:4 Governance models, 28:2 procedural matters, 57:9 implicit OBCA governance model, qualification, corporate law, 56:2 28:2 qualification, securities law, 56:3 OBCA governance pillars, 28:3 remuneration, 56:8 summary, 28:4 resignation, removal and replacement non-offering corporations, 28:5 (corporate law), 56:6 offering corporations, 28:6 resignation and replacement (securities Officers, 28:17, 92:6 law), 56:7 chair. 28:18 shareholder meetings, attendance at, controller, 28:23 56:9 general, 28:17 Audit requirement, exemption from, **56:1** manager, 28:22 AUDITS AND MEETINGS OF managing director, 28:19 **SHAREHOLDERS** president, 28:20 Audits, see AUDITS secretary, 28:23 Extra-provincial corporate licenses and treasurer, 28:23 registrations, see EXTRAvice-president, 28:21 PROVINCIAL CORPORATE Remuneration, 28:15 LICENSES AND REGISTRATIONS Filings, see FILINGS **BULK SALES, REPEALED ACT** Financial statements, **56:1** See also MERGERS AND ACQUISI-OBCA exemptions, see OBCA EXEMP-**TIONS TIONS** Act, repeal of, **92:24** Proxy solicitation, see PROXY SOLICI-Repeal, 92:24 TATION BUSINESS CORPORATIONS Records, see RECORDS Cooperatives, 8:8 Registered office, see REGISTERED

Financial institutions, 8:8

**OFFICE** 

BUSINESS CORPORATIONS—Cont'd	BUSINESS NAMES REGISTRATION,
Incorporation, other Canadian jurisdic-	EXTRA-PROVINCIAL—Cont'd
tions, <b>8:5</b>	Yukon, <b>78:20</b>
Jurisdiction shopping, 8:5	CANADA CORPORATIONS
incorporations, other Canadian jurisdic-	OPERATING IN
tions, 8:5	Alberta, <b>67:18</b>
OBCA vs. CBCA, 8:3	British Columbia, <b>68:17</b>
technical differences, 8:3	Manitoba, 69:16
Legal characteristics, <b>8:1</b> Mutual fund corporations, <b>8:6</b>	New Brunswick, 70:11
LSIF, 8:7	Newfoundland and Labrador, 71:11
non-LSIF, <b>8:6</b>	Northwest Territories, 72:18
11011-L311 <sup>-</sup> , <b>6.0</b>	Nova Scotia, 73:11
BUSINESS NAMES REGISTRATION	Nunavut, <b>72:18</b>
Generally, 2:1	Prince Edward Island, 75:10
Civil remedy, <b>2:4</b>	Quebec, <b>76:11</b>
Corporations	Saskatchewan, 77:17
generally, <b>2:16, 2:19</b>	Yukon, <b>78:18</b>
new business name registration, 2:17	CANADA NOT-FOR-PROFIT
personal liability for non-compliance,	CORPORATIONS
2:18	Corporate law, modernized framework,
use of business name requirements, 2:18	12:8
Non-compliance, effect of, 2:2	borrowing, 12:14
Partnerships	by-laws, <b>12:13</b>
generally, <b>2:10, 2:15</b>	directors and officers, 12:11
firm name amendment, renewal and	fundamental changes, 12:15
cancellation, 2:12	incorporation, 12:9
firm name registration, <b>2:11</b>	membership, rights and remedies,
partnership record, 2:13	12:12
registration other than firm name, <b>2:14</b>	ultra vires doctrine, abolition of, 12:10
Prohibited and restricted names, 2:3	Federal NFP corporations, types of, 12:2
Registration of trademarks vs business	non-soliciting corporations, 12:3
names, <b>2:20</b>	regulation of, <b>12:6</b> religious corporations, <b>12:5</b>
Sole proprietorship	soliciting corporations, <b>12:3</b>
generally, <b>2:5</b>	regulation of, <b>12:6</b>
amendment, renewal and cancellation,	Introduction, 12:1
2:7	Problems and solutions with Act, <b>12:16</b>
corrections, updates and cancellations,	closed memberships, 12:28
2:9	ex officio directors, 12:29
new business name registration, 2:6	liability of directors and officers, 12:30
registration and renewal fees, 2:8	Public accountants and audits, 12:7
BUSINESS NAMES REGISTRATION,	Soliciting and non-soliciting corporations
EXTRA-PROVINCIAL	regulation of, <b>12:6</b>
Alberta, 67:3 et seq.	Special act corporations, 12:31
Northwest Territories, <b>72:21</b>	CANADA NOT-FOR-PROFIT
Nova Scotia, 73:14	CORPORATIONS ACT
Nunavut, <b>72:21</b>	Import continuance
Prince Edward Island, 75:12	outline of steps, 13:2
Saskatchewan, 77:24	steps, 13:3
Saskatenewan, 11.44	1 sups, 13.3

See also SECURED TRANSACTIONS

Accounts, 42:19

#### CIVIL LIABILITY OF DIRECTORS CANADA NOT-FOR-PROFIT CORPORATIONS ACT—Cont'd AND OFFICERS—Cont'd Employees, liability to—Cont'd Incorporation pension remittances, 31:41, 34:36 outline of steps, 13:1 Franchisees, liability to, 34:46 steps, 13:3 Holders of debt obligations, liability to CIVIL LIABILITY OF DIRECTORS duty of care: negligent misstatement, AND OFFICERS 34:35 See also ENFORCEMENT OF insider trading, 34:32 LIABILITIES OF DIRECTORS liability for secondary market AND OFFICERS, LIABILITY disclosure, 34:34 INSURANCE, PROTECTING misleading prospectus, 34:33 **DIRECTORS AND OFFICERS** oppression, 34:31 FROM LIABILITY Involuntary creditors of corporation, Generally, **34:1**, **34:83** liability to, 34:47 board committees, 34:6 Shareholders, liability to definitions assumption of de facto fiduciary duty or director, 34:4 other special duty, 34:29 officer, 34:5 duty of care, **34:30** incorporation jurisdiction, significance insider trading, 34:24 of, 34:2 issuing misleading prospectus, 34:26 place of business, 34:3 issuing misleading take-over bid Corporation, liability to circular, 34:27 duty of care, 34:11 liability for secondary market duty of loyalty, 34:9 disclosure, 34:28 duty to disclose conflicting interests, non-compliance with incorporation 34:10 statute or constating documents, improper indemnification, 34:19 34:25 insider trading and tipping, 30:3, 30:13, oppression, 34:23 Suppliers of goods and services, liability issuing shares for inadequate non-cash consideration, 34:14 construction trust claims, 34:42 non-compliance with OBCA or constatcontractual trust funds, 34:41 ing documents, 34:13 oppression, 34:44 oppression, 34:21 other statutory trust claims, 34:43 payment of dividends by insolvent Tax and other governmental authorities, corporation, 34:15 liability to payments to dissenting or oppressed corporate law remedies, 34:39 shareholder by insolvent corporadistribution of property on dissolution tion, 34:20 or winding-up, 34:38 reacquisition of shares by insolvent Trustee in bankruptcy or monitor acting corporation, 34:16 for corporation under CCAA, severance payments, incentive benefits liability to and other benefits, 34:18 corporate law remedies, 34:49 unreasonable commission, 34:17 payments to shareholders, directors and Customers, liability to, 34:45 top management within 12 months Employees, liability to before bankruptcy, 34:48 employee use of corporate law reme-Who can sue, **34:8** dies, 31:6 COLLATERAL employment standards legislation,

31:14

OBCA/CBCA, 31:6, 31:12

COLLATERAL—Cont'd Chattel paper, 42:20	CORPORATE AND SHAREHOLDER TAXATION—Cont'd
electronic chattel paper, <b>42:22</b>	Capitalizing corporation, 11:11
tangible chattel paper, 42:21	thin capitalization, 11:11
Equipment, 42:24	Dividends, 11:18
Insurance	capital, <b>11:20</b>
property damage and business risk,	deemed, 11:23
42:29	issued shares, redemption,
refunds of unearned premiums, 42:30	repurchase, cancellation, 11:26
Intellectual property, 42:31	PUC increases, 11:24
Inventory, 42:23	PUC reductions, 11:25
Mobile goods motor vehicles, <b>42:25</b>	PUC reductions, public corporation, 11:28
vessels, aircraft and rolling stock,	winding-up, distribution, 11:27
42:26	eligible and non-eligible, 11:19
Real property	share splits, 11:22
leasehold, 42:28	stock, 11:21
owned, <b>42:27</b>	Fiscal year, 11:42
COMPANIES' CREDITORS ARRANGEMENT ACT	Incorporation, advantages and disadvantages, 11:3
RESTRUCTURING See RESTRUCTURING COMPANIES	Canadian Controlled Private Corporation (CCPC)
UNDER INSOLVENCY LAW	carrying on active business in Canada, 11:4
COMPLIANCE AND RESTRAINING	passive income, 11:6
ORDERS	Canadian subsidiary of non-resident,
See also SHAREHOLDER REMEDIES	11:8
Complainant or creditor initiated, <b>27:10</b>	Introduction, 11:1
OSC initiated, <b>27:11</b>	Ownership configuration, 11:10
CONFIDENTIALITY AGREEMENTS	Shareholder agreements, 11:32
See: NON-DISCLOSURE AGREE-	corporate control, 11:33
MENTS; STANDSTILL AGREE-	de facto control, 11:35
MENTS	de jure control, 11:34
	Shareholder benefits, 11:29
CONTINUANCES	other, 11:31
See also CANADA NOT-FOR-PROFIT CORPORATIONS ACT,	shareholder indebtedness, 11:29
FUNDAMENTAL CHANGES	imputed interest, 11:30
Continuances as co-operative corporation, 48:16	principal, <b>11:29</b> Tax planning, fundamental tools, <b>11:2</b>
Export continuance, 48:11 to 48:16	CORPORATE GOVERNANCE
Import continuance, 48:1 to 48:10	Board functions, composition and pro-
CORPORATE AND SHAREHOLDER	cess, see BOARD FUNCTIONS, COMPOSITION AND PROCESS
TAXATION	Duties of directors and officers, see
Buy-sell provisions, 11:38	DUTIES OF DIRECTORS AND
buyout, selecting parties, 11:38	OFFICERS
funding with life insurance, 11:39	Liabilities of directors and officers, see
negotiating specific buyouts, 11:41 vendor funding, 11:40	LIABILITIES OF DIRECTORS AND OFFICERS

### CORPORATE GOVERNANCE—Cont'd

Ontario Not-for-Profit Corporations Act, 2010, see ONTARIO NOT-FOR-PROFIT CORPORATIONS ACT, 2010

### CORPORATE LIABILITY

See CORPORATE PERSONALITY AND LIABILITY

## **CORPORATE NAME DISPUTES**

See also NAMES

Appeal to Court of Appeal, 20:33 Corporate name regulation, 20:6 compulsory name change, 20:7 Director's Regulatory Roles, 20:6 judicial review of Director's name decision, 20:8

Elements of a corporate name, **20:5** Introduction, **20:1** 

rationale for minimizing incidence of corporate name confusion, 20:2

self-selected corporate names, **20:4** Likelihood of deception, **20:9** 

case law summaries, 20:13

ordering corporation to change name, **20:14** 

refusing to order change, **20:15** likelihood of deception, **20:12** 

parallel to trade-mark confusion analysis, **20:11** 

statutory framework, 20:9

synthesis of principles and factors, **20:16** 

actual use, 20:17

class of persons dealing with corporation and objector, **20:29** 

degree of similarity, 20:20

degree of similarity and inherent distinctiveness, 20:19

distinctiveness, 20:27

exercise of discretion, 20:31

family names, 20:24

identical arbitrary words, 20:25

identical coined element, with similar or no descriptive elements, **20:23** 

identical geographical elements, **20:26** 

identical names, **20:21** identical suggestive names, **20:24** 

## CORPORATE NAME DISPUTES

—Cont'd

Likelihood of deception, 20:9—Cont'd synthesis of principles and factors, 20:16—Cont'd length of time objector's name or trade-Mark in use, 20:28 meaning of "deception," 20:18 other factors, 20:30 public v. private interests, 20:16 similar names, 20:22

## CORPORATE PERSONALITY AND LIABILITY

Constitutional jurisdiction, **7:13** federal authority, **7:15** 

provincial authority, **7:14** Corporate liability, **7:10** 

civil liability, 7:10

contract, 7:10

tort, corporate vicarious liability, 7:11

criminal liability, 7:12

Corporate personality, 7:3

corporate identity, separate, 7:3

equitable subordination, 7:5

insurable interest, 7:4

veil piercing, 7:6

jurisprudence, 7:8

statutory framework, 7:7

Corporate veil, piercing, 7:6

jurisprudence, 7:8

statutory framework, 7:7

Corporation

ends of the, 7:2

juridical nature of, 7:1

personality, 7:3

Foss v. Harbottle, rule in, 7:9

Piercing corporate veil, 7:6

jurisprudence, 7:8

statutory framework, 7:7

## **CORPORATIONS**

Business corporations, see BUSINESS CORPORATIONS

Constitutional jurisdiction, see CONSTITUTIONAL JURISDIC-TION

Continuance under Canada Not-for-Profit Corporations Act, see CONTINU-ANCE UNDER CANADA NOT-

CORPORATIONS—Cont'd	CREDIT FACILITIES—Cont'd
FOR-PROFIT CORPORATIONS	Term loans—Cont'd
ACT	equipment leasing, 42:11
Corporate liability, see CORPORATE LIABILITY	financial, positive, and negative covenants, <b>42:9</b>
Corporate personality, see CORPORATE PERSONALITY	overview, 42:7
Non-share capital corporations, see NON-	CRIMINAL LIABILITY OF
SHARE CAPITAL CORPORA-	DIRECTORS AND OFFICERS
TIONS	See also ENFORCEMENT OF
Not-for-profit corporations, see NOT- FOR-PROFIT CORPORATIONS	LIABILITIES OF DIRECTORS AND OFFICERS, PROTECTING
Unlimited liability companies, see	DIRECTORS AND OFFICERS FROM LIABILITY
UNLIMITED LIABILITY	Federal offences
COMPANIES	Bankruptcy and Insolvency Act, <b>33:3</b>
CORPORATIONS OPERATING	Canadian Environmental Protection
EXTRA-PROVINCIALLY IN	Act, <b>33:4, 1999</b>
Alberta, <b>67:3</b>	Competition Act
Newfoundland and Labrador, 71:3	bid-rigging, 33:7
Northwest Territories, 72:3	conspiracy/cartels, <b>33:6</b>
Nova Scotia, 73:3	false or misleading advertising, <b>33:8</b>
Nunavut, 72:3	Corruption of Foreign Public Officials
Prince Edward Island, 75:3	Act, <b>33:9</b>
Quebec, <b>76:3</b>	Criminal Code
Saskatchewan, 77:3	aiding, abetting and conspiracy to
Yukon, <b>78:3</b>	commit offence, 33:11
CREDIT FACILITIES	defective stores, 33:18
See also SECURED TRANSACTIONS	false prospectus, 33:17
Operating loan	falsification of records, 33:16
currency, <b>42:3</b>	fraud, <b>33:12</b>
financial covenants, <b>42:5</b>	insider trading and tipping, 33:15
interest, 42:4	manipulation of public markets,
negative pledge, <b>42:6</b>	33:13
overview, 42:2	money laundering, 33:21
Other credit facilities	secret commissions, 33:20
bankers' acceptances and other com-	wash trading, 33:14
mercial paper, 42:14	whistleblower protection, 33:19
consignments, 42:17	federal fiscal statutes, 33:22
foreign exchange, 42:15	other federal statutes, 33:24
letters of credit and bank guarantees,	Proceeds of Crime (Money Launder-
42:12	ing) and Terrorist Financing Act,
notes, <b>42:13</b>	33:23
swaps, <b>42:16</b>	Ontario offences
tax-assisted debt obligations and	environmental offences, 33:28
government financial assistance programs, <b>42:18</b>	Ontario Business Corporations Act, 33:26
Term loans	other corporate and business statutes,
capex (capital expenditure) facilities,	33:30
42:10	other statutes, 33:31
collateral 42.8	provincial tax offences 33.29

#### DISCLOSURE OBLIGATIONS, CRIMINAL LIABILITY OF **DIRECTORS AND OFFICERS** REPORTING ISSUER —Cont'd Disclosure documents, 62:5 Ontario offences—Cont'd annual information form, 62:7 Securities Act, 33:27 business acquisition reports, 62:10 Scope and types of offences, 33:1 certification requirements, 62:11 financial statements, 62:6 **DEBT OBLIGATIONS** industry-specific disclosure require-Banking resolutions, 41:5 ments. 62:15 Borrowing, 41:1 information circular, 62:8 Borrowing powers, exercise of, 41:4 material change reports, 62:9 Collateral security, 41:2 material contracts, 62:12 Guarantees, 41:3 news releases, 62:9 Perfection, 41:16 NI 51-102, additional requirements, Purchase-money security 62:13 consumer goods, 41:15 rights of security holders, documents equipment affecting, 62:12 PMSI creation, 41:11 stock exchange requirements, 62:14 PMSI perfection, 41:12 Disclosure reviews and staff notices, PMSI status, significance of, 41:13 62:22 introduction, 41:10 Disclosure rules, standards and principles, inventory, 41:14 62:18 Searches Diversity disclosure, CBCA distributing Bank Act, 41:22 corporations, 62:23 BIA and CCAA, 41:23 Early warning disclosure, 62:21 corporate searches - CBCA, 41:19 Introduction, 62:1 corporate searches - OBCA, 41:18 Regulatory framework, 62:2 Execution Act. 41:24 reporting issuer, definition, 62:3 introduction, 41:17 securities laws, 62:2 other searches, 41:26 stock exchange requirements, 62:4 partnership name search, 41:20 Reporting obligations for insiders, 62:20 PPSA searches, 41:21 Secondary market liability, 62:16 real property, 41:25 failure to make timely disclosure, 62:16 Types of forward looking information, 62:17 bonds, debentures, notes, 41:7, 41:8 misrepresentation, **62:16** registered or bearer form, 41:9 Venture issuers, 62:19 financial institutions, borrowing from, DISSENT AND APPRAISAL RIGHTS See also SHAREHOLDERS DERIVATIVE ACTION Fair value determination, 24:17 See also SHAREHOLDER REMEDIES evidentiary burden of proof, 24:19 Complainants, 27:2 interest and costs, 24:25 Enforcement of civil liabilities of direcjudicial approach to share valuation, tors and officers, 34:51 24:20 Leave requirements, 27:3 asset-value approach, 24:22 Nature of statutory remedy, 27:1 combination of approaches, 24:24 Specific powers of court, 27:4 earnings approach, 24:23 market value approach, 24:21 DIRECTORS, LIABILITIES TO partial summary judgment, 24:18 **EMPLOYEE** procedural aspects, 24:17 See LIABILITIES OF DIRECTORS TO Introduction, 24:1 **EMPLOYEES**

DUTIES OF DIRECTORS AND
OFFICERS
See also CORPORATE GOVERNANCE
Business judgment rule, 29:3
lower courts, 29:8
Supreme Court of Canada, 29:3
BCE Inc., Re, <b>29:6</b>
Kerr v. Danier Leather, 29:5
lessons from S.C.C. trilogy, <b>29:7</b>
People's Departments Stores (1992) Inc., Re, <b>29:4</b>
Contracts in which directors or officers
are interested, 29:2
Corporate opportunity doctrine, <b>29:9</b>
Duties generally, <b>29:1</b>
Duty of care, <b>34:11</b>
Duty of loyalty, 34:9
Duty to disclose conflicting interests, <b>34:10</b>
Insider reporting, 29:10
exemptions, 29:13
insider reports, 29:10
issuer filings, 29:11
mutual funds, 29:12
penalties, 29:14
EARN-OUTS
See also ESCROWS; NEGOTIATION OF ASSET OR SHARE
PURCHASE AGREEMENTS; PRICE ADJUSTMENTS;
PURCHASE AGREEMENTS
Acceleration, 83:36
Advantages, 83:27
Avoiding characterization as a security, 83:32
Background, 83:25
Cash payment terms, <b>83:31</b>
Disadvantages, 83:27
Earn-out agreements, 83:28
Earn-out periods, 83:30
Earn-outs vs. reverse earn-outs, <b>83:26</b>
Payment with shares in purchaser, <b>83:34</b>
Performance targets, measurement, <b>83:29</b>
Prepayment or buyout Option, 83:35
Purpose, <b>83:25</b>
Restrictive operating covenants, <b>83:37</b>
Security for earn-out payments, <b>83:33</b>

## ENFORCEMENT OF LIABILITIES OF DIRECTORS AND OFFICERS

Class actions, 34:55

Compliance and restraining orders, 34:53

CRA assessments, 34:57

Derivative action, 34:51

Employment standards branch orders,

34:56

Oppression remedy, 34:52

OSC initiatives, 34:54

### **EQUITY FINANCING**

Debt obligations and trust indentures, see DEBT OBLIGATIONS

Issue and ownership of shares, see SECU-RITIES OFFERINGS, REGULA-TION

Secured transactions, see SECURED TRANSACTIONS

Securities transfers, see SECURITIES TRANSFERS, PLEDGES AND TRANSMISSIONS

## **ESCROWS**

See also EARN-OUTS; NEGOTIATION OF ASSET OR SHARE PURCHASE AGREEMENTS;

PRICE ADJUSTMENTS; PURCHASE AGREEMENTS

Agent fees, 83:15

Amount, 83:17

Distributions, 83:23

**Duration**, **83:22** 

Escrow funds, ownership of, 83:19

General terms, 83:16

Income Tax Act, s. 116, 83:24

Investments, 83:21

Purposes, 83:14

Security interests, 83:20

Selection of agent, 83:15

Single vs. Separate Accounts, 83:18

## **EXCLUSIVITY AGREEMENTS**

See also: LETTERS OF INTENT; NO-SHOPS

Content, 80:23

Enforceability, 80:25

Nature of, 80:21

No-shops, nature and purpose of, 80:26

Public M&A considerations, 80:24

Reporting issuer disclosure obligations, letters of intent, **80:7** 

EXCLUSIVITY AGREEMENTS
—Cont'd
Why sought, purchaser, 80:22

# EXTRA-PROVINCIAL CORPORATE LICENSES AND REGISTRATIONS

See also AUDITS AND MEETINGS OF SHAREHOLDERS

Business names registration, extraprovincial

Alberta, 67:3 et seq.

Northwest Territories, 72:21

Nova Scotia, 73:14

Nunavut, 72:21

Prince Edward Island, 75:12

Saskatchewan, 77:24

Yukon, 78:20

Canada Corporations operating in

Alberta, 67:18

British Columbia, 68:17

Manitoba, 69:16

New Brunswick, 70:11

Newfoundland and Labrador, 71:11

Northwest Territories, 72:18

Nova Scotia, 73:11

Nunavut, 72:18

Prince Edward Island, 75:10

Quebec, 76:11

Saskatchewan, 77:17

Yukon, 78:18

Corporations operating extra-provincially in

Alberta, **67:3** 

British Columbia, **68:3**, **68:6** 

Newfoundland and Labrador, 71:3

Northwest Territories, 72:3

Nova Scotia, 73:3

Nunavut, 72:3

Prince Edward Island, 75:3

Quebec, 76:3

Saskatchewan, 77:3

Yukon, **78:3** 

Corporations other than Canada and Ontario corporations operating in

Alberta, 67:15 et seq., 67:19 et seq.

New Brunswick, 70:12

Newfoundland and Labrador, 71:12

Northwest Territories, 72:19

Nova Scotia, 73:12

Nunavut, 72:19

Ontario, 74:2

EXTRA-PROVINCIAL CORPORATE LICENSES AND REGISTRATIONS	EXTRA-PROVINCIAL ENTITIES, REGULATION OF—Cont'd
—Cont'd	Extra-provincial capacity, provincial and
Corporations other than Canada and	territorial corporations, <b>66:2</b>
Ontario corporations operating in —Cont'd	Extra-provincial registrations, <b>66:3</b>
Prince Edward Island, <b>75:11</b>	Federal corporations, registration requirements, <b>62:5</b> to <b>66:6</b>
Quebec, <b>76:12</b>	constitutional dimensions, <b>66:5</b>
Saskatchewan, <b>77:18, 77:19</b>	current exemptions, <b>66:6</b>
Yukon, <b>78:19</b>	Introduction, <b>66:1</b>
Jurisdiction for regulating extra-	Provincial laws not having extra-
provincial business entities	provincial application, <b>66:4</b>
Alberta, <b>67:1</b>	
Manitoba, 69:1	EXTRA-PROVINCIAL
New Brunswick, <b>70:1</b>	REGISTRATIONS, ALBERTA
Newfoundland and Labrador, 71:1	Jurisdiction, 67:1
Northwest Territories, 72:1	Registration in Alberta, BC, MB, SK
Nova Scotia, 73:1	corporations, <b>67:15 to 67:17</b> filing annual returns, <b>67:17</b>
Nunavut, 72:1	initial Registration, <b>67:16</b>
Ontario, <b>74:1</b>	NWPTA overarching principles, <b>67:15</b>
Prince Edward Island, 75:1	updating information, <b>67:17</b>
Quebec, <b>76:1</b>	Registration in Alberta, extra-provincial
Saskatchewan, 77:1	corporations, 67:3 to 67:7
Yukon, <b>78:1</b>	assumed names, <b>67:6</b>
Limited Liability Companies operating	corporate names, 67:5
extra-provincially	failing to register, consequences of,
British Columbia, 68:18	67:4
Northwest Territories, <b>72:19</b>	initial registration, <b>67:7</b>
Nunavut, <b>72:19</b>	initial registration, attorney, 67:7
Ontario, <b>74:22</b>	requirement to register, 67:3
Yukon, <b>78:19</b>	Registration in Alberta, NB, NL, NW, NS
Partnerships operating extra-provincially in	NU, ON, PE, QC, YK corporations,
Alberta, <b>67:21</b>	67:8 to 67:14
Newfoundland and Labrador, 71:14	cancellation, 67:14
Northwest Territories, 72:22	initial registration, 67:8
Nova Scotia, 73:15	charter, <b>67:10</b>
Nunavut, 72:22	forms and registration requirements,
Prince Edward Island, 75:13	67:8
Quebec, <b>76:21</b>	issue and effective date of registrar's
Saskatchewan, 77:31	certificate, 67:11
Yukon, <b>78:23</b>	NUANS report, 67:9
,	ongoing maintenance, 67:12
EXTRA-PROVINCIAL ENTITIES,	annual filings, 67:12
REGULATION OF	notifiable changes, 67:13
Application use of federal corporate	reinstatement, 67:14
names in the province, <b>66:7</b>	revocation, 67:14
Conclusion, <b>66:8 to 66:9</b>	suspension, 67:14
future of extra-provincial registrations, <b>66:9</b>	Registration in Alberta, other, <b>67:18 to 67:29</b>
nresent status 66.8	husiness names 67.20

#### EXTRA-PROVINCIAL EXTRA-PROVINCIAL REGISTRATIONS, BRITISH REGISTRATIONS, ALBERTA COLUMBIA—Cont'd —Cont'd Registration in Alberta, other, 67:18 to Registration, AB, MB and SK Corporations, 68:14 **67:29**—Cont'd Canada corporations, 67:18 filing annual returns, 68:16 extra-provincial partnerships, 67:21 initial registration, 68:15 foreign corporations, 67:19 NWTPA overarching principles, **68:14** updating information, 68:16 limited liability partnerships, 67:26 Registration, CBCA Corporations, 68:17 cancellation of LLP registration, Registration, extraprovincial partnerships, 67:28 68:25 initial registration, 67:26 general partnerships, 68:26 limited liability companies and other limited liability partnership, 68:28 extra-provincial entities, 67:29 cancellation of LLP registration, ongoing compliance requirements, 68:30 67:27 initial registration, 68:28 limited partnerships, 67:23 ongoing compliance requirements, initial registration, 67:23 68:29 limited partnership certificate, 67:24, limited partnerships, 68:27 67:25 Registration, LLCs, 68:18 amendment, 67:24 Registration, NB, NL, NT, NS, NU, ON, cancellation, 67:25 PE, QC and YK corporations, 68:12 ordinary partnerships, 67:22 annual Reports, 68:12 registry fees, 67:30 amalgamation, 68:13 Regulatory framework, 67:2 Registration, NB, NL, NT, NS, NU, ON, PE, OC and YK extraprovincial EXTRA-PROVINCIAL companies, 68:11 REGISTRATIONS, BRITISH procedure for registering, 68:11 **COLUMBIA** Registration, non-Canadian entities, 68:18 Extra-provincial regulatory framework, Registration, non-share corporations, overview, 68:2 68:19 Fees. 68:31 annual report, 68:22 Jurisdiction, 68:1 applicable legislation, 68:19 Registration, **68:3**, **68:6** appointment of attorney, 68:21 cancellation, extraprovincial cancellation of registration, 68:23 company's Registration, 68:10 key definitions, Society Act, 68:19 consequences of failing to register, notification of changes, 68:22 68:5 registration, 68:20 corporate name, and assumed name, Registration, proprietorship business 68:6 names, 68:24 appointment of attorney, 68:8 name to be displayed, 68:7 **EXTRA-PROVINCIAL** notification of changes, 68:9 REGISTRATIONS, MANITOBA ongoing maintenance, 68:9 Extra-provincial registration fees, 69:26 key definitions, BCBCA, 68:3 Extra-provincial regulatory framework, Manitoba, overview, 69:2 reinstatement, extraprovincial Jurisdiction, 69:1 company's registration, **68:10** Other registrations, 69:16 to 69:26 requirement to register, carrying on business in BC, 68:4 federal Corporations, 69:16

LLCs, 69:17

scope of legislation, BCBCA, 68:3

#### EXTRA-PROVINCIAL EXTRA-PROVINCIAL **REGISTRATIONS, NEW** REGISTRATIONS, MANITOBA BRUNSWICK—Cont'd —Cont'd Other registrations, 69:16 to 69:26 Jurisdiction, 70:1 -Cont'd Other registrations, 70:11 to 70:19 non-Canadian entities, 69:17 extra-provincial registration, federal partnerships, extra-provincial registracorporations, 70:11 tion, **69:20** extra-provincial registration, partnerlimited liability partnerships, initial ships, **70:15** registration, 69:23 limited liability partnerships, 70:18 cancellation, limited liability limited partnerships, 70:17 partnership registration, ordinary partnerships, 70:16 69:25 partnership names, 70:14 ongoing compliance requirements, registration, LLCs, 70:12 69:24 registration, non-Canadian entities, limited partnerships, 69:22 70:12 ordinary partnerships, 69:21 registration, proprietorship business proprietorship business names, 69:18 names, 70:13 regulation, business names, 69:19 regulation of business names, 70:14 regulation, partnership names, 69:19 Registration fees, 70:19 Registration, AB, BC and SK business Registration of extra-provincial corporacorporations in Manitoba, 69:13 to tions, 70:3 to 70:10 69:15 cancellation of registration and reinexemption, filing annual returns, 69:15 statement, **70:10** initial registration, 69:14 consequences of failing to register, NWTPA overarching principles, 69:13 70:4 updating information, 69:15 corporate names, 70:5 Registration, extra-provincial bodies ongoing maintenance, 70:8 corporate, **69:3** to **69:7** annual returns, 70:8 consequences of failing to register, 69:4 corporate changes, 70:9 corporate names, 69:5 registration, 70:6 real property, 69:7 attorney for service, 70:7 requirement to register if carrying on initial registration requirements, 70:6 business in Manitoba, 69:3 requirement to register if carrying on service of process, 69:6 business in New Brunswick, 70:3 Registration, extra-provincial bodies corporate other than AB, BC or SK EXTRA-PROVINCIAL business corporations, 69:8 to 69:12 REGISTRATIONS, annual Returns, 69:10 NEWFOUNDLAND AND cancellation of rights, 69:12 LABRADOR corporate changes, 69:11 Extra-Provincial regulatory framework, power of attorney, appointment of, overview. 71:2 Manitoba resident, **69:9** Jurisdiction, 71:1 registration requirements, 69:8 Other registrations, 71:11 to 71:20 restoration of registration, 69:12 business names, registration of, 71:13 **EXTRA-PROVINCIAL** federal companies, extra-provincial, 71:11 **REGISTRATIONS, NEW BRUNSWICK** LLCs, extra-provincial, 71:12 Extra-provincial regulatory framework, other non-Canadian entities, extra-

overview, 70:2

provincial registration, 71:12

EXTRA-PROVINCIAL	EXTRA-PROVINCIAL
REGISTRATIONS,	REGISTRATIONS, NOVA SCOTIA
NEWFOUNDLAND AND	—Cont'd
LABRADOR—Cont'd	Registration, other foreign corporations,
Other registrations, 71:11 to 71:20	73:12
—Cont'd	Registration, other non-Canadian entities,
partnerships, extra-provincial, 71:14	73:13
limited liability partnerships, 71:17	Registration, partnerships, 73:15
cancellation of registration, 71:19	limited liability partnerships, 73:18
initial registration, 71:17	cancellation, 73:20
ongoing compliance requirements,	initial registration, 73:18
71:18	ongoing compliance requirements,
limited partnerships, 71:16	73:19
ordinary partnerships, 71:15	limited partnerships, 73:17
Registration, extra-provincial companies,	ordinary partnerships, 73:16
71:3 to 71:10	EXTRA-PROVINCIAL
cancellation, registration, 71:10	REGISTRATIONS, ONTARIO
corporate names, 71:5	Business Names Act, <b>74:21 to 74:22</b>
failing to register, consequences, 71:4	application to non-Ontario corpora-
ongoing maintenance, 71:8	tions, 74:21
annual returns, 71:8	limited liability companies, 74:22
corporate changes, 71:9	Corporations Information Act, <b>74:3 to</b>
registration, <b>71:6</b>	74:10
initial registration requirements, <b>71:6</b>	administration, 74:9
power of attorney, 71:7	annual return, 74:5
requirement to register if carrying on business in Newfoundland and	enforcement and restriction on ability to sue in Ontario, 74:10
Labrador, 71:3	exemptions to filing requirements,
revival, registration, <b>71:10</b>	73:A3
Registration fees, <b>71:20</b>	filing requirements, <b>74:3</b>
	initial return, <b>74:4</b>
EXTRA-PROVINCIAL	notice of change, <b>74:6</b>
REGISTRATIONS, NOVA SCOTIA	notices and access to corporate infor-
Fees, <b>73:21</b>	mation, <b>74:7</b>
Framework, 73:2	public access, <b>74:9</b>
Jurisdiction, 73:1	special filings, <b>74:8</b>
Registration, corporations, 73:3	verification of returns, <b>74:7</b>
corporate names, 73:5	Extra-Provincial Corporations Act, <b>74:11</b>
failing to register, consequences, 73:4	to 73:A20
registration, 73:6	amended licence, 74:16
annual statement, 73:8	application for licence, 74:16
cancellation or registration, 73:10	foreign corporation interests in land,
corporate changes, 73:9	74:20
initial registration requirements, 73:6	inability of foreign corporation to
recognized agent, 73:7	maintain an action, 74:19
requirement to register, 73:3	licence requirement, <b>74:13</b>
Registration, dominion corporations,	agent for service, 74:17
73:11	carrying on business in Ontario,
Registration, limited liability companies,	74:14
73:13	exemptions, 74:15

EXTRA-PROVINCIAL REGISTRATIONS, ONTARIO —Cont'd	EXTRA-PROVINCIAL REGISTRATIONS, QUEBEC —Cont'd
Extra-Provincial Corporations Act, 74:11	Registration, extra-provincial corpora-
to 73:A20—Cont'd	tions, <b>76:3</b>
name requirements, 74:12	failing to register, consequences, <b>76:4</b>
overview, <b>74:11</b>	name requirements, <b>76:5</b>
penalty, non-compliance, <b>74:18</b>	registration, <b>76:6</b>
termination of licence, <b>74:16</b>	annual registration fee, <b>76:8</b>
Jurisdiction, <b>74:1</b>	annual updating declaration, <b>76:8</b>
Registration Fees, <b>74:23</b>	attorney for service, <b>76:7</b>
Regulatory framework, overview of, <b>74:2</b>	changes, <b>76:9</b>
	initial registration declaration, <b>76:6</b>
EXTRA-PROVINCIAL	requirement to register, <b>76:3</b>
REGISTRATIONS, PRINCE	Registration, federal corporations, <b>76:11</b>
EDWARD ISLAND	Registration, other extra-provincial
Business names, registration, <b>75:12</b>	corporations, 76:12
Cancellation, 75:9	Registration, partnerships, <b>76:21</b>
Fees, <b>75:22</b>	failing to register, consequences, <b>76:22</b>
Jurisdiction, 75:1	name requirements, 76:23
Ongoing maintenance, 75:7	registration, <b>76:24</b>
annual renewal, 75:7	annual registration fee, <b>76:26</b>
corporate changes, <b>75:8</b>	annual updating declaration, 76:26
Overview of framework, <b>75:2</b>	attorney for service, 76:25
Registration, Canada corporations, <b>75:10</b>	cancellation of registration and revo-
Registration, extra-provincial corpora-	cation, <b>76:28</b>
tions, <b>75:3</b>	changes, <b>76:27</b>
corporate names, 75:5	initial registration declaration, 76:24
failing to register, consequences, <b>75:4</b>	requirement to register, <b>76:21</b>
initial registration requirements, <b>75:6</b>	Registration, sole proprietorships, <b>76:13</b>
Registration, limited liability companies, 75:11	failing to register, consequences, <b>76:14</b>
	name requirements, 76:15
Registration, other extra-provincial corporations, <b>75:11</b>	registration, <b>76:16</b>
Registration, partnerships, <b>75:13</b>	annual registration fee, 76:18
general partnerships, 75:14	annual updating declaration, 76:18
LLPs, <b>75:21</b>	attorney for service, 76:17
•	cancellation of registration and revo-
LPs, 75:15	cation, <b>76:20</b>
cancellation, <b>75:19</b>	changes, <b>76:19</b>
conflict of laws, <b>75:20</b>	requirement to register, 76:13
failing to file, consequences, <b>75:16</b>	EXTRAPROVINCIAL
initial filing of declaration, 75:17	REGISTRATIONS,
ongoing compliance requirements, 75:18	SASKATCHEWAN
when filing is required, <b>75:15</b>	Fees, <b>77:44</b>
Reinstatement, <b>75:9</b>	Jurisdiction, 77:1
	Overview of framework, 77:2
EXTRA-PROVINCIAL REGISTRATIONS, QUEBEC	Registration, extraprovincial corporations, <b>77:3</b>
Jurisdiction, <b>76:1</b>	Alberta, British Columbia, Manitoba,
Overview, 76:2	Quebec and Canada business

#### EXTRAPROVINCIAL EXTRAPROVINCIAL REGISTRATIONS, REGISTRATIONS, SASKATCHEWAN—Cont'd SASKATCHEWAN—Cont'd Registration, extraprovincial corporations, Registrations, other entities 77:3—Cont'd business names, 77:24 corporations, 77:14 application for registration, 77:25 annual returns, exemption from filcancellation, 77:30 ing, 77:16 mandatory use of name, 77:29 initial registration, 77:15 name regulation, 77:27 overarching principles, NWTPA, power of attorney, 77:26 77:14 renewal, 77:28 updating information, 77:16 scope of registration requirement, alternative names, 77:5 77:24 corporate names, 77:5 Canada corporations, 77:17 failing to register, consequences of, foreign corporations, 77:18 77:4 limited liability companies, 77:18 non-Alberta, British Columbia, non-Canadian entities, 77:18 Manitoba, Quebec or Canada businon-share corporations, 77:19 ness corporations, 77:6 annual report, 77:22 initial registration, 77:6 applicable legislation, 77:19 application for registration, 77:6 cancellation, 77:23 power of attorney, 77:7 notification of changes, 77:22 registration, 77:8 power of attorney, 77:21 ongoing maintenance, 77:9 registration, 77:20 annual returns, 77:9 **EXTRA-TERRITORIAL** change of attorney, 77:11 REGISTRATIONS, NORTHWEST change of attorney's address, TERRITORIES AND NUNAVUT 77:11 Fees, 72:35 changes to articles, 77:10 Jurisdiction, 72:1 notice of change, 77:12 Overview, 72:2 restoration of registration, 77:13 Proprietorship business names, Northwest termination of registration, 77:13 Territories, 72:20 requirement to register, 77:3 Proprietorship business names, Nunavut, Registration, partnerships, 77:31 72:29 limited liability partnerships, 77:41 Registration, Canada corporations, 72:18 cancellation, 77:43 Registration, extra-territorial corporations, initial registration, 77:41 72:3 ongoing compliance, 77:42 cancellation and reinstatement, 72:15 limited partnerships, 77:35 cancelation by Registrar, 72:16 cancellation, 77:40 cancellation by corporation, 72:15 failing to register, consequences of, reinstatement, 72:17 77:36 corporate names (and assumed names), initial registration, 77:37 notice of change, 77:39 failing to register, consequences, 72:4 power of attorney, 77:38 ongoing maintenance, 72:11 registration requirement, 77:35 amalgamation, 72:14 ordinary partnerships, 77:32 annual filings, 72:11 change in membership, 77:33 change of registered office address, dissolution, 77:34 72:13 registration requirements, 77:32 changes to charter documents, 72:12

EXTRA-TERRITORIAL REGISTRATIONS, NORTHWEST	EXTRA-TERRITORIAL REGISTRATIONS, YUKON
TERRITORIES AND NUNAVUT	—Cont'd
—Cont'd	Registration, extra-territorial corporations,
Registration, extra-territorial corporations,	<b>78:3</b> —Cont'd
<b>72:3</b> —Cont'd	cancellation and reinstatement, <b>78:15</b>
registration, initial, 72:6	—Cont'd
charter, <b>72:8</b>	cy corporation, 78:15
forms and requirements, 72:6	reinstatement, 78:17
NUANS search report, 72:7	corporate names, <b>78:5</b>
registered office in territory, <b>72:10</b>	failing to register, consequences of, 78:4
Registrar's certificate, issue and	
effective date, 72:9	initial Registration, <b>78:6</b> alternative attorney, <b>78:9</b>
requirement to register, <b>72:3</b> Registration, limited liability companies,	attorney for service, 78:9
<b>72:19</b>	charter, 78:8
Registration, other extra-territorial	corporate name and NUANS report,
corporations, 72:19	78:7
Registration, partnerships, in Northwest	forms, <b>78:6</b>
Territories, 72:22	registrar's certificate, issue and
limited liability partnerships, <b>72:26</b>	effective date, <b>78:10</b>
cancellation, 72:28	registration requirements, <b>78:6</b>
initial registration, <b>72:26</b>	ongoing maintenance, 78:11
ongoing compliance requirements, 72:27	amalgamation, <b>78:14</b>
limited partnerships, <b>72:24</b>	annual filings, <b>78:11</b>
amendment, 72:25	change of atternative attorney, 78:13
cancellation, 72:25	change of attorney for service, <b>78:13</b>
initial registration, 72:24	changes to charter, <b>78:12</b> requirement to register, <b>78:3</b>
ordinary partnerships, 72:23	Registration, other entities, <b>78:18</b>
Registration, partnerships, in Nunavut	business names, <b>78:20</b>
limited liability partnerships, <b>72:26</b>	declaration of business name, <b>78:22</b>
cancellation, 72:28	prohibited names, <b>78:21</b>
initial registration, 72:26	requirement to register, <b>78:20</b>
ongoing compliance, 72:27	Canada corporations, <b>78:18</b>
limited partnerships, 72:32	limited liability companies, <b>78:19</b>
amendment, 72:33	other entities, <b>78:19</b>
cancellation, 72:33	partnerships, <b>78:23</b>
initial registration, 72:32	general partnerships, <b>78:24</b>
ordinary partnerships, 72:31	declaration, 78:25
EVTDA TEDDITADIAI	requirement to register, 78:24
EXTRA-TERRITORIAL REGISTRATIONS, YUKON	limited liability partnerships, <b>78:27</b>
Fees, <b>78:30</b>	cancellation, 78:29
Jurisdiction, 78:1	initial registration, 78:27
Overview of framework, 78:2	ongoing compliance, 78:28
Registration, extra-territorial corporations, <b>78:3</b>	limited partnerships, <b>78:26</b> overview, <b>78:23</b>
assumed names, 78:5	FILINGS
cancellation and reinstatement, 78:15	See also AUDITS AND MEETINGS OF
by registrar, 78:16	SHAREHOLDERS

FILINGS—Cont'd	FINANCIAL STATEMENTS—Cont'd
Business names, 64:8 to 64:13	Contents of, non-offering corporations,
corporations, 64:9	58:5
limited liability companies, <b>64:12</b>	Interim financial report, components of,
name restrictions, <b>64:13</b>	58:15
partnerships, 64:10	Interim financial statements (corporate
sole proprietors, <b>64:11</b>	law), <b>58:14</b>
Corporations Information Act, <b>64:2 to</b>	Non-offering corporations, <b>58:1</b>
64:7	Offering corporations
access to information, 64:5	annual financial statements (NI
administrative matters, <b>64:7</b>	51-102), <b>58:9</b>
annual returns, 64:3	financial disclosure (OSA), <b>58:8</b>
notices of change, <b>64:4</b>	requirements (corporate law), 58:7
special filings, <b>64:6</b>	Offering vs non-offering corporations,
verification of information, <b>64:5</b>	58:2
Corporations Returns Act, 64:16, 65:1 et	Subsidiaries, <b>58:4</b>
seq.	FINANCING OPTIONS
application, 65:2	Assumptions
enforcement and offences, <b>65:8</b>	generally, <b>44:19</b>
exemptions, 65:3	Conclusion, 44:59
general, <b>65:9</b>	Date and addresses
returns, <b>65:4</b>	addresses, 44:5
financial information, 65:5	date, <b>44:4</b>
general information, <b>65:7</b>	Introduction, 44:1
ownership returns, <b>65:4</b>	Negotiation principles, <b>44:3</b>
transfer of technology returns, <b>65:6</b>	Opinions
Other, <b>64:18</b>	1
Returns generally, <b>64:1</b>	carry on business, qualification to, 44:23
Securities Act, <b>64:17</b>	corporate organizations, 44:22
Tax, <b>64:15</b>	corporate power and capacity, 44:25
	corporate status, 44:21
FINANCIAL STATEMENTS	creation of a security interest, 44:36
Analysis of	due authorization, 44:26
balance sheet ratios, <b>58:30</b>	enforceability, 44:35
earnings statement ratios, <b>58:31</b>	execution and delivery, 44:27 to 44:29
Audited financial statements,	good standing, 44:24
shareholder's right to, <b>58:3</b>	introduction, 44:20
Audit inquiries and responses	no breach of default, <b>44:30 to 44:33</b>
claim and possible claim, definition,	· ·
58:22	perfection by registration, 44:37
general, <b>58:20</b>	regulatory approvals, 44:34
inquiry letter, <b>58:27</b>	Pending litigation confirmation
joint policy statement, 58:21	generally, 44:38
legal professional privilege, maintain-	Practice limitation
ing, <b>58:23</b>	generally, 44:18
management, law firm, and auditor,	Purpose, <b>44:2</b>
role of, <b>58:26</b>	Qualifications
response letter, <b>58:28</b>	assignment of federal crown debts,
response letters, <b>58:25</b>	44:48
solicitor client privilege, <b>58:24</b>	bankruptcy and insolvency, <b>44:40</b>
Board approval and reliance, <b>58:6</b>	criminal rate of interest, 44:52

FINANCING OPTIONS—Cont'd	FUNDAMENTAL CHANGES—Cont'd
Qualifications—Cont'd	Revival, <b>52:40</b>
Currency Act (Canada), 44:55	GENERAL PARTNERSHIPS
guarantor's defences, general waiver,	See also NON-CORPORATE
44:42	ORGANIZATIONS
indemnities, 44:43	Dissolution, 3:15
intellectual property, 44:49	dissolution triggering events, <b>3:15</b>
Interest Act (Canada)	distribution of partnership property and
annual rate of interest, 44:53	liability for deficiency, 3:19
loans secured by real property, 44:54	procedure, 3:18
introduction, 44:39	External relations and liability of partners
penalties, 44:51 proceeds, 44:45	to third parties, 3:8
rarely required, 44:56	agency of partners, 3:8
real property and fixtures, <b>44:47</b>	partner liability regime, 3:9
reasonable time to pay, 44:44	Formation and registration requirements,
receivers as agents, 44:50	3:30
remedies, equitable principles, <b>44:41</b>	general, 3:31
special types of property, <b>44:46</b>	name registration by general partner- ship, 3:32
Reliance and signature	partnership record, <b>3:33</b>
reliance, 44:57	General, 3:37
signature, 44:58	partnership authorization, <b>3:40</b>
Retainer and nature of transaction, <b>44:6 to</b>	scope of examination, 3:38
44:8	Joint venture and co-ownership, 3:30
Scope of examination	contractual joint venture, 3:31
investigations, searches and registra-	co-ownership, 3:32
tions, <b>44:10 to 44:13</b>	some key tax factors in choosing
knowledge qualification, 44:15	between a partnership and either a
opinion documents, <b>44:9</b>	JV or co-ownership, 3:33
public searches, 44:17	Nature of partnership, <b>3:1</b>
registrations, 44:16	indicia of partnership, 3:6
Standard language, 44:3	meaning of "partnership," 3:1
FORMATION	sales of goodwill providing for share of
Incorporation, see INCORPORATION	profits, 3:7
Names, see NAMES	subordination of certain loan agree-
Organization, see ORGANIZATION	ments, 3:7
	Ownership of land, 3:14
FUNDAMENTAL CHANGES	Registration requirements, 3:20
Amalgamations, see AMALGAMA-	Relations among partners inter se, 3:10
TIONS	default rules, 3:10
Amendments, see AMENDMENTS	fidelity, 3:12
Arrangements, see ARRANGEMENTS	limited rights of assignees, 3:13
Continuances, see CONTINUANCES	partnership property, <b>3:11</b>
Dissolution, see DISSOLUTION	Selected provisions of partnership agree-
Going-private transactions, see GOING-	ments, 3:21
PRIVATE TRANSACTIONS	allocation of net profits and losses, 3:27
Liquidation, see LIQUIDATION	capital and current accounts, 3:22
Reorganizations, see REORGANIZA- TIONS	dispute resolution, <b>3:29</b> draws, <b>3:28</b>
Restated articles, 47:16	financial period, 3:25

#### INCORPORATION—Cont'd GENERAL PARTNERSHIPS—Cont'd Selected provisions of partnership agree-Pre-incorporation contracts, 17:20 ments. 3:21—Cont'd case law on reformed pre-incorporation financial statements, 3:26 contract regime, 17:22 Transaction opinions involving general corporation's adoption of contract, partnerships or LLPs, 3:37 17:23 judicial apportionment of liability, enforceability, 3:42 execution and delivery, 3:41 17:25 OBCA solution, 17:21 formation and existence of partnership, problem at common law, 17:20 promoter's express disclaimer, 17:24 **GOING-PRIVATE TRANSACTIONS** promoter's personal liability, 17:22 See also FUNDAMENTAL CHANGES INSIDERS, LIABILITY OF Background, 51:1 See LIABILITY OF INSIDERS Regulation of judicial, 51:3 INSIDER TRADING section 190 of OBCA, 51:2 See LIABILITY OF INSIDERS INCORPORATION INSOLVENCY LAW, RESTRUCTURING COMPANIES See also FORMATION **UNDER** Abolition of constructive notice doctrine, See RESTRUCTURING COMPANIES 17:29 UNDER INSOLVENCY LAW Corporate capacity and powers, 17:26 capacity of OBCA corporation, 17:27 INSOLVENT CORPORATIONS restricted businesses or powers, 17:28 Arrangements, 53:10 ultra vires doctrine, 17:26 generally, 53:51 Incorporation under OBCA, 17:8 adjunct or stand-alone, 53:10 appeal of approval, 53:50 application of Act, 17:8 articles of incorporation, 17:14 approving plan of, 53:23 challenging plan, 53:46 corporate name, 17:14 compromise of debt obligations and corporation number, 17:12 other creditor claims, 53:13 documentary requirements, 17:10 fairness hearing, 53:39 fees. 17:13 interim order, 53:24 incorporation date, 17:11 meaning of, 53:14 incorporation procedure, 17:9 prerequisites, 53:15 incorporators and first directors, 17:17 reorganizations vs arrangements, 53:8 mandatory provisions, 17:18 rights subject to, 53:1 optional provisions, 17:19 section 186, 53:8 registered office, 17:15 stakeholder approval of, 53:31 share capital, 17:16 Reorganizations, 53:4 Indoor management rule, 17:30 arrangements vs reorganizations, 53:8 Methods of incorporation, 17:3 case law, 53:6 filing articles of incorporation, 17:3 gap-filling nature of, 53:5 letters patent, 17:5 scope of, 53:4 registration of memorandum of associasection 186, 53:8 tion, 17:4 Restated capital structure, 53:3

INVESTIGATION

Background, 27:6

See also SHAREHOLDER REMEDIES

special act, 17:6

17:7

Methods of incorporation, differences in,

Pre-incorporation checklist, 17:1

INVESTIGATION—Cont'd	JURISDICTION FOR REGULATING
Oppression remedy and, 26:40	EXTRA-PROVINCIAL BUSINESS
Overview, 27:5	ENTITIES—Cont'd
Statutory provisions, 27:7	Nunavut, <b>72:1</b>
Usage, <b>27:8</b>	Ontario, <b>74:1</b>
INVESTMENT PROPERTY	Prince Edward Island, <b>75:1</b>
See also SECURITIES TRANSFERS,	Quebec, <b>76:1</b>
PLEDGES AND TRANSMISSIONS	Saskatchewan, 77:1
Futures accounts and contracts	Yukon, <b>78:1</b>
generally, 43:26	LETTERS OF INTENT
Pledge of securities (direct holding	See also: EXCLUSIVITY AGREE-
system)	MENTS; NO-SHOPS
attachment, 77:2	Generally, <b>80:1</b>
buyers of securities, cut-off rule, 76:11	Advantages, <b>80:3</b>
perfection, 77:3	Content, 80:5
pledgee as purchaser and protected	Disadvantages, 80:4
purchaser, <b>76:3</b> priority, <b>76:10</b>	Exclusivity agreements, enforceability, <b>80:25</b>
scope, <b>76:2</b>	Exclusivity agreements, nature of, <b>80:21</b>
Pledge of securities entitlements (indirect	General Format, 80:2
holding system)	Negotiating guidelines, <b>80:6</b>
attachment, <b>76:4</b>	No-shops, nature and purpose of, <b>80:26</b>
cut-off rule for securities entitlements,	Remedies for breach, 80:20
76:11	Reporting issuer disclosure obligations,
perfection, 77:3	80:7
pledge, 77:1	Unintended enforceability of business
priority, <b>77:4</b> scope, <b>76:12</b>	terms, <b>80:8 to 80:19</b>
securities account control agreements,	generally, <b>80:8</b>
77:6 to 77:13	common law duty to negotiate in good faith, <b>80:17</b>
Securities pledge agreements attachment, <b>43:27</b>	contemplation of a definitive agreement, <b>80:13</b>
default and enforcement, 43:32	express contractual obligation to
priority, <b>43:31</b>	negotiate in good faith, 80:18
scope of pledged collateral, 43:29	gap-filling, <b>80:16</b>
secured obligations, 43:30	intention to form contractual relations,
toxic securities, potentially, 43:33 to	80:10
43:35	language of LOI, 80:14
transactional settings, 43:28	legal principles, <b>80:9</b>
Security in, <b>76:1</b>	Presumption to be bound, <b>80:11</b>
JURISDICTION FOR REGULATING	Quebec law, 80:19
EXTRA-PROVINCIAL BUSINESS	status of essential terms, 80:12
ENTITIES	subsequent conduct of parties, 80:15
Alberta, <b>67:1</b>	LIABILITIES OF DIRECTORS TO
Manitoba, 69:1	EMPLOYEES
New Brunswick, <b>70:1</b>	Business Corporations Act (Ontario), sec-
Newfoundland and Labrador, 71:1	tion 131, <b>31:6</b>
Northwest Territories, 72:1	class certification, 31:9
Nova Scotia, 73:1	conditions precedent to liability, 31:10
,	<u>.</u>

LIABILITIES OF DIRECTORS TO	LIABILITIES OF DIRECTORS TO
EMPLOYEES—Cont'd	EMPLOYEES—Cont'd
Business Corporations Act (Ontario), section 131, <b>31:6</b> —Cont'd	Wage Earner Protection Program Act (Canada), 31:50
employee v. independent contractor,	* **
31:8	LIABILITY INSURANCE
oppression remedies, 31:13	See also PROTECTING DIRECTORS
overview, 31:6	AND OFFICERS FROM
resignation, 31:11	LIABILITY
scope, <b>31:7</b>	Disclosure, 34:82
Canada Business Corporations Act, s.	Limitations and exclusions
119, 31:12	caps/policy limits, 34:76
oppression remedies, 31:13	co-insurance, 34:78
Canada Labour Code, 31:26	coverage period, 34:79
conditions precedent to liability, 31:31	deductibles, <b>34:77</b>
covered employees, 31:27	exclusions, 34:80
enforcement, 31:36	Procedural requirements, <b>34:81</b> Statutory authorization, <b>34:74</b>
good faith reliance defence, 31:35	•
holiday pay, 31:30	LIABILITY OF DIRECTORS FOR
liability, extent of, 31:28	STATUTORY REMITTANCES
right to indemnity and contribution,	Air Travellers Security Charge Act, 32:10
31:33	Canada Pension Plan Act, 32:7
stale claims, 31:32	Deemed trusts, 32:43
vacation pay, 31:29	Air travellers Security Charge Act,
Director, definition of, 31:4	32:48
Employment Standards Act, 2000	Canada Pension Plan Act, 32:45
(Ontario), 31:14	Employment Insurance Act, 32:46
application of, 31:14	goods and services tax, 32:47
conditions precedent to liability, 31:20	harmonized sales tax, 32:47 Income Tax Act, 32:44
covered employees, 31:15	· · · · · · · · · · · · · · · · · · ·
director, extended meaning, 31:19	Softwood Lumber Export Charge Act, 2006, <b>32:49</b>
enforcement, 31:25	Director, definition, 32:12
excluded corporate employees, 31:16	deemed directors, 32:13
excluded corporate employers, 31:16	de facto directors, 32:13
good faith reliance defence, 31:24	de jure director, 32:12
liability, extent of, 31:17	Due diligence defence, <b>32:15</b>
limitation period, 31:21	standard of care, 32:16, 32:20
right to indemnity and contribution, 31:22	successful arguments, 32:28
	amounts determined after reassess-
vacation pay, 31:18	ment, 32:28
Incorporation jurisdiction, significance of, 31:2	dishonesty perpetuated on director, 32:32
Introduction, 31:1	dominance situations, <b>32:31</b>
Overview, 31:5	intervening events, 32:33
Place of business, 31:3	misinformation, 32:29
Priority claims, 31:37	not in control of remittance pay-
pension, <b>31:41</b>	ments, <b>32:30</b>
pre-bankruptcy liens, 31:46	reasonable belief in overpayment,
preferred claims, 31:44	32:34
unpaid wages, 31:38	serious health issue, 32:35

LIABILITY OF DIRECTORS FOR	LIABILITY OF INSIDERS—Cont'd
STATUTORY REMITTANCES	Canadian Business Corporations Act
—Cont'd	breach of fiduciary duty, Part X, 30:14
Due diligence defence, 32:15—Cont'd	insider trading, Part XI, 30:13
successful arguments, 32:28—Cont'd	oppression remedy, 30:14
unawareness, 32:29	Criminal Code, 30:2
summary, <b>32:42</b>	Overview, 30:1
unsuccessful arguments, 32:36	Securities Act (Ontario), 30:3
abdication of director's oversight	civil liability, <b>30:6</b>
responsibility, 32:36	accounting to insurer, 30:8
inexperience, 32:37	damages, <b>30:10</b>
personal shortcomings, 32:37	defences, 30:9
subjective belief in positive credit	exemptions, 30:9
balance, 32:38	tipper, definition of, 30:7
subjective belief one is not director, 32:39	tipping to opposite party, 30:7
	trading to opposite party, 30:6
Employment Insurance Act, 32:8 Excise Tax Act, 32:9	criminal liability, 30:5
Goods and services tax, 32:9	defences, 30:4
Harmonized sales tax, 32:9	exemptions, 30:4
Income Tax Act, 32:9	prohibitions, <b>30:3</b>
conditions for liability, <b>32:6</b>	LIMITED LIABILITY COMPANIES
defences, 32:6	OPERATING
non-resident withholding taxes, 32:4	EXTRA-PROVINCIALLY
patronage dividends, 32:5	British Columbia, <b>68:18</b>
payroll taxes, 32:3	Northwest Territories, <b>72:19</b>
Introduction, 32:1	Nunavut, <b>72:19</b>
Limitation period defence, 32:14	Ontario, <b>74:22</b>
Softwood Lumber Export Charge Act,	Yukon, <b>78:19</b>
2006, <b>32:11</b>	, and the second
	LIMITED LIABILITY COMPANY
LIABILITY OF INSIDERS	Generally, 1:10
Business Corporations Act (Ontario), Part X, <b>30:11</b>	See also UNINCORPORATED BUSI- NESS ORGANIZATIONS
breach of fiduciary duty, 30:12	LIMITED LIABILITY PARTNERSHIPS
insider liability, 30:11	See also GENERAL PARTNERSHIPS
"benefit or advantage," 30:11	BNA registration, <b>4:7</b>
closed corporation, 30:11	British Columbia LLP, <b>3:34</b>
"direct loss," <b>30:11</b>	availability to professional firms and
"exercise of reasonable diligence," 30:11	others, 3:34 filings and restrictions, 3:36
"generally known," 30:11	LLP liability regime under the BC Act,
insiders, definition, 30:11	3:35
"makes use of," <b>30:11</b>	Comparison of LLPs vs. professional
"materially," <b>30:11</b>	corporations, <b>4:28</b>
measurement of damages, 30:11	Extra-provincial LLP, <b>4:6</b>
non-offering corporation, <b>30:11</b>	Formation, <b>4:3</b>
"specific confidential information,"	LLP firm name, <b>4:5</b>
30:11	requirement for an agreement in writ-
"transaction in a security," 30:11	ing, 4:3
oppression remedy, 30:12	restrictions on business activities, <b>4:3</b>
**	-,

-Cont'd LLP liability shield, 4:2 Overview and application, 4:1 function, 3:22 Restrictions of business activities, 3:27 Selected provisions of LLP agreements, 4:8 confidentiality, 4:27 continuity of the firm, 4:14 death, incapacity, withdrawal or expulsion of a partner, 4:26 decisions requiring a super-majority decision, 4:22 duration and Dissolution, 4:10 duties of partners and outside remuneration, 4:16 firm name and change of name, 4:13 firm vs. partner property, 4:15 insurance, 4:12 LLP firm name, 3:28 LLP Status, 4:9  Structure, 5:2—Cont'd declarations of change), 5:3 documents, 5:6 name requirements, 5:5, 92:40 other documents and rights of inspection, 5:7 record of limited partners, 5:6 Transaction opinions involving LPs, 5:43  LIQUIDATION See also FUNDAMENTAL CHANGES Cancellation of certificate of incorporation, 52:32 Involuntary liquidation, 52:21 corporation being operated solely for benefit of debenture-holders, 52:28 deadlock, 52:27 fraudulent scheme, 52:24 justifiable lack of confidence in conduct of corporation's affairs, 52:22
Coverview and application, 4:1 function, 3:22  Restrictions of business activities, 3:27 Selected provisions of LLP agreements, 4:8 confidentiality, 4:27 continuity of the firm, 4:14 death, incapacity, withdrawal or expulsion of a partner, 4:26 decisions requiring a super-majority decision, 4:22 duration and Dissolution, 4:10 duties of partners and outside remuneration, 4:16 firm name and change of name, 4:13 firm vs. partner property, 4:15 insurance, 4:12 LLP firm name, 3:28  Change), 5:3 documents, 5:6 name requirements, 5:5, 92:40 other documents and rights of inspection, 5:7 record of limited partners, 5:6 Transaction opinions involving LPs, 5:43  LIQUIDATION See also FUNDAMENTAL CHANGES Cancellation of certificate of incorporation, 52:32 Involuntary liquidation, 52:21 corporation being operated solely for benefit of debenture-holders, 52:28 deadlock, 52:27 fraudulent scheme, 52:24 justifiable lack of confidence in conduct
documents, 5:6 Restrictions of business activities, 3:27 Selected provisions of LLP agreements, 4:8 confidentiality, 4:27 continuity of the firm, 4:14 death, incapacity, withdrawal or expulsion of a partner, 4:26 decisions requiring a super-majority decision, 4:22 duration and Dissolution, 4:10 duties of partners and outside remuneration, 4:16 firm name and change of name, 4:13 firm vs. partner property, 4:15 insurance, 4:12 LLP firm name, 3:28  documents, 5:6 name requirements, 5:5, 92:40 other documents and rights of inspection, 5:7 record of limited partners, 5:6 Transaction opinions involving LPs, 5:43  LIQUIDATION See also FUNDAMENTAL CHANGES Cancellation of certificate of incorporation, 52:32 Involuntary liquidation, 52:21 corporation being operated solely for benefit of debenture-holders, 52:28 deadlock, 52:27 fraudulent scheme, 52:24 justifiable lack of confidence in conduct
Restrictions of business activities, 3:27 Selected provisions of LLP agreements, 4:8  confidentiality, 4:27 continuity of the firm, 4:14 death, incapacity, withdrawal or expulsion of a partner, 4:26 decisions requiring a super-majority decision, 4:22 duration and Dissolution, 4:10 duties of partners and outside remuneration, 4:16 firm name and change of name, 4:13 firm vs. partner property, 4:15 insurance, 4:12 LLP firm name, 3:28  name requirements, 5:5, 92:40 other documents and rights of inspection, 5:7 record of limited partners, 5:6 Transaction opinions involving LPs, 5:43  LIQUIDATION See also FUNDAMENTAL CHANGES Cancellation of certificate of incorporation, 52:32 Involuntary liquidation, 52:21 corporation being operated solely for benefit of debenture-holders, 52:28 deadlock, 52:27 fraudulent scheme, 52:24 justifiable lack of confidence in conduct
Selected provisions of LLP agreements, 4:8  confidentiality, 4:27  continuity of the firm, 4:14  death, incapacity, withdrawal or expulsion of a partner, 4:26  decisions requiring a super-majority decision, 4:22  duration and Dissolution, 4:10  duties of partners and outside remuneration, 4:16  firm name and change of name, 4:13  firm vs. partner property, 4:15  insurance, 4:12  LLP firm name, 3:28  other documents and rights of inspection, 5:7  record of limited partners, 5:6  Transaction opinions involving LPs, 5:43  LIQUIDATION  See also FUNDAMENTAL CHANGES  Cancellation of certificate of incorporation, 52:32  Involuntary liquidation, 52:21  corporation being operated solely for benefit of debenture-holders, 52:28  deadlock, 52:27  fraudulent scheme, 52:24  justifiable lack of confidence in conduct
continuity of the firm, <b>4:14</b> death, incapacity, withdrawal or expulsion of a partner, <b>4:26</b> decisions requiring a super-majority decision, <b>4:22</b> duration and Dissolution, <b>4:10</b> duties of partners and outside remuneration, <b>4:16</b> firm name and change of name, <b>4:13</b> firm vs. partner property, <b>4:15</b> insurance, <b>4:12</b> LLP firm name, <b>3:28</b> Transaction opinions involving LPs, <b>5:43</b> LIQUIDATION  See also FUNDAMENTAL CHANGES Cancellation of certificate of incorporation, <b>52:32</b> Involuntary liquidation, <b>52:21</b> corporation being operated solely for benefit of debenture-holders, <b>52:28</b> deadlock, <b>52:27</b> fraudulent scheme, <b>52:24</b> justifiable lack of confidence in conduct
continuity of the firm, <b>4:14</b> death, incapacity, withdrawal or expulsion of a partner, <b>4:26</b> decisions requiring a super-majority decision, <b>4:22</b> duration and Dissolution, <b>4:10</b> duties of partners and outside remuneration, <b>4:16</b> firm name and change of name, <b>4:13</b> firm vs. partner property, <b>4:15</b> insurance, <b>4:12</b> LLP firm name, <b>3:28</b> Transaction opinions involving LPs, <b>5:43</b> LIQUIDATION  See also FUNDAMENTAL CHANGES Cancellation of certificate of incorporation, <b>52:32</b> Involuntary liquidation, <b>52:21</b> corporation being operated solely for benefit of debenture-holders, <b>52:28</b> deadlock, <b>52:27</b> fraudulent scheme, <b>52:24</b> justifiable lack of confidence in conduct
death, incapacity, withdrawal or expulsion of a partner, 4:26 decisions requiring a super-majority decision, 4:22 duration and Dissolution, 4:10 duties of partners and outside remuneration, 4:16 firm name and change of name, 4:13 firm vs. partner property, 4:15 insurance, 4:12 LLP firm name, 3:28  LIQUIDATION See also FUNDAMENTAL CHANGES Cancellation of certificate of incorporation, 52:32 Involuntary liquidation, 52:21 corporation being operated solely for benefit of debenture-holders, 52:28 deadlock, 52:27 fraudulent scheme, 52:24 justifiable lack of confidence in conduct
decisions requiring a super-majority decision, 4:22  duration and Dissolution, 4:10 duties of partners and outside remuneration, 4:16  firm name and change of name, 4:13 firm vs. partner property, 4:15 insurance, 4:12  LLP firm name, 3:28  LLP firm name, 3:28  See also FONDAMENTAL CHANGES  Cancellation of certificate of incorporation, 52:32  Involuntary liquidation, 52:21 corporation being operated solely for benefit of debenture-holders, 52:28  deadlock, 52:27 fraudulent scheme, 52:24 justifiable lack of confidence in conduct
decision, 4:22 duration and Dissolution, 4:10 duties of partners and outside remuneration, 4:16 firm name and change of name, 4:13 firm vs. partner property, 4:15 insurance, 4:12 LLP firm name, 3:28
duties of partners and outside remuneration, 4:16 firm name and change of name, 4:13 firm vs. partner property, 4:15 insurance, 4:12 LLP firm name, 3:28 LLP State 14:0 LLP
ation, 4:16 firm name and change of name, 4:13 firm vs. partner property, 4:15 insurance, 4:12 LLP firm name, 3:28
firm name and change of name, 4:13 firm vs. partner property, 4:15 insurance, 4:12 LLP firm name, 3:28 LLP firm name, 3:28  LLP firm name, 3:28  LLP firm name, 3:28  LLP firm name, 3:28
insurance, 4:12 LLP firm name, 3:28 LLP State 14:0  LLP State 14:0  insurance, 4:12  fraudulent scheme, 52:24 justifiable lack of confidence in conduct
insurance, 4:12  LLP firm name, 3:28  LLP State 14:0  fraudulent scheme, 52:24  justifiable lack of confidence in conduct
LLP firm name, 3:28  JLP State 4.0
or corporation 5 arrange, 52.22
managing partner, 4:25 loss of substratum, 52:25
negative covenants of partners, <b>4:18</b> management being involved in suspi-
partnership meetings, <b>4:19</b> cious transactions including
personal liability, <b>4:11</b> transfer of assets to another
LIMITED PARTNERSHIPS corporation without retaining voting control, 52:29
See also NON-CORPORATE misapplication of corporation's prop-
ORGANIZATIONS erty by majority shareholder
Dissolution, 5:13  52:23
distributions on dissolution, 5:14 outvoted in domestic policy, 52:30
triggering dissolution, 5:13 partnership analogy, 52:26
Extra-provincial LP, 5:15  Overview, 52:1
consequences of non-compliance, 5:17 record of limited partners, 5:18 Procedure for involuntary liquidation, 52:31
registration requirements, <b>5:16</b> Voluntary liquidation, <b>52:2</b>
Manitoba LPs, <b>5:40</b> arrangements with creditors, <b>52:12</b>
Overview, <b>5:1</b> arrangement with creditors re power of
Rights, liabilities and immunities of general partners, <b>5:8</b> Rights, liabilities and immunities of general partners, <b>52:6</b> assets, <b>52:7</b>
Rights, liabilities and immunities of bank account, <b>52:8</b>
limited partners, <b>5:9</b> compromises with debtors and
assignment of limited partner's interest, contributories, <b>52:12</b>
contributories, 32.7
other rights of limited partners, 5:12 disposal of records, 52:19 dissolution, 52:17
Structure, <b>5:2</b> filling vacancies in office of liquidator, basic requirements, <b>5:2</b> filling vacancies in office of liquidator, <b>52:11</b>
consequences of non-compliance, 5:4 final meeting, 52:16

LIQUIDATION—Cont'd	MERGERS AND ACQUISITIONS
Voluntary liquidation, 52:2—Cont'd	—Cont'd
inspectors, 52:5	Competition Act considerations—Cont'd
meetings, 52:15	Merger review process—Cont'd
notice, <b>52:4</b>	Notification—Cont'd
obtaining directions and examinations, 52:14	Is pre-merger notification required —Cont'd
sale of property for shares, etc., <b>52:13</b> special resolution, <b>52:3</b>	Corporate amalgamation, <b>90:7</b>
stay of proceedings against corporation,	Share acquisition, <b>90: 6</b>
52:20	Operating business, 90:10
unclaimed assets, <b>52:18</b>	Other considerations, 90:30
	Thresholds
MERGERS AND ACQUISITIONS	Calculating assets/revenues, 90:15 to 90:17
Competition Act considerations	General, <b>90:11</b>
General, 90:1	Ownership thresholds, <b>90:14</b>
Merger review process	Party size, 90:12
Merger enforcement guidelines, <b>App. 90B</b>	Transaction size, 90:13
Notification	Pre-merger filing
Exemptions	Confidentiality, 90:33
General exemptions	Filing fee, <b>90:32</b>
Advance ruling certificate,	General, 90:31
90:20	Preparing request for ARC/NAL, 90:35
Asset securitizations, 90:23	Preparing section 114 notification
Minister of Finance, 90:22	form, <b>90:34</b>
No-action letter, <b>90:21</b>	Voluntary filing, 90:36
Transaction among affiliates, 90:19	Remedies
Overview, <b>90:18</b>	Final orders
Specific exemptions	Consent agreements, 90:74,
Acquisitions in ordinary	App. 90C
course of business,	General, 90:73
90:24	In contested proceedings, 90:75
Creditor acquisitions, 90:27	General, <b>90:68</b> Interim orders
Exploration/development of	General, <b>90:69</b>
Canadian resource properties, <b>90:28</b>	Pending injunction application, 90:72
Gift/intestate succession/	Section 100 order, <b>90:70</b>
testamentary disposition,	Section 104 order, <b>90:71</b>
90:26	Waiting period
Underwriting, 90:25	Avoiding gun-jumping, <b>40:41</b>
Is pre-merger notification required	General, 90:37, 90:38
General, 90:2, 90:3, App. 90A	Other information requests, 90:40
Types of transaction subject to notification	Service standard time periods, 90:42
Acquisition of interest in	SIR, <b>90:39</b>
combination, 90:9	Substantive merger review
Asset acquisition, 90:5	Definition of merger
Combination, 90:8	Business, <b>90:47</b>

MERGERS AND ACQUISITIONS —Cont'd	MERGERS AND ACQUISITIONS —Cont'd
Competition Act considerations—Cont'd	Investment Canada Act—Cont'd
Substantive merger review—Cont'd	Net benefit review
Definition of merger—Cont'd Control, <b>90:45</b>	Acquisitions, net benefit test not met, <b>91:45</b>
General, <b>90:44</b> Significant interest, <b>90:46</b>	Application for review, information required
Efficiency exception	Canadian business, 91:34
Anti-competitive effects	Investment, 91:33
Deadweight loss, 90:60	Investor, <b>91:32</b>
General, <b>90:59</b>	Investor's plans, 91:35
Other quantified effects, 90:62	Overview, <b>91:31, App. 91C</b>
Wealth transfer, <b>90:61</b> Efficiency gains, <b>90:58</b>	Application for review, timing of, <b>91:30</b>
General, <b>90:57</b>	Cultural businesses, 91:46
Other exceptions/limitations	Test
Application under ss. 45, 49, 79,	Factors
90.1, <b>90:67</b>	Canadian participation, 91:39
Financial sector merger, 90:63	Compatibility with national/
Joint ventures, 90:65	provincial policies, 91:41
Limitation period, 90:66	Economic activity, 91:38
Transport sector merger, <b>90:64</b>	Effect on participation, 91:40
Substantial prevention/lessening of competition	State-owned enterprises, 91:42, 91:43
General, <b>90:48</b>	Undertakings, 91:44
Market definition, 90:49	Waiting periods, 91:36
Market share/concentration, 90:50	Notification, <b>91:28, 91:29, App 91A, App 91B</b>
Non-horizontal merger, <b>90:56</b>	Scope of act
Section 93 factors	Canadian business, <b>91:10</b>
Barrier to entry, <b>90:52</b>	Control
Effective remaining competition, <b>90:53</b>	Control in fact, 91:9
Failing firm, 90:55	Determining acquisition of control, <b>91:7</b>
General, <b>90:51</b>	General, <b>91:5</b>
Removal of effective competi-	Ministerial override, 91:8
tion, <b>90:54</b> Investment Canada Act	Types of acquisition of control, 91:6
General, <b>91:1</b>	Exemptions
National security review	General, <b>91:25, 91:26</b>
Examples of rejected investments, 91:53	National security provisions, 91:27
Guidelines, 91:51	Non-Canadian, <b>91:2 to 91:4</b>
"Injurious to national security,"	Thresholds for net benefit review
91:50	Calculating value of assets, 91:22
Overview, <b>91:47</b>	to 91:24
Process/timing, 91:49	Cultural business, 91:15, 91:21
Scope, <b>91:48</b>	General, 91:11, 91:20
Statistics on reviews, 91:53	State-owned enterprise, 91:14,
Voluntary notification, App. 91D	91:18

MERGERS AND ACQUISITIONS	MERGERS AND ACQUISITIONS
—Cont'd	—Cont'd
Investment Canada Act—Cont'd	Issuer bids—Cont'd
Scope of act—Cont'd	Issuer obligations—Cont'd
Thresholds for net benefit review	Regulation of bids—Cont'd
—Cont'd	Restrictions on take-up, <b>89:12</b>
Trade agreement investor, <b>91:12</b> , <b>91:16</b>	Withdrawal by security holders, <b>89:13</b>
WTO investor, 91:13, 91:17 to	Restrictions on, <b>89:4</b>
91:19	Legal opinions
Issuer bids	Dates/addresses, <b>87:4</b> , <b>87:5</b>
Bids under NI 62-104	Defined terms, 87:8
Disclosure obligations, 89:25	Nature of transaction, 87:7
Exemption from formal valuation/ independent committee	Principles informing negotiation of transaction opinion, <b>87:2</b>
General, <b>89:28</b>	Purpose of transaction opinion, <b>87:1</b>
Liquid market, 89:30	Retainer, 87:6
Non-equity securities, 89:29	Standard language, 87:3
Formal valuation, 89:26	Takeover bids
Independent committee, 89:27	Dissenting shareholders, 88:39, 88:40
Overview of requirements, 89:24	Exempt take-over bids
Dissenting shareholders, 89:31 to	De minimis, <b>88:21</b>
89:33	Foreign take-over, 88:20
Exempt bids	Non-reporting issuer, <b>88:17</b>
De minimis, <b>89:22</b>	Normal course purchase, 88:18
Discretionary exemptions, 89:23	Private agreement, <b>88:19</b>
Employees/executive officers/	Obligations of bidder
directors/consultants, 89:19	Permitted bid, <b>88:3</b>
Foreign issuer bid, <b>89:21</b>	Contents of bid circular, 88:4
Issuer acquisition/redemption, 89:18	Offeror's obligations, <b>88:5</b>
Non-reporting issuer, <b>89:17</b>	Regulation of bids
Normal course purchase, <b>89:20</b>	Early warning system, <b>88:15</b>
General, <b>89:1</b>	Mandatory 10 day extension
Issuer obligations	period, <b>88:11</b>
Meaning of, 89:3	Minimum deposit periods, <b>88:9</b>
Permitted bids	Obligation to take up/pay for
Certification of bid circular, 89:7	deposited securities, 88:12
Contents of bid circular, <b>89:6</b>	Offeror's filing obligations, <b>88:13</b>
Overview, <b>89:5</b>	Restrictions on acquisitions
Rationale, 89:2	before/after bid, 88:7
Regulation of bids	Restrictions on acquisitions during
Acquisition of securities during bid, <b>89:15</b>	bid, <b>88:6</b> Restrictions on sales, <b>88:8</b>
Issuer's obligations, 89:8	Take-over bid circular, certifica-
Minimum deposit periods, 89:12	tion of, <b>88:14</b>
Obligation to take up/pay for deposited securities, <b>89:14</b>	Withdrawal by security holders, <b>88:10</b>
Restrictions on acquisitions during/after bid, <b>89:9</b> , <b>89:10</b>	Restrictions on making bid, <b>88:2</b> "take over bid," <b>88:1</b>
Restrictions on sales during bid,	Obligations of target/its board
89:11	Board duty of loyalty, 88:24

#### MERGERS AND ACQUISITIONS MERGERS AND ACQUISITIONS —Cont'd —Cont'd Takeover bids—Cont'd Tax aspects—Cont'd Obligations of target/its board—Cont'd Asset transactions—Cont'd Deal protection for white knights, Goodwill and Other Class 14.1 88:25 Depreciable Property, 81:12 **GST/HST/PST, 81:17** Defensive tactics, 88:26 Improved real property, 81:15 Mandatory considerations Intellectual property/software, 81:13 Directors' circular, 88:22 Inventory, 81:7 Provision of list of shareholders, Leasehold interests, 81:14 88:23 Non-depreciable capital, 81:10 Opportunistic considerations for Prepaid expenses, 81:8 board, 88:27 Unearned revenue, 81:9 Application to capital markets tribunal/court, 88:34 General, 81:1, 81:2 Attacking hostile take-over bid Share transactions circular, **88: 33** Acquisition of control, 81:23 Competition review, 88:38 Capital losses, 81:24 Confidentiality obligations. Lifetime capital gains exemption, bidder/advisors, 88:36, 88:37 81:20 Dilutive issuance of shares/ Non-capital losses, 81:25 warrants to acquire shares Non-depreciable capital property, 81:22 Cancelled, 88:30 Non-resident purchaser, 81:27 Factors to assess, 88:31 Pre-sale distribution of safe income, Upheld, 88:29 81:21 Other transactions outside Share for share exchanges, 81:26 ordinary course of business, Share purchase agreement, 81:19 88:32 Structural preferences, 81:3 to 81:5 Shareholder rights plan, 88:28 Transition services agreement Standstill covenants, 88:35 Access to premises/information Tax aspects systems, **86:10** Asset or share transactions Boilerplate provisions, 86:17 Capital gains reserve, **81:29** Breach, 86:13 Earn-outs/reverse earn-outs, 81:31 Common types, 86:2 Interest on deferred purchase price, Confidentiality, 86:14 81:30 Dispute resolution, 86:16 Non-resident vendors, 81:34 Duration, 86:6 Post-closing employment/consulting services, 81:33 General, 86:1 Purchaser's interest deduction, 81:35 Limitation of liability/indemnification, Purchaser's other financing 86:15 expenses, 81:36 Negotiation, 86:3 Restrictive covenants, 81:32 Parties, **86:4** Retiring allowances, 81:28 Provision of service, **86:5** Asset transactions Service fees, 86:11 Accounts receivable, 81:6 Standard of service, 86:8 Allocation of purchase price, 81:16 Termination/extension, 86:12 Depreciable property, 81:11 Third-party service providers, 86:9 Distribution of net after-tax Voluntary reduction in required service, proceeds, **81:18** 86:7

MERGERS AND ACQUISITIONS	NAMES—Cont'd
—Cont'd	Domain names, 19:44
Vendor take-back financing	cyber-squatting, 19:45
See VENDOR TAKE-BACK	registration of domain names, 19:44
FINANCING	Introduction, 19:1
NAME RESTRICTIONS	Number names, 19:33
See also NAMES	Protecting corporate name, 19:35
Absolute prohibitions, <b>19:9</b>	general, <b>19:35</b>
identical names, 19:10	passing-off actions, nature and limits of, 19:37
misdescriptive names, 19:13	scope and limits, 19:36
obscene names, 19:12	Searching proposed corporate name,
punctuation marks, 19:11	19:32
words, <b>19:9</b>	Selecting corporate name, 19:2
Conditional prohibitions, 19:14	elements of corporate name, 19:3
affiliated body corporate, 19:14	foreign language name, 19:7
amalgamated corporation, 19:18	format of name, 19:5
foreign parent, 19:15	French form of name, 19:6
long usage, <b>19:16</b>	unauthorized use of legal elements,
names restricted by statute, 19:17	19:4
numerals, <b>19:20</b>	Trade-marks, 19:43
words, <b>19:19</b>	NEGOTIATION OF ASSET OR SHARE
Deceptive names, 19:30	PURCHASE AGREEMENTS
Descriptive names, 19:31	See also PURCHASE AGREEMENTS
Distinctive names, 19:30	Generally, <b>82:1</b>
General names, 19:31	Consulting agreements, <b>82:43</b>
Geographic names, 19:31	Employment agreements, 82:43
Individual names, 19:31	Preliminaries to transaction agreement,
Political party, 19:21	82:2 to 82:11
Prohibitions without consent or undertaking, <b>19:22</b>	authorization, <b>82:3</b> capacity, <b>82:3</b>
differentiated corporate names, 19:25	Competition Act, <b>82:6</b> , <b>82:7</b>
engineer and architect, 19:27	general merger provisions, <b>82:6</b>
family names, 19:26	notifiable transactions, 82:7
names implying government, university, professional or	early due diligence, preliminaries to transaction agreement, <b>82:2</b>
financial intermediary status,	employees, 82:9
19:28	Investment Canada Act, 82:5
successor business, 19:24	securities legislation, 82:11
successor corporation, 19:23	specific regulatory approvals, 82:8
Proposed names, 19:29	tax considerations, 82:4
NAMES	third party consents, <b>82:10</b>
See also FORMATION	Transitional services agreements, <b>82:44</b>
Business names, 19:34	NFP CORPORATIONS GOVERNANCE
Change of corporate name, 19:39	FRAMEWORK
compulsory name change, 19:41	Committees, 14:17
judicial review of director's name deci-	audit committee, 14:17
sion, <b>19:42</b>	compensation committee, 14:18
voluntary name change, 19:40	other committees, 14:19

#### NFP CORPORATIONS GOVERNANCE NON-DISCLOSURE AGREEMENTS FRAMEWORK—Cont'd -Cont'd Conflicts of interest, 14:12 Content. **79:7 to 79:22** charity law rules, 14:13 announcements, 79:15 corporate law rules, 14:12 anti-clubbing and lock-ups, 79:20 Constating documents, 14:15 boilerplate provisions, 79:22 Corporate policies and protocols, 14:16 choice of law, 79:14 Directors and counsel, ethical and stancommon exceptions, 79:10 dards issues, 14:30 contractual remedies, 79:13 Directors and officers, duties of, 14:3 definition of confidential information business judgment rule, 14:5 and exceptions, 58a:9 duty of care, 14:4 destruction of confidential information, fiduciary duty, 14:6 79:12 appropriating corporate property, disclaimer of obligation to negotiate information, or opportunities, definitive agreement, 79:17 14:9 disclaimer of representations and wararbitrariness, 14:7 ranties, 79:18 conflicts of interest, 14:8 exclusivity, 79:16 departing fiduciary employees, 14:10 forum selection, 79:14 fettering of board discretion, 14:11 non-solicitation, 79:19, 85:5 general, **14:3** parties, 58a:8 Directors and officers, protection, 14:20 permitted use, 79:10 D & O insurance, 14:26 residual rights, 79:21 indemnification, 14:20 restrictions on disclosure, 79:10 Governance action plans, 14:31 return of confidential information, closed memberships for charitable 79:12 corporations, 14:33 term. 79:11 governance litigation, avoiding, 14:32 Disclosure process, 79:6 governance quality, 14:31 Form, structure, timing, 79:4 Introduction, 14:1 Interpretation, 79:26 to 79:29 Legal governance framework, overview, 14:2 Certicom Corp. v. Research in Motion Ltd., 79:26 Lines of authority, 14:14 Husky Injection Molding Systems Ltd. NON-CORPORATE ORGANIZATIONS v. Schad, 79:27 General partnerships, see GENERAL Martin Marietta Materials, Inc. v. PARTNERSHIPS AND LLPs Vulcan Materials Co., 79:28 Limited liability partnerships, see RAA Management, LLC v. Savage LIMITED LIABILITY PARTNER-Sports Holdings, Inc., 79:29 SHIPS Limitations, 79:3 Limited partnerships, see LIMITED Rationale for, 79:2 **PARTNERSHIPS** Remedies, 79:30, 79:31 Unincorporated business organizations, see UNINCORPORATED BUSI-Equitable compensation, 79:31 **NESS ORGANIZATIONS** Injunctive relief, 79:30 Unincorporated non-profit organizations, Reporting issuers, 79:23 see UNINCORPORATED NON-Risks, 79:3 PROFIT ORGANIZATIONS Standstill agreements and non-disclosure NON-DISCLOSURE AGREEMENTS agreements, 79:25 See also: STANDSTILL AGREEMENTS contract interpretation principles, 79:25 Generally, 79:1 Unilateral versus mutual, 79:5

#### NOT-FOR-PROFIT CORPORATIONS NON-SHARE CAPITAL CORPORATIONS, ONTARIO —Cont'd Incorporation, 15:8 to 13:13—Cont'd Directors, 92:35 corporate capacity, 15:12 Members, 92:34 corporate name, 15:10 NO-SHOPS name search report, 15:9 See also: LETTERS OF INTENT; registered office, 15:11 **EXCLUSIVITY AGREEMENTS** restrictions, 15:13 Content in public M&A transactions, Introduction, 15:1 80:28 Liquidation, 15:26 Exceptions in public M&A transactions, 80:29 to 80:32 Members, 15:16 generally, 80:29 Non-profit characteristics, 15:17, 15:18 fiduciary outs, 80:30 distribution constraints, 15:18 go-shops, 80:32 non-profit to members and directors, 15:17 window-shops, 80:31 Exclusivity agreement, content, 80:23 Ontario Not-for-Profit Corporations Act, 2010, structure of, **15:7** Exclusivity agreement, public M&A considerations, 80:24 Records, 15:19 Nature and purpose, 80:26 Revival. 15:30 Use in private M&A transactions, 80:27 Transition of OCA Part III corporations to the ONCA, 15:35 NOT-FOR-PROFIT CORPORATIONS Unfair prejudice, 15:31, 15:32 By-laws, 15:14 grounds for relief, 15:31 Charitable corporations, 15:34 remedies, 15:32 Decision to incorporate, 15:2 to 15:6 advantages, 15:5 NOT-FOR-PROFIT CORPORATIONS, choice of Ontario or federal incorpora-FEDERAL tion, 15:6 See also CORPORATIONS, ONTARIO whether to incorporate with or without NOT-FOR-PROFIT CORPORAshare capital, tax status, 15:4 TIONS ACT, 2010 with or without share capital, advan-**OBCA EXEMPTIONS** tages of nfp corporations, 15:2 See also AUDITS AND MEETINGS OF with or without share capital, disadvan-**SHAREHOLDERS** tages of nfp corporations, 15:3 Derivative actions. 15:33 Administrative, **64:20** Directors, 15:15 Court applications, 64:19 Judicial, **64:21** Dissolution, 15:27 to 15:29 involuntary, 15:28 OPPRESSION REMEDY rights of creditors. 15:29 See also SHAREHOLDERS voluntary, 15:27 Applicants, 25:7 Financial statements, 15:20 discretionary complainants, 25:9 Fundamental changes, 15:21 to 15:25 joint retainers and conflict of interest, amalgamation, 15:24 25:10 amendment of articles, 15:21 OSC, 25:7 export continuance, 15:23 per se complainants, 25:8 extraordinary sale of all or substantially Background, 25:1 all property, 15:25 Common scenarios, 25:6 import continuance, 15:22 Incorporation, 15:8 to 13:13 Contracting out application for, 15:8 arbitration, 25:23

OPPRESSION REVIEW I—Cont a	OPPRESSION REMEDI—Cont a
Direct and indirect routes to oppression	Remedies, 26:1 et seq.—Cont'd
remedy, 25:11	injunctive relief, 26:28, 26:37
alternative to court-ordered liquidation, 25:15	interim costs, 26:42
determining complainant's reasonable	investigation, 26:40
expectations, 25:13	issuing or exchanging securities, 26:30
oppressive or unfairly prejudicial	liquidation, 26:36 other relief, 26:43
conduct, 25:14	overview, <b>26:1</b>
test for oppression under subsection 248(2), <b>25:12</b>	production of financial statements, 26:33
Directors' liabilities to employees, <b>5.3B</b>	rectification, 26:35
Enforcement of civil liabilities of direc-	remedial principles, 26:2
tors and officers, 34:52	repayment, 26:26
Indicia of oppression, <b>25:16</b>	requiring trial, 26:41
oppression found, 25:17	rescission, 26:32
oppression not found, 25:18	unavailable remedies, 26:54
Insider trading, 30:11	Substantive and procedural defences,
Canada Business Corporation Act,	25:19
30:14	arbitration, 25:23
Ontario Business Corporation Act, 30:12	causation and loss, 25:20
Introduction, 25:1	clean hands, 25:19
Investigation and, 26:40	derivative rather than oppression claim
Overview, 25:2	25:24
applicants, 25:3	estoppel and acquiescence, 25:21
court-ordered relief, <b>25:5</b>	limitations periods, laches, and other
grounds, 25:4	time-based defences, 25:22
Remedies, <b>26:1 et seq.</b>	ORGANIZATION
amending articles, by-laws or unani-	See also FORMATION
mous shareholder agreement,	By-laws, <b>18:15</b>
26:29	analysis of common provisions, <b>18:18</b>
appointing or replacing directors, 26:31	making, amending or repealing by-
appointment of receiver-manager,	laws, <b>18:16</b>
26:38	optional by-law provision in OBCA, 18:17
buyout, <b>26:3</b>	
circumstances justifying buyout rem-	purpose of by-laws, <b>18:15</b> Duties and powers of first directors, <b>18:3</b>
edy, <b>26:4</b>	General, 18:1
circumstances unfavourable to	· · · · · · · · · · · · · · · · · · ·
buyout remedy, 26:6	Information required, 18:2
elements of price determination,	Procedure, 18:4
26:9	appointment of officers, <b>18:8</b>
·	
26:22	_
valuation methodologies, 26:18	
vendor financing and restrictive cov-	shareholders, 18:9
enants, <b>26:24</b>	l '
compensating aggrieved person, 26:34	18:13
valuation methodologies, 26:18 vendor financing and restrictive covenants, 26:24	minute book and corporate registers,

ORGANIZATION—Cont'd	PARTNERSHIP TAXATION—Cont'd
Procedure, <b>18:4</b> —Cont'd	Summary, 6:25
organizational meeting of first direc-	Tax-deferred dissolutions, <b>6:18</b>
tors, <b>18:5</b>	conversion of partnership to co-owner
organizational meeting of shareholders,	ship, <b>6:21</b>
18:6	conversion of partnership to corpora-
PARTNERSHIPS OPERATING	tion, <b>6:19</b>
EXTRA-PROVINCIALLY IN	conversion of partnership to sole proprietorship, <b>6:20</b>
Alberta, <b>67:21</b>	
Newfoundland and Labrador, 71:14	PPSA SYSTEM
Northwest Territories, 72:22	See also SECURED TRANSACTIONS
Nova Scotia, 73:15	Attachment, 42:35
Nunavut, <b>72:22</b>	debtor's rights in collateral, <b>42:37</b>
Prince Edward Island, <b>75:13</b>	no postponement of attachment, 42:39
Quebec, 76:21	value, <b>42:36</b>
Saskatchewan, 77:31	written security agreement or secured
Yukon, <b>78:23</b>	party in possession, <b>42:38</b>
PARTNERSHIP TAXATION	Intercreditor arrangements
At-risk rules, <b>6:22</b>	estoppel arrangements, <b>42:46</b> subordinations and postponements,
Co-ownership, <b>6:24</b>	42:45
Dissolutions, tax-deferred, <b>6:18</b>	Overview, <b>42:32</b>
conversion of partnership to co-owner-	Perfection
ship, <b>6:21</b>	maintaining perfection, <b>42:41</b>
conversion of partnership to corpora-	registration, 42:40
tion, <b>6:19</b>	Priorities, 42:42
conversion of partnership to sole	general priority rules, <b>42:43</b>
proprietorship, <b>6:20</b> Introduction, <b>6:1</b>	specific internal priority rules, <b>42:44</b>
Joint ventures, contractual, <b>6:24</b>	Scope Scope
Overview, <b>6:4</b>	application, <b>42:33</b>
Partnership agreements, income tax	exclusions, 42:34
aspects, <b>6:5</b>	
continuance of partnership, <b>6:16</b>	PRICE ADJUSTMENTS
dispositions of partnership interests,	See also EARN-OUTS; ESCROWS;
<b>6:13</b>	NEGOTIATION OF ASSET OR
dissolution, 6:15	SHARE PURCHASE AGREE- MENTS; PRICE ADJUSTMENTS
distributions, <b>6:12</b>	Generally, 83:3
financial statements, <b>6:7</b>	Debt, <b>83:12</b>
fiscal period, <b>6:6</b>	Holdbacks, <b>82:23</b> , <b>83:13</b>
non-cash capital contributions, <b>6:11</b>	
partnership eligibility requirements, <b>6:8</b>	Inventory, <b>83:11</b> Working Capital, <b>83:4 to 50A:10</b>
restrictive covenants, <b>6:14</b>	generally, <b>83:4</b>
super-majority approvals, 6:17	closing date working capital, mechan-
tax allocations, <b>6:10</b>	ics of determining, <b>83:8</b>
tax information returns, <b>6:9</b>	definitions, <b>83:5</b>
tax-related representations, <b>6:8</b>	dispute resolution, 83:9
transfer restrictions, <b>6:8</b>	post-closing adjustment, payment of,
Partnership income, specified, <b>6:23</b>	83:10
Sole proprietorships taxation 6.2	nre-closing estimate 83.7

#### PROTECTING DIRECTORS AND PRICE ADJUSTMENTS—Cont'd Working Capital, 83:4 to 50A:10 OFFICERS FROM LIABILITY -Cont'd —Cont'd working capital variation, effect of, Corporate indemnification—Cont'd 83:6 prohibited indemnification, 34:69 shareholder indemnification, 34:73 PROFESSIONAL CORPORATIONS Dissenting from certain board resolutions, Advantages of, 10:3 34:61 capital gains splitting, 10:5 Protective orders in insolvency proceedincome-splitting, 10:4 ings tax deferral on professional income, BIA orders, **34:65** 10:3 CCAA orders. 34:64 Background, 10:1 Resignation, 34:66 Certificate of authorization Shareholder ratification, 34:59 change of information, 10:22 Unanimous shareholder agreement, 34:62 obtaining, 10:18 renewal, 10:20 PROXY SOLICITATION Formation of, 10:6 See also AUDITS AND MEETINGS OF PC or LLP, 10:23 SHAREHOLDERS Corporate governance disclosure, 60:11 capital gains exemption, 10:28 Delivery of proxy-related material, 60:2 general creditors, liability to, 10:30 Form of proxy, 60:7 income allocation, 10:25 General, 60:5 income splitting within family, 10:27 Information circulars, 60:8 ownership, 10:24 content for annual meeting, 60:9 professional liability, 10:29 of dissident, 60:12 tax deferral, 10:26 Procedures at meeting of shareholders, Regulation of, 10:6 60:11 corporate name, 10:11 Revocation of proxies, 60:13 directors and officers, 10:9 Scope of "solicitation" and exclusions, fiduciary, 10:17 60:6 professional, 10:17 Securityholder instructions to obligations intermediaries, 60:3 ethical, 10:17 Shareholder communications under NI professional liability, 10:16 54-101, **60:1** professionals allowed to form PCs, Shareholder proposals, 60:14, 92:26 10:6 Statement of executive compensation, restrictions in articles, 10:13 60:10 shareholders, 10:7 Voting shares registered in name of USAs, proxies, voting agreements, registrant or intermediary, 60:4 10:14 **PURCHASE AGREEMENTS** Types of, 10:2 See also ESCROWS: NEGOTIATION PROTECTING DIRECTORS AND OF ASSET OR SHARE OFFICERS FROM LIABILITY **PURCHASE AGREEMENTS:** Generally, 34:58 PRICE ADJUSTMENTS; Conflict of interest, disclosure, 34:60 RESTRICTIVE COVENANTS Corporate indemnification Generally, 82:12, 83:1 advancement of defence costs, 34:71 Assignment of contracts, 82:25 mandatory indemnification, 34:68 Assumption of liabilities, 82:17 permitted indemnification, 34:70 Conditions, 82:36 to 82:38

generally, 82:36

practical limitation, 34:72

PURCHASE AGREEMENTS—Cont'd	RECEIVERSHIPS—Cont'd
Conditions, <b>82:36 to 82:38</b> —Cont'd	Private receiverships—Cont'd
closing conditions, 82:38	CBCA corporations, <b>46:20</b>
pre-closing, <b>82:37</b>	discharge, 46:21
Covenants, <b>82:35</b> , <b>82:39</b>	notice of appointment and security for
Indemnification, 82:33	RM, <b>46:7</b>
Other provisions, <b>82:42</b>	receiver's duty (BIA)
Purchased assets, <b>82:13 to 82:16</b>	court directions and review powers,
generally, 82:13	46:19
accounts receivable, 82:14	good faith, <b>46:16</b>
inventory, 82:15	notice of appointment, 46:17
prepaid expenses, 82:16	reporting obligations, 46:18
Purchase price, 82:18 to 82: 21, 83:2	receiver's duty (Ontario PPSA), <b>46:9</b>
generally, 82:18	care of collateral, 46:10
adjustments, 82:19, 83:3 to 83:12	collection rights, <b>46:11</b>
earn-outs, <b>82:20</b> , <b>83:25 to 83:37</b>	disposition of collateral, 46:12, 46:13
price allocation, <b>82:21</b>	10000
Purchase price, payment of, 82:22 to	security instrument, 46:3
82:24	Private vs. court appointments, <b>46:2</b> Realization of assets
escrow, <b>82:24</b> , <b>83:14 to 83:24</b>	generally, <b>46:39</b>
holdbacks, <b>82:23</b> , <b>83:13</b>	
Representations and warranties, <b>82:26 to</b>	court approval, <b>46:44</b> standard of care, <b>46:45</b>
82:32	methods of assets sales, 46:40 to 46:43
legal characterization, 82:27	illethods of assets sales, 40:40 to 40:43
negotiating, 82:30	RECENT LEGISLATIVE
purposes, 82:26	DEVELOPMENTS
specific, 82:32	Bulk Sales Act, repeal, 92:24
specific, <b>82:32</b> survival of, <b>82:31</b>	Bulk Sales Act, repeal, <b>92:24</b> CBCA (Bill C-25), <b>92:2</b>
specific, <b>82:32</b> survival of, <b>82:31</b> typical purchaser, <b>82:29</b>	Bulk Sales Act, repeal, <b>92:24</b> CBCA (Bill C-25), <b>92:2</b> directors, voting for, <b>92:4</b> , <b>92:5</b>
specific, <b>82:32</b> survival of, <b>82:31</b> typical purchaser, <b>82:29</b> typical vendor, <b>82:28</b>	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amend-
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41 RECEIVERSHIPS	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41 RECEIVERSHIPS Generally, 46:1	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38 extra-provincial corporations, 92:39
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41  RECEIVERSHIPS Generally, 46:1 Court-appointed	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38 extra-provincial corporations, 92:39 verification of filings, 92:38
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41  RECEIVERSHIPS Generally, 46:1 Court-appointed authority to appointment receiver or	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38 extra-provincial corporations, 92:39 verification of filings, 92:38 Dissolution, 92:15
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41  RECEIVERSHIPS Generally, 46:1 Court-appointed authority to appointment receiver or RM, 46:22	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38 extra-provincial corporations, 92:39 verification of filings, 92:38 Dissolution, 92:15 Escheats Act, 2015, 92:23
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41  RECEIVERSHIPS Generally, 46:1 Court-appointed authority to appointment receiver or RM, 46:22 discharge, 46:38	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38 extra-provincial corporations, 92:39 verification of filings, 92:38 Dissolution, 92:15 Escheats Act, 2015, 92:23 Forfeited Corporate Property Act, 2015.
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41  RECEIVERSHIPS Generally, 46:1 Court-appointed authority to appointment receiver or RM, 46:22 discharge, 46:38 duties, 46:23	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38 extra-provincial corporations, 92:39 verification of filings, 92:38 Dissolution, 92:15 Escheats Act, 2015, 92:23 Forfeited Corporate Property Act, 2015, 92:22
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41  RECEIVERSHIPS Generally, 46:1 Court-appointed authority to appointment receiver or RM, 46:22 discharge, 46:38 duties, 46:23 powers, 46:24	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38 extra-provincial corporations, 92:39 verification of filings, 92:38 Dissolution, 92:15 Escheats Act, 2015, 92:23 Forfeited Corporate Property Act, 2015, 92:22 forfeiture of corporate property, 92:20
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41  RECEIVERSHIPS Generally, 46:1 Court-appointed authority to appointment receiver or RM, 46:22 discharge, 46:38 duties, 46:23 powers, 46:24 receiver's charge, 46:24	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38 extra-provincial corporations, 92:39 verification of filings, 92:38 Dissolution, 92:15 Escheats Act, 2015, 92:23 Forfeited Corporate Property Act, 2015, 92:22 forfeiture of corporate property, 92:20 involuntary dissolution, 92:17
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41  RECEIVERSHIPS Generally, 46:1 Court-appointed authority to appointment receiver or RM, 46:22 discharge, 46:38 duties, 46:23 powers, 46:24 receiver's charge, 46:24 receiver's environmental liability,	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38 extra-provincial corporations, 92:39 verification of filings, 92:38 Dissolution, 92:15 Escheats Act, 2015, 92:23 Forfeited Corporate Property Act, 2015, 92:22 forfeiture of corporate property, 92:20 involuntary dissolution, 92:17 non-share capital corporations, 92:21
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41  RECEIVERSHIPS Generally, 46:1 Court-appointed authority to appointment receiver or RM, 46:22 discharge, 46:38 duties, 46:23 powers, 46:24 receiver's charge, 46:24 receiver's environmental liability, 46:27	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38 extra-provincial corporations, 92:39 verification of filings, 92:38 Dissolution, 92:15 Escheats Act, 2015, 92:23 Forfeited Corporate Property Act, 2015, 92:22 forfeiture of corporate property, 92:20 involuntary dissolution, 92:17 non-share capital corporations, 92:21 property available to creditors, 92:19
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41  RECEIVERSHIPS Generally, 46:1 Court-appointed authority to appointment receiver or RM, 46:22 discharge, 46:38 duties, 46:23 powers, 46:24 receiver's charge, 46:24 receiver's environmental liability, 46:27 receiver's liability as successor	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38 extra-provincial corporations, 92:39 verification of filings, 92:38 Dissolution, 92:15 Escheats Act, 2015, 92:23 Forfeited Corporate Property Act, 2015, 92:22 forfeiture of corporate property, 92:20 involuntary dissolution, 92:17 non-share capital corporations, 92:21 property available to creditors, 92:19 revival, 92:18
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41  RECEIVERSHIPS Generally, 46:1 Court-appointed authority to appointment receiver or RM, 46:22 discharge, 46:38 duties, 46:23 powers, 46:24 receiver's charge, 46:24 receiver's environmental liability, 46:27 receiver's liability as successor employer, 46:26	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38 extra-provincial corporations, 92:39 verification of filings, 92:38 Dissolution, 92:15 Escheats Act, 2015, 92:23 Forfeited Corporate Property Act, 2015, 92:22 forfeiture of corporate property, 92:20 involuntary dissolution, 92:17 non-share capital corporations, 92:21 property available to creditors, 92:19 revival, 92:18 voluntary dissolution, 92:16
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41  RECEIVERSHIPS Generally, 46:1 Court-appointed authority to appointment receiver or RM, 46:22 discharge, 46:38 duties, 46:23 powers, 46:24 receiver's charge, 46:24 receiver's environmental liability, 46:27 receiver's liability as successor employer, 46:26 Private receiverships	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38 extra-provincial corporations, 92:39 verification of filings, 92:38 Dissolution, 92:15 Escheats Act, 2015, 92:23 Forfeited Corporate Property Act, 2015, 92:22 forfeiture of corporate property, 92:20 involuntary dissolution, 92:17 non-share capital corporations, 92:21 property available to creditors, 92:19 revival, 92:18 voluntary dissolution, 92:16 Limited Partnerships Act amendments
specific, 82:32 survival of, 82:31 typical purchaser, 82:29 typical vendor, 82:28 Restrictive covenants, 82:40, 85:1 to 85:23 Risk of loss and insurance, 82:34 Termination, 82:41  RECEIVERSHIPS Generally, 46:1 Court-appointed authority to appointment receiver or RM, 46:22 discharge, 46:38 duties, 46:23 powers, 46:24 receiver's charge, 46:24 receiver's environmental liability, 46:27 receiver's liability as successor employer, 46:26	Bulk Sales Act, repeal, 92:24 CBCA (Bill C-25), 92:2 directors, voting for, 92:4, 92:5 diversity information, 92:6 shareholder meetings, 92:7 shareholder proposals, 92:8 technical amendments, 92:9 Corporations Information Act amendments (Bill 154), 92:38 extra-provincial corporations, 92:39 verification of filings, 92:38 Dissolution, 92:15 Escheats Act, 2015, 92:23 Forfeited Corporate Property Act, 2015, 92:22 forfeiture of corporate property, 92:20 involuntary dissolution, 92:17 non-share capital corporations, 92:21 property available to creditors, 92:19 revival, 92:18 voluntary dissolution, 92:16

#### RECENT LEGISLATIVE REGISTERED OFFICE DEVELOPMENTS—Cont'd See also AUDITS AND MEETINGS OF Limited Partnerships Act amendments **SHAREHOLDERS** (Bill 154), 92:40—Cont'd CBCA. 63:4 limited partnership names, 92:40 Change of registered office, 63:2 OBCA amendments (Bills 27 and 154), Functions of registered office, 63:3 92:25 OBCA, 63:1 board meetings, location of, 92:27 REORGANIZATIONS board meetings, quorum, 92:28 See also FUNDAMENTAL CHANGES certificates, correction of, 92:31 Insolvent corporations, 53:1 et seq. conversion into ONCA corporation, arrangements vs reorganizations, 53:8 92:30 case law, **53:6** email addresses of shareholders and gap-filling nature, 53:5 holders of debt obligations, 92:29 scope, 53:4 shareholder proposals, 92:26 section 186, 53:8 OCA amendments (Bill 154), 92:32 audits. 92:36 REPORTING ISSUER directors, 92:35 Continuous disclosure obligations, 62:1 et members, 92:34 osocial companies, 92:37 RESTATED ARTICLES status and powers of an NFP corpora-Generally, 47:16 tion, **92:33** See also FUNDAMENTAL Ownership Interests in land, 92:10 **CHANGES** background, 92:26 RESTRICTIVE COVENANTS non-Ontario corporations, 92:30 Generally, 85:1 OBCA, 92:27 Legal Analysis, **85:6 to 85:23** OCA. 92:28 contract interpretation, 85:7 ONCA, 92:29 disgorgement, 85:23 employment vs. commercial, RECORDS characterization, 85:10 See also AUDITS AND MEETINGS OF enforceability, case law, 85:16 **SHAREHOLDERS** enforceability, Employment Standards Business Records Protection Act, 63:18 Act, 2000 (Ontario), 85:11 CBCA, 63:15 enforceability, legitimate interest to register of individuals with significant protect, rebuttable presumption of, control, 63:16 85:12 Inspection of records, 63:13 enforceability, not contrary to public Lists of holders of debt obligations, **63:12** interest, **85:15** Lists of shareholders, 63:11 enforceability, reasonableness, 85:13, Location of records, 63:14 85:14 Minute books, 63:8 injunctions, 85:18 to 85:20 OBCA, 63:17 liquidated damages clauses, 85:21 measuring unliquidated damages, 85:22 register of individuals with significant control, 63:17 overview, 85:6 Records as evidence, 63:10 remedies, overview, 85:17 severance, blue pencil, 85:8 Rectifying records, **63:9** Register of ownership interests in land, severance, notional, 85:9

Types of, 85:2 to 85:5

non-competes, 85:3

63:7

Securities registers, 63:6

RESTRICTIVE COVENANTS—Cont'd	RESTRUCTURING COMPANIES
Types of, <b>85:2 to 85:5</b> —Cont'd	UNDER INSOLVENCY LAW
non-dealing covenants, 85:4	—Cont'd
non-solicitation covenants, <b>50A:19</b> ,	Companies' Creditors Arrangement Act
85:5	—Cont'd
overview, 85:2	court-ordered priming charges—Cont'd critical supplier's charge, <b>54:44</b>
RESTRUCTURING COMPANIES	D&O indemnification and D&O
UNDER INSOLVENCY LAW	charge, <b>54:43</b>
Generally, <b>54:1</b>	interim financing, 54:42
Bankruptcy and Insolvency Act	creditor approval
court-ordered priming charges, <b>54:16</b>	aim of CCAA plans, <b>54:47</b>
disclaimer of contracts and leases	equity claims, <b>54:50</b>
generally, <b>54:13</b>	meetings of creditors, <b>54:48</b>
contracts other than leases of commercial real property, <b>54:14</b>	super-priority claims, <b>54:51</b>
leases of commercial real property,	voting classes, <b>54:49</b>
54:15	initial application and initial order
eligibility to make non-consumer pro-	initial application, <b>54:29</b>
posal, <b>54:3</b>	initial order, <b>54:30</b>
notice of intention to make proposal,	monitor, <b>54:31</b>
54:4	scope, <b>54:28</b>
Part III, <b>54:2</b>	stay of proceedings, <b>54:34</b>
proposals	Pros and cons: BIA vs CCAA restructur-
annulment, 54:27	ing, <b>54:68</b>
compromise of claims against direc-	REVIVAL
tors, <b>54:21</b>	Generally, <b>52:40</b>
court approval, <b>54:25</b> , <b>54:26</b>	See also FUNDAMENTAL
creditor approval, <b>54:22</b> creditor classes, <b>54:18</b>	CHANGES
filing deadlines and extensions, 54:17	SECURED TRANSACTIONS
mandatory terms, <b>54:20</b>	See also EQUITY FINANCING
types of compromises, 54:19	Overview, <b>42:1</b>
Companies' Creditors Arrangement Act	SECURITIES DIRECT HOLDING
compromises of claims against direc-	SYSTEM
tors and third parties	See SECURITIES TRANSFERS,
claims against directors, <b>54:45</b>	PLEDGES AND TRANSMISSIONS
claims against third parties generally, 54:46	SECURITIES INDIRECT HOLDING
court approval	SYSTEM  S. SECURITIES TRANSFERS
generally, <b>54:52</b>	See SECURITIES TRANSFERS, PLEDGES AND TRANSMISSIONS
approved plan, effect, 54:67	T LEDGES AND TRANSMISSIONS
steps authorized by CCAA, 54:54	SECURITIES OFFERINGS,
strict compliance with statutory	REGULATION
requirements, 54:53	Exempt offerings
whether plan is fair and reasonable,	prospectus exemptions, 40:7
54:55	accredited investor exemption, 37.8
court-ordered priming charges	crowdfunding exemption, 40:14
generally, <b>54:40</b>	existing security holder exemption,
administrative charge, <b>54:41</b>	40:12

SECURITIES OFFERINGS, REGULATION—Cont'd	SECURITIES TRANSFERS, PLEDGES AND TRANSMISSIONS—Cont'd
Exempt offerings—Cont'd	Direct holding system—Cont'd
prospectus exemptions, <b>40:7</b> —Cont'd	transfer of securities
friends, family, and business associ-	adverse claim, notice of, <b>69:8</b>
ates exemption, <b>40:10</b>	conflict of law rules, <b>69:6</b>
minimum amount exemption, 40:11	delivery, <b>69:10</b>
offering memorandum exemption,	lost or stolen security certificates,
40:15	69:15
other exemptions, 40:16	other requisites, purchaser's right,
private issuer exemption, 40:9	69:13
rights offering exemption, 40:13	purchaser, protected, 69:7
resale of securities	registration of transfer, 69:14
control person, sale by, 40:18	security certificate, endorsement of,
NI 45-102, Resale of Securities,	69:9
40:17	signature guarantees, <b>69:12</b>
other matters, 40:19	warranties on transfer, <b>69:11</b>
Introduction, 40:1	Execution against securities
Key terms/provisions (OSA), <b>40:3</b>	overview, <b>69:26</b>
distribution, 40:6	Indirect holding system
security, 40:4	application, 69:16
trade, 40:5	conflict of law rules, 69:18
Offering documents, <b>40:20</b> Prospectus offerings	entitlement holders
initial public offering	cut off rules, 69:22
content, <b>40:23</b>	in personam rights, 69:21
investor protections, 40:28	in rem rights, <b>69:20</b>
market and selling restrictions, <b>40:25</b>	rights, <b>69:19</b>
other matters, 40:29	security entitlements, disposition of,
pricing and closing the IPO, <b>40:26</b>	69:23
process, 40:22	security entitlement, nature of, <b>69:17</b>
regulatory review process, 40:24	Investment property, security in, see INVESTMENT PROPERTY
stock exchange listing, 40:27	Overview, <b>69:1</b>
introduction, 40:21	Transmission of securities
subsequent offerings, 40:30	rights of successors, <b>69:25</b>
MJDS prospectus, 40:34	transmissions, <b>69:24</b>
shelf prospectus, 40:32 short-form prospectus, 40:31	CECUDION A CIDERMENTEC
Regulatory framework, 40:2	SECURITY AGREEMENTS
Resale of securities, NI 45-102, <b>40:17</b>	See also SECURED TRANSACTIONS
	Assignment of accounts, 42:50
SECURITIES TRANSFERS, PLEDGES AND TRANSMISSIONS	general assignment of book debts, 42:51
Direct holding system	specific accounts, 42:52
issuance of securities	Bank Act security
certificated or uncertificated securi-	attachment and perfection, 42:56
ties, <b>69:3</b>	priorities, <b>42:57</b>
conflict of law rules, 69:2	scope, <b>42:55</b>
defences of issuer, 69:4	Debenture
enforcement of securities, 69:4	nature, <b>42:47</b>
share certificates, 69:5	perfection, 42:48

SECURITY AGREEMENTS—Cont'd	SHARE CAPITAL, COMMON AND
Equipment leases and consignment agree-	PREFERRED—Cont'd
ments	Share provisions—Cont'd
consignments, 42:54	typical sets of share provisions
equipment leases, <b>42:53</b> General security agreement, <b>42:49</b>	insolvent corporation, reorganization, <b>38:37</b>
Guarantees, <b>42:58</b> Real property security	preferred shares, section 85 rollover or estate freeze, <b>38:36</b>
assignment of rents, <b>42:60</b>	private equity investment, 38:35
charge/mortgage of land, <b>42:59</b>	voting
leasehold mortgage, 42:61	application of equality principle, 38:30
SHARE CAPITAL, COMMON AND	election of directors, <b>38:32</b>
PREFERRED	enfranchisement and separate class
Authorized capital	votes, 38:33
capital clause in articles, 38:2	mandatory governance right, <b>38:29</b>
common shares, 38:5	multiple and subordinate voting
exempt offering, <b>38:7</b>	rights, <b>38:31</b>
public offering, 38:6	SHAREHOLDER AGREEMENTS
designation of classes and series, 38:3	See also SHAREHOLDERS
multiple share classes, 38:8	Common provisions, 22:2
preferred shares, 38:9	dispute resolution, 22:30
series, 38:10	dividends and bonuses, 22:28
single share class, 38:4	employment, 22:25
warrants and rights, 38:11	financing, <b>23:1, 23:3</b>
Introduction, 38:1	liquidity, 23:23
Share provisions	management, 22:15
anti-dilution protection, 38:27	other, <b>22:36</b>
conversion rights, 38:26	parties, <b>22:12</b>
dividend rights	Types of shareholder agreements, 22:1
cumulative and non-cumulative dividends, <b>38:15</b>	Unanimous shareholder agreement, 22:5 definitions and nature, 22:5
dividend sprinkling, 38:17	OBCA provisions subject to, <b>22:10</b>
fixed or participating dividends,	sample, App. 1B
38:13 partially cumulative, 38:16	section 108 of OBCA, 22:6
preferential dividends, 38:14	SHAREHOLDER MEETINGS
general, <b>38:12</b>	See also AUDITS AND MEETINGS OF
preferential features, 38:34	SHAREHOLDERS
redemption of shares by corporation, <b>38:19</b>	Annual information form and manage- ment discussion and analysis, <b>59:14</b>
background, 38:20	Annual meetings
mechanics, 38:22	generally, 59:2
purchase by corporation, 38:25	example for schedule of offering
retraction, 38:24	corporation, <b>59:3</b>
sinking fund, 38:23	Chair of the Meeting
triggers, 38:21	duties, <b>44:5</b>
return of capital and rights on dissolu-	who acts as, <b>44:4</b>
tion, <b>38:18</b>	Class or series meetings, <b>59:5</b>
tracking shares, 38:28	Court-ordered meetings, <b>59:7</b>

Disputed meetings, 44:21 enjoining a meeting ex ante, 44:22 setting aside a meeting, 44:23 General, 59:1 Hybrid meetings, 44:20 Legislative developments, 92:7 to 92:9 Location, 59:8, 44:2 Notice of meeting corporate law requirements, 59:12 notice and access, 59:9 regular mail, 59:9 securities law requirements, 59:13 Pre-meeting preparations general, 44:1 list of Shareholders, 44:3, 59:8 Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Complainants, 27:2 leave requirements, 27:3 nature of statutory remedy, 27:1 specific powers of court, 27:4 Investigation, 27:5 background, 27:6 overview, 27:5 statutory provisions, 27:7 usage, 27:8 Other juridical remedies under OBCA, 27:12 Security holder remedies under OBCA, 27:12 Security holder, 21:1 background, 27:6 overview, 27:5 statutory provisions, 27:7 usage, 27:8 Other jurical remedies under OBCA, 27:12 Security	SHAREHOLDER MEETINGS—Cont'd	SHAREHOLDER REMEDIES—Cont'd
setting aside a meeting, 44:23 General, 59:1 Hybrid meetings, 44:20 Legislative developments, 92:7 to 92:9 Location, 59:8, 44:2 Notice of meeting corporate law requirements, 59:12 notice and access, 59:9 regular mail, 59:9 securities law requirements, 59:13 Pre-meeting preparations general, 44:1 list of Shareholders, 44:3 location of meeting, 44:2, 59:8 Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions to amend, 44:11 motions to amend, 44:11 motions to amend, 44:11 motions to amend, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10		
General, 59:1 Hybrid meetings, 44:20 Legislative developments, 92:7 to 92:9 Location, 59:8, 44:2 Notice of meeting corporate law requirements, 59:12 notice and access, 59:9 regular mail, 59:9 securities law requirements, 59:13 Pre-meeting preparations general, 44:1 list of Shareholders, 44:3 location of meeting, 44:2, 59:8 Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10		complainants, 27:2
Hybrid meetings, 44:20 Legislative developments, 92:7 to 92:9 Location, 59:8, 44:2 Notice of meeting corporate law requirements, 59:12 notice and access, 59:9 regular mail, 59:9 securities law requirements, 59:13 Pre-meeting preparations general, 44:1 list of Shareholders, 44:3 location of meeting, 44:2, 59:8 Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions to amend, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10		
Legislative developments, 92:7 to 92:9 Location, 59:8, 44:2 Notice of meeting corporate law requirements, 59:12 notice and access, 59:9 regular mail, 59:9 securities law requirements, 59:13 Pre-meeting preparations general, 44:1 list of Shareholders, 44:3 location of meeting, 44:2, 59:8 Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  Investigation, 27:5 background, 27:6 overview, 27:5 statutory provisions, 27:7 usage, 27:8 Other juridical remedies under OBCA, 27:12 Security holder remedies under OBCA, 27:12 Security holder remedies under OBCA, 27:13  SHAREHOLDER RIGHTS See also SHAREHOLDERS Decision-making rights, 21:14 Dividends, 21:7 Information rights, 21:9 Liability shield, 21:6 Minority rights, 21:16 Minority rights, 21:11 ways to become shareholders, 21:1 ways to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12  SHAREHOLDERS Dissent and appraisal rights, see DIS- SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER Shareholder rights, see SHAREHOLDER Shareholder rights, see SHAREHOLDER Shareholder rights, see SHAREHOLDER		
Location, 59:8, 44:2 Notice of meeting corporate law requirements, 59:12 notice and access, 59:9 regular mail, 59:9 securities law requirements, 59:13 Pre-meeting preparations general, 44:1 list of Shareholders, 44:3 location of meeting, 44:2, 59:8 Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10		1 1
Notice of meeting corporate law requirements, 59:12 notice and access, 59:9 regular mail, 59:9 securities law requirements, 59:13 Pre-meeting preparations general, 44:1 list of Shareholders, 44:3 location of meeting, 44:2, 59:8 Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10		
statutory provisions, 27:7 usage, 27:8  Other juridical remedies under OBCA, 27:12  Securities law requirements, 59:13  Pre-meeting preparations general, 44:1 list of Shareholders, 44:3 location of meeting, 44:2, 59:8  Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:19 motions, 44:11 motions to amend, 44:11 motice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20  SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10		
notice and access, 59:9 regular mail, 59:9 securities law requirements, 59:13 Pre-meeting preparations general, 44:1 list of Shareholders, 44:3 location of meeting, 44:2, 59:8 Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10		
regular mail, 59:9 securities law requirements, 59:13  Pre-meeting preparations general, 44:1 list of Shareholders, 44:3 location of meeting, 44:2, 59:8  Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20  SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  Other juridical remedies under OSA, 27:12 Security holder remedies under OSA, 27:13  SHAREHOLDER RIGHTS See also SHAREHOLDERS Decision-making rights, 21:14 Dividends, 21:7 Information rights, 21:9 Liability shield, 21:6 Minority rights, 21:16 Nature of shareholders, 21:1 ventilement holders, 21:1 v		
securities law requirements, 59:13 Pre-meeting preparations general, 44:1 list of Shareholders, 44:3 location of meeting, 44:2, 59:8 Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10		
Pre-meeting preparations general, 44:1  list of Shareholders, 44:3 location of meeting, 44:2, 59:8  Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10  Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20  SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  Security holder remedies under OSA, 27:13 SHAREHOLDER RIGHTS See also SHAREHOLDERS See also SHAREHOLDERS See also SHAREHOLDER RIGHTS ShareHOLDER RIGHTS ShareHOLDERS See also SHAREHOLDER SHAREHOLDER RIGHTS ShareHOLDERS See also SHAREHOLDERS See also SHAREHOLDERS Shareholder, 21:14 Dividends, 21:7 Information rights, 21:14 Dividends, 21:7 Information rights, 21:16 Nature of shareHolders, 21:1 beneficial holders, 21:1 ways to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Dissent and appraisal rights, see DIS-SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder remedies adjourned to 44:17 Shareholder remedies under OSA, 27:14 Dividends, 21:7 Information rights, 21:14 Dividends, 21:6 Minority rights, 21:16 Nature of shareholder, 21:1 motitement holders, 21:1 matitement holders, 21:1 matitement holders,		
general, 44:1 list of Shareholders, 44:3 location of meeting, 44:2, 59:8 Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDER RIGHTS See also SHAREHOLDERS Shareholders, 21:14 Dividends, 21:7 Information rights, 21:16 Nature of shareholder, 21:1 beneficial holders, 21:1 joint shareholders, 21:1 ways to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Shareholder agreements, see SHAREHOLDER Shareholder rights, see DIS-SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder remedies, see SHAREHOLDER REMEDIES Shareholders, 21:1 ways to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholders, 21:1 mays to become shareholder, 21:1 mays to become shareholder, 21:1 ways to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholders, 21:1 intitlement holders, 21:1 mays to become shareholder, 21:2 Overview, 21:5 See also SHAREHOLDERS Shareholder ists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Shareholder agreements, see SHAREHOLDER RIGHTS See also SHAREHOLDERS Shareholders, 21:1 intitlement holders, 21:1 intitlement		
list of Shareholders, 44:3 location of meeting, 44:2, 59:8 Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions to amend, 44:11 motiose to amend, 44:11 motiose, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDER Shareholder rights, 21:14 Dividends, 21:7 Information rights, 21:16 Nature of shareholder, 21:1 beneficial holders, 21:1 entitlement holders, 21:1 ways to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Shareholder see also SHAREHOLDER Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER RIGHTS See also SHAREHOLDERS Decision-making rights, 21:4 Dividends, 21:7 Information rights, 21:9 Liability shield, 21:6 Minority rights, 21:10 ways to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Shareholder ilsts, 21:4 Voting rights, 21:4 Dividends, 21:7 Information rights, 21:9 Liability shield, 21:6 Minority rights, 21:4 Voting rights, 21:6 Minority rights, 21:10 mature of shareholder, 21:1 mentitement holders, 21:1 ways to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8		
location of meeting, 44:2, 59:8 Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:15 minutes, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10		27:13
Procedure at Meetings adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:19 motions, 44:19 motions to amend, 44:11 motice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10		SHAREHOLDER RIGHTS
adjournment, 44:18 approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10		See also SHAREHOLDERS
approval thresholds, 44:12 chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10		Decision-making rights, 21:14
chair's script, 44:8 election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10		Dividends, 21:7
election of Directors, 44:14 to 44:17 CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions, 44:11 motice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  Minority rights, 21:16 Nature of shareholder, 21:1 beneficial holders, 21:1 entitlement holders, 21:1 ways to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholder lists, 21:4 Voting rights cumulative, 21:11 mays to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Dissent and appraisal rights, see DIS-SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		Information rights, <b>21:9</b>
CBCA distributing corporations, 44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  Nature of shareholder, 21:1 beneficial holders, 21:1 entitlement holders, 21:1 ways to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Dissent and appraisal rights, see DIS-SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder remedies, see SHAREHOLDER AGREEMENTS Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		Liability shield, 21:6
44:16 plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10 beneficial holders, 21:1 entitlement holders, 21:1 joint shareholders, 21:1 ways to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Dissent and appraisal rights, see DIS-SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		
plurality-plus voting, 44:17 slate elections, 44:15 minutes, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10 beneficial holders, 21:1 entitlement holders, 21:1 joint shareholders, 21:1 ways to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Dissent and appraisal rights, see DIS-SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		Nature of shareholder, 21:1
slate elections, 44:15 minutes, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  shareholders, 21:1 ways to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Dissent and appraisal rights, see DIS-SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder remedies, see SHAREHOLDER AGREEMENTS Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		
minutes, 44:19 motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Dissent and appraisal rights, see DIS- SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER AGREEMENTS Shareholder remedies, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		
motions, 44:11 motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  Mays to become shareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Dissent and appraisal rights, see DIS- SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		
motions to amend, 44:11 notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  ways to become snareholder, 21:2 Overview, 21:5 Return of capital, 21:8 Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Dissent and appraisal rights, see DIS- SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		shareholders, 21:1
notice, proof of service, 44:10 quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  Overview, 21:3 Return of capital, 21:8 Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Dissent and appraisal rights, see DIS-SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER AGREEMENTS Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		ways to become shareholder, 21:2
quorum, 44:9 termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  Keturn of capital, 21:3 Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS  Dissent and appraisal rights, see DIS- SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER AGREEMENTS Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		Overview, 21:5
termination, 44:18 voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  Shareholder lists, 21:4 Voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12  SHAREHOLDERS  Dissent and appraisal rights, see DIS- SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER AGREEMENTS Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		Return of capital, 21:8
voting on motions, 44:13 voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  voting rights cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12  SHAREHOLDERS  Dissent and appraisal rights, see DIS- SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER REMEDIES Shareholder remedies, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING	•	Shareholder lists, 21:4
voting rights, 44:12 Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  cumulative, 21:13 general, 21:10 majority rule, principle of, 21:11 restrictions, 21:12  SHAREHOLDERS  Dissent and appraisal rights, see DIS- SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER AGREEMENTS Shareholder remedies, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		Voting rights
Record dates generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10 majority rule, principle of, 21:11 restrictions, 21:12 SHAREHOLDERS Dissent and appraisal rights, see DIS- SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER AGREEMENTS Shareholder remedies, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING	•	cumulative, 21:13
generally, 59:11 steps for reporting issuer to take before, 59:10 Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  majority rule, principle of, 21:11 restrictions, 21:12  SHAREHOLDERS  Dissent and appraisal rights, see DIS- SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER AGREEMENTS Shareholder remedies, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		general, <b>21:10</b>
steps for reporting issuer to take before, 59:10  Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20  SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  SHAREHOLDERS  Dissent and appraisal rights, see DIS- SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER AGREEMENTS Shareholder remedies, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		majority rule, principle of, 21:11
Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10 SHAREHOLDERS Dissent and appraisal rights, see DIS- SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER AGREEMENTS Shareholder remedies, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING	<i>C</i> • • • • • • • • • • • • • • • • • • •	restrictions, 21:12
Scrutineers, 44:7 Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10 Dissent and appraisal rights, see DIS- SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER AGREEMENTS Shareholder remedies, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		CHAREHOL DEDC
Secretary of the meeting, 44:6 Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10 SENT AND APPRAISAL RIGHTS Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER AGREEMENTS Shareholder remedies, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		
Shareholder requisitioned meetings, 59:6 Special meetings, 59:4 Virtual meetings, 44:20 SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10 Oppression remedy, see OPPRESSION REMEDY Shareholder agreements, see SHAREHOLDER AGREEMENTS Shareholder remedies, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		
Special meetings, <b>59:4</b> Virtual meetings, <b>44:20</b> SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, <b>27:9</b> , <b>34:53</b> complainant or creditor initiated, <b>27:10</b> REMEDY Shareholder agreements, see SHAREHOLDER AGREEMENTS Shareholder remedies, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		
Virtual meetings, 44:20  Shareholder agreements, see SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  Shareholder agreements, see SHAREHOLDER AGREEMENTS Shareholder remedies, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING	· · · · · · · · · · · · · · · · · · ·	
SHAREHOLDER REMEDIES See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  SHAREHOLDER AGREEMENTS Shareholder remedies, see SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		
See also SHAREHOLDERS Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  SHAREHOLDER REMEDIES Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING	8 /	SHAREHOLDER AGREEMENTS
Compliance and restraining orders, 27:9, 34:53 complainant or creditor initiated, 27:10  Shareholder rights, see SHAREHOLDER RIGHTS Voting agreements, see VOTING		
34:53 complainant or creditor initiated, 27:10  RIGHTS  Voting agreements, see VOTING		
	34:53	

SHAREHOLDER TAXATION

See CORPORATE AND

#### NON-PROFIT ORGANIZATIONS. SHAREHOLDER TAXATION TAXATION, REGULATION OF SHARES, ISSUE AND OWNERSHIP OF **CHARITIES** Charitable trusts, 16:7 Issuances and allotment charitable purposes, types of, **16:8** contract law elements, 38:2 distinguished from other trusts, 16:7 acceptance, 38:8 Regulation of charities, 16:12 communication of acceptance, 38:9 Charities Accounting Act, 16:12 consideration, 38:5 charitable trust, variance of, 16:12 formalities, 38:4 complaints, solicitation of gifts, offer, 38:7 16:12 conflicting interests, disclosure of, registration, 38:10 16:12 subscription agreement, essential enforcement, charitable purpose, elements, 38:3 16:12 corporate law elements public guardian and trustee, provibusiness judgment rule, application sion of information to, 16:12 to issuance of shares, 38:14 remedial powers, 16:12 commission on issuance of shares, O. Reg. 4/01 (Approved Acts of Execu-38:16 tors and Trustees), 16:13 consideration for shares, 38:11 D&O insurance coverage, 16:15 oppression remedy, application to exemptions from the general issuance of shares, 38:13 conflict-of-interest rules under charity law, 16:16 pre-emptive rights, 38:12 affiliate exemption, 16:18 stock dividend, issuance of, 38:15 provision of goods, services and overview, 38:1 facilities by directors and Lien on shares, 38:29 connected persons, 16:17 inter-corporate share holdings indemnification of directors and options to avoid prohibition, 38:32 officers, 16:14 scope of the prohibition, 38:30 Social companies, 16:2 Taxation of non-profit organizations, 16:9 statutory exceptions, 38:31 Trustee Act, 16:10 Share certificates investments, 16:11 fees, 38:20 land, **16:10** fractional and scrip certificates, 38:22 Unincorporated clubs, 16:3 general requirements, 38:17 Unincorporated non-profit organizations, loss, theft or destruction, 38:21 16:4 share conditions, 38:19 trade unions as separate legal persons, transfer restrictions, notation of, 38:18 16:5 Share corporations, restricted or unincorporated non-profit associations constrained, 38:28 other than trade unions, 16:6 Share transfer restrictions SOLE PROPRIETORSHIP board discretion to approve transfer of See also UNINCORPORATED BUSIshares, exercise of, 38:25 NESS ORGANIZATIONS freedom of contract, 38:24 private issuer, 38:23 STANDSTILL AGREEMENTS transfer fees, 38:27 See also: NON-DISCLOSURE AGREE-USA, effect of transfer on, 38:26 **MENTS**

SOCIAL COMPANIES, UNINCORPORATED

STANDSTILL AGREEMENTS—Cont'd	STATED CAPITAL—Cont'd
Generally, 79:24	Issuer bids
Certicom Corp. v. Research in Motion	definition, 40:11
Ltd., <b>79:26</b>	disclosure obligations, 40:13
Delaware jurisprudence, lessons from,	formal valuations requirements, 40:14
79:34	exemptions from, 40:16
Delaware jurisprudence, Martin Marietta Materials, Inc. v. Vulcan Materials	independent committee requirements, 40:15
Co., 79:28	exemptions from, 40:16
Interpretation, 79:32	requirements, 40:12
Non-disclosure agreements and, 79:25	Reduction of, 40:4
Remedies, 79:33	Share purchase or redemption
START-UPS	acquired shares, cancellation of, 40:10
Generally, 1:1	calculation of stated capital reduction,
Available legal forms to carry on busi-	40:9
ness, 1:3 Business vehicle, factors in choosing, 1:9	consequential reduction of stated capital, <b>40:5</b>
Commercial law characteristics of	solvency tests, generally applicable,
vehicles for carrying on business, <b>1:4</b>	40:6
corporations, <b>1:6</b>	director liability, 40:8
characteristics of a corporation, <b>1:6</b>	exceptions to, <b>40:7</b> Splitting of PUC between classes or series
incorporation in other Canadian	of shares, 40:17
jurisdictions, 1:8	Stated capital account, functions of, <b>40:2</b>
OBCA vs. CBCA incorporation, 1:7	•
practical application of OBCA vs.	TAKE-OVER BIDS
CBCA factors, 1:7	See also MERGERS AND ACQUISI-
relative advantages of CBCA	TIONS
incorporation, 1:7	TAXATION AND REGULATION OF
relative advantages of OBCA	CHARITIES
incorporation, 1:7	See SOCIAL COMPANIES, UNINCOR-
non-corporate vehicles, 1:4	PORATED NON-PROFIT
corporate division, <b>1:4</b>	ORGANIZATIONS, TAXATION,
general partnership, 1:5	REGULATION OF CHARITIES
limited partnership, 1:5	TAX-DEFERRED CORPORATE
partnership, 1:5	TRANSACTIONS
sole proprietorship, 1:4	Amalgamation, section 87, <b>55:21</b>
Lawyer's role in advising fledging busi-	application, 55:22
ness, 1:2	bump in ACB, subsidiary's non-
Limited liability companies, 1:10	depreciable capital property, <b>55:25</b>
Prospecting Syndicate Agreement, <b>App.</b>	corporate law background, 55:21
Datainar lattar Ann 1A	effect on paid-up capital, <b>55:27</b>
Retainer letter, <b>App. 1A</b> Tax factors in choosing business vehicle,	effect on taxation years, 55:23
1:9	rollovers, corporate level, <b>55:24</b>
Unanimous Shareholder Agreement, <b>App.</b>	Butterfly transactions, <b>55:38</b>
1B	Consolidations, <b>55:16</b>
<del></del>	Continuance, 55:18
STATED CAPITAL	export, <b>55:20</b>
Concept of, 40:1	import, <b>55:19</b>
Increase of, 40:3	overview, 55:18

TAX-DEFERRED CORPORATE TRANSACTIONS—Cont'd	TRUST INDENTURES—Cont'd No-action clauses
Conversions, debt obligations, section	generally, <b>45:16</b>
51.1, <b>55:15</b>	OBCA (Part V), overview, <b>45:4</b>
Overview, 55:1	application, <b>45:6</b>
Reorganization of capital, section 86,	bondholders, <b>45:11</b>
55:13	indenture trustee, 45:7
Rollovers, section 85, <b>55:2</b>	conflict of interest, <b>45:9</b>
benefits versus disadvantages, 55:6	qualification, 45:8
boot, <b>55:3</b>	removal of trustee (conflict of inter-
cost amounts, 55:4	est), <b>45:10</b>
elected amounts, 55:5	regulation of trustees and trust
allocation of to consideration paid to	indentures, 45:12
transferor, <b>55:8</b>	compliance, 45:15
parameters, <b>55:7</b>	duty of disclosure, 45:13
eligible parties, <b>55:2</b>	exculpatory clauses, 45:14
eligible property, <b>55:2</b>	trust indenture and trustee, 45:5
Form T2057, <b>55:12</b>	Overview, 45:3
indirect benefits, <b>55:10</b>	Regulation in Ontario, history of, <b>45:2</b>
paid-up capital of transferee, <b>55:9</b>	Trust indenture, tour of
price adjustment clauses, <b>55:11</b>	bondholders, meeting of, <b>45:27</b>
share consideration, <b>55:3</b>	bonds, <b>45:18</b>
Rollovers, shareholder level, <b>55:28</b>	conversion privileges, <b>45:22</b>
Settlement, intercorporate debt, <b>55:26</b>	covenants, 45:23
Share conversion, section 51, <b>55:14</b>	default and enforcement, <b>45:24</b>
Share-for-share exchanges, section 85, 55:17	notice, <b>45:28</b>
Share splits, <b>55:16</b>	redemption and purchase for cancellation, <b>45:20</b>
Winding-up, section 88, <b>55:29</b>	· · · · · · · · · · · · · · · · · · ·
bifurcated winding-up rules, <b>55:31</b>	registration, transfer, ownership, <b>45:19</b> satisfaction and discharge, <b>45:25</b>
corporate law background, <b>55:29</b>	subordination of debentures, <b>45:21</b>
meaning of, 55:30	successors, 45:26
of a non- 90% owned subsidiary, <b>55:37</b>	supplemental indentures, 45:30
of a 90% owned subsidiary, <b>55:32</b>	
bump in ACB, subsidiary's non-	UNINCORPORATED BUSINESS
depreciable capital property,	ORGANIZATIONS
55:34	See also NON-CORPORATE
cancellation of subsidiary's	ORGANIZATIONS
indebtedness to parent, <b>55:35</b>	Limited liability company, 1:10
eligibility, <b>55:32</b>	UNINCORPORATED NON-PROFIT
parent's shares, 55:36	ORGANIZATIONS
rollover, corporate level, <b>55:33</b>	See SOCIAL COMPANIES, UNINCOR-
TRANSMISSION OF SECURITIES	PORATED NON-PROFIT
See SECURITIES TRANSFERS,	ORGANIZATIONS, TAXATION,
PLEDGES AND TRANSMISSIONS	REGULATION OF CHARITIES
TRUST INDENTURES	UNLIMITED LIABILITY COMPANIES
See also EQUITY FINANCING and	Generally, <b>9:1</b>
SECURITIES TRANSFERS,	Background, 9:2
PLEDGES AND TRANSMISSIONS	Concluding observations, <b>9:8</b>
Financial setting, <b>45:1</b>	Tax changes, under 5th protocol, <b>9:3</b>
=	= *

UNLIMITED LIABILITY COMPANIES	VENDOR TAKE-BACK FINANCING
—Cont'd	—Cont'd
ULC jurisdiction, current determinants, 9:4	Securities exemptions, 84:12 to 84:14
BCULV v. ABULC, 9:7	financing asset acquisitions, <b>84:14</b> financing share acquisitions, <b>84:13</b>
NSULC v. ABULC, 9:6	Sources of Finance, <b>84:2 to 84:7</b>
NSULC v. BCULC, 9:5	generally, <b>84:2</b>
,	disguised VTB financing, 84:4
VENDOR TAKE-BACK FINANCING	consulting fees, 84:5
Collateral, <b>84:18, 84:19, 84:26 to 84:30</b>	earn-outs, <b>84:7</b>
life insurance as, <b>84:27</b>	put-call arrangements, <b>84:6</b>
real property collateral, 84:18, 84:19	issuance of purchaser's shares to
leased real property, <b>84:19</b>	vendor, <b>84:3</b>
owned real property, 84:18	VOTING AGREEMENTS
ships as, <b>84:26</b>	See also SHAREHOLDERS
target shares as, <b>84:28 to 84:30</b>	Generally, 22:37
escrow arrangement, 84:30	Pooling agreement, 22:38
pledge agreement, 84:29	Voting trust, 22:39
registration of title, 84:28	
Conclusion, 84:34	WARRANTS
Context, 84:1	Agent
Conventional financing, dovetailing VTB financing with, <b>84:10</b>	duties, <b>35.1:45</b>
Debt instruments, <b>84:15</b>	evidence of compliance, 35.1:43
Dynamics of, VTB financing negotiations,	good faith reliance, 35.1:44
84:9	overview, <b>35.1:41</b> protections, <b>35.1:46</b>
Guarantees, <b>84:16, 84:17</b>	removal and replacement, 35.1:42
corporate, 84:17	Anti-dilution adjustments
personal, <b>84:16</b>	deep-discounted rights offerings,
Legal opinions, <b>84:33</b>	35.1:35
Loan agreements, 84:15	determination of adjustments, 35.1:37
Personal property security agreements and	enforcement and waiver, 35.1:38
registrations, <b>84:20 to 84:25</b>	special dividends, 35.1:36
accounts, 84:22	Authentication by agent, 35.1:32
chattel paper, 84:22	Certificates, 35.1:31
equipment and machinery, 84:23	Creation and issuance, 35.1:28
intellectual property, 84:25	Fixed-percentage warrants
inventory and its proceeds, 84:21	anti-dilution provisions, <b>35.1:26</b>
motor vehicles, 84:24	exercise, <b>35.1:24</b>
negotiable instruments, 84:22	exercise price, 35.1:23
omnibus collateral (other than hares), <b>84:20</b>	number of warrant shares, determination of, <b>35.1:22</b>
Postponement and intercreditor agree-	overview, <b>35.1:21</b>
ments, <b>84:31</b> , <b>84:32</b>	purchase rights, 35.1:25
postponement agreements, 84:31	FMV exercise price warrants
subordination, priority and intercreditor	anti-dilution practices, <b>35.1:6</b>
agreements, 84:32	exercise, 35.1:5
Process of, <b>84:11</b>	holder's representations, <b>35.1:17</b>
Promissory notes, <b>84:15</b>	legends, 35.1:15
Rationales, 84:8	overview, <b>35.1:3</b>

## INDEX

## WARRANTS—Cont'd

FMV exercise price warrants—Cont'd purchase rights, 35.1:13 term, 35.1:4 Unanimous Shareholder Agreement (USA), 35.1:14 Form of, 35.1:30 General terms, 35.1:29 Indentures, 35.1:27 Nature of, 35.1:1 Penny warrants anti-dilution provisions, 35.1:20

## WARRANTS—Cont'd

Penny warrants—Cont'd exercise, 35.1:19 overview, 35.1:18
Transfer of, 35.1:33
Warrant holders, meetings of
Warrant holders, register of, 35.1:48
Warrant purchase agreements, 35.1:2 ordinary/extraordinary resolutions, 35.1:39