

INDEX

References to the *Trust and Loan Companies Act* are to section number. The remaining material in this edition is referenced by *italicized* page-number.

A

Accountability, *see* Public Accountability

Accounting

- Pillar 3 disclosure requirements, 939, 945

Accounts

- charges on, 426
- definitions of, 425.1
- disclosure on opening, 427, 428

Acting in Concert

- defined, 9
- ruling, 1452

Actions and Applications, *see also*

Orders

- continuation of, 367
- derivative, 339–342
- directors' liabilities, 212–215
- limitation period, 79(3), 214, 277(2), 368(2)
- proof in action on security, 101
- recovery for reduction in capital, 79
- rectify records, 343
- reliance on information, 405
- rights preserved, 227, 367

Administration

- applications, 529.1
- appeals, 530
- certificates, 525
- constructive notice, 18
- definition of “approval”, 527.2
- entry in securities register, 526

- documents, execution of, 520.6
- notices, 521, 523
- orders and directives, 528–529
- presumption
 - from return, 522
 - of receipt, 523
- regulations, 531
- service on a company, 524

Adverse claim

- breach of fiduciary duty, 109
- deemed notice, 108
- defined, 84
- dissenting offerees of a takeover bid, 290(2)
- duration of notice, 134
- endorsement in bearer form, 119
- endorsement, unauthorized, 120
- inquiry into, 132–133
- notice after delivery, 123(3)

Advertisement

- calculation of interest disclosure, 438, 439
- meetings of shareholders, 140(5)(a)
- subordinated indebtedness, 83(2)
- use of name, 533(4)

Advisories

- Business and Powers
 - Commercial Lending Limit, 1411
 - Information Respecting a Customer, 1413
 - Ownership Interests in Commodities, 1365

Index

- Advisories (*cont'd*)
- Capital Structure — Declaration and Payment of Dividends, 1409
 - Clarification on the Treatment of Innovative Real Estate Secured Lending Products, 1071
 - Control in Fact, 1403
 - Corporate Names, Registered Names and Trade Names, 1415
 - Interim arrangements for the regulatory capital and liquidity treatment of cryptoasset exposures, 1612
 - Securitization — Large Exposure Issues Pertaining to Liquidity Support Facilities, 838
 - Substantial Investments, 1370
 - Technology and Cyber Security Incident Reporting, 1186
 - Undertaking for the Sharing of Information with Insurers, 1420
- Advisory committee**, 517
- Advisory services**
- power to provide, 410(1)(c)(ii), (iv), (d), (d.1)
 - regulations, 410(3)
- Affairs**
- defined, 2
- Affiliate**
- corporate names, 43
 - defined, 2, 6, 270(1), 288(1)
- Affiliated person**
- corporate names, 43
 - regulations, 253
 - restriction on, 167
- Agency**, *see also* Complaints handling
- defined, 2
 - information on contacting, 442
- Agent**
- duties, 137
 - financial, power to act as, 409(2)(b)
 - liability of, 535
 - networking authority, 411
 - notice to, 138
 - offences of, 535
 - reliance on information, 405
 - restriction on acting as insurance, 416(2)
 - securities register, 255
 - warranties of, 106
- Aggregate financial exposure**
- regulations, 250
- Amalgamation**
- agreement, 229
 - application for, 228
 - approval of Minister, 228, 233, 375(2)
 - approval of shareholders, 231
 - issue of letters patent, 233–235
 - matters for consideration, 233(4)
 - short form, 232–233
 - termination of, 231(5)
 - transitional provisions, 236
- Annual statement**, *see also* Financial statements
- approval, 314
 - contents of, 313(2), 256
 - copy to Superintendent, 317
 - defined, 2
 - distribution to shareholders, 316
 - regulations, 256
- Application and approval guides**
- continuing body corporate as bank or federally regulated trust or loan company, 1242
 - incorporating banks, federally regulated trust and loan companies, 1222
 - information technology, 1262
 - transaction instructions, 1269
- Appropriate person**
- defined, 113
 - endorsement by, 114

Index

Approvals, *see also* Superintendent

- regulatory, 1269

Assets

- defined, 2
- limit on growth in, 380
- protection of, 531(g), 391
- related party sale of, 482(2)
- retention of, 531(1)(e)
- risk weighted, 632
- sale of all or substantially all, 237–241, 1277
- securitization guidelines, 838
- taking control of by Superintendent, 510–520
- to capital, 631
- total, 380(3), 463, 531(1)(d), 415
- transactions limitation, 470
- value of, 531(1)(f)

Associate of the offeror

- defined, 288(1)

Assurance on Capital, Leverage and Liquidity Returns, 755

Audit committee

- auditors' attendance, 335
- calling of meeting, 336(1)
- duties, 198(3)–(5)
- established by directors, 161(2)(a)
- exemption from requirement, 161(3)
- membership, 198(2)
- minimum number, 198(1)
- notification of errors by directors, 337(1)
- valuation of assets by Superintendent, 485(5)
- written resolutions of, 188.1

Auditors

- appointment of, 319
- appointment of first, 49(1)(e), 50(2)(c)
- calling audit committee meeting, 336(1)

- ceasing to hold office, 323
- court resolve dispute in appointment, 158–159
- defined, 2
- duty to resign, 321
- entitlement to attend meetings, 335
- errors in financial statements, 337
- examination, 328(1), 330
- meeting with chief internal auditor, 336(2)
- notice of shareholders' meeting to, 141(1)
- notice to Superintendent, 499
- qualification of, 320
- qualified privilege, 338
- remuneration of, 319(2)
- replacement, 327
- report on subsidiaries, 334
- report on transactions affecting well being, 333
- report to officers, 333
- report to shareholders, 313(1)(b), 331
- report, directors statement on, 332
- revocation of appointment, 322
- right to attend meeting, 325
- right to information, 329
- special examination, 330(2)
- standards, 328(2)
- statement re termination, 326
- vacancy, filling of, 324
- valuation of assets by Superintendent, 473(5)

B

Bank of Canada

- disclosure of information, 503(2)
- payment of unclaimed money to, 298, 371(3), 424
- retention of signature cards, 251(2), (3)

Index

Banking arrangements

- approval of, 45(1)(f)

Bearer

- defined, 2

Bearer form

- defined, 2
- endorsement of security in, 119
- fractional certificates, 93
- fungible, 102
- security in, 86(2)

Beneficial ownership

- declaration of, 404(1)
- defined, 2

Bill of exchange

- unpaid, transferred to Bank of Canada, 424–425

Bills of Exchange Act

- application to securities, 86(1)

Board of directors, *see* Directors

Body corporate

- continuance of, 31–36
- control of, 3, 270(2), 288(2)
- defined, 2
- holding body corporate, 4
- substantial investment in, 10
- widely held, 2.2

Bona fide purchaser

- compelling endorsement, 112
- defined, 84
- duty to register transfer, 129(1)(e), 136(3)
- title of, 104(2), 122, 724

Borrowing costs, *see* Cost of borrowing

Branch

- defined, 2
- notice of closure, 441.1, 379
- records of foreign, 244(3)

Branch of account

- defined, 447
- notice to, 448(2)

Business combination

- defined, 270(1)

Business management, *see* Manage business

Business powers, *see also* Restrictions on business powers

- advisory services, 410(1)(c)(ii), (iv), (d) and (d.1), 410(3)
- business, 409(1)
- cards
 - issue or operate payment, credit or charge cards, 409(2)(d)
 - promote merchandise and services to holders of, 410(1)(e)
- computer software, 410(1)(c)(ii), (iv), (d), 410(3)
- custodian of property, 410(1)(g)
- data transmission services, 410(1)(c.1), 410(3)
- deposit-taking, 413, 423
- financial agent, 409(2)(b)
- financial planning, 409(2)(c), 410(3)(b)
- financial services, 409(1), 410(3)(b)
- information
 - collecting, manipulating and transmitting, 410(1)(c)(i), (iv), (d), 410(3)
 - management systems, 410(1)(c)(ii), (iv), (d), 410(3)
 - platforms, portals and sites, 410(1)(c.1), 410(3)
- investment
 - counselling services, 409(2)(c), 410(3)(b)
 - portfolio management services, 409(2)(c), 410(3)(b)
- liquidator, 409(2)(b)
- manage business, 410(1)(d.1), 410(3)

Index

Business powers (*cont'd*)

- networking, 411
- Ownership Interests in Commodities, 1365
- real property
 - acting as agent for, 410(1)(a)
 - appraisal services, 410(1)(a)
 - consulting services, 410(1)(a)
 - holding, 410(1)(b)
 - managing, 410(1)(b)
- receiver, 409(2)(b)
- sequestrator, 409(2)(b)
- ticket sales, 410(1)(f)
- trustee, 409(2)(a)

By-laws

- adjourned shareholders meeting, 143
- amendments to, 222
- application for deposit insurance, 420
- certificate of, 525
- copy to Superintendent, 500
- deemed, 196
- directors proposal to amend, 226
- duty to comply with, 162(2)
- effective date of, 192(3)
- existing, 36(g), 195(2), 196
- first meeting of directors, 49(1)(a)
- first meeting of shareholders, 50(2)(a)
- making, repealing, amending of, 192–196
- not necessary for additional powers, 16
- place of meetings, 139
- remuneration, 195, 204
- shareholder approval, 192(2), 195(3)
- shareholder proposal, 193
- shares, classes and designations, 64

C

Call

- defined, 270(1)
- insider prohibited from selling, 275(3)

Canada Deposit Insurance Corporation Act

- by-laws, 419–543
- objects, powers and duties, 419

Canada Gazette

- alternative to, 527.1
- amalgamation, 233(2), 234(3)
- application for incorporation, 24(2)
- appointment of liquidator, 358(1)(b)
- approval of application for dissolution, 350(4)
- commencement of business, 59(2)
- issuance of letters patent, 28
- notification of final accounts, 362(4)
- reduction in stated capital, 78(5)
- sale of assets, 241(2)

Canadian financial institution

- defined, 2

Capacity

- by-laws unnecessary, 17
- corporate powers, 14
- duration of business, 20
- no shareholder liability, 17
- validity of acts, 15

Capital, *see also* Common shares, Preferred shares, Shares, Subordinated Indebtedness

- additions to, 81
- adequacy of, 473, 708, 1099
- adjustments to, 80
- approval of internal model based approaches, 636
- defences, 216
- directors' liability, 212(2)(b)
- due diligence, 216(1)
- good faith, 216(2)
- internal capital adequacy assessment process (ICAAP), 1099
- reduction of, 78–79, 212(2)(b)
- exception, 78(4.1)

Index

- Capital (*cont'd*)
 - regulatory, 397
 - securitization
 - stated, 69–70
 - structure, 1409
 - tier 1, 633
 - tier 2, 633
- Carrying on business**
 - commencement of, 52–61
 - compliance with Act, 14(2)
 - management functions, 483(2)
 - name, 44, 533(4)
 - outside of Canada, 14(4)
- Central securities register**
 - appointment of agents, 255
 - branch registers, 254, 258(1)
 - defined, 2
 - destruction of certificates, 259
 - effect of registration, 257
 - entry in, 526
 - location of, 256
 - maintenance of, 253, 258(2)
 - required form, 253
- Certificates**
 - approval of, 49(1)(b)
 - destruction of, 254
- Charge card**
 - disclosure of charges, 438(2)
 - handling complaints, 161(2)(e), (f), 441–442
 - power to issue, 409(2)(d)
 - promotion of merchandise and services to, 410(1)(e)
- Charges**, *see* Security interest and Service charges
- Chief executive officer**
 - annual statement signature, 314(1)(a)
 - appointment of, 200(1)
 - prospectus certificate, 284(2)
- transactions affecting well-being, 333
- Clearing agency**
 - defined, 84
 - delivery through, 124(4)
 - deposits to, 480
 - errors in records, 124(10)
- Commence business (approval to)**
 - application for, 53
 - OSFI guide to, 1222
 - cessation of existence, 58, 60–61
 - conditions of approval, 53, 56–58, 61
 - variation, 58
 - guide to, 1222
 - notice of, 59
 - order to, 52
 - restrictions until issuance, 54–55
 - variations of order of approval, 58
- Commercial Loans**
 - defined, 449(1), 259
 - lending limits, 461–462, 1411
 - meaning of “total assets”, 463, 260
 - regulations, 259
- Commissioner, Financial Consumer Agency of Canada**
 - access to records, 520.3(2)
 - compliance agreement with, 520.5
 - confidential information, 520.2(1)
 - defined, 2
 - disclosure of information by, 520.2(2)
 - examination of companies, 520.3(1)
 - information, required to be filed, 520.1
 - inquiry by, 520.4
 - powers of, 520.4
- Committee of board of directors**, *see also* Audit committee and Conduct review committee
 - appointment of, 197
 - required to constitute, 161(2)
 - written resolutions of, 188.1

Index

- Common-law partner**
- defined, 2
- Common shares**
- prohibition of non-voting, 63(1)
 - rights of holders, 63(1)
- Company**, *see also* Trust Company and Loan Company
- capacity of, 14
 - defined, 2
 - invalidity of acts, 15
 - shareholder not personally liable, 17
- Competition Act**
- offences under, 313–314, 545
- Complainant**
- defined, 2
 - remedial actions of, 339–343
- Complaints handling**, *see also* Agency
- complaints body obligation, 441.1
 - information on contacting Agency, 442
 - procedures, 161(2)(e), (f), 441
 - regulations, 308
 - service charges and cost of borrowing, 441(1)
- Compulsory acquisition**
- dissenting offeree shares, 289–298
- Computer software**
- power to design, develop and market, 410(1)(c)(iii), (iv), (d)
 - regulations, 410(3)
- Concert**
- acting in, 9
 - contravention of, 9(5)
- Conduct review committee**
- auditor's attendance, 335(1)
 - approval of preferred loans to officers, 484(4)–(6)
 - duties of, 199(3)–(6)
 - established by directors, 161(2)(b)
 - exemption from requirement, 161(3)
 - membership, 199(2)
 - minimum number of members, 199(1)
 - written resolutions of, 188.1
- Confidentiality**, *see also* Disclosure of information
- monitoring procedure, 161(2)(d)
 - procedures to protect, 161(2)(c)
 - regulation making authority, 444
- Conflict of interest**
- director, or officer, duties, 207–211
 - monitoring of, 161(2)(d)
 - procedures for identification, 161(2)(c)
 - trustee's, 302(1)
- Constructive notice**
- limited effect of, 18
- Continuance**
- application, 31–32
 - central securities register, 253(2)
 - effects of, 36
 - effect on issued shares, 62(4), (5), 63(4)
 - eligibility, 31
 - issue of letters patent, 33
 - notice of issue of letters patent, 35(2)
 - records of, 91(3)
 - stated capital account, 70
 - transitional provision, 37
- Contracts**
- effect of contravention of Act, 15, 536
 - name set out in, 260
 - order to void, 494
- Control**
- defined, 3, 270(2), 288(2), 474(8)
 - divestiture of, 468
 - giving up control in fact while maintaining another type of control, 1309
 - in fact, 1403
 - loan workout/realizations, 457–458

Index

- Control (*cont'd*)
 - major shareholder and service provider, 1444
 - permitted, 453–454
 - related party, 474, 483(1)(c)
 - restrictions on, 451, 453(4), (8)–(10)
 - temporary, 456, 469
 - deemed, 469
 - trustee or manager, 1441
 - undertakings, 455
- Conversion into shares**, *see* Shares
- Corporate governance**
 - corporate records, 242–311
 - civil remedies, 276–277, 257
 - compulsory acquisitions, 288–298
 - corporate name and seal, 260–261
 - head office and corporate records, 242–252
 - insider reporting, 271
 - insider trading, 275
 - insiders, extended meaning of, 275(1), 276(1)
 - prospectus, 278–287
 - proxies, 160.01–160.08
 - securities registers, 253–259
 - trust indentures, 299–311
 - directors and officers, 161–219
 - authority, 200–206
 - by-laws, 192–196
 - committees of the board, 197–199
 - conflicts of interest, 207–211
 - duties, 161–162
 - election and tenure, 169–173
 - incomplete elections and director vacancies, 174–183
 - liability, exculpation and indemnification, 212–219
 - meeting of the board, 184–191
 - qualification and number, 163–168
 - financial statements and auditors, 312–374
 - annual financial statement, 312–317
 - auditors, 318–338
 - court-supervised liquidation, 352–365
 - general, 366–374
 - liquidation and dissolution, 344–346
 - remedial actions, 339–343
 - simple liquidation, 347–351
 - fundamental changes, 220–241
 - amalgamation, 228–236
 - amendments, 220–227
 - transfer of business, 237–241
 - guideline re, 1174
 - regulatory compliance management system guideline, 1076
 - shareholders, 139–160
- Corporate name**, *see* Name
- Corporate records**, *see* Records
- Corporate seal**
 - necessity, 261
- Cost of borrowing**
 - additional disclosure, 438
 - advertising, 277
 - application, 436(2)
 - calculation of, 437, 265
 - changes in circumstances, 272
 - complaint handling, 441–442
 - contents of disclosure, 269
 - defined, 435
 - disclosure in advertising, 439
 - disclosure of, 436, 267
 - rebate of, 435.1
 - regulations, 440, 264
- Court**, *see also* Orders
 - action for recovery of capital, 79
 - appeals to, 530, 538
 - final order, of, 538(1)
 - leave, with, 538(2)

Index

- Court (*cont'd*)
 - refusal of shareholder proposal, 147
 - remedial action, 339–343
 - application for
 - disqualifying auditor, 321
 - dissenting offeree, 294
 - failure to disclose interest, 211
 - indemnity, 219
 - proxy or proxy circulars, 160.08
 - settle disbursements, 61(2)
 - subsidiary statements, 315(4)
 - termination of material contract, 211
 - trustee removal, 304
 - winding-up, 515.1
 - defined, 2, 344
 - derivative actions, 339–343
 - Federal
 - appeal to, 530(1)
 - powers of, 530(2)
 - powers of, 213, 296, 340, 354, 364
 - review
 - election of director or auditor, 158–159
 - shareholder meetings
 - calling of, 157(1), 159
 - vary quorum, 157(2)
 - winding-up, 352–365, 515.1

Court of Appeal

- defined, 2

Credit card

- disclosure in application, 438(1.1)
- disclosures of charges, 438(2), 232–234
- handling complaints, 161(2)(e), 441–442, 259
- power to issue, 409(2)(d)
- promotion of merchandises or services to, 410(1)(e)

Credit risk

- large exposure limits, 778

- large exposure limits for domestic systemically important banks, 783

Creditor

- defined, 2
- recovery of reduction in capital, 79

Cumulative voting, 171–172

Custodian of property, 410(1)(g)

Cyber security

- advisory, 1186
- resilience testing, 1201
- self assessment, 1191

D

Data processing services, *see also* Information services entities

- power to provide, 410(1)(b), 539(1)(b)

Debentures of a company, *see also* Subordinated indebtedness

Debit card, *see* Payment card

Debt obligation

- defined, 2
- foreign government, 457(5)

Deemed approvals, *see also* Superintendent

- asset transactions, 470, 529.1, 1348
- control of entity, giving up, 453(10), 529.1, 1309
- directors, rectification of void appointment, 174(1), 529.1, 1333
- dividend (large), 529.1
- extension of period
 - for divestiture of control or substantial investment, 457(4), 458(4), 529.1, 1304, 1305
 - for holding of temporary investment, 456(1)–(3), (5), 529.1, 1304
- name change, 222(3), 529.1, 1270
- non-cash consideration
 - for shares, 68(1), 529.1, 1319

Index

- Deemed approvals (*cont'd*)
 - • for subordinated debt, 83(1), 529.1, 1330
 - partnership restrictions, exemption from, 421(1), 529.1, 1337
 - processing of records, 250(1), 529.1
 - reductions in capital, 78(4), 529.1, 1327
 - related party transactions
 - • acquisition or disposal of assets, restriction on, 483.3, 529.1, 1354
 - • with financial institutions, 482(3), 529.1, 1359
 - • of nominal value, 482(3), 529.1, 1354
 - • in restructuring, 482(4), 529.1, 1355
 - security interest, 75(2), 529.1
 - self-dealing, exemption from, 475(2)(b)(vi), 529.1, 1353
 - shares
 - • purchase of, 74(1), 529.1
 - • redemption of, 74(1), 529.1
 - solicitation of proxies by dissidents, exemption from, 160.05(3), 529.1, 1332
 - substantial investment, 453(6), 529.1
- Delivery**
 - constructive, 122
 - defined, 84
 - general, 122–124
 - right to compel endorsement, 112
- Deposit Liabilities**
 - defined, 2
- Deposit-Taking Institutions**
 - guide to intervention, 1592
 - internal capital adequacy assessment process (ICAAP), 1099
 - reporting requirements, 1465
 - letter re, 1478
- Deposits**, *see also* Accounts, Personal deposit account *and* Service charges
 - acceptance of, 423
 - CDIC coverage, 413
 - complaint handling, 455–456
 - data and system requirements, 442
 - disclosure of charges, 434, 284
 - insurance
 - • application fee, 446
 - • application for, 420
 - • by-laws, re, 420
 - • co-owned account disclosure, 525
 - • differential premiums, 467
 - • disclosure, 525
 - • discretionary interest, 509
 - • exemption fee, 514
 - • exemptions, 514–520
 - • foreign currency, 515
 - • information, 447
 - • interest, 516
 - • notice to depositors, 517
 - • policy, 455
 - • premiums, 467
 - • prescribed deposits, 519
 - • prescribed practice premium surcharge, 538
 - • requirement for, 413
 - • trust account disclosure, 525
 - interest rate disclosure, 427–429, 288
 - location of deposit, 431–433
 - of government of Canada, 443(5)
 - payment systems, 480
 - prescribed, 387
 - priority on insolvency, 374
 - transmission on death, 446
 - unclaimed balances, 424–425
 - uninsured, 385
- Derivatives**
 - guidelines
 - • sound practices, 970
- Directors**, *see also* Directors' meeting
 - additional, 183.1
 - affiliated restriction, 166–167, 253

Index

- Directors (*cont'd*)
- appointment of officers, 200–201
 - approval of certain transactions, 405
 - attendance, statement of, 190(2)
 - audit committee, 198
 - auditor
 - filling vacancy, 322(3), 324
 - notice of errors, 337
 - providing information to, 329(2)
 - authority of, 19
 - by-laws
 - general, 192–196
 - proposal to amend, 226
 - ceasing to hold office, 176, 178
 - committees, 197
 - conduct review committee, 199
 - conflict of interest, 207–211
 - disqualification, 509.1–509.2
 - application to court, 211
 - avoidance standards, 210
 - disclosure of, 207, 209
 - voting rights, 202
 - court to resolve dispute in election, 150–159
 - cumulative voting for, 171–172
 - defined, 2
 - delegation, limitation of, 202
 - disqualified person, 164, 176
 - duty of care, 162
 - duty to manage, 161
 - election
 - court review, 158
 - cumulative voting for, 171–172
 - incomplete, 174–175
 - re-election, 173
 - void, 174–175
 - election of, 50(2)(b), 171–173
 - employee restriction, 168
 - first, 29, 51
 - included in application for incorporation, 24(1)
 - indemnification of, 217–219
 - insurance, 218
 - investment standards, 450
 - liability, 162, 212–216, 535
 - list to Superintendent, 499
 - margin loans, 486
 - minimum number, 163, 222(1)(i)
 - no shareholder requirement, 165
 - nominations, 146(4)
 - notice to, 521
 - notification to Superintendent, 499
 - number of, 163(1), 169, 172, 222(1)(i)
 - powers suspended, 514
 - related party, 484
 - reliance on information, 405
 - removal of, 177–179, 509.1–509.2
 - remuneration of, 195, 204
 - residency requirement, 163(2)
 - resignation of, 176
 - share certificate, signature on, 89(1)(a)
 - shareholder meetings
 - calling of, 140, 156
 - right to attend, 206
 - statement by, 178–179
 - auditor's report, 332
 - term of, 51, 170, 176–177, 183.1(2)
 - unaffiliated, 167
 - undue preference to creditor, 533(2)
 - vacancies, 180–183, 183.1(3)
 - validity of acts, 205, 208(3)
 - void election, 163(2), 167(1), 168, 174–175
 - winding-up proposal, 348
 - written resolutions, 188.1
- Directors' meeting**
- adjourned, 185(3)
 - attendance, statement of, 190(2)

Index

- Directors' meeting (*cont'd*)
 - conflicts of interest, 207–211
 - dissent of director, 189
 - dividend declaration, 82
 - electronic meeting, 180
 - first meeting, 49
 - meeting required by Superintendent, 191
 - minimum number of meetings, 184
 - notice of, 184(3), 185
 - place of, 184
 - quorum, 186
 - required, 184(1)
 - record of attendance, 190
 - resident Canadian majority, 187
 - resolutions
 - outside of meeting, 188.1
 - right to attend, 206
 - statement of attendance, 190(2)
 - unaffiliated director, 187.1
 - validity of acts, 205, 208(3)
- Disclosure of charges**
 - applicable to accounts, 432–433
 - generally, 432–433
 - regulations, 284
- Disclosure of information**
 - accountability statements, 444.2
 - by Superintendent, 503
 - cost of borrowing, 436–440, 264
 - interest, 288
 - material contracts, 207–209
 - monitoring of, 161
 - networking, 411
 - opening account, 427, 290
 - Personal Information Protection and Electronic Documents Act, Schedule 1, 610
 - procedures for, 161(2)(e), 243
 - prospectus, 280–287, 389
 - registered products, 434.1(1)
 - regulations, 444.3
 - report on, 504.4
 - related party transaction, 492
 - use of, 444
- Disclosure of interest**
 - in advertisements, 428
 - regulations, 288
- Discontinuance**
 - transferring to other federal Acts, 38(1)
 - condition of approval, 38(2)
 - restrictions on transfers, 38(4)
 - withdrawing application, 38(3)
- Dissenting offeree**
 - defined, 288(1)
 - right to acquire shares of, 289–298
- Dissident's proxy circular**
 - solicitation of proxies, 160.05
- Dissolution**, *see also* Liquidation
 - continuation of actions, 367–370
 - custody of records after, 375
 - procedures for, 344–365
 - unclaimed money on winding up, 371–372
- Distributing company**
 - defined, 2.3
 - exemptions, 2.3(2), (3)
 - regulations, 2.3(1)
- Distribution**
 - deemed part of, 11(3)
- Dividend**
 - declaration of, 82(1), 750–752
 - directors' liability, 212(2)(c)
 - in shares, 82(3)
 - notice to Superintendent, 82(2)
 - payment of, 938–940
 - prohibition on declaration, 82(4)
 - related party exemption, 475(2)

Index

E

Electronic Documents

- affidavits, 539.1
- application, 539.02
- consent, 539.04(1), 294
- definitions, 539.01, 539.1(2)
- exemption, 539.14
- information creation or provision, 539.05–539.07
- mandatory use, not, 539.03
- multiple copies, 539.08
- notices and documents, content and form, 539.13
- registered mail, 539.09
- regulations, 539.04(2), 539.12, 294
- requirements, 539.04(1)
- signatures, 539.11, 296
- statutory declarations, 539.1

Employees

- committee membership, 198(2), 199(2)
- comply with Act, 162(2)
- directors liable for wages, 215
- handling complaints, 441–442
- material contracts with company, 207–211
- reliance on information, 405, 492
- remuneration, 204
- restrictions on acting as directors, 164(f)
- signature on securities, 104(b)

Enforcement

- directions of compliance, 507, 509
- taking control of assets, 510

Entity

- defined, 2

Equity value

- combined limit with real estate, 466
- exclusions from, 460
- financial statements in, 299
- limits on, *see also* Investments, 465

- regulations, 299

Event of default

- defined, 299
- notice from trustee, 309

Evidence

- entry in securities register, 526
- of compliance with trust indenture, 307–308
- power of Superintendent, 506, 527
- transmission on death, 446

Evidence of appointment or incumbency

- defined, 130(4)

Exempt

- classes of foreign banks, regulations, 14.2
- debt obligation transactions, regulations, 482

Exemption regulations

- approval for certain investments in intragroup service entities, 301
- public notices or documents, 300
- restrictions on investments, 302

F

Factoring entity

- defined, 449(1), 303
- restricted investment in, 453(4)(b), (5)(b), (6), (7)
- undertakings, 455

Fee

- access to companies records, 244(5)
- copies of securityholders list, 306(1)
- copies of shareholders list, 245(1)
- issuance of security certificate, 88(2), 129(1), 307
- regulation making authority, 531(c)

Fiduciary

- defined, 2
- endorsement of security, 117

Index

Fiduciary (*cont'd*)

- notice of, 109
- prohibition on acting as, 412

Fiduciary activities

- common trust fund, 422(2)
- segregation of assets, 422(1)

Finance entity

- defined, 449(1), 304
- minority investment in, 372
- restricted investment in, 453(3)(e), (4)(b), (5)(b), (6), (7)
- undertakings, 455

Financial agent

- power to act as, 409(2)(b)

Financial Consumer Agency of Canada, *see also* Agency and Complaints handling

- Act, 547
- administrative penalties, 557
- agreements, 552
- appropriation, 554
- assessments, 556, 563
- Commissioner, 550, 551, 553
- confidentiality, 555
- conflict of interest, 554
- deputy commissioners, 553
- designated violations, 569
- establishment of, 549
- immunities, 561
- liability, 561
- regulations, 561, 563, 569
- report, 562
- staff, 553

Financial institution

- assessment regulations, 595
- defined, 2
- permitted investment in, 453

Financial leasing

- restriction on, 417

Financial leasing entity

- defined, 449(1), 304
- restricted investment in, 453(4)(b), (5)(b), (6), (7)
- restrictions on, 345
- undertakings, 455

Financial planning

- power to provide, 409(2)(c)
- regulations, 410(3)

Financial Services

- power to provide, 409(1)
- regulations, 410(3)

Financial statements, *see also* Annual statements

- accounting principles, 313(4)
- approval by directors, 314
- contents of, 313
- copy to Superintendent, 317
- distribution to shareholders, 316
- errors discovered in, 332
- equity, determined of, 299
- financial year, 312
- subsidiaries, 315

Financial year

- date of, 312(1)
- first, 312(2)
- shareholders' meeting within 6 months of, 140(1)(a)

Firm of accountants

- defined, 318

Foreign Institution

- defined, 2

Form of proxy

- defined, 2

Former Act

- conflicting provisions, 13
- defined, 2

Former Act Company

- defined, 2

Fractional certificate

- certificates for, 93
- rights of holder, 95(1)
- signature on, 89(2)

Fundamental changes, *see* Amalgamation, Assets and Incorporating instruments

Fungible

- defined, 84
- securities as, 102

G**Genuine**

- defined, 84
- security not, 103(3)
- unauthorized signature, 104

Good faith

- defined, 84

Goods, wares and merchandise

- restriction on dealing in, 410(2)

Goodwill

- deduction from capital, 300–301

Government of Canada

- cashing cheques of, 443(4)
- deposits of, 443(5)

Guarantee

- defined, 2
- issuer of security, 87
- related party transaction, 476(1)(a)
- restrictions on, 414

Guarantee of signature

- defined, 130(2)
- warranty of guarantor, 121

Guidance Notes

- large exposure limits, 839

Guidelines

- Asset Securitization, 838
- Assurance on Capital, Leverage and Liquidity Returns, 755
- Background Checks on Directors and Senior Management of FREs, 1083
- Capital Adequacy Requirements for Companies, 631–699
- Capital Disclosure Requirements, 897
- Climate Risk Management, 1045
- Commercial Lending criteria, 827
- Corporate Governance, 1174
- Culture and Behaviour Risk, 1460
- Cyber Security Self-Assessment Guidance, 1191
- Derivatives Sound Practices, Sound Business and Financial Practices, 970
- Enterprise-Wide Model Risk Management for Deposit-Taking Institutions, 1136
- Financial Instruments and Disclosures, 843
- Interest Rate Risk Management, 1006
- Internal Capital Adequacy Assessment Process (ICAAP), 1099
- Large Exposure Limits, 778, 783
- Leverage Ratio Disclosure Requirements, 932
- Leverage Requirements, 708
- Liquidity, 806
- Liquidity Adequacy Requirements, 700
- Margin Requirements for Non-Centrally Cleared Derivatives, 1120
- Materiality Criteria for Related Party Transactions, 831
- Operational Risk Management, 1109
- Parental Stand-Alone (Solo) TLAC Framework for Domestic Systemically Important Banks, 1606
- Pillar 3 Disclosure Requirements, 939, 945
- Pledging, 823
- Prudent Person Approach, 771

Index

Guidelines (*cont'd*)

- Regulatory Compliance Management, 1076
- Residential Mortgage Underwriting Practices and Procedures, 1055
- Securities Lending, 803
- Settlement Risk in Foreign Exchange Transactions, 1148
- SMSBs Capital and Liquidity Requirements, 726–754
- Stress Testing, 1090
- Technology and Cyber Risk Management, 1030
- Third-Party Risk Management, 987
- Total Loss Absorbing Capacity, 766
- Total Loss Absorbing Capacity (TLAC) Disclosure Requirements, 956

Guides

- acquisition or disposal of assets, 1363
- administrative procedures for LEFP framework, 1468
- acquisition or increase of significant interest in federally regulated entity, 1311
- change of name, by-law, 1334
- change of name, letters patent, 1270
- continuing body corporate as bank or federally regulated trust or loan company, 1242
- exemption from requirements for solicitation of proxies by dissidents, 1332
- exemption from restriction on being a partner in a partnership, 1337
- extension of divestiture period for the control of or holding of a substantial investment in, an entity obtained as a result of a loan default, 1346
- extension of divestiture period for the control of or substantial investment in an entity obtained through realization of a security interest, 1347
- extension of holding period for a temporary investment, 1344

- giving up control of an entity while retaining a substantial investment, 1342
- incorporation, 1222
- information technology activities, 1262
- intelligence-led cyber resilience testing, 1201
- issuance of shares or membership shares in consideration of property, 1319
- issuance of subordinated debt in consideration of property, 1330
- materiality criteria for RE to hold shares or ownership interests in FRE, 1326
- rectification of non-compliance regarding appointment of board of directors, 1333
- purchase or redemption of shares or membership shares, 1323
- reduction of stated capital, 1327
- regulatory approval, 1262
- sale of all or substantially all assets by deposit-taking institutions, 1277
- substantial investments requiring Ministerial approval, 1273
- substantial investment requiring superintendent approval, 1338
- transaction instructions, 1269

H

Head office

- change in, 222(1)(j), 242(2), (3)
- defined, 2
- place of, 242

Hockin-Kwinter Accord, 1483

Holder

- defined, 2

Holding body corporate

- defined, 2, 4
- related party exemption, 475(4)
- restrictions on, 483.2
- short form amalgamation with, 232–233

Index

I

Incorporated

- defined, 2

Incorporating instruments

- amendments to, 220–227
- defined, 2

Incorporation, *see also* Ownership of companies

- application for, 21, 24, 1222
- cessation of existence, 60
- contents of letter patent, 27
- effective date, 33
- first directors, 29
- Guide, 1222
- matters for consideration, 26
- minimum capitalization, 50(1), 56(1)(b)
- notice of issue of letters patent, 28
- objections to, 25, 284–286
- organization and commencement, 49–61
- public inquiry on objection, 25(3), 284–286
- publication of notice of intent, 24(2)
- restrictions on, 22, 1222

Incorporator

- action against, 366–372
- calling first meeting of directors, 49(2)
- defined, 2, 366

Indemnity

- application for approval, 219
- for directors and officers, 217
- insurance, 218

Information, *see also* Disclosure of information

- auditor's right to, 329
- confidentiality of, 503
- electronic documents, 539.01–539.14, 618
- electronic signatures, 539.11, 619
- exemption orders, 621–623

- personal information, protection of, 609
- prospectus, 278–287
- proxy, 160.02(4)
- publicly available, 620
- regulations on use of, 444
- supervisory, 411
- to Superintendent, 495, 499–505, 531(1)(i)

Information services

- power to provide
 - collecting, manipulating and transmitting, 410(1)(c)(i), (iv), (d)
 - management systems, 410(1)(c)(ii), (iv), (d)
 - platforms, portals and sites, 410(1)(c.1)
- regulations, 410(3)

Inquiry, *see* Public Inquiry

Insider

- deemed, 276(3)
- defined, 275(1), 276(1)
- reporting, 271, 273

Insider trading

- civil liability, 277
- prohibited activities, 275

Insolvency

- claims of Superintendent, 519
- priorities, 374

Inspection of companies, *see* Superintendent

Instruction Guides, *see* Guides

Insurance

- annuities, 416(6)
- as security, 416(4)(a), 416(5)
- authorized types, 354
- company, *see* Financial Institution
- deposit
 - application fee, 446
 - application for, 420

Index

Insurance (*cont'd*)

- • by-laws re, 420
- • co-owned account disclosure, 525
- • data and system requirements, 442
- • differential premiums, 467
- • disclosure, 525
- • discretionary interest, 509
- • exemption fee, 514
- • exemptions, 514–520
- • foreign currency, 515
- • information, 447
- • interest, 516, 521
- • notice to depositors, 564
- • policy, 455
- • prescribed deposits, 519
- • prescribed practice premium surcharge, 538
- • requirement for, 413
- • trust account disclosure, 525
- for directors and officers, 218
- for employees, 416(4)(b)
- promotion of, 358
- regulations, 354
- restriction on acting as agent, 416(2)
- restrictions on activities, 416

Interest, *see* Deposits

Investments, *see also* Substantial investments *and* Control

- asset transactions, 470
- combined real property and equity limited, 466
- commercial loans, 461–463, 259
- constraints on, 450–452
- deemed temporary, 469
- divestiture order from Superintendent, 468
- exemptions and exclusions, 451(2)–(5), 456–459
- grandfathered, 471
- indirect, 454

- large asset transactions
- limits
 - • aggregate, 466
 - • on equity acquisitions, 465
 - • on portfolio limits, exclusions from, 460
 - • on real property interests, 464
 - • regulatory capital relating to, 372
- minority regulations, 372
- permitted, 453
- portfolio limits, 460
- prudent person standard, 161(2)(g), 450
- related party transaction, 476(1)(b)
- restriction on control and substantial, 451
- standards, 161(2)(g), 450
- subsidiaries permitted, 453
- temporary, 456

Investment services

- power to
 - • provide counselling services, 409(2)(c)
 - • provide portfolio management services, 409(2)(c)
- regulations on, 410(3)(b)

Issuer

- adverse claim, 132–134
- defined, 2, 299
- duties, 132–136, 306
- endorsement, assurance of, 130
- includes guarantor, 87
- liability, 129, 135
 - • limitation on, 135
- notice to agent, 138
- right to recover, 136(4)
- security holders, 306(2)
- transfer, duty to register, 129
- trust indenture, compliance with, 307
- warranties, 111

Index

L

Late and Erroneous Filing Penalty (LEFP)

- administrative procedures, 1468

Leasing, *see* Financial leasing

Letters patent, *see also* Continuance and Incorporation

- contents of, 27
- continuance, 32–33
- copies, 35
- defined, 2
- effect of, 30, 34, 235
- first directors, 29
- incorporation, 21–22
- issue of, 21, 33(2), 234
- name change, 1270
- to amend, 221
- winding-up, 347, 365

Limitation period

- director liabilities, 214, 215(3)
- dissolved company, 368(2)
- insider trading, 277(2)
- recovery for reduction in stated capital, 79(3)
- • summary conviction, 535.1(1)

Limited Recourse Capital Notes, 1468

Liquidation, *see also* Dissolution and Winding-up

- continuation of actions, 367(1)
- court supervised, 347–360
- general, 352–365
- general, 344–351
- shareholder approval, 349
- simple, 347–351

Liquidator

- appointment, 356
- as auditor, 320(2)
- constructive registered holder, 96(2)
- delegation of powers, 355(2)

- due diligence, 359
- duties, 358(1)
- examination of others, 360
- power to act as, 409(2)(b)
- powers of, 352(8)
- report to superintendent, 346
- unclaimed money on winding up, 371
- vacancy, 357

Liquidity, *see also* Capital, adequacy of

- adequacy of, 473
- adequacy requirements, 654
- contingency planning, 817
- managing, 810
- policies for, 808

Loan Company, *see also* Specific Subject relating to the loan company

- capacity of, 14
- incorporation guide, 1222
- invalidity of acts, 15
- shareholders not personally liable, 17

Loan workouts

- exemptions for, 451(3)
- permission to enter into, 457

Loans

- cost of borrowing, 435–440
- commercial, 827
- defined, 464(1), 476(3)
- disclosure, 438
- exposure limits, 409–413
- impaired loans, 500–505
- limits on, 452(b)
- • commercial loans, 500–505
- margin, 486
- minimum balance, 443
- prepayment protection, 443(1)
- prudent person standard, 450, 404–408
- related party transaction, 476(1), (3), 479
- renewal statement, 438.1

Index

- Loans (*cont'd*)
- work-outs, 457

M

Major shareholder

- defined, 2.1

Manage business

- power to, 410(1)(d.1)
- regulations, 410(3)

Management proxy circular

- director's statement, 179(1)
- shareholder proposal, 146–147
- solicitation of proxies, 160.04, 160.05

Margin loans

- exemptions: related party transaction, 484(3)(b)
- Superintendent conditions upon, 486

Material contract

- disclosure in prospectus, 11, 280–284
- disclosure of interest in, 207–210
- review by conduct review committee, 199(3)(c)

Meetings

- auditor, 325
- director, 184
- • adjourned, 185(3)
- • attendance, 190, 206
- • calling of, 49(2)
- • dissent, 189
- • electronic, 188
- • first, 49
- • minimum number of, 184
- • notice, 185
- • place of, 184
- • quorum, 186
- • required by audit committee, 198
- • resident Canadian majority, 187
- • right of Superintendent to call, 191
- • unaffiliated director, 187.1

- • validity of acts, 205
- • waiver of notice, 185(2)
- shareholder
- • approve bylaws, 50(2)(a)
- • auditor attendance, 325
- • auditors' appointment, 50(2)(c)
- • calling of, 50, 140, 156(3), 157
- • cumulative voting, 171–172
- • directors' election, 50(2)(b), 174–175
- • location, 139
- • notice, 141–144
- • proposal, 146–147
- • quorum, 149–150
- • request for, 156
- • resolution in lieu of, 155
- • right of directors to attend, 206
- • single shareholder, 150
- • special business, 144
- • superintendent attendance, 325(4)
- • voting, 151–154
- • waiver of notice, 145

Member

- defined, 318, 449(2)

Minimum balance, 443(2)

Minister

- appeal to dissolve, 350
- application to
- • amalgamate, 228, 230, 233
- • amend letters patent, 221
- • continue under the *Canada Business Corporations Act*, 38(1)(a)
- • sell assets, 241
- • wind up, 347–351
- approval
- • acquired significant interest, 375–378, 387–394
- • amalgamation, 230
- • amend incorporating documents, 220
- • conditions, 527.2

Index

Minister (*cont'd*)

- • investments, 453(5), (11)
- • sale of substantial assets, 238, 241(3)
- • winding-up, 345, 869
- • terms, 527.2
- • undertakings, 527.2
- defined, 2
- delegation of power, 532
- directions, 401–402
- exemption orders, 527.9
- incorporation
 - • factors considered, 26
 - • minimum capitalization, 50(1)
 - • objections, 25
- issue of letters patent, 21, 27(3), 33, 37, 50(1), 234, 236
- order
 - • disposition of shareholdings, 401
 - • limitation on assets, 379–386
 - • threat to integrity or security, disposition, 379–401.1
- powers of, 236
- • delegation, 532

Minority Interest Investments

- permitted types, 453(4)(a)(ii), (b)(ii), (c)(ii), (10)(a), 459, 372
- regulations, 372
- restriction, 453(4)

Mortgage

- exemption from related party transactions, 479(b)
- mortgage insurance
 - • business regulations, 375
- residential underwriting, 1055
- restriction on residential, 418

Motor vehicle

- defined, 449(1)
- financial leasing entity, 344

Mutual fund distribution entity

- permitted investment in, 453(2)(e), (3)(b)
- undertakings, 455

Mutual fund entity

- defined, 449(1)
- permitted investment in, 453(2)(e), (3)(b)
- undertakings, 455

N

Name

- affiliated entities, 43
- change of, 222(i.1), 1270, 1334
- confusingly similar, 1417
- corporate seal for, 261
- deceptively misdescriptive, 1416
- direction to change, 46
- English and French form, 44
- improper use of, 533(4)
- offence for wrongful use, 533(4)
- prohibited, 41
- punishment, 534
- regulations, 378
- regulatory approval and, 1270
- reserved, 45, 48.1
- revoking, 46(2)
- set out in contracts, 260
- similar, 1417
- subsidiaries, 48
- use of, 533(4)

National Instruments

- Registration Requirements, Exemptions and Ongoing Registrant Obligations, 1494

National treatment, *see* Reciprocity with foreign applicants

Networking

- power to engage, 411

Index

Notice

- branch closure, 441.1, 379
- constructive, 18
- service on a company, 524
- to company, 448(2)–(4)
- uninsured deposits, 385

Notice to directors and shareholders, 521, 523

O

Offences and penalties

- appeals
- • final order, of, 538(1)
- • leave, with, 538(2)
- *Competition Act*, 545
- effect on contracts, 536
- failure to provide information, 533(3)
- generally, 533–539
- late and erroneous filing penalty framework
- • instruction guide, 1468
- liability of directions and officers, 535
- limitation period, 535.1
- punishment, 534
- recovery of fines, 539
- restraining or compliance order, 537
- undue preference to creditor, 533(2)
- use of name, 533(4)

Offeree

- defined, 288(1)

Offeree bank

- defined, 288(1)

Offeror

- defined, 288(1)

Office of the Superintendent of Financial Institutions

- Act, 571
- administrative penalties, 581, 585
- advisories, *see* Advisories

- agreements, 575
- assessments, 580, 595
- committee, 577
- confidentiality, 578
- conflict of interest, 577
- covered bond limit, revised, 841
- deputy superintendents, 575
- establishment of, 572
- financial, 576
- guidance notes, *see* Guidance Notes
- guidelines, *see* Guidelines
- rulings, *see* Rulings
- service charges, 604
- staff, 576
- Superintendent, 573

Officer, *see also* Senior officer

- appointment of, 200–201
- appointment of first, 49(1)(d)
- auditor, notice of errors, 337
- auditor, report to, 333
- authority, 19
- chief executive, 200
- conflict of interest
- • application to court, 211
- • avoidance standards, 210
- • disclosure, 207, 209
- defined, 2, 270(1), 509.01
- director as, 201(2)
- disqualification, 509.1–509.2
- indemnity, 217–219
- insurance, 218
- liability, 535
- margin loans, 486
- powers of
- • suspended, 514
- related party, 484
- reliance on information, 405
- remuneration, 204
- removal, 509.1–509.2

Index

- Officer (*cont'd*)
- share certificate, signature on, 89(1)(a)
 - undue preference to creditor, 533(2)
 - validity of acts, 205
- Options**
- as dividend, 82
 - call defined, 270(1)
 - list of holders, 246
 - put defined, 270(1)
 - signature on, 89(2)
 - to purchase shares, 72
- Order form**
- defined, 2
 - security in, 86(3)
- Orders**
- account charges, 426
 - adequacy of capital and liquidity, 473(3), (4)
 - aggrieved by refusal of proposal, 147(2), (3)
 - appeal of
 - final orders, 538(1)
 - leave, with, 538(2)
 - approving application for dissolution, 350(2)
 - approving indemnity of directors and officers, 219
 - commencement of business, 52–61
 - compliance with Act, 534(2), 537
 - compulsory acquisitions, 296
 - control
 - Minister's approval, 453(5)
 - Superintendent's approval, 453(6), (7)
 - contribution, 213
 - court enforcement, 509
 - court-supervised liquidation, 352–357, 360, 362–365
 - disposition of shareholdings, 401–402
 - disqualification of auditor, 321(2)
 - divestment, 468
 - effect, 448(1)
 - election of director or auditor, 158
 - evidence of appointment or incumbency, 130(4)
 - exemption from
 - barring examination, 315(4)
 - constraints on ownership, 378(1)
 - prohibited transactions, 487
 - prospectus requirements, 281
 - public holding requirement, 381–382
 - limit on assets, 380
 - location and processing of information, 250(1)
 - management by employees, 483(2)
 - meeting of shareholders, 157
 - not effected by
 - amalgamation, 235(1)(f)
 - continuance, 36(e)
 - not statutory instruments, 528
 - obtain information on shareholders, 404(2)
 - production of information and documents, 502
 - prohibited names, 44(4), 46
 - prohibited transactions, remedial actions, 494
 - proxy, 160.08(1)
 - recovery of reduction of capital, 79(1)
 - rectify records, 343
 - removal of trustee, 304
 - self-dealing, 487
 - substantial investment
 - Minister's approval, 453(5)
 - Superintendent's approval, 453(6), (7)
 - threat to integrity or security, disposition, 401.1
 - transitional, regarding
 - amalgamation, 236
 - continuance, 37
 - winding-up, 515

Index

Ordinary resolution

- amendments to by-laws, 192
- defined, 2
- in lieu of meeting, 155
- removal of auditor, 322

Organizational and commencement

- commencement of business, 52–61
- first directors' meeting, 49
- first shareholders' meeting, 50

Over-issue

- defined, 84
- securities not to be issued, 100

Ownership of companies

- application for approval, 387–391
- *Competition Act* applies, 408
- constraints on acquisitions, 375–376
- crown and foreign governments, 396, 399(2)
- exception, 376.1
- interest of securities underwriter, 403
- ministerial approval, 375–376, 387–396
- ministerial direction, 401–402
- public holding requirement, 379–386
- regulations restricting, 459
- significant interest in, 375

P

Paid-in capital

- deposit of, 55
- minimum amount, 56(1)(b)

Participating share

- defined, 449(1)

Partnership

- restriction on being general partner, 421

Payment card

- disclosure of charges, 438(2)
- handling complaints, 161(2)(e), (f), 441–442

- power to issue, 409(2)(d)
- promotion of merchandise and services to, 410(1)(e)

Penalty, 534

Person

- defined, 2, 113
- prudent standard, 161(2)(g), 450, 771

Personal deposit account

- defined, 425.1
- disclosure of charges, 284

Personal Information, see Information

Personal representative

- defined, 2

Pillar 3 Disclosure Requirements, 939, 945

Pledging, see Security interest

Portfolio management services, see Investment services

Powers, see Business powers

Preferred shares, see also Shares

- authority to issue, 64

Prepayment protection, 443

Prescribed

- defined, 2
- regulation making authority, 531(1)(a)

Prescribed products or service

- charges, 442.1

Prescribed subsidiary

- defined, 449(1), 364

Priority

- insolvency, 374
- of Superintendent's claim, 519

Processing of records, 250

Proclamation, 563

Property, see Real property

- defined, 2

Index

Prospectus

- distribution of, 278(1)
- distribution to public, 11
- exemption from, 279(1)
- order of exemption, 279(1)
- regulation, 389
- requirements, 278–279
- use of name in, 533(4), 378

Proxy

- appointment of proxyholders, 160.02
- defined, 2
- deposit of, 160.03
- duty of registrant, 160.07
- general, 160.02
- mandatory solicitation, 160.04, 160.05
- restraining order, 156.08
- revocation of, 160.02(6)
- right of beneficial owners, 160.06
- rights of holder, 160.06
- soliciting of, 160.04, 160.05

Proxyholder

- appointment of, 160.02
- attendance at meeting, 160.06
- authority, 160.02(3)
- defined, 2
- rights of, 160.06

Prudent person standard

- general requirements, 161(2)(g)

Prudential limits and restrictions

- asset securitization, 838
- commercial lending criteria, 827
- derivatives sound practices, 970
- large exposure limits, 778, 783, 839
- securitization, liquidity support facilities, 838
- liquidity, 806
- pledging, 823
- prudent person approach, 771

- related party transactions, materiality criteria, 831
- securities lending, 803

Public Accountability

- statements, 444.2

Public inquiry

- on incorporation of company, 25
- rules, 25(5), 394

Publication, see Canada Gazette

Purchaser

- adverse claim notice, 108
- *bona fide*, defined, 84
- defined, 84
- fiduciary duty notice, 109
- security
 - delivery, 122
 - ownership, 123
 - title of, 107
 - warranty, 111

Put

- defined, 270(1)
- insider trading of, 275(3)

R

Real property

- calculating interest in, 364
- combined limit with equity, 466
- defined, 2
- limit of, 460, 464, 466
- power to
 - act as agent for, 410(1)(a)
 - hold, manage and deal with, 410(1)(b)
 - provide appraisals, 410(1)(a)
 - provide consultation, 410(1)(a)
- regulations, 467, 362

Real Property Interests Valuation

- investment limits, 464, 465, 362

Index

Realizations

- acquisition through, 458
- exception to, 451(3)

Receiver

- power to act as, 409(2)(b)
- prohibition on appointment of, 420

Reciprocity with foreign applicants

- national treatment
- • acquisition of significant interest, 388(2)
- • incorporation, 23

Recorded address

- defined, 2

Records

- access to
- • directors, 244(4), 245
- • immediate, direct, complete, ongoing, 250(1.1)
- • shareholder, 244(5), 245
- • subsidiaries, 455(4)
- • Superintendent, 505
- contents of, 243
- copies of forms, 250
- custody after dissolution, 373
- form of, 49(1)(b), 248
- location, 242, 244
- maintaining, requirement to, 250
- prospectus sent to, 282(2)
- protection of, 249
- regulations, 252
- retention of, 251
- sent to Minister, 371(2)
- shareholder list, 245(7)

Redemption

- adjustment to capital, 80
- director liability for, 212(2)(a), 216
- of shares, 74

Registered form

- defined, 2
- security in, 86(4)

Registered holder

- treatment of, 96

Registered products

- definition, 434.1(3)
- disclosure, 434.1(1)
- regulations, 434.1(2)

Registrant

- default, 160.07(7)
- duties, 160.07
- duty to beneficial holder, 160.07(1)
- instructions to, 160.07(5)
- rights of, 160.07(8)

Regulated foreign entity

- central securities register, 256(3)
- defined, 2
- records, 244(3.1)

Regulation of Companies

- commissioner, 520.1–520.5
- prudential agreements, 506.1
- remedial powers, 507–520
- • directions of compliance, 507, 509
- supervisory intervention, 510–520
- superintendent, 495–520
- supervision, 495–506
- • inspection of companies, 505–506
- • returns, 495, 504.4

Regulations

- activities, 443.2
- adequate capital and liquidity, 473(2)
- affiliated persons, 166, 253
- aggregate financial exposure, 255
- annual statement, 256
- approval of investment in intragroup service entities, 300

Index

- Regulations (*cont'd*)
- bank recapitalization (bail-in) conversion, 432
 - borrowing costs, 440, 264
 - business power, 410(3)
 - Canada Deposit Insurance Corporation Notice Regulations (Compensation in Respect of the Restructuring of Federal Member Institutions), 535
 - charges to borrowers, 418.1
 - civil remedies, 257
 - commercial loans, 259
 - compensation, 436
 - complaint handling, 442, 308
 - corporate interrelationships, 262
 - disclosure of charges, 284
 - disclosure of information, 418.1, 444.3
 - disclosure on account opening by telephone, 290
 - distributing trust and loan companies, 292
 - electronic alternatives, 618
 - electronic documents, 539.04(2), 539.12, 294
 - eligible financial contracts, 510
 - entity member of group, 297
 - equity defined, 299
 - equity limits, 452, 465–466
 - equity valuation, *see* Investment limits
 - exemptions, 300–302, 621–623
 - factoring entity, 449(1), 303
 - finance entity, 449(1), 304
 - financial consumer protection framework, 305
 - financial leasing entity, 449(1), 344
 - financial planning, 410(3)(b)
 - foreign institutions and Canadian residency requirements, 347
 - going-private transactions, 348
 - guarantees, 414(4)
 - holding body corporate of foreign institutions, 347
 - holding of funds, 443.1
 - holding own shares, 73
 - information services, 410(3)
 - information technology activities, 349
 - insider reports, 352
 - insurance business, 416(3), 354
 - interest rates, 427–429, 288
 - intragroup service entities, 301
 - investment in intragroup service entities, 301
 - investment, exemptions from restrictions on, 451, 302, 350
 - investment counselling and portfolio management services, 410(3)(b)
 - investment limits, 452, 467, 362
 - meetings and proposals, 370
 - minority interest investment, 453(4)(a)(ii), 459
 - mortgage insurance business, 375
 - name use, 378
 - notice of branch closure, 379
 - power to make, 531
 - prescribed deposits, 387
 - prescribed holding body corporate, 347
 - prospectus exemptions, 389
 - protection of assets, 531(1)(g), 391
 - public inquiry rules, 394
 - publicly available information, 620
 - real property interest valuations, *see* Investment limits, 467
 - registered products, 434.1(2)
 - regulatory capital, 2, 397
 - related party transactions, 399
 - residency requirement, Canadian, 347
 - resident Canadian, 401
 - securities dealing restrictions, 574
 - service charges, 429, 431–433
 - shared premises, 405
 - specialized financing entity, 252, 459, 406

Index

Regulations (*cont'd*)

- subsidiaries holding bank shares, 280, 410
- supervisory information, 503.1, 531(1)(i), 411
- support orders and provisions, 413
- total assets for public holding requirements, 380(3), 463, 415
- use of information, 459
- use of name, 983, 378

Regulatory Approval

- amalgamation, 1289
- continuation, 1298
- control, 1309
- discontinuance, 1300
- dissolution, 1284
- divestiture period, 1304, 1305
- extensions, 1306
- guide, 1262
- letters patent, 1270
- liquidation, 1284
- loan default, 1304
- name change, 1270
- name reservation, 1307
- security interest, realization of, 1305
- substantial investment, 1273, 1342
- temporary investments, 1304
- transaction instructions, 1269
- voluntary dissolution, 1284
- voluntary liquidation, 1284

Regulatory capital

- defined, 2
- equity limit, 465–466
- loans greater than one-half of one percent, 331(1)(b)
- materiality criteria, 831
- real property limit, 464, 466
- regulation making authority, 531(1)(d)
- regulations, 397
- related party transactions, 485

Regulatory Compliance Management (RCM)

- guideline, 1076

Related Party

- asset acquisitions, 482
- assets transactions, 483.3, 753–755
- borrowing from, 481
- deemed, 1427
- deposits, 480
- directors' interests, 484
- disclosure, 492
- margin loans, 484(3), 486
- materiality criteria, 831
- nominal value transactions, 478
- notice to superintendent, 493
- officers' interests, 484
- permitted transactions with, 478–488, *see also* Related party transactions permitted
- prohibited transactions with, 477
- remedial actions, 494
- restrictions, 483.2, 489
- secured loans, 479
- senior officer, defined, 473.1
- services, 483
- transactions, defined, 476
- transactions, exempted, 475
- transactions with holding companies, 483.1

Related party transactions permitted,

- see also* Related party and Restrictions on permitted related party transactions
- acquisition or sale of certain assets, 482
- borrowing of company, 481
- deposits with direct clearer, 480
- director's and officer's interests, 484–485
- loans secured by government, 479(a)
- margin loan, 484–485
- Ministerial exemption, 487

Index

- Related party transactions permitted (*cont'd*)
- nominal or immaterial transactions, 478
 - prescribed transactions, 488
 - residential mortgage, 479(b)
 - regulations, 399
 - services, 483
 - transactions with holding companies, 483.1
- Remedial action**, 339–343
- Remuneration**
- auditors, 319(2)
 - before commencement of business, 54, 61
 - by-law for directors, 195
 - fixed by directors, 204
 - not special business, 144
 - related party exemption, 475(2)(d)
- Resident Canadian**, *see also* Resident
- defined, 2, 401
 - requirement for directors, 163(2)
- Residential property**
- defined, 2
 - restrictions on mortgages, 417
- Resolution**, *see* Directors' meeting, Ordinary resolution *and* Special resolution
- Restrictions on business powers**
- charges to borrowers, 418.1
 - deposit taking, 413
 - fiduciary activities, 412
 - financial leasing, 417
 - goods, wares and merchandise, 410(2)
 - guarantees, 414
 - insurance business, 416, 354
 - partnership, 421
 - receivers, 420
 - residential mortgage, 418
 - securities activities, 415, 574
 - security interest, 419
- Restrictions on permitted related party transactions**
- approval of board of directors, 485
 - procedures of conduct review committee, 195(3)
 - market terms and conditions, 489
- Retail deposit account**
- defined, 425.1
 - disclosure of charges, 284
- Returns**
- audit committee report, 198(4)
 - copy of by-laws, 500
 - evidentiary privilege, 504
 - names of directors and auditors, 499
 - presumption from latest, 522
- Risk Assessment**
- operational, 1109
- Rulings**
- acting jointly or in concert, 1452
 - alternate name, 1447
 - commodity trading, 1434
 - control in fact, 1441, 1444
 - conversion of shares, 1423
 - deemed related party, 1427
 - holding of shares in the federally regulated financial institution or its controlling body corporate, 1425
 - liquidation, 1432
 - major shareholder and service provider, 1444
 - physically settled commodity trading, 1434
 - promotion of “comprehensive credit insurance” policy by bank, 1449
 - service provider, acting as, 1444
 - subordinated debt, conversion, 1439
 - trustee, acting as, 1428
 - trustee or manager, 1441
 - use of trade name, 1447

Index

Rulings (*cont'd*)

- voluntary liquidation, 1432

S

Sale of substantially all assets

- agreement, 237
- approval of Minister, 238, 241
- approval of shareholders, 239

Sanctions, *see* Offences and penalties

Scrip certificates

- conditions on, 94
- rights of, 95(2)

Seal, *see* Corporate seal

Securities

- deemed distribution of, 11(3)
- Hockin-Kwinter accord, 1483
- lending guidelines, 803
- National Instrument 31-103, 1494
- networking, 411
- registration requirements and exemptions, 1501
- restriction on activities, 415, 574
- safeguarding of, 420
- use of company name, 261

Securities broker

- defined, 84
- security delivery, 124(3)
- warranty of, 111(5)

Securities register, *see* Central securities register

Securities underwriter

- defined, 2

Securitization

- large exposure issues pertaining to liquidity support facilities, 838

Security, *see also* Security certificate, Security interest, Shares security

- adverse claim, 108

- alterations to, 105
 - bearer form, 86(2)
 - burden of proof in action, 101
 - completion, 105
 - contents of, 90
 - conversion, 128
 - defect in transfer, 103
 - defined, 84, 276(2)
 - delivery, 122, 124
 - distribution, 11
 - divestiture order, 468
 - endorsement, 112–121
 - enforceability, 105(2)
 - fiduciary duty, 109
 - fractional certificates, 93
 - fungible, 102
 - guarantor of, 87
 - holders of, 88, 306
 - lost, 136
 - minors, 97
 - negotiable instrument, 86(1)
 - order form, 83(3)
 - over-issue, 100
 - ownership, constructive, 123
 - particulars of class, 92
 - purchase, ownership, 123
 - registered form, 86(4)
 - restrictions and constraints on, 91
 - safeguarding of, 391
 - scrip certificates, 94
 - seizure of, 127
 - stolen, 136
 - title of purchaser, 107
 - transfer of, 85, 88(2), 96(2), 99
 - unauthorized signature, 104
 - underwriter, 403
 - warranties, 106, 111
- ### Security certificate
- contents of, 90

Index

Security certificate (*cont'd*)

- defined, 84
- destruction of, 259
- entitlement to receive, 88
- exchange of, 29(6), 677(6)
- fee for issuance, 88(2), 299
- fractional, 93, 95(1)
- joint holders of, 88(3)
- particulars of class, 92
- restrictions on, 91
- scrip, 94, 95(2)
- signature on, 89

Security interest

- defined, 2
- in shares of the bank, 75(2)
- related party transaction, 476(1)(d)

Self dealing, *see* Related party

Send

- defined, 2

Senior Officer

- defined, 473.1, 509.01
- disqualification or removal of, 509.2

Sequestrator

- power to act as, 409(2)(b)

Service charges, *see also* Cost of borrowing

- application, 434, 284
- disclosure of rate increases or new charges, 433, 284
- disclosure to borrower, 438(1)(b), (2), (3), 267
- government cheques, 443(4)
- handling complaints, 441–442
- minimum balance, 443(2)
- prescribed products or services, 442.1
- registered products list
- regulations, 429, 284
- set out in agreement, 426

Service on a company, 367(2), 524

Share for share exchange, *see*

Incorporation

Shared premises

- regulations, 405

Shareholder

- access to records, 244(5)
- approval
 - amalgamation, 231
 - by-laws, 192, 195, 222(2)
 - sale, 239
 - status of, 341
- attendance at directors' meeting, 190
- auditor's statement, 326
- by-laws
 - amendment, 222
 - general, 191–196
 - proposal to amend, 226
- cumulative voting, 171–172
- defined, 7, 366
- director vacancy, 180
- disposition of shareholdings, 401
- infant holder, 97
- interpretation, 7
- joint, 153
- joint holders, 98
- liability, 17, 368
- list, 148, 245–247
- major, 2.1
- not personally liable, 17
- notice, 521
- powers, 156
- proposal, 146–147
- registered holder, 96, 193
- representative, 152
- requisitioned meeting, 156
- statement by director, 178–179
- threat to integrity or security, 401.1
- voting rights, 223, 231, 239
 - pooling agreement, 160

Index

- Shareholder (*cont'd*)
- restriction, 386
 - suspension, 399
 - winding-up
 - proposal, 340
 - resolution, 349
- Shareholders' meeting**
- approval of by-laws, 222(2), 223–227
 - auditor's attendance at, 325
 - calling of, 140(1), 175(4)
 - cumulative voting at, 171–172
 - directors' election, 50(2)(b), 171–175
 - financial statements, 313
 - first meeting, 50
 - meeting called by court, 157–159
 - notice of, 141–142
 - place, 139
 - quorum, 149–150
 - record date, 140
 - requisitioned meeting, 156
 - resolutions in lieu of meeting, 155
 - right of director to attend, 206
 - shareholder list, 148, 245–247
 - shareholder proposals, 146–147
 - special business, 144
 - Superintendent attendance, 325
 - voting, 151–154
 - waiver of notice, 145
- Shares**, *see also* Common shares, Rulings, Security and Security certificates
- approval of certificate, 49(1)(b)
 - authorizing issuance, 45(1)(c), 62, 212, 216
 - cancellation, 76
 - classes of, 64, 92, 222–227
 - common, 63
 - consideration for, 68, 1427
 - conversion into, 72, 81, 1423
 - cross ownership on amalgamation, 229(3)
 - defined, 270(1), 288(1)
 - disposition of, 401
 - director liability for issuance of, 212
 - dividend, 82
 - donated, 74(3)
 - fractional, 93, 95(1)
 - holding of own shares, 73, 531(h), 587, 1426
 - as of proclamation date by subsidiary, 77
 - as personal representative, 75(1)
 - as security interest, 72(2), (3)
 - by a securities subsidiary, 280
 - by redemption, 74
 - for cancellation, 76(1)
 - upon realization, 76(2)
 - non-assessable, 67
 - power to issue, 62
 - pre-emptive right, 71
 - purchase of, 74
 - redemption, 74, 80
 - registration constraints, 375–376, 396
 - requirement to sell, 76–77
 - reserved, 72(3)
 - right to acquire, 289
 - series, 65, 222–227
 - stated capital account, 69–70
 - threat to integrity or security, 66, 401.1
 - voting, 66, 151
- Signature**
- annual statement signature by chief executive officer, 314(1)(a)
 - electronic documents, 539.01–539.14
 - electronic signatures, 539.11, 296, 619
 - employee signature on securities, 104(b)
 - fractional certificate, 89(2)
 - guarantee, 121, 130(2)
 - options, 89(2)

Index

Signature (*cont'd*)

- security certificate, 89
- retention of signature cards, 251(2), (3)
- share certificate, 89(1)
- unauthorized signature, 104
- warranties of guarantor of signature, 121

Significant interest

- acquisition of, 373
- agreement with minister, 375.1, 376
- constraining acquisition, 375
- constraining registration, 376
- defined, 2, 8
- exemption from ministerial approval, 377–378
- interpretation, 8
- prohibition against, 376.1, 376.2
- related party, 474(1)
- series defined, 2

Solicit or solicitation

- defined, 160.01

Solicitation on behalf of management

- defined, 160.01

Sound business and financial practices

- background checks, 1083
- Climate Risk Management, 1045
- corporate governance, 1174
- deposit-taking institutions, 1099
- derivatives, 970
- interest rate risk management, 1006
- internal capital adequacy assessment process (ICAAP), 1099
- legislative compliance management, 1108
- stress testing, 1090
- Technology and Cyber Risk Management, 1030
- Third-Party Risk Management, 987

Special resolution

- amendments to certain bylaws, 222(2), 224–225
- amendments to incorporating instruments, 220
- amalgamation, 231–232
- continuance, 32(2)
- defined, 2
- dissolution, 349
- in lieu of meeting, 155
- reduction of capital, 78
- sale of substantially all assets, 239(4)
- special business, 144

Specialized financing entity

- conditions for investment, 406
- defined, 449(1), 406
- minority investment in, 372
- restricted investment in, 453(4)(c), (6), (7), 406
- undertakings, 470

Subordinated indebtedness, *see also* Capital-tier 2

- consideration for, 83
- defined, 2
- director's liability for issuance of, 212, 216
- priority on insolvency, 374
- trust indenture, 299–311

Subsidiary, *see also* Minority interest investments *and* Substantial investments

- auditor, 334
- defined, 2, 5
- foreign bank, 24
- holding company shares, 73, 77, 280
- interpretation, 5
- related party, 474, 475(4)

Substantial investment, *see also* Minority interest investments

- advisory, 1370

Index

- Substantial investment (*cont'd*)
 - auditor's right to information on, 329(1)(a)
 - defined, 2, 10
 - divestiture of, 468
 - extension of divestiture period for control or holding of, 1346, 1347
 - interpretation, 10
 - loan workout/realizations, 457–458
 - networking with, 411
 - permitted, 453–454
 - regulatory approval, 1262
 - related party, 474, 483(1)(c)
 - restrictions on, 451
 - superintendent approval, 1342
 - temporary, 456, 469
 - undertakings, 455
- Sunset clause**, 20
 - exception, 20(4)
 - extension, 20(2)
- Superintendent**
 - access to records, 455(4), 505(2)
 - acting in concert, designated by, 9(4)
 - advisory committee, 517
 - agreements with, 506.1
 - agreements with other jurisdiction, 455(3)
 - annual returns, 499
 - annual statements filed with, 317(1)
 - application to court, notice to, 147(4), 159, 219(2), 339(3), 343(2), 352(3)
 - applications to, 11(2), 24–25, 529
 - approval, *see also* Deemed approvals
 - classes of shares, 65(5)
 - divestiture of shares, 468
 - investments, 453(6)(7)
 - reductions in capital, 78(4)
 - assets, taking control of, 510–520
 - auditor, filling vacancy of, 324
 - authority, 53
 - by-laws, copy of, 500
 - capital adequacy, 473
 - commencement of business, 52–58
 - conditions on margin loans, 486
 - conduct review committee, report of, 199
 - control of company, 514, 516
 - deemed approval, *see* approval
 - defined, 2
 - direction of compliance, 507–509
 - director's meeting, 191
 - directors, report of, 199(6)
 - divestment order, 460
 - dividend declaration, notification of, 82(2)
 - documents, 502
 - examination of companies, 505, 533(3)
 - financial statement, copy to, 317
 - information
 - confidential, 503
 - direction to produce, 502
 - disclosure by, 503
 - disclosure to, 503.1
 - required to be filed, 495
 - inquiry by, 506
 - insider reporting, 271–274
 - intervention by, 510, 520
 - loan workouts/realization, 457–458
 - maintenance of bank register, 501
 - meetings, attendance, 325
 - nominal or immaterial transactions, 478
 - notice of
 - change in principal office, 535(3)
 - commencement of business, 59
 - contesting of rejected proposals, 147(4)
 - issue of letters patent, 28, 35(2), 234(3)
 - prohibited related party transaction, 493

Index

- Superintendent (*cont'd*)
- order to change name, 46(1)
 - powers of, 506, 510
 - production of information, 502
 - prospectus receipt, 282(1)
 - proxy, 160.05, 160.08
 - prudential agreement, 506.1
 - records, 244, 250, 505(2)
 - reduction of capital, 78(4)
 - register, 501, 531(1)
 - related parties, designation of, 474(3)
 - remedial action, 339–343
 - remedial powers, 507–509
 - removal of directors of senior officers, 509.2
 - security interest, 75(2), 419
 - statement of director, 178(2), 179
 - supervisory framework, 1572
 - supervisory intervention, 510–520
 - temporary investments, 456, 469
 - undertakings, 455
 - verification of documents or facts, 527
 - winding-up, application to court, 515.1
 - winding-up, report of liquidator, 346

Support Orders/Provisions

- designation, 413
- information to accompany notices, 414
- publicizing designated offices, 413
- regulations, 413

T

Takeover bid

- application to court, 294–296
- date of, 288(3)
- defined, 288(1)
- dissenting offeree, 288(1), 290
- right to acquire shares of, 289–297

Temporary investments

- deemed temporary, 469

- exemption for, 451(3)
- extension of holding period, 1344
- permission to hold, 300

Telephone request

- disclosure on account opening after, 628

Terrorism

- applications, 628
- assisting, 627
- causing, 627
- freezing property, 627
- funds, 627
- judicial review, 635
- list, 625
- obligations, 627
- certificate, 629
- disclosure, 628
- OSFI-525 Report, 1479
- promoting, 627
- suppression of, 624

Tickets

- power to sell, 410(1)(f)

Trade

- defined, 2

Transaction

- defined, 476

Transfer

- approval by Superintendent, 238
- defect in, 103
- defined, 2
- duty to register, 129–130
- fee for security certificate, 88(2)
- generally, 84–138
- restrictions on, 91
- transmission of securities, 96(2), 99
- warranties, 111

Transmission of securities, *see* Transfer

Transmission on death, 446

Index

Trust and Loan Company, *see* Company

Trust and Loan Companies Act, *see*
also specific subject to the trust
company

- capacity of, 14
- incorporation guide, 1222
- invalidity of acts, 15
- shareholders not personally liable, 17

Trust indenture

- application of, 300
- compliance with, 307
- defined, 84, 299
- exemption for, 301
- notice of default, 309
- validity despite conflict, 303

Trustee

- compliance with trust indenture, 307–308
- conflict of interest of, 302–303
- defined, 299
- duty of care, 310
- evidence of compliance, 307–308
- exculpation, 311
- list of security holders, 306
- notice of default, 309
- power to act as, 409(2)(a)
- restrictions on, 412
- qualifications of, 305
- registered holder, treatment of, 96
- removal of, 304
- share certificate, signature on, 89(1)(c)

U

Unauthorized

- defined, 84
- endorsement, 120
- signature, 104

Uncertificated security

- defined, 84

Unclaimed balance

- notice of, 425
- payment of, 424

Unclaimed money, 371–372

Uninsured deposits, 385

United Nations

- OSFI-590 Report, 1481
- suppression of terrorism, 624

V

Valid

- defined, 84

Voting

- cumulative, 171–172
- pooling agreement, 160

Voting share

- defined, 2

W

Wages

- director's liability for, 215–216

Warranties

- of agent, 106
- of guarantor of signature, 121
- of intermediary, 111(3)
- of pledgee, 111(4)
- of securities broker, 111(5)
- to issuer, 111(1)
- to purchaser, 111(2)

Well-being reporting requirements, 333

Winding-up

- ceasing business and powers, 355
- costs, 361
- final order, 363
- custody of records, 373
- final accounts, 362
- letters patent, 347, 365
- liquidator

- Winding-up (*cont'd*)
- appointment, 356
 - delegation of powers, 355(2)
 - due diligence, 359
 - duties, 358(1)
 - examination, 360
 - powers of, 358(2)
 - report to superintendent, 346
 - vacancy, 357
 - no liabilities, 347
 - no property, 347
 - priorities, 374, 519
 - process, 350

Index

- proposing, 348
- resolution of shareholders, 348
- Superintendent, application to court, 515.1
- unclaimed money, 371–372

WTO member resident

- defined, 2, 11.1