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### **ADVANCED CORPORATE AND M&A PRACTICE**

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**Release No. 4, December 2023**

This publication provides a broad array of in-depth tools to address all matters needed by the practitioners of corporate and M&A law. It begins its coverage of corporate legal issues with the initial stages of starting a corporate or non-corporate organization, including shareholder rights and remedies, corporate governance, director liabilities, debt and equity financing to the ongoing challenges of a business such as fundamental changes, restructurings, audits and shareholder meetings, corporate records and mergers and acquisitions.

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This release features revisions to: Appendix 13B, Incorporation Pursuant to the Canada Not-for-Profit Corporations Act—Summary of Procedure; Appendix 17B, Summary of Major Corporate Events—Incorporation Under the Ontario Business Corporations Act; Appendix 24A, Summary of Major Corporate Events Parts XIV of the OBCA—Appraisal Rights of Dissenting Shareholders; and Appendix 47B, Summary of Major Corporate Events Part XIV—Amending Articles and Restating Articles. The following tables of concordance in Appendix TC were also updated to the latest versions: TC:2 BCA vs. NCA; TC:3 Securities Transfer Act, CBCA and An act respecting the transfer of securities and the establishment of security entitlements; and TC:4, Societies and Not-for-Profit Corporations.

## Highlights

**Incorporation Pursuant to the Canada Not-for-Profit Corporations Act — Summary of Procedure — Name of the Corporation — A Person Proposing to Use the Corporate Name — *What to do*:** Despite subsection (1), the corporate name is not prohibited if a person proposing to use the corporate name establishes that it has been used in Canada or elsewhere by them or by their predecessors so as to have become distinctive in Canada — *CNCR*, s. 56(2).

**Summary of Major Corporate Events — Incorporation Under the Ontario Business Corporations Act — Introduction —** The following procedural summary outlines the various procedural steps to be taken in respect of the incorporation of a business corporation under the *Business Corporations Act*, R.S.O. 1990, c. B.16 (the “Act” or the “OBCA”). The validity of business transacted at corporate meetings will be affected not only by the provisions of the OBCA and the regulations thereunder including R.R.O. 1990, Reg. 62: General (OBCR) and O. Reg. 398/21: Names and Filings (O. Reg. 398/21), but also by the articles and by-laws of the corporation and by any unanimous share-holder agreement (“USA”).

**Summary of Major Corporate Events Part XIV of the OBCA — Amending Articles and Restating Articles — Amendments to the Articles — Restated Articles of Incorporation — The Directors of a Corporation — *When*:** At any time — *What*: May restate the articles of incorporation as amended and shall do so when directed by the Director. Restated articles of incorporation and any other required documents and information shall be sent to the Director — *OBCA*, ss. 173(1) and (2).

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