# Index

ARTICLES (FEDERAL)	ARTICLES (PROVINCIAL)—Cont'd
Generally, <b>5:21 et seq.</b>	Consolidation of articles, 5:19
Articles of incorporation, <b>5:22</b>	Correction of articles, <b>5:14</b>
address of registered office, 5:26	general provisions, <b>5:15</b>
contents generally, <b>5:25</b>	illegal provisions, <b>5:16</b>
Director, 5:23	irregularities, <b>5:16</b>
external document, 5:25	obvious errors, <b>5:17</b>
fee, <b>5:27</b>	unobvious errors, <b>5:16</b>
incorporators, 5:24	Rectification of certificates, 5:18
list of directors, <b>5:26</b>	BOARD OF DIRECTORS
mandatory elements, 5:25	Disqualification, 21:28
optional elements, 5:25	Election
search report, <b>5:26</b>	generally, 21:5
Cancellation of articles, 5:34	contestation of election, 21:8
Certificate of amendment, 5:31	de facto directors, 21:9
Certificates of incorporation, <b>5:28</b>	first directors, 21:6
effect, 5:30	subsequent directors, 21:7
issuance, 5:29	Eligibility
Correction of articles, 5:33	basic qualifications, 21:3
Restated articles, <b>5:32</b>	Canadian residency, 21:3
ARTICLES (ONTARIO)	capacity, 21:3
Generally, 5:35 et seq.	fraud, <b>21:3</b>
Articles of incorporation, <b>5:36</b>	majority, 21:3
Cancellation, 5:41	natural person, 21:3
Certificate of incorporation, <b>5:39</b>	need for qualification, 21:4
Corporation number, <b>5:40</b>	shareholder, 21:3
Correction, <b>5:41</b>	undischarged bankrupt, 21:3
Fees, <b>5:37</b>	women, 21:3
Name search report, <b>5:38</b>	Indemnification, 21:25
Restatement of articles, <b>5:42</b>	Introduction, 21:1
,	Number
ARTICLES (PROVINCIAL)	additional directors, 21:20
Generally, 5:2 et seq.	change, 21:18
Amendment of articles	establishing, 21:17
generally, 5:13	excess board, 21:22
articles of amendment, <b>5:13</b> special resolution, <b>5:13</b>	incomplete board, 21:21
Articles of constitution, 5:3	minimum, <b>21:16</b>
contents, 5:6	vacancies, 21:19
declaration, 5:7	Powers and role, 22:1
enterprise registrar, <b>5:4</b>	Quorum, 21:23
fees, 5:8	Removal, 21:27
founders, 5:5	Remuneration, 21:24
list of directors, 5:7	Resignation, 21:29
notice of head office, 5:7	Term of office
Cancellation of articles, <b>5:20</b>	end of, <b>21:14</b>
Certificate of constitution, <b>5:9</b>	holding over, 21:13
effect, 5:11	maximum, <b>21:11</b>
issuance, 5:10	staggered, 21:12
registration, 5:12	Voting, 21:26
10g13t1dt1011, 0.12	· • • • • • • • • • • • • • • • • • • •

BOOKS AND REGISTERS	CAPACITY AND POWERS—Cont'd
Generally, 11:1 et seq.	Previous rule, <b>9:2 et seq.</b> —Cont'd
BOOKS AND REGISTERS (FEDERAL	limits on powers, <b>9:5</b>
AND ONTARIO)	nullity and scire facias, 9:11
Inspection of registers, 11:6	objects, 9:3
List and content	powers, <b>9:4</b>
accounting records, 11:2	ultra vires act, effect of, 9:9
articles and by-laws, 11:2	ultra vires doctrine, 9:6
directors, 11:2	ultra vires doctrine and its application
minutes of directors and committees,	in Quebec, 9:10
11:2	Quebec business corporations, 9:12 et seq.
securities, 11:2	conclusion, 9:15
shareholder minutes, 11:2	legal framework, <b>9:12</b>
Penalties and recourses, 11:5	limits on activities, 9:13
Place and examination	statutory prohibitions, <b>9:14</b>
shareholder list, 11:3	• •
where registers kept, 11:3	CAPITAL RETURNS
who examines registers, 11:3	Generally, 19:20
who keeps registers, 11:3	General principles, 19:21
Presumptions, 11:4	Preferences and restrictions, 19:22
Significant control, register for individu-	other participation, 19:22
als with, 11:7	preferential repayment, 19:22
access, 11:10	CONSTITUTIONAL ASPECTS
definitions, 11:8	Federal jurisdiction, limits of, <b>3:14</b>
Ontario regime, 11:13 penalties, 11:11	Introduction, 3:1
register, 11:9	Jurisdiction in corporate law
	generally, 3:2 et seq.
BOOKS AND REGISTERS (QUEBEC)	federal jurisdiction, 3:5
Inspection, 11:16	limits of federal jurisdiction, <b>3:14</b>
List and content	provincial licences, <b>3:4</b>
accounting records, 11:15	provincial objects, 3:3
articles and by-laws, 11:15	Provincial corporations, powers and
directors, 11:15	capacity
minutes of directors and committees, 11:15	generally, <b>3:13</b> Bonanza Creek decision, <b>3:4</b>
securities, 11:15	Provincial statutes vs. federal corpora-
shareholder minutes, 11:15	tions, 3:7
List of shareholders, 11:17	Canadian Indemnity decision, <b>3:10</b>
Penalties and recourses, 11:19	Great West Saddlery decision, 3:8
Place, <b>11:16</b>	John Deere Plow decision, 3:7
Presumption, 11:18	Lymburn v. Mayland decision, <b>3:9</b>
CAPACITY AND POWERS	Multiple Access Ltd. v. McCutcheon decision, <b>3:11</b>
Change of powers, 9:17	·
Federal corporations, 9:16	Reference re Upper Churchill Water Rights Reversion Act, 1980 case,
General rule, 9:1	3:12
Previous rule, 9:2 et seq.	Summary, <b>3:15</b>
Ashbury Railway Carriage decision,	•
9:7	CONTINUANCE
Bonanza Creek decision, 9:8	Generally, <b>6</b>

#### **CONTINUANCE (FEDERAL)** CORPORATE NAME, ASSIGNING Generally, 6:2 et seq. A priori control Export, **6:10** generally, 8:11 Import, 6:3 Director, 8:11 articles of continuance, 6:5 enterprise registrar, 8:11 effect of continuance, 6:9 Designating number, 8:13 fee, 6:8 Research and reservation, 8:12 internal procedure, 6:6 CORPORATE NAME, CHOOSING other required documents, 6:7 General requirements who may continue, 6:3 generally, 8:3 **CONTINUANCE (ONTARIO)** confusion, 8:3 Cooperative corporation, 6:20 French language, 8:3 immoral, obscene or offensive expres-Export, **6:19** Import, **6:18** sions. 8:3 incorrect indication or failure to **CONTINUANCE (QUEBEC)** indicate juridical form, 8:3 Generally, 6:11 et seq. non-profit group, 8:3 Act respecting the legality of enterprises, otherwise liable to mislead, 8:3 impact of, **6:17** public authority, 8:3 Cooperatives and cooperative syndicates related to another person, 8:3 generally, 6:14 et seq. reserved or prohibited expressions, 8:3 cooperative to corporation, 6:16 Special requirements corporation and cooperative federal business name, 8:9 comparison, Table, 6A federal corporate names—effect of corporation to cooperative, 6:15 provincial requirements, 8:7 Export federal corporate names—federal generally, 6:13 requirements, 8:6 authorization, 6:13 Ontario corporate names, 8:8 certificate, 6:13 Ontario registered name, 8:10 **Import** Quebec corporate name, 8:4 effect, 6:12 CORPORATE NAME, CONTROL OF legal persons covered, 6:12 Generally, 8:22 et seq. procedure, 6:12 Administrative control CORPORATE BORROWING Director, 8:23 Generally, 32 enterprise registrar, 8:23 Bond issues, 32:7 Legal Publicity Act, 8:25 Borrowing powers, 32:3 Quebec Business Corporations Act, Debenture issues. 32:8 8:24 Debentures, bonds and shares, difference Judicial control between, 32:9 common law recourse, 8:26 Issuing promissory notes and bills of Quebec Business Corporations Act, exchange, 32:2 8:26 Registers and remedies, 32:10 CORPORATE NAME, EXTINCTION Security, 32:4 power to give, 32:6 Generally, 8:28 et seq. types, 32:5, Table, 32A Disappearance of corporation, 8:31 CORPORATE NAME Effect of change of name, 8:32 Generally, 8 Forced change, 8:30 Penal sanctions, 8:27 Voluntary change, 8:29

CORPORATE NAME, USE OF	DIRECTORS, DUTIES OF—Cont'd
Generally, 8:14 et seq.	Financial institutions, directors of
Business name, 8:15	adult and ethics committee, 23:67
Incomplete or inaccurate names, 8:18	civil liability, 23:71
contracts, corporate name in, 8:19	composition of board of directors,
legal proceedings, corporate name in,	23:62
8:20	delegation, 23:70
public registers, corporate name in,	investments, 23:69
8:21	penal liability, 23:72
Requirement to use corporate name, 8:16	quorum, <b>23:64</b>
Trade-marks, 8:17	resignation, <b>23:65</b> sound commercial and management
CORPORATE VEIL	practices, 23:66
Alter ego concept, 1:19	transactions with restricted parties,
Case law exceptions, 1:16	23:68
Civil Code of Quebec, article 317, <b>1:18</b>	unanimous agreement, 23:63
Common law, 1:21	Limits of powers, to act within, 23:3
recent attempt to synthesize, 1:22	Personally, to act, 23:2
Conclusion, 1:20	"Public directors"
Importance of principle, 1:14	federal, <b>23:60</b>
Lifting, 1:17	Quebec, <b>23:59</b>
Limits of principle, 1:14	DIRECTORS, POWERS OF
Oppression remedy and, 31:21	Board of directors as whole, <b>22:1</b>
IPrivate Security Act/i, 1:15 Salomon decision, 1:13	General powers, 22:2
Statutory exceptions, 1:15	
•	DIRECTORS, ROLE OF
DELEGATION OF POWERS	Generally, 22:3
Generally, 25:1	Civil Code of Quebec, before, 22:4
Audit committees, 25:28	hybrid rule, 22:7
Board committees, 25:27	mandataries, 22:6
Compensation committees, 25:28	Part IA corporations, 22:8 quasi-fiduciaries, 22:5
Nominating committees, 25:28	Civil Code of Quebec, since, <b>22:9</b>
Other committees, 25:28	
DIRECTORS, DUTIES OF	DIRECTORS' LIABILITY
Generally, 23	Proportional liability, 24:58
Care and skill	DIRECTORS' LIABILITY (LEGAL)
generally, 23:4 et seq.	Generally, 24:42 et seq.
ability and skill, 23:5	Corporation, toward, 24:43
"business judgment rule," 23:11	Directors, toward, 24:44
diligence and prudence, 23:5	Shareholders, toward, 24:45
evolution of duties, 23:5	Third parties, toward
failure to act, 23:7	generally, 24:46
failure to attend meetings, 23:6	asset stripping, 24:54
failure to become informed, 23:8	Civil Code of Quebec, 24:57
faults or mistakes, 23:10	contractual fault by corporation, 24:50
federal standard, 23:12	contractual undertaking, 24:47
intensification of duties, 23:13	corporate insolvency and personal
nature of duties, 23:5	liability, 24:53
supervision and control. 23:9	corporate veil. 24:52

#### **DIRECTORS' LIABILITY DIRECTORS' LIABILITY (LEGAL)** (STATUTORY CIVIL)—Cont'd —Cont'd Third parties, toward—Cont'd Right to demand repurchase of shares, extracontractual fault of corporation, secondary market disclosure, 24:23 extracontractual personal fault, 24:48 Securities Act, civil liability under, 24:15 fault by omission, 24:55 Solidary liability, 24:2 et seq. oppression remedy, 24:51 Transfers of unpaid shares, 24:10 Use of privileged information in trading **DIRECTORS' LIABILITY** securities, 24:16 (STATUTORY CIVIL) Wages or remuneration owed to employ-Generally, 24:2 et seq. ees. 24:4 Abuse of process, 24:24 **DIRECTORS' LIABILITY** Acquisition of shares, 24:14 (STATUTORY PENAL) Commissions, 24:17 Generally, 24:26 et seq. Concept of fault, 24:2 et seq. Balance sheet, 24:28 Declaration and payment of dividends, Books and registers, 24:27 24:6 Declarations, 24:29 Bankruptcy and Insolvency Act, 24:9 False documents, 24:37 federal, 24:7 False statements, 24:38 Ontario, 24:7 Fraud. 24:36 Quebec, 24:8 Insider reports, 24:32 Deductions at source, 24:19 Insider trading, 24:33 Deposit of sums in trust account, 24:21 Legal Publicity Act, 24:30 Dissolution, 24:11 Privileged information, 24:34 Exoneration, 24:2 et seq. Prohibited name, 24:41 Bankruptcy and Insolvency Act, 24:2 et Reports, notices and returns, 24:31 Supplies to Her Majesty, 24:40 Companies' Creditors Arrangement Under various statutes, 24:35 Act, **24:2** et seq. **DIRECTORS' MEETINGS** dissent, 24:2 et seq. Annual shareholder meeting, combined due diligence, 24:2 et seq. with, 28:17 equity, 24:2 et seq. Business meetings generally, 28:16 good faith reliance, 24:2 et seq. By-laws unanimous shareholder agreement, amendment, 28:39 24:2 et seq. approval, 28:37 Failure to give notice of right to demand effect, 28:38 repurchase of shares, 24:18 passing, 28:37 Financial assistance to shareholders, 24:5 repeal, 28:39 Indemnity, 24:25 scope, 28:36 remuneration, in case of insolvency, Calling meetings, 28:24 24:25.50 COVID-19 special measures, 28:30.50 Interest in transaction with corporation, "Long-distance" meetings 24:12 Issue of not fully paid shares, 24:13 generally, 28:27 et seq. Payment of GST, 24:20 federal corporations, 28:28 Ontario corporations, 28:29 Pension plan, 24:22 Quebec corporations, 28:30 Prescription, 24:2 et seq. Presumptions, 24:2 et seq. Meetings of directors, 28:16 Minutes, 28:25 Recovery, 24:2 et seq.

DIRECTORS' MEETINGS—Cont'd	DIVIDENDS—Cont'd
Need for meetings, 28:26	Privileges and restrictions, 19:19—Cont'd
Organizational meetings (federal and	cumulative dividends, 19:19
Ontario), <b>28:4</b>	dividend rate, 19:19
Organizational meetings (Quebec), 28:7	non-cumulative dividends, 19:19
Other meetings, 28:18	other rights, 19:19
Resolutions	preferential dividends, 19:19
generally, 28:31 et seq.	FIDUCIARY DUTIES
directors' resolutions, 28:33	Generally, <b>23:14 et seq.</b>
DIRECTORS'	Abuse of power, 23:22
MEETINGS—PROCEDURE AND	Conflicts of interest, 23:23
VOTING	Contracts with corporation, 23:49
Adjournment, 29:10	Contracts with corporation (federal and
Attendance by legal counsel, <b>29:8</b>	Ontario)
Attendance in person, <b>29:5</b>	generally, 23:50
Chairman and secretary, <b>29:3</b>	abstention from voting, 23:54
General principles, 29:1 et seq.	Bankruptcy and Insolvency Act, 23:55
Irregularities, 29:7	disclosure of interest, 23:51
Quorum, <b>29:4</b>	prohibition against voting, 23:51
Recording discussions, 29:9	recourse in case of breach, 23:52
Voting, <b>29:6</b>	signed resolutions, 23:54
<u>o</u> .	Contracts with corporation (Quebec)
DISSOLUTION (FEDERAL)	generally, 23:53
Effects, 34:22	abstention from voting, 23:54
Forced by court, 34:7	Bankruptcy and Insolvency Act, 23:55
Forced by director, 34:6	contravention and recourses, 23:53
Legal Publicity Act, 34:24	deliberations and voting, 23:53
Voluntary, 34:4	disclosure, 23:53
DISSOLUTION (ONTARIO)	notions, <b>23:53</b>
After dissolution, 34:54	signed resolutions, 23:54
Forced, <b>34:49</b>	English-Canadian law, 23:15
Voluntary, <b>34:48</b>	Financial institutions, directors of
DISSOLUTION (QUEBEC)	adult and ethics committee, 23:67
Compelled	civil liability, 23:71
administrative dissolution, <b>34:40</b>	penal liability, 23:72
insolvency, due to, 34:42	sound commercial and management
judicial dissolution, 34:41	practices, 23:66
Voluntary	transactions with restricted parties,
generally, 34:25 et seq.	23:68
board consent, with, 34:30	Interests of corporation, 23:21
declaration of sole shareholder, by,	Personal benefit
34:29	approval, 23:45
general provisions, <b>34:27</b>	Civil Code of Quebec, 23:40
shareholder consent, with, 34:28	common law rule, 23:24
, ,	remuneration, 23:43
DIVIDENDS	secret profits, 23:44
Generally, 19:17	use of information, 23:42
General principles, 19:18	use of property, 23:41
Privileges and restrictions, <b>19:19</b>	Quebec
generally, <b>19:19</b>	generally, 23:16

#### FIDUCIARY DUTIES—Cont'd INCORPORATION (FEDERAL VS. Ouebec—Cont'd PROVINCIAL)—Cont'd before 1985, 23:17 Governance Civil Code of Ouebec, 23:20 "pluses," 3:20 "super-pluses," 3:20 from 1985 to 1989, 23:18 Kuet Leong decision, effects of, 23:19 Quebec Business Corporations Act ("super-plus" statute), 3:17 Renunciation of duties, 23:57 Quebec incorporation, advantages of, Summary, 23:58 3:24 Survival of duties, 23:56 directors, 3:26 FUNDAMENTAL FREEDOMS remedies, 3:28 Generally, 1:12 share capital, 3:25 shareholders, 3:27 HEAD OFFICE OF CORPORATION transactions, 3:29 Generally, 7 Shareholders Change of head office (federal corpora-"pluses," 3:19 tions), 7:4 "super-pluses," 3:19 change of address, 7:6 Small and medium enterprises (SMEs), change of province, 7:5 3:22 updating declaration, 7:7 Statutory comparison, Table, 3A Change of head office (Ontario corporations), 7:11 Technical improvements Change of head office (Quebec corpora-"pluses," 3:21 tions), 7:8 "super-pluses," 3:21 change of address, 7:9 taxation, 3:21 change of judicial district, 7:10 INDOOR MANAGEMENT RULE Head office purpose, 7:12 Notice of address, 7:2 Application of rule, 26:3 Good faith, 26:4 HISTORIC ORIGINS OF CORPORATE Mandate and, 26:10 LAW Turquand case, 26:2 Confederation generally, 2:7 et seq. LEGAL PERSON federal, 2:8 Generally, 1:3 Quebec, 2:9 Attributes and characteristics, 1:6 English regime Fiction, 1:5 after 1850, 2:6 Natural person, 1:4 general incorporation statutes (1849-**LEGAL PUBLICITY** 1850), **2:5** Generally, 10 special incorporation statutes (1800-Consultation, 10:10 1850), **2:4** Evidentiary weight and enforceability, 1759 to 1800, **2:3** 10:11 French regime (1534-1759), **2:2** Registration Introduction, 2:1 generally, 10:2 et seq. INCORPORATION (FEDERAL VS. declaration of registration (federal **PROVINCIAL**) corporations), 10:5 Generally, 3:16 et seq. extra-provincial corporations, 10:6 Continuance, 3:23 filing articles of constitution (Quebec Directors corporations), 10:3 "pluses," 3:18 initial declaration (Quebec corpora-"super-pluses," 3:18 tions), 10:4

LEGAL PUBLICITY—Cont'd	LIQUIDATION (QUEBEC)—Cont'd
Updating information	Replacement of liquidator, 34:32
annual declaration, 10:7	Transitory rules, 34:37
bankruptcy, 10:9	MAJORITY RULE
periodic updating, 10:8	
LEGAL PUBLICITY (ONTARIO)	Generally, 31:3
Additional information, <b>10:40</b>	Conclusions, 31:5
Certificates, 10:42	Exceptions
Filing of returns, <b>10:34</b>	generally, 31:4
annual return, 10:35	fraud on minority, 31:4
fee, <b>10:38</b>	infringement of personal rights, 31:4
initial return, 10:34	ultra vires acts, 31:4
notice of change, 10:36	Foss v. Harbottle, 31:2
verifications, 10:37	MANDATE
Introduction, 10:33	Generally, <b>26:5 et seq.</b>
Non-compliance, 10:41	Apparent mandate, 26:8
Offences, 10:41	Continuity of, <b>26:9</b>
Presumption, 10:43	Dissolved corporations, <b>26:14</b>
Records and consultation, 10:39	Indoor management and, 26:10
Sanctions, 10:41	Non-existent corporation, <b>26:13</b>
LIQUIDATION (FEDERAL)	Ratification, <b>26:7</b>
Judicial, 34:10	Real mandate, <b>26:6</b>
Canada Business Corporations Act,	Signing of contracts and notes, <b>26:12</b>
34:11-34:12	Ultra vires and, <b>26:11</b>
deadlock, 34:14	· · · · · · · · · · · · · · · · · · ·
"family corporation" factor, 34:18	Unincorporated corporations, <b>26:15</b>
grounds, <b>34:13</b>	MEETINGS
insolvency, 34:20	By-laws
loss of confidence in administration,	amendment, 28:39
34:16	approval, 28:37
loss of substratum, 34:15	effect, <b>28:38</b>
partnership analogy, 34:17	passing, <b>28:37</b>
prior conditions, 34:19	repeal, <b>28:39</b>
Legal Publicity Act, 34:24	scope, <b>28:36</b>
Voluntary, 34:9	COVID-19 special measures, <b>28:30.50</b>
LIQUIDATION (ONTARIO)	Irregularities, 28:40
Judicial liquidation, 34:52	"Long-distance" meetings
Voluntary winding-up, <b>34:51</b>	generally, 28:27 et seq.
Winding-up rules, 34:53	federal corporations, 28:28
• •	Ontario corporations, 28:29
LIQUIDATION (QUEBEC)	Quebec corporations, 28:30
Generally, 34:31 et seq.	Minutes, 28:25
Appointment of liquidator, 34:32	·
Arrangement, 34:38	Need for meetings, 28:26
Closure of, <b>34:34</b>	Resolutions
Court supervision, under, <b>34:35</b>	generally, 28:31 et seq.
Discontinuance of, <b>34:36</b>	directors' resolutions, 28:33
Procedure, 34:33	shareholders' resolutions, 28:34
Removal of liquidator, 34:32	Types, <b>28:1 et seq.</b>

Competition Act generally, 33:48 et seq. advance rulings, 33:57 introduction, 33:49 powers of tribunal, 33:56 Introduction, 33:49 powers of tribunal, 33:56 Introduction, 33:56 (minimum requirements, 30:15 (minimum requirements, 30:17 Dissent, right to generally, 30:11 et seq. admissibility of proposals at meetings (Quebec), 30:3 et seq. admissibility of proposals at meetings (Gederal and Ontario), 30:2 Proposals at meetings (Gederal and Ontario), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19 MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:49 Compliance order, 31:49 Compl	MERGERS AND ACQUISITIONS	MINORITY
advance rulings, 33:57 introduction, 33:49 powers of tribunal, 33:56 Introduction, 33:49 powers of tribunal, 33:56 Introduction, 33:1 Mergers and Competition Act generally, 33:50 combinations, particular cases of, 33:55 "gains in efficiency" defence, 33:54 hearing by tribunal, 33:52 lessening of competition, 33:53 prior notice, 33:51  MINORITY SHAREHOLDERS—PREVENTIVE RIGHTS Cumulative voting, 30:10 Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 31:37 proposals at meeting of competition for, 30:15 Introduction, 30:1 Iroduction, 30:11 Introduction, 30:12 Introduction, 30:12 Introduction, 30:12 Introduction, 30:12 Introduction, 30:12 Introduction, 30:12 Introduction, 30:15 reposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19 MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:58 Cancellation of contracts, 31:48  Conclusion, 31:60 Correction of mistakes, 31:51 "Derivative" action, 31:8 et seq. federal and Ontario, 31:46 Quebec statute, 31:10 Investigation federal and Ontario, 31:45 Rectification of abuse of power or iniquity appeal, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:45 excurities alwand Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56 NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12	Competition Act	SHAREHOLDERS—REMEDIES
introduction, 33:49 powers of tribunal, 33:56 Introduction, 33:1 Mergers and Competition Act generally, 33:50 combinations, particular cases of, 33:55 "gains in efficiency" defence, 33:54 hearing by tribunal, 33:52 lessening of competition, 33:53 prior notice, 33:51  MINORITY SHAREHOLDERS—PREVENTIVE RIGHTS Cumulative voting, 30:10 Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:2 Introduction, 30:1 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:9 limitations, 30:9 limitations, 30:9 limitations, 30:9 limitations, 30:9 limitations, 30:9 limitation, 30:9 limitations, 30:1 limitations, 30:9 limitations, 30:5 limitations, 30:6 limitations, 30:6 limitations, 30:6 limitations, 30:6 limitations, 30:6 limitations, 30:6 limitations,	generally, 33:48 et seq.	
movers of tribunal, 33:56 Introduction, 33:1  Mergers and Competition Act generally, 33:50 combinations, particular cases of, 33:55 "gains in efficiency" defence, 33:54 hearing by tribunal, 33:52 lessening of competition, 33:53 prior notice, 33:51  MINORITY SHAREHOLDERS—PREVENTIVE RIGHTS Cumulative voting, 30:10 Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:12 Introduction, 30:2 Proposals at meetings (Guebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of acticles, 31:52 Cancellation of contracts, 31:48  "Derivative" action, 31:8 et seq. federal and Ontarios statutes, 31:10 Investigation federal and Ontario, 31:46 Quebec statute, 31:10 Investigation federal and Ontario, 31:46 Quebec, 31:47 Judicial sequestration, 31:45 Rectification of abuse of power or iniquity appeal, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:45 Securities law and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11  General statute, incorporated or continued under, 1:8 Insurance companies, 1:11  Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and a	advance rulings, 33:57	
Introduction, 33:1  Mergers and Competition Act generally, 33:50 combinations, particular cases of, 33:55 "gains in efficiency" defence, 33:54 hearing by tribunal, 33:52 lessening of competition, 33:53 prior notice, 33:51  MINORITY SHAREHOLDERS—PREVENTIVE RIGHTS  Cumulative voting, 30:10 Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17  Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1  Introduction, 30:1  Proposals at meetings (federal and Ontario), 30:2  Proposals at meetings (federal and Ontario), 30:2  Proposals at meetings (federal and Ontario), 30:2  Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6  minimum requirements, 30:5 type of corporation and meeting, 30:4  Take-over bid, rights during, 30:19  MINORITY  SHAREHOLDERS—REMEDIES  Cancellation of articles, 31:52  Cancellation of contracts, 31:48	introduction, 33:49	
Mergers and Competition Act generally, 33:50 combinations, particular cases of, 33:55 "gains in efficiency" defence, 33:54 hearing by tribunal, 33:52 lessening of competition, 33:53 prior notice, 33:51  MINORITY SHAREHOLDERS—PREVENTIVE RIGHTS Cumulative voting, 30:10 Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Guebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:48  other statutes, 31:10 Investigation federal and Ontario, 31:46 Quebec, 31:47 Judicial sequestration, 31:7 Liquidation, application for, 31:45 Rectification of abuse of power or iniquity appeal, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:45 securities law and Autorite des marches financiers, 31:54 Securities law and durorite des marches financiers, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  Officers Althority of officers and agents, 25:12	powers of tribunal, 33:56	
generally, 33:50 combinations, particular cases of, 33:55 "gains in efficiency" defence, 33:54 hearing by tribunal, 33:52 lessening of competition, 33:53 prior notice, 33:51  MINORITY SHAREHOLDERS—PREVENTIVE RIGHTS Cumulative voting, 30:10 Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario), 30:2 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:48	Introduction, 33:1	· ·
combinations, particular cases of, 33:55 "gains in efficiency" defence, 33:54 hearing by tribunal, 33:52 lessening of competition, 33:53 prior notice, 33:51  MINORITY  SHAREHOLDERS—PREVENTIVE RIGHTS  Cumulative voting, 30:10 Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:48  Investigation federal and Ontario, 31:46 Quebec, 31:47 Judicial sequestration, 31:7 Liquidation, application for, 31:45 Rectification of abuse of power or iniquity appeal, 31:34 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:45 security for costs, 31:40 Rectification of records, 31:50 Remedy for fraud, 31:6 Securities law and Autorite des marches financiers, 31:54 Securities law and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 2:11 OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12	Mergers and Competition Act	i ·
federal and Ontario, 31:46 Quebec, 31:47 Quebec, 31:47 Quebec, 31:47 Quebec, 31:47 Quebec, 31:47 Quebec, 31:47 Judicial sequestration, 31:45 Rectification of abuse of power or iniquity appeal, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:45 Rectification of abuse of power or iniquity appeal, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:43 scope, 31:36 securities law and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:48  federal and Ontario, 31:46 Quebec, 31:47 Judicial sequestration, 31:45 Rectification of abuse of power or iniquity appeal, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:46 Rectification of records, 31:40 Rectification of power or iniquity appeal, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:46 Rectification of records, 31:40 Rectification of records, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:45 Rectification of records, 31:41 majority rule, 31:42 orders, 31:39 retrored, 31:46 Rectification of records, 31:49 Rectification of records, 31:41 majority rule, 31:42 orders, 31:39 retrored, 31:49 Rectification of records, 31:50 Remedy for fraud, 31:6 Securiti	generally, 33:50	
hearing by tribunal, 33:52 lessening of competition, 33:53 prior notice, 33:51  MINORITY SHAREHOLDERS—PREVENTIVE RIGHTS  Cumulative voting, 30:10 Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 minoduction, 30:11 proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:9 discussion, 30:9 discussion, 30:9 discussion, 30:9 discussion, 30:9 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:48  Quebec, 31:47 Judicial sequestration, 31:5 Rectification of abuse of power or iniquity appeal, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:45 securities law and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11 OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
lessening of competition, 33:53 prior notice, 33:51  MINORITY SHAREHOLDERS—PREVENTIVE RIGHTS  Cumulative voting, 30:10 Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:1 Irroduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:48  Judicial sequestration, 31:45 Rectification of abuse of power or iniquity appeal, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:43 scope, 31:36 security for costs, 31:40 Rectification of abuse of power or iniquity appeal, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:43 scope, 31:36 securities alw and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:50 Retification of abuse of power or iniquity appeal, 31:44 applicant, 31:20 application of abuse of power or iniquity appeal, 31:44 applicant, 31:22 orders, 31:39 prescription, 31:43 scope, 31:36 Securities alw and Toronto Stock Exchange generally, 31:55 discretion, 31:50 Rectification of arecosts, 31:40 Rectification of records, 31:40 Rectification of records, 31:45 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:50 Rectification of records, 31:40 Rectification of records, 31:40 Rectification of records, 31:40 Rectification of records, 31:40 Rectification of records,	"gains in efficiency" defence, 33:54	
minority shareholders—Preventive Rights conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario), 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19 MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:48  Liquidation, application for, 31:45 Rectification of abuse of power or iniquity appeal, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:43 scope, 31:36 security for costs, 31:40 Rectification of abuse of power or iniquity appeal, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:43 scope, 31:36 security for costs, 31:40 Rectification of abuse of power or iniquity appeal, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:43 scope, 31:36 securities law and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56 NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11 OFFICERS  Appointment, 25:3 Authority of officers and agents, 25:12		
MINORITY SHAREHOLDERS—PREVENTIVE RIGHTS Cumulative voting, 30:10 Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19 MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:48  Rectification of abuse of power or iniquity appeal, 31:34 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:43 scope, 31:36 security for costs, 31:40 Rectification of abuse of power or iniquity appeal, 31:34 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:43 scope, 31:36 security for costs, 31:40 Rectification of records, 31:45 Securities law and Autorite des marches financiers, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56 NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 25:12	lessening of competition, 33:53	
MINORITY SHAREHOLDERS—PREVENTIVE RIGHTS Cumulative voting, 30:10 Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:44 applicant, 31:37 basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39 prescription, 31:43 scope, 31:36 securities law and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:55 discretion, 31:55 NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12	prior notice, 33:51	
SHAREHOLDERS—PREVENTIVE RIGHTS  Cumulative voting, 30:10  Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18     conditions, 30:14     exercise of rights, conditions for, 30:15     failure to notify, 30:16     Quebec statute, 30:13     terms of repurchase, conditions for, 30:15     unpaid shares, 30:17     Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12     Introduction, 30:1     Proposals at meetings (federal and Ontario), 30:2     Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4     Take-over bid, rights during, 30:19  MINORITY     SHAREHOLDERS—REMEDIES     Cancellation of contracts, 31:48  applicant, 31:37     basis for remedy, 31:38 interim costs, 31:41 majority rule, 31:42 orders, 31:39     prescription, 31:43 scope, 31:36     security for costs, 31:40     Rectification of records, 31:50     Remedy for fraud, 31:6     Securities law and Autorite des marches financiers, 31:55     discretion, 31:59     restructuring, 31:58     securities diluting voting rights, 31:57     take-overbids, 31:56  NATURE OF CORPORATION     Generally, 1:2 et seq.     Banks, 1:11     General statute, incorporated or continued under, 1:8     Insurance companies, 1:11     Private interest, 1:7     Profit, seeking, 1:10     Share capital, having, 1:9     Trust companies, 1:11  OFFICERS  Appointment, 25:3     Authority of officers and agents, 25:12	MINORITY	
RIGHTS Cumulative voting, 30:10 Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario), 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19 MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:54  permody for fraud, 31:40 Rectification of records, 31:50 Remedy for fraud, 31:6 Securities law and Autorite des marches financiers, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11 OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 diminum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19 MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:54 majority rule, 31:42 orders, 31:39 prescription, 31:43 scope, 31:36 security for costs, 31:40 Rectification of records, 31:50 Remedy for fraud, 31:6 Securities law and Autorite des marches financiers, 31:55 discretion, 31:59 restructuring, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:56 NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11 OFFICERS  Appointment, 25:3 Authority of officers and agents, 25:12		
Demand repurchase of shares, right to generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:48  Minority rule, 31:42 orders, 31:39 prescription, 31:43 scope, 31:36 security for costs, 31:40 Rectification of records, 31:50 Remedy for fraud, 31:6 Securities law and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12	Cumulative voting. 30:10	
generally, 30:11 et seq. beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:48  Insurance companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
beneficiaries, 30:18 conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:54  Securities law and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
conditions, 30:14 exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:48  prescription, 31:35 scope, 31:36 securities flav and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:6 Securities alw and Toronto Stock Exchange generally, 31:55 discretion, 31:56 NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
exercise of rights, conditions for, 30:15 failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:48  securities alw and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities alw and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities alw and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities law and Autorite des marches financiers, 31:54 Securities law and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities alw and Autorite des marches financiers, 31:54 Securities law and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities alw and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11 OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
failure to notify, 30:16 Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:48  Rectification of records, 31:50 Remedy for fraud, 31:6 Securities law and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities diuting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12	· · · · · · · · · · · · · · · · · · ·	
Quebec statute, 30:13 terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:54  Remedy for fraud, 31:6 Securities law and Autorite des marches financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
terms of repurchase, conditions for, 30:15 unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:54  Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12	•	The state of the s
innanciers, 31:54  unpaid shares, 30:17  Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12  Introduction, 30:1  Proposals at meetings (federal and Ontario), 30:2  Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:52 Cancellation of contracts, 31:48  financiers, 31:54 Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
unpaid shares, 30:17 Dissent, right to generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:52 Cancellation of contracts, 31:48  Securities law and Toronto Stock Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12	30:15	
Exchange generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:52 Cancellation of contracts, 31:48  Exchange generally, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12	unpaid shares, 30:17	
generally, 30:11 et seq. federal and Ontario, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:52 Cancellation of contracts, 31:48  generally, 31:55 discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12	Dissent, right to	
Introduction, 30:12 Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq.  admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:52 Cancellation of contracts, 31:48  discretion, 31:59 restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
Introduction, 30:1 Proposals at meetings (federal and Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:52 Cancellation of contracts, 31:48  restructuring, 31:58 securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
Proposals at meetings (federal and Ontario), 30:2  Proposals at meetings (Quebec), 30:3 et seq.  admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:52 Cancellation of contracts, 31:48  securities diluting voting rights, 31:57 take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		i ·
Ontario), 30:2 Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:52 Cancellation of contracts, 31:48  take-overbids, 31:56  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
Proposals at meetings (Quebec), 30:3 et seq. admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:52 Cancellation of contracts, 31:48  NATURE OF CORPORATION Generally, 1:2 et seq. Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
admissibility of proposal, 30:7 circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:48  Generally, 1:2 et seq. Banks, 1:11 Generally, 1:2 et seq. Banks, 1:11 Frivate interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		·
circulation, 30:8 decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:48  Banks, 1:11 General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12	•	
decision-making, 30:9 discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of contracts, 31:52 Cancellation of contracts, 31:48  General statute, incorporated or continued under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
discussion, 30:9 limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:48  under, 1:8 Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
limitations, 30:6 minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:48  Insurance companies, 1:11 Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12	<u> </u>	
minimum requirements, 30:5 type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:48  Private interest, 1:7 Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		
type of corporation and meeting, 30:4 Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:48  Profit, seeking, 1:10 Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		_
Take-over bid, rights during, 30:19  MINORITY SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:48  Share capital, having, 1:9 Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12	*	
MINORITY SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:48  Trust companies, 1:11  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12		_
SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:48  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12	Take-over bid, rights during, 30:19	
SHAREHOLDERS—REMEDIES Cancellation of articles, 31:52 Cancellation of contracts, 31:48  OFFICERS Appointment, 25:3 Authority of officers and agents, 25:12	MINORITY	Trust companies, 1:11
Cancellation of contracts, 31:48 Authority of officers and agents, 25:12		OFFICERS
Cancellation of contracts, 31:48 Authority of officers and agents, 25:12	Cancellation of articles, 31:52	Appointment, 25:3
	· · · · · · · · · · · · · · · · · · ·	

OFFICERS—Cont'd	OPPRESSION REMEDY—Cont'd
Combination of officers' positions, 25:13	Scope
Liability, 25:23	corporate veil, 31:21
civil, <b>25:23</b>	"same person," <b>31:21</b>
penal and criminal, 25:24	territorial, 31:20
Manager, <b>25:11</b>	time aspect, 31:19
President, 25:7	Types of orders, 31:16
publicity, 25:26	Who can take action, 31:14
Removal, <b>25:5</b>	PAYMENT FOR SHARES
Remuneration and indemnification, 25:25	Calls for payment, 15:2
Secretary, 25:9	Effect of failure to pay
Term of office, <b>25:4</b>	right to vote, <b>15:6</b>
Treasurer, 25:10	share transfers, 15:7
Vice-president, 25:8	failure to pay, effect, <b>14:23</b>
OFFICERS' DUTIES	winding-up, <b>15:8</b>
	Federal corporations, <b>15:9</b>
Generally, 25:14	Obligation to pay, 15:1
Fiduciary, <b>25:16</b>	Ontario corporations, <b>15:9</b>
case law evolution, 25:17	Recourses for failure to pay
discharge, 25:21	generally, <b>15:3</b>
intellectual property, right to, 25:22	confiscation, 15:4
nature of duties, 25:18	legal enforcement, 15:5
penalty, <b>25:20</b>	
persons subject to duties, 25:19	PRE-INCORPORATION
Loyalty and confidentiality of employees,	Civil Code of Quebec, <b>4:4</b>
25:15	Conclusion, <b>4:6</b>
OPPRESSION REMEDY	Federal corporations, <b>4:2</b>
Generally, 31:12 et seq.	Introduction, 4:1
Appeal, <b>31:34</b>	Ontario corporations, 4:5
Business judgment rule and	Quebec Business Corporations Act, 4:4
generally, 31:28	Quebec Companies Act (part IA), 4:3
different context, 31:29	PROPERTY RIGHTS
type of decision, 31:30	Generally, <b>19:16 et seq.</b>
type of remedy sought, 31:31	Preferred shares and planning, 19:23
Circumstances, 31:15	"PUBLIC" CORPORATIONS
Constitutionality, 31:17	
Costs, 31:33	Generally, 35
History, <b>31:13</b>	More than 50 shareholders, <b>35:3</b>
Limits, 31:35	Not "private issuer, 35:2
Prescription, 31:32	Statutory requirements, Table, 35A
Procedure, 31:22	Summary, <b>35:48</b>
Code of Civil Procedure, application	PUBLIC OFFERING
of, 31:23	Generally, <b>35:4 et seq.</b>
Code of Civil Procedure, subordination	Criminal offenses, 35:42
of, 31:24	Defined
conflicts of interest and attorneys,	Business Corporations Act, <b>35:8</b>
31:26	Canada Business Corporations Act,
joinder of remedies, 31:25	35:7
jurisdiction, 31:27	early warning, 35:39
· · · · · · · · · · · · · · · · · · ·	·

PUBLIC OFFERING—Cont'd	REVIVAL—Cont'd
Defined—Cont'd	Quebec
Quebec Securities Act, 35:6	Act respecting the legal publicity of
Other requirements, 35:41	enterprises, 34:44
Penalties, 35:42	Business Corporations Act, <b>34:45</b>
Proxy solicitation, 35:40	SEAL
Publicly traded corporations, 35:43 et	Abolition, 11:23
seq.	Canada Business Corporations Act, 11:22
generally, <b>35:43 et seq.</b>	Canadian law, 11:21
listing for trading, <b>35:46</b>	English law, 11:20
primary and secondary market, 35:44	Ontario Business Corporations Act, 11:22
stock markets, 35:45	Quebec Business Corporations Act, 11:22
PUBLIC OFFERING—FINANCIAL	Quebec law, <b>11:21</b>
DISCLOSURE	
Business acquisition report, 35:14	SHARE ACQUISITION
Change of auditor, 35:18	Generally, 18:1 et seq.
Exemptions, 35:15	Exchange of shares, 18:14
Financial statements	Quebec corporations, see SHARE ACQUISITION (QUEBEC)
audit, <b>35:10</b>	return or surrender of shares, 18:15
distribution, 35:11	
filing, <b>35:12</b>	SHARE ACQUISITION (FEDERAL)
Penalties, 35:16	Acquisition of shares
Press release, 35:13	generally, 18:4
Receivership, 35:17	acquisition of redeemable shares, <b>18:6</b>
Statements of material change, 35:13	"basic test," 18:5
PUBLIC OFFERING—INSIDER	debt set-off, 18:7
TRADING	elimination of fractional shares, <b>18:8</b>
Generally, 35:19 et seq.	net worth solvency test, 18:4
Insider, definition of, 35:20	oppression remedy, <b>18:9</b>
Insider reports, 35:21	performance of contract, 18:8
Privileged information (federal), <b>35:23</b>	right of dissent, 18:9
assessment of damages, 35:37	solvency test, 18:4
disclosing, 35:35	variations of financial test, Table, <b>18A</b> Cancellation, <b>18:10</b>
insider, definition of, 35:32	Changes to stated capital account, <b>18:11</b>
limitation, 35:38	Holding shares, 18:2
security, definition of, <b>35:33</b>	Illegal payment, <b>18:12</b>
solidarity liability, 35::36	"Inter-corporate" shares, 18:3
use of, <b>35:34</b>	Re-issue, <b>18:10</b>
Privileged information (Quebec), <b>35:23</b>	,
communication of, 35:26	SHARE CAPITAL
derivative action, 35:30	Common purpose, 12:1
insider, definition of, <b>35:24</b>	Creation of, <b>12:2 et seq.</b>
prescription, 35:29	authorized capital, 12:3
recommendation, 35:28	issued capital, 12:6
use of, <b>35:25</b> , <b>35:27</b>	paid-up capital, 12:7
Prohibited trading, 35:22	stated capital, 12:8
Tromottod dading, 33.22	subscribed capital, 12:5
REVIVAL	treasury shares, 12:4
Federal, <b>34:23</b>	Definition, 12:1

SHARE CAPITAL—Cont'd	SHARE CERTIFICATES—Cont'd
Divisible into units, 12:1	Nature, <b>13:1</b>
Investment of funds, 12:1	Replacement, 13:3
Issued and paid-up capital account, 12:9	Scrips
Maintenance of capital rule, 12:18	definition, 13:5
No par value shares	federal, 13:7
characteristics, 12:16	form, <b>13:6</b>
freedom in issue price, 12:16	Ontario, 13:7
protection of public, 12:16	origin, <b>13:5</b>
Par value shares	Quebec, <b>13:7</b>
generally, 12:12 et seq.	Uncertificated shares, 13:8
defined, 12:13	SHARE CLASSES
inherent principles, 12:14	
usefulness, 12:15	Generally, 19:2 et seq.
Shares, 12:10	Creation, 19:4 Description, 19:3
Situs, <b>12:11</b>	Description, 19:3
"Trust fund" doctrine, 12:17	SHARE EXCHANGE
SHARE CAPITAL, CHANGES TO	Generally, 18:15
Generally, 20	SHAREHOLDER AGREEMENTS
Conclusion, 20:15	Generally, 27
Consolidation, 20:5	Bergeron v. Ringuet
Conversion	commentary, 27:7
generally, <b>20:10</b>	conclusion, 27:8
convertible shares, 20:14	Court of Appeal decision, 27:5
effect of, 20:13	facts, 27:3
exchangeable shares, 20:14	Superior Court decision, 27:4
issued shares, 20:12	Supreme Court decision, 27:6
unissued shares, 20:11	Legality, 27:2 et seq.
Increase	Nature, 27:17 et seq.
authorized capital, 20:2	joint venture, 27:19
stated capital, <b>20:2</b>	partnership agreement, 27:18
Par value to no par value, <b>20:7</b>	Unanimous shareholder agreements, <b>27:9</b>
Privileges, <b>20:9</b>	Usual forms
Redesignation, 20:8	generally, 27:10 et seq.
Reduction	fiduciary control, 27:14
generally, 20:3	pooling agreements, 27:15
federal, <b>20:3</b>	restrictions upon death, 27:12
Quebec, <b>20:3</b>	share transfer restrictions, <b>27:11</b>
Restrictions, 20:9	voting and "partnership" clauses,
Rights, 20:9	27:13
Splitting	"voting trust," <b>27:16</b>
authorized capital affected, <b>20:4</b>	CHADEHOLDED LIADH ITIEC
authorized capital not affected, 20:4	SHAREHOLDER LIABILITIES
federal, <b>20:4</b>	Generally, 19:44
Quebec, <b>20:4</b>	Diminished liability
CHADE CEDTIFICATES	generally, 19:49
SHARE CERTIFICATES	legal set-off, <b>19:49</b>
Bearer certificates, 13:4	reduction of issued capital, 19:49
form (federal), 13:2	Limited liability of member of legal
form (Quebec), 13:2	person, <b>19:45</b>

SHAREHOLDER LIABILITIES	SHAREHOLDER
—Cont'd	MEETINGS—PROCEDURE AND
Limited shareholder liability, 19:46	VOTING
Restitution requirement, 19:47	Adjournment, 29:35
Tax liability, <b>19:48</b>	Attendance at meetings, 29:12
SHAREHOLDER MEETINGS	Calling to order, 29:15
Annual meetings, 28:11	Chairman and secretary, 29:13
appointment of auditor, <b>28:11</b>	General principles, <b>29:1 et seq.</b>
approval of acts by directors and	Language, 29:34
officers, <b>28:11</b>	Proxies
approval of by-laws, 28:11	generally, 29:26
date and place, 28:11	deposit, <b>29:31</b>
election of directors, 28:11	effect, <b>29:28</b>
examination of financial documents,	form, <b>29:27</b>
28:11	inspection, 29:32
Business meetings generally, 28:10	preservation, 29:32
By-laws	revocation, 29:30
amendment, 28:39	solicitation, 29:33
approval, <b>28:37</b>	term, <b>29:29</b>
effect, <b>28:38</b>	Quorum, <b>29:14</b>
passing, <b>28:37</b>	Voting, 29:16
repeal, <b>28:39</b>	ballot, voting by, 29:19
scope, <b>28:36</b>	casting vote, 29:22
Calling meetings	cumulative voting, 29:21
cancellation, 28:22	electronic voting, 29:24
content, <b>28:21</b>	forms of voting, 29:17
electronic notice, 28:23	general principles, 29:16
notice, <b>28:19</b>	mail, voting by, <b>29:23</b>
postponement, 28:22	record date, 29:25
record date, 28:20	roll call, voting by, <b>29:20</b>
time limit, <b>28:19</b>	show of hands, voting by, 29:18
waiver, <b>28:19</b>	SHAREHOLDER OBLIGATIONS
COVID-19 special measures, <b>28:30.50</b>	Generally, 19:42 et seq.
"Long-distance" meetings	Assessments, 19:50
generally, 28:27 et seq.	Duties, <b>19:43</b>
federal corporations, 28:28	
Ontario corporations, 28:29	SHAREHOLDER RIGHTS
Quebec corporations, 28:30	Generally, 19:5 et seq.
Minutes, <b>28:25</b>	Equal rights, 19:5 et seq.
Need for meetings, 28:26	Veto rights, 19:40
Organizational meetings (federal and	SHAREHOLDER RIGHTS—VESTED
Ontario), <b>28:5</b>	Generally, 19:28
Organizational meetings (Quebec), 28:8	Share issue, 19:31
Resolutions	CHAREHOLDERC
generally, 28:31 et seq.	SHAREHOLDERS  DICHTS MATERIAL CHANCES
shareholders' resolutions, 28:34	RIGHTS—MATERIAL CHANGES
Special meetings, 28:12	Generally, <b>19:24 et seq.</b>
called by directors, 28:13	Constitution and structure
called by judge, 28:15	generally, 19:25
called by shareholders, 28:14	articles, <b>19:26</b>

SHAREHOLDERS	SHARE ISSUANCES—Cont'd
RIGHTS—MATERIAL CHANGES	Subscription
—Cont'd	generally, 14:5 et seq.
Constitution and structure—Cont'd	acceptance, 14:9
by-laws, <b>19:27</b>	conditional subscription, 14:8
Other changes	form of offer, 14:6
generally, <b>19:32</b>	option, <b>14:10</b>
amalgamation, 19:32	remuneration in shares, 14:11
bankruptcy, 19:35	revocability of offer, 14:7
business combinations and related party	SHARE RETURN OR SURRENDER
transactions, 19:37	Generally, 18:14
continuance, 19:36	••
federal corporations, 19:33	SHARES, SERIES OF
Quebec corporations, 19:34	Generally, 19:41
reorganization, 19:39	SHARE TRANSFERS
sale and lease of property, 19:32	Generally, 16
squeeze-out transactions, 19:38	Corporate duty
voluntary liquidation, 19:32	liability of corporation, <b>16:11</b>
Shareholder consent for certain changes	opposition, <b>16:10</b>
under Canada Business Corporations	requirements, 16:9
Act, Table B, 19:5 et seq.	Deposit, 16:19
under Ontario Business Corporations	Hypothecs
Act, Table C, 19:5 et seq.	generally, <b>16:17</b>
under Quebec Business Corporations	effects, <b>16:17</b>
Act, Table A, 19:5 et seq.	ranking, <b>16:17</b>
SHARE ISSUANCES	with delivery, <b>16:17</b>
Generally, 14	without delivery, <b>16:17</b>
Acceptance notice, <b>14:22</b>	Method, <b>16:12</b>
Cancellation of issued shares, <b>14:23</b>	Nominees, <b>16:16</b>
Issue and distribution	Registration of shares in name of third
generally, 14:12 et seq.	party, <b>16:15</b>
allotment, 14:13	Registration requirement, 16:13
certificates, 14:15	Restrictions (non-statutory), 16:5
consideration other than cash, issued	articles, restrictions in, 16:6
for, <b>14:17</b>	constrained share corporations, <b>16:7</b>
discount, issued at, 14:18	contractual restrictions, 16:8
formalities, 14:14	public corporations, 16:7
fractional shares, 14:20	Restrictions (statutory), 16:4
issue, <b>14:13</b>	Restrictions generally, <b>16:3</b>
jointly held shares, 14:21	Right to transfer, 16:2
nullity, <b>14:19</b>	Securities Act, 16:20
paid-up shares, 14:16	Seizure of shares, 16:14
Registration, 14:27	Usufruct and bare ownership, 16:18
Securities Act, 14:24 et seq.	SHARE TRANSMISSION
exemptions, 14:26	Generally, 17:1
prospectus, 14:25	Conditions precedent, <b>17:9</b>
Share acquisition contract	Federal corporations, 17:11
definition, 14:3	Legal seisin, 17:2
nature and effect, 14:4	effects of registration, 17:5
mature und cricet, 17.7	or regionation, 17.0

# Legal seisin, 17:2—Cont'd no registration requirement, 17:7 registration as representative of deceased, 17:4 representation of deceased, 17:3

SHARE TRANSMISSION—Cont'd

representation of deceased, 17:3 seisin, 17:2

usefulness of registration, 17:6

Ontario corporations, 17:11

Restrictions, 17:10

Transfer to heirs, 17:8

Undivided ownership, **17:12** 

## **TAKE-OVER BIDS**

Defined, 33:33

Effects, 33:36

Exemptions, 33:34

Notice to Autorit0197 des march0197s financiers, **33:38** 

Offences, 33:39

Remedies, 33:39

Statutory control, 33:32

Terms. 33:35

Time limits, 33:37

# THIRD PARTIES AND CORPORATIONS

Generally, 26:1

Civil Code of Quebec, 26:20

Corporate penal and criminal liability

generally, 26:24 et seq.

advantages, 26:28

disadvantages, 26:28

fidelity insurance, 26:30

fire insurance, 26:30

offences requiring mens rea, 26:26

personal liability, 26:29

strict and absolute liability offences,

26:25

"total knowledge" doctrine, 26:27

Customary international law liability,

26:30.50

## THIRD PARTIES AND

## CORPORATIONS—Cont'd

Falsification of documents or signatures, **26:22** 

Federal and Ontario statutes

generally, 26:16 et seq.

abolition of constructive notice, 26:17

codification of indoor management

rule, 26:18

Legal proceedings, notification, 26:35

generally, 26:31 et seq.

authorization, 26:34

contempt of court, 26:37

French language, 26:36

representation, 26:32

security for costs, 26:39

seizure, 26:38

small claims, 26:33

Legal Publicity Act, 26:21

Liability for acts of employees, 26:23

Quebec Business Corporations Act, 26:19

#### **ULTIMATE BENEFICIARIES**

Generally, 10:13

Concept of beneficiary, 10:18

Consolidation of information, 10:27

Consultation of declaration, 10:26

Control of the registrant, 10:21

Date of birth, 10:30

Declaration in register, 10:25

Definition of ultimate beneficiary, 10:15

Exercise of joint voting, 10:16

Fair market value, 10:20

Indirect holding, 10:17

Limited partnership, 10:24

Penalties, 10:28

Presumptions, 10:22

Professional address, 10:31

Redefining the role of registrar, 10:29

Suggestions, 10:32

Targeted enterprises, 10:14

Trusts, 10:23