

LEGISLATIVE INDEX

All references are to section numbers of the legislation. The following abbreviations have been used in this Index:

CBCA — Canada Business Corporations Act, R.S.C. 1985, c. C-44, as amended
CBCR — Canada Business Corporations Regulations, SOR/2001-512
CNCA — Canada Not-for-profit Corporations Act, S.C. 2009, c. 23, as amended
CNCR — Canada Not-for-profit Corporations Regulations, SOR/2011-223, as amended
WA — Winding-up and Restructuring Act, R.S.C. 1985, c. W-11, as amended

Index

A

Actions

- continuation on dissolution, CBCA 226(2); CNCA 239(2)
- evidence of approval not decisive
- • members, CNCA 254(1)
- • shareholders, CBCA 242(1)
- reimbursement, CBCA 226(4); CNCA 239(5)
- representative action, CBCA 226(5); CNCA 239(5)

Affiliated corporations

- defined, CBCA 2(2); CNCA 2(2)

Amalgamation

- agreement
- • general, CBCA 182(1); CNCA 205(1)
- • termination of, CBCA 183(6); CNCA 206(6)
- articles, *see Articles*
- cancellation of membership, CNCA 205(2)
- cancellation of shares, CBCA 182(2)
- certificate, *see Certificate*
- declarations in support, CBCA 185(2)–(3); CNCA 208(2)–(3); CNCR 86
- discontinuance of corporation upon, CBCA 186.1(3)–(4); CNCA 210(3)–(4)

- general, CBCA 181; CNCA 204
- horizontal short-form, CBCA 184(2); CBCR 72.1(2); CNCA 207(2); CNCR 85(2)
- member approval, CNCA 206, 210(1), *see also Meetings*
- shareholder approval, CBCA 183, 186.1(1), *see also Meetings*
- vertical short-form, CBCA 184(1), 186.1(2); CBCR 72.1(1); CNCA 207(1), 210(2); CNCR 85(1)

Amendments

- articles, *see Articles*
- certificate, *see Certificate*
- constraint on shares, CBCA 174, *see also Constrained share corporation*
- corporations incorporated under other Acts, CNCA 197(2)
- general, CBCA 173(1); CNCA 197(1)
- member proposals
- • class vote, CNCA 199
- • general, CNCA 198
- shareholder proposals
- • class vote, when entitled to, CBCA 176
- • general, CBCA 175
- termination of authorizing resolution, CBCA 173(2); CNCA 197(2)

Legislative Index

Annual return

- sending to Director under CBCA, CBCA 263; CNCA 278

Appeals, WA 103–107

Application of *Winding-up and Restructuring Act*, WA 6(1), 7

Arrangement

- articles, *see Articles*
- certificate of arrangement, CNCA 216(6)
- court approval, CBCA 192(3)–(4); CNCA 216(2)–(3)
- defined, CBCA 192(1); CNCA 216(1)
- effect of certificate, CNCA 216(7)
- effective date, CBCA 192(8)
- notice to Director, CBCA 192(5); CNCA 216(4)
- where corporation insolvent, CBCA 192(2)

Articles

- amalgamation
 - form, CBCA Form 9; CNCA Form 4009
 - sending, CBCA 185(1); CNCA 208(1)
- amendment
 - delivery, CBCA 177(1); CNCA 200
- arrangement
 - form, CBCA Form 14.1; CNCA Form 4014
 - sending, CBCA 192(6); CNCA 216(5)
- cancellation, CBCA 265.1; CBCR 96; CNCA 289; CNCR 93
- continuance
 - form, CNCA Form 4011
 - sending, CBCA 187(3); CNCA 211(4)
- dissolution
 - form, CNCA Form 4017

- sending, CBCA 210(4), 211(14); CNCA 220(4), 221(4)
- execution and filing, CBCA 262; CNCA 276
- incorporation
 - contents, CBCA 6; CNCA 7
 - delivery, CBCA 7; CNCA 8
 - reorganization
 - form, CBCA Form 14; CNCA Form 4013
 - sending, CBCA 191(4); CNCA 215(4)
 - restated, CBCA 180(1); CNCA 203(1)
 - delivery, CBCA 180(2); CNCA 203(2)
 - form, CBCA Form 7; CNCA Form 4007
- revival
 - form, CBCA Form 15; CNCA Form 4015
 - sending, CBCA 209(2); CNCA 219(2)

Audit committee

- auditor's attendance, CNCA 194(3)
- duties, CBCA 171(3); CNCA 194(2)
- exemption, CBCA 171(2); CBCR Part 10
- meetings, CBCA 171(5); CNCA 194(4)
- notice of errors, CBCA 171(6); CNCA 195
- requirement, CBCA 171(1); CNCA 194(1)

Auditors

- application, CNCA 192(3)
- appointment, CBCA 162(1); CNCA 181(1)
- attendance at meetings, CBCA 168; CNCA 187; CNCR 82
- audit engagement, CNCA 188, 189; CNCR 83, 84
- calling meeting, CBCA 166(2); CNCA 185(2); CNCR 81

Legislative Index

Auditors (*cont'd*)

- ceasing to hold office, CBCA 164; CNCA 183
- court appointed, CBCA 167; CNCA 186
- court review of appointment, CNCA 169
- deemed revenues, CNCA 190
- defined, CBCA 2(1); CNCA 2(1)
- dispensing with, CBCA 163; CNCA 182
- eligibility, CBCA 162(2); CNCA 181(2)
- examination, CBCA 169(1); CNCA 191
- incumbent, CBCA 162(3); CNCA 181(3)
- qualifications, CBCA 161; CNCA 180
- qualified privilege, CBCA 172; CNCA 196
- reasonableness, CNCA 192(2)
- reliance on others, CBCA 169(2); CNCA 192(1)
- removal, CBCA 165(1); CNCA 184(1)
- remuneration, CBCA 162(4); CNCA 181(4)
- replacement, CBCA 168(5.1)–(8); CNCA 187(5)–(8)
- report, CBCR 71.1
- review engagement, CNCA 188, 189; CNCR 83, 84
- right to information, CBCA 170; CNCA 193
- statement of, CBCA 168(5); CNCA 187(4)
- unexpired term, CBCA 166(4); CNCA 185(4)
- vacancies, CBCA 165(2), 166(1), (3); CNCA 184(2), 185(1), (3)

Authorized Foreign Banks

- application of *Winding-up and Restructuring Act*, WA 6(2), 8
- application of *Winding-up and Restructuring Act* (Part III), WA 150
- ceasing business, WA 153
- debts that may be proved, WA 157
- distribution of property, WA 158.1

- execution, WA 155
- liquidator
 - duties of, WA 152
 - preparation of statement, WA 156
 - transfer to foreign, WA 158.2
- notice, WA 151
- right of action, WA 158.3
- secured claims, WA 81.1
- set-off, WA 158
- winding-up order, effect of, WA 154

B

Ballot

- member's right on, CNCA 165(2)
- shareholder's right on, CBCA 141(2)

Bankruptcy and Insolvency Act

- insolvency under, effect on dissolution proceedings, CBCA 208; CNCA 218; CNCR 31

Body corporate

- holding, CBCA 2(4); CNCA 2(4)
- incorporation, CBCA 5(1)
- subsidiary of, CBCA 2(5); CNCA 2(5)

By-laws

- ceasing to have effect, CBCA 103(4); CNCA 152(4)–(5)
- copies to Director, CNCA 153; CNCR 60
- directors, power to make, CBCA 103(1); CNCA 152(1)
- effective date, CBCA 103(3); CNCA 152(3)
- making at organizational meeting, CBCA 104(1)(a); CNCA 127(1)(a)
- member approval, CNCA 152(2)
- member proposal to amend, CNCA 152(6), *see also Proposals*
- shareholder approval, CBCA 103(2)
- shareholder proposal to amend, CBCA 103(5), *see also Proposals*

Legislative Index

C

Canada Business Corporations Act

- application, CBCA 3(1)
- purposes, CBCA 4

Canada Not-for-Profit Corporations Act

- application, CNCA 3(1)
- purposes, CNCA 4

Certificate

- amalgamation
- effect, CBCA 186; CNCA 209
- issuance, CBCA 185(4); CNCA 208(4)
- amendment
- effect of, CBCA 13(2); CNCA 14(2)
- issuance, CBCA 13(1), 27(5), 178, 191(5), 192(7); CNCA 14(1), 201, 215(5)
- arrangement
- form, CBCA Form 14.1
- issuance, CBCA 192(7)
- continuance, CBCA 187(1); CNCA 211(1)
- as means of amending original articles, CBCA 187(2); CNCA 211(2)
- conversion from share capital to non-share capital, CNCA 211(3)
- copy of certificate, CNCA 211(7)
- deemed compliance, CNCA 211(9)
- effect, CBCA 187(5); CNCA 211(6)
- issuance, CBCA 187(4); CNCA 211(5)
- rights preserved, CNCA 211(8)
- discontinuance
- date, CBCA 262(5)
- issuance, CBCA 188(7)–(8)
- dissolution
- effect, CBCA 210(6), 211(6), (16), 212(4), 213(5), 223(8); CNCA 220(6), 221(6), (16), 222(5), 223(5), 233(8)

- issuance, CBCA 210(5), 211(5), (15), 212(3)–(3.1), 213(4), 223(7); CNCA 220(5), 221(5), (15), 222(3)–(4), 223(4), 233(7)
- revocation, CBCA 211(10); CNCA 221(10)
- effect of certificate, CBCA 179; CNCA 202
- incorporation
- effect, CBCA 9; CNCA 10
- issuance, CBCA 8; CNCA 9
- intent to dissolve
- effect, CBCA 211(6); CNCA 221(6)
- issuance, CBCA 211(5); CNCA 221(5)
- revocation, CBCA 211(10); CNCA 221(10)
- restated
- effect, CBCA 180(4); CNCA 203(4)
- issuance, CBCA 180(3); CNCA 203(3)
- revival
- effect, CBCA 209(4); CNCA 219(6)
- issuance, CBCA 209(3); CNCA 219(3)
- revocation of intent to dissolve
- effect, CBCA 211(12); CNCA 221(12)
- issuance, CBCA 211(11); CNCA 221(11)
- signatures on
- mechanical reproductions allowed, CBCA 262.1(1); CNCA 277(1)

Commencement of winding-up, WA 5

Company deemed unable to pay its debts, WA 4

Compulsory and Compelled Acquisitions, CBCA 206–206.1

Constrained share corporation

- amendment of articles, CBCA 174; CNCA 85, 86
- definitions

Legislative Index

- Constrained share corporation (*cont'd*)
 - • Canadian, CBCR 73
 - • constrained class, CBCR 73
 - • constrained share corporation, CBCR 73
 - • constraint, CBCR 73
 - • control, CBCR 73
 - • maximum aggregate holdings, CBCR 73
 - • maximum individual holdings, CBCR 73
 - • voting share, CBCR 73
 - disclosure, CBCR 74
 - issuance of shares, refusal, CBCR 76
 - limitation on voting rights, CBCR 77–79
 - registration of share, refusal, CBCR 75
 - sale of shares
 - • director's duties, re, CBCA 46(2)
 - • effect on previous owner, CBCA 46(3)
 - • general, CBCA 46(1); CBCR 82–83
 - • notice, CBCR 80–81, 83(1)(b)
 - • proceeds, CBCA 47; CBCR 84
- Contestation of claims**, WA 87–92
- Continuance**
 - articles, *see Articles*
 - certificate, *see Certificate*
 - charter companies and, CBCA 268; CNCA 212; CNCR 87
 - exporting of company
 - • effect of, CBCA 188(9); CNCA 213(9)
 - • general, CBCA 188(1); CNCA 213(1)
 - • member approval, CNCA 213(5)
 - • notice of meeting, CBCA 188(3); CNCA 213(3)
 - • prohibition, CBCA 188(10); CNCA 213(10)
 - • right to vote, CBCA 188(4); CNCA 213(4)
 - • shareholder approval, CBCA 188(5)
 - • termination, CBCA 188(6); CNCA 213(6)
 - importing of company
 - • effect of, CBCA 187(8)–(12)
 - • shares, CBCA 187(8)–(12)
 - under other federal Acts, CBCA 188(2); CNCA 213(2)
- Contracts**
 - directors
 - • avoidance standards, CBCA 120(7); CNCA 141(8)
 - • disclosure, CBCA 120(7); CNCA 141(8)
 - personal liability, CBCA 14(1); CNCA 15(1)
 - • exemption from, CBCA 14(4)
 - pre-amalgamation, CBCA 14(2); CNCA 15(2)
 - pre-incorporation, CBCA 14(2); CNCA 15(2)
 - share purchase
 - • burden of proof, re, CBCA 40(1)
 - • enforceability against corporation, CBCA 40(1)
 - • status of contracting party, CBCA 40(2)
- Contributories**
 - absconding contributory, arrest of, WA 117
 - bankruptcy of, WA 56
 - classes, WA 51
 - liability of contributory, WA 55
 - liability of shareholders, WA 53–54
 - list, WA 50, 52
 - powers of court, WA 57–62
- Control**
 - defined, CBCA 2(3); CBCR 73; CNCA 2(3)
- Corporate seal**
 - not required, CBCA 23; CNCA 27

Legislative Index

Corporations

- capacity
- • extra-territorial, CBCA 15(3); CNCA 16(3)
- • general, CBCA 15(1)–(2); CNCA 16(1)–(2)
- certificate of, CBCA 257; CNCA 275
- defences, limitations, CBCA 18; CNCA 19
- immunity, CBCA 51(4); CNCA 51
- individuals with significant control, CBCR 33–34.1
 - • federal crown, CBCR 34
 - • provincial crown, CBCR 34
 - • register of, CBCR 34.1
- investments by corporation, CNCA 33
- limits on activities of, CBCA 3(4)–(5)
- names, *see Names*
- no constructive notice, CBCA 17; CNCA 18
- powers, CBCA 16; CNCA 17
- proposals, *see Proposals*
- records, *see Records*
- register of individuals with significant control
 - • disclosure to Director, CBCA 21.3
 - • disclosure to investigative bodies, CBCA 21.31
 - • duty to keep, CBCA 21.1
 - • inability to identify individuals, CBCA 21.2
 - • information, provision, CBCA 21.301–21.302
 - • information to director, CBCA 21.21(1)–(4)
 - • information to public, CBCA 21.303
 - • offences, CBCA 21.4
 - • record to be kept after request for register made, CBCA 21.32

Costs

- security not required

- • dissenting shareholder, CBCA 190(18)
- • investigations, CBCA 229(4); CNCA 242(4)
- • remedies, CBCA 242(3)–(4); CNCA 254(3)–(4)
- • take-over bids, CBCA 206(13)

Court

- defined, CBCA 2(1)
- powers
 - • appeal of final order, CBCA 249; CNCA 261
 - • compliance order, CBCA 247; CNCA 259
 - • contracts, setting aside, CBCA 120(8); CNCA 141(10)
 - • decisions of Director, appeals, CBCA 246; CNCA 258
 - • derivative action, CBCA 240; CNCA 252
 - • dissolution, CBCA 212–219; CNCA 222–229
 - • election of directors and auditors, CBCA 145; CNCA 169
 - • investigations, CBCA 229–230; CNCA 242
 - • liquidation, distribution of money, CBCA 224; CNCA 237
 - • liquidation, examinations, CBCA 222(3)–(4); CNCA 232(4)–(5)
 - • liquidation, final account, CBCA 223(2)–(6); CNCA 233(2)–(6)
 - • liquidation, supervision, CBCA 211(8); CNCA 221(8)
 - • meetings, CBCA 144; CNCA 168
 - • oppression remedy, CBCA 241; CNCA 253
 - • order to comply, CBCA 252; CNCA 263
 - • payments to corporations, CBCA 97, 100; CNCA 119, 122
 - • pre-incorporation contracts, CBCA 14(3); CNCA 15(3)

Legislative Index

- Court (*cont'd*)
- proposals, CBCA 137(8)–(9); CNCA 163(9)–(10)
 - proxies, CBCA 154
 - receivers and receiver-managers, CBCA 97, 100; CNCA 119, 122
 - restraining order, CBCA 247; CNCA 259
 - summary application, CBCA 248; CNCA 260
 - take-over bids, CBCA 206(15)
 - valuation of dissenter's shares, CBCA 190(15)–(23), 206(9)–(17)
- Creditors' claims**
- debts of company, WA 71
 - distribution of assets, WA 76–77
 - employee claims privileged, WA 72
 - notice, WA 74
 - proof of claim, WA 75
 - secured claims
 - authorized foreign bank assets of, WA 81.1
 - duty of creditor, WA 78
 - mortgage, WA 82–83
 - negotiable instrument, WA 81(1)
 - option of liquidator, WA 79
 - ranking, WA 80
 - retention of security, WA 84
 - revaluation, WA 81(2)
 - set-off, WA 73
- Criminal Code**
- perjury charges under, CBCA 233; CNCA 246
- D**
- Damages**
- apportionment of, CBCA 237.2–237.9
 - definitions
 - financial interest, CBCA 237.1
 - financial loss, CBCA 237.1
 - third party, CBCA 237.1
 - liability, CBCA 237.5–237.9; CBCR 95
- Debt obligations**
- actions
 - burden of proof, CNCA 55
 - defences, CNCA 59, 60
 - acquisitions and reissue, CBCA 39(12); CNCA 29(2)
 - acts in good faith, no liability for, CNCA 93
 - alteration, CNCA 64, 65
 - bearer form, CNCA 37(5)
 - certificate
 - contents, CNCA 42(1), 43(1)
 - copy, CNCA 43(2)
 - fee, CNCA 39
 - general, CNCA 38
 - jointly held debt obligations, CNCA 40
 - restrictions, CNCA 42(2), (3)
 - signatures, CNCA 41
 - completion, CNCA 63
 - defined, CBCA 2(1)
 - delivery of, CNCA 56
 - endorsement
 - effect of without delivery, CNCA 83
 - general, CNCA 79–82
 - right to compel, CNCA 77
 - unauthorized, effect of, CNCA 85
 - guarantor for issuer, CNCA 37(6)
 - holders
 - constructive registered holder, CNCA 48
 - deceased owner, CNCA 53
 - duties of issuer, CNCA 51
 - joint holder, CNCA 50
 - minors, CNCA 52
 - proof of ownership, CNCA 49
 - trustee, CNCA 47
 - holders list
 - access, CNCA 22(4); CNCR 5, 8

Legislative Index

- Debt obligations (*cont'd*)
- contents of statutory declaration, CNCA 22(5)
 - person making statutory declaration, CNCA 22(6)
 - use of, CNCA 22(7)
 - incorporation by reference, CNCA 57
 - negotiable instruments, CNCA 37(2)
 - order form, CNCA 37(4)
 - overissue
 - defined, CNCA 37(1)
 - identical debt obligation, CNCA 54(2), (3)
 - increase in capital, CNCA 54(4)
 - prohibition, CNCA 54(1)
 - purchaser
 - adverse claim, notice of, CNCA 69–72, 84; CNCR 19
 - defect, notice of, CNCA 61; CNCR 18
 - delivery, CNCA 87–89
 - title, CNCA 58, 67, 68
 - wrongful transfer, reclaiming possession, CNCA 90
 - register
 - access, CNCA 22(2); CNCR 7
 - branch and central, CNCA 44(4), 45
 - contents, CNCA 44(1); CNCR 3
 - contents of statutory declaration, CNCA 22(5)
 - destruction of certificates, CNCA 44(5); CNCR 17
 - location, CNCA 44(2), (3)
 - person making statutory declaration, CNCA 22(6)
 - registration, effect of, CNCA 46
 - use of, CNCA 22(7)
 - registered form, CNCA 37(3)
 - registration
 - duty to register transfer, CNCA 94–100; CNCR 20–22
 - loss, duty to notify, CNCA 101
 - right to requisites, CNCA 91
 - repayment, CBCA 39(11); CNCA 29(1)
 - rights and obligations, CNCA 102, 103
 - seizure, CNCA 92
 - surety for issuer, CNCA 37(6)
 - unauthorized signature, CNCA 62
 - warranties
 - agents, CNCA 66
 - broker, CNCA 76
 - guarantor of endorsement, CNCA 86
 - intermediary, CNCA 75
 - issuer, CNCA 73
 - purchaser, CNCA 74
- Definitions, see also specific headings**
- Act, CBCR 1; CNCR 1
 - action, CBCA 238; CNCA 250
 - activities, CNCA 2(1)
 - adverse claim, CBCA 48(2); CNCA 37(1)
 - affairs, CBCA 2(1); CNCA 2(1)
 - affiliate, CBCA 2(1); CNCA 2(1)
 - appropriate persons, CBCA 65(1)–(2); CNCA 78(1)–(2)
 - arrangement, CNCA 216(1)
 - articles, CBCA 2(1); CNCA 2(1)
 - assets, WA 2(1)
 - assets in Canada, WA 161(7)
 - assets under the control of the chief agent, WA 161(7)
 - associate, CBCA 2(1)
 - auditor, CBCA 2(1); CNCA 2(1)
 - authorized foreign bank, WA 2(1)
 - bearer, CBCA 48(2); CNCA 37(1)
 - beneficial interest, CBCA 2(1)
 - beneficial ownership, CBCA 2(1)
 - body corporate, CBCA 2(1); CNCA 2(1)
 - bona fide purchaser, CBCA 48(2)
 - broker, CBCA 48(2); CNCA 37(1)
 - business combination, CBCA 126(1)
 - call, CBCA 2(1)

Legislative Index

Definitions (*cont'd*)

- Canadian, CBCR 73
- Canadian GAAP, CBCR 70
- Canadian GAAS, CBCR 70
- capital stock, WA 2(1)
- company, WA 2(1), 159
- complainant, CBCA 238; CNCA 250
- constrained class, CBCR 73
- constrained share corporation, CBCR 73
- constraint, CBCR 73
- contributory, WA 2(1)
- control, CBCR 73
- corporation, CBCA 2(1); CNCA 2(1)
- court, CBCA 2(1), 207; CNCA 2(1), 217; WA 2(1)
- court of appeal, CBCA 2(1)
- creditor, CNCA 2(1); WA 2(1)
- debt obligation, CBCA 2(1); CNCA 2(1)
- deceptively misdescriptive, CBCR 17(1); CNCR 42(1)
- delivery, CBCA 48(2); CNCA 37(1)
- delivery shares, CBCR 35
- designated corporation, CNCA 179; CNCR 80
- Director, CBCA 2(1); CNCA 2(1)
- director, CBCA 2(1); CNCA 2(1)
- dissenting offeree, CBCA 206(1)
- distinctive, CBCR 17(1); CNCR 42(1)
- distributing corporation, CBCA 2(1); CBCR 2
- distribution to the public, CBCA 2(7)
- dividend, WA 102.1(8)
- electronic document, CBCA 252.1, 252.6(2); CNCA 264, 269(2)
- eligible financial contract, WA 22.1(2), 101.1
- entity, CBCA 2(1); CNCA 2(1)
- event of default, CBCA 82(1); CNCA 104(1)
- evidence of appointment or incumbency, CBCA 77(4)
- federal credit union, WA 2(1)
- fiduciary, CBCA 48(2); CNCA 37(1)
- financial collateral, WA 22.1(2), 101.1
- financial institution, WA 2(1)
- financial interest, CBCA 237.1
- financial intermediary, CBCR 87(1)(b)
- financial loss, CBCA 237.1
- foreign company, WA 159
- foreign insurance company, WA 2(1)
- form of proxy, CBCA 147
- fungible, CBCA 48(2)
- genuine, CBCA 48(2)
- going-private transactions, CBCA 2(1); CBCR 3(1)
- good faith, CBCA 48(2); CNCA 37(1)
- guarantee of the signature, CBCA 77(2); CNCA 95(2)
- holder, CBCA 48(2); CNCA 37(1)
- incapable, CBCA 2(1), CNCA 2(1)
- incorporator, CBCA 2(1); CNCA 2(1)
- individual, CBCA 2(1)
- infants, CBCA 2(8)
- information system, CBCA 252.1; CNCA 264
- insider, CBCA 126(1), 131(1)
- insurance company, WA 2(1)
- issuer, CBCA 48(2); CNCA 2(1)
- interested person, CBCA 209(6); CNCA 219(8)
- intermediary, CBCA 147
- liability, CBCA 2(1)
- mandatary, CBCA 2(1)
- maximum aggregate holdings, CBCR 73
- maximum individual holdings, CBCR 73
- member, CNCA 239(1)
- Minister, CBCA 2(1); CNCA 5
- net termination value, WA 22.1(2)
- NI 51-102, CBCR 1
- NI 52-107, CBCR 70
- offer, CBCA 206(1)

Legislative Index

Definitions (*cont'd*)

- offeree, CBCA 206(1)
- offeree corporation, CBCA 206(1)
- offeror, CBCA 206(1)
- officer, CBCA 2(1), 126(1); CNCA 2(1)
- official gazette, WA 2(1)
- official mark, CBCR 17(1); CNCR 42(1)
- open-end mutual fund, CBCA 26(12)
- ordinary resolution, CBCA 2(1); CNCA 2(1)
- organized market, CBCA 237.7(4)
- overissue, CBCA 48(2); CNCA 37(1)
- participating securities, CBCR 3(2)
- particular subsidiary, CBCR 35
- person, CBCA 2(1); CNCA 2(1)
- personal representative, CBCA 2(1); CNCA 2(1)
- policy, WA 159
- prescribed, CBCA 2(1); CNCA 2(1)
- prior legislation, CBCA 2(1), CNCA 2(1)
- property, CBCA 25(5)
- proxy, CBCA 147
- purchaser, CBCA 48(2); CNCA 37(1)
- put, CBCA 2(1)
- redeemable share, CBCA 2(1)
- reorganization, CBCA 191(1); CNCA 215(1)
- resident Canadian, CBCA 2(1); CBCR 13
- SEC, CBCR 70
- SEC registrant, CBCR 70
- secure electronic signature, CBCA 252.6(2); CNCA 269(2)
- security, CBCA 2(1), 48(2), 131(1)
- security certificate, CBCA 48(2)
- security interest, CBCA 2(1)
- send, CBCA 2(1)
- series, CBCA 2(1); CNCA 2(1)
- share, CBCA 126(1), 206(1)
- shareholder, CBCA 226(1)
- solicit or solicitation, CBCA 147; CBCR 67–68
- solicitation by or on behalf of the management of a corporation, CBCA 147
- soliciting corporation, CNCA 2(1), (5.1), (6); CNCR 16
- special resolution, CBCA 2(1); CNCA 2(1)
- squeeze-out transaction, CBCA 2(1)
- statement, CBCA 262(1); CNCA 276(1)
- Superintendent, WA 2(1)
- take-over bid, CBCA 206(1); CBCR 41
- third party, CBCA 237.1
- title transfer credit support agreement, WA 22.1(2)
- trademark, CBCR 17(1); CNCR 42(1)
- trade-name, CBCR 17(1); CNCR 42(1)
- trading company, WA 2(1)
- transfer, CBCA 48(2); CNCA 37(1)
- trust indenture, CBCA 48(2), 82(1); CNCA 37(1), 104(1)
- trustee, CBCA 82(1); CNCA 104(1)
- US GAAP, CBCR 70
- US GAAS, CBCR 70
- unanimous member agreement, CNCA 2(1)
- unanimous shareholder agreement, CBCA 2(1)
- unauthorized, CBCA 48(2)
- use, CBCR 17(1); CNCR 42(1)
- valid, CBCA 48(2); CNCA 37(1)
- voting share, CBCR 73
- winding-up order, WA 2(1)
- wrongdoing, CBCA 266.1(3)

Derivative action

- commencement
- conditions precedent, CBCA 239(2); CNCA 251(2); CNCR 39
- faith-based defence, CNCA 251(3)

Legislative Index

- Derivative action (*cont'd*)
 - • general, CBCA 239(1); CNCA 251(1)
 - definitions
 - • action, CBCA 238; CNCA 250
 - • complainant, CBCA 238; CNCA 250
 - powers of court, CBCA 240; CNCA 252
- Director under CBCA or CNCA**
 - alteration, CBCA 264; CNCA 287
 - appealing decisions of, CBCA 246; CNCA 258
 - application for directions, CBCA 244; CNCA 256
 - appointment, CBCA 260; CNCA 281
 - certificate from, CBCA 263.1; CNCA 290
 - certificate of, CBCA 256; CNCA 286
 - dispensation, CNCA 285
 - notice of refusal, CBCA 245; CNCA 257; CNCR 40
 - powers
 - • derivative action, commencing, CBCA 238, 239(1)
 - • dissolution of corporation, CBCA 212; CNCA 222; CNCR 32
 - • exemptions, CBCA 10(2), 82(3), 151, 156, 160(2), 171(2), 187(9); CNCA 104(3), 173, 176(2)
 - • financial statement's approval, CBCA 158(1); CNCA 178(1)
 - • investigation, ordering, CBCA 229; CNCA 242
 - • name change, ordering, CBCA 10(2); CBCR Part 10
 - • ownership enquiries, CBCA 235(1)
 - records, CNCA 283; CNCR 41
- Directors**
 - appointment, CBCA 106(8)–(9); CNCA 128(8)–(9); CNCR 28(2)
 - • exception, CBCA 106(8.1); CBCR 45.2
 - attendance at member meetings, CNCA 135
 - attendance at shareholder meetings, CBCA 110(1)
 - board of, information re, CBCA Form 2, CNCA Form 4002
 - borrowing powers, CBCA 189(1)–(2); CNCA 28
 - ceasing to hold office, CBCA 108(1); CNCA 129(1)
 - class director, CBCA 111(3); CNCA 132(4)
 - contracts
 - • disclosure requirements, CBCA 120; CNCA 141
 - decisions made by consensus, CNCA 137
 - definition, CBCA 2(1)
 - delegation of authority
 - • general, CBCA 115(1); CNCA 138(1)
 - • limitation, CBCA 115(3); CNCA 138(2)
 - directors not trustees, CNCA 32
 - dissent
 - • procedure, CBCA 123; CNCA 147; CNCR 30
 - duty
 - • audit, re, CBCA 171(8)
 - • court-ordered amendment of articles and/or by-laws, CBCA 103; CNCA 152
 - • disclosure relating to diversity, CBCA 172.1(1)–(3), CNCR 72.2
 - • general, CBCA 122; CNCA 148
 - • good faith, CNCA 149(2)
 - election
 - • cumulative voting, CBCA 107
 - distributing corporation, CBCA 106(3.1)–(3.4); CBCR 45.1
 - general, CBCA 106(3); CNCA 128(3); CNCR 27(1)
 - incumbent, CBCA 106(6.1)

Legislative Index

- Directors (*cont'd*)
- term, CBCA 106(2), (4)–(6), 111(5); CNCA 128(2), (4)–(6), 132(6)
 - extraordinary sale, lease or exchange, CBCA 189; CNCA 214
 - indemnification, CBCA 124; CNCA 151
 - liabilities
 - contribution, CBCA 118(3), 119(6); CNCA 145(1), 146(6)
 - effect of reliance on third parties, CBCA 123(4); CNCA 149(1)
 - general, CBCA 118(1)–(2); CNCA 145(1)
 - indemnification for expenses, CNCA 144
 - limitations upon, CBCA 118(6)–(7), 119(2)–(4); CNCA 145(5), 146(2)–(4)
 - proxies, CBCA 150(4)
 - recovery, CBCA 118(4)–(5); CNCA 145(2)–(4)
 - registrants, CBCA 153(9)
 - subrogation, CBCA 119(5); CNCA 146(5)
 - wages, CBCA 119(1); CNCA 146(1)
 - meetings, *see Meetings*
 - notice of change, CBCA 113; CBCA Form 6; CNCA 134; CNCR 29
 - notice of directors, CBCA 106(1); CNCA 128(1)
 - number, CBCA 102(2), 112; CNCA 125, 133
 - powers
 - bind company, CBCA 18(1)(d)–(e); CNCA 19(1)(d)–(e)
 - by-laws, pass, CBCA 103; CNCA 152
 - general, CBCA 102(1); CNCA 124
 - organizational meeting, CBCA 104; CNCA 127; CNCR 27
 - qualifications
 - Canadian ownership or control, CBCA 105(3.1)–(3.2); CBCR 16
 - general, CBCA 105(1)–(2); CNCA 126(1)–(2)
 - holding corporation, CBCA 105(4)
 - no alternate directors, CNCA 126(3)
 - residency, CBCA 105(3)
 - records, CBCA 20(2); CNCA 21(3)
 - removal
 - by shareholders, CBCA 109(1)–(2); CNCA 130(1)–(2)
 - right to be heard, CBCA 110(2); CNCA 131(1)
 - remuneration, CBCA 125; CNCA 143
 - resignation
 - circulating statement, CBCA 110(3)–(4); CNCA 131(2)–(4)
 - effective date, CBCA 108(2); CNCA 129(2)
 - statement of reasons, CBCA 110(2); CNCA 131(1)
 - vacancy, CBCA 106(7)
 - vacancy among candidates, CNCA 128(7)
 - vacancy, filling, CBCA 109(3)–(5), 111(1)–(2), (4); CNCA 130(3)–(5), 132(1)–(3), (5)
 - validity of acts, CBCA 116; CNCA 139
- Discontinuance**, *see also Certificate; Continuance*
- upon amalgamation, CBCA 186.1(3)–(6); CNCA 210(3)–(6)
- Dissolution**
- actions, effect upon, CBCA 226(2); CNCA 239(2)
 - articles, *see Articles*
 - before commencing business, CBCA 210(1); CNCA 220(1)
 - certificate, *see Certificate*
 - court application
 - faith-based defence, CNCA 224(2)
 - grounds, CBCA 213(1), 214(1), (3); CNCA 223(1), 224(1), (4); CNCR 33

Legislative Index

- Dissolution (*cont'd*)
- orders, effect, CBCA 218, 219; CNCA 228, 229
 - orders, general, CBCA 213(3), 214(2); CNCA 223(3), 224(3)
 - powers of court, CBCA 216, 217; CNCA 226, 227; CNCR 34
 - Director, by
 - grounds, CBCA 212(1); CNCA 222(1)
 - publication of notice, CBCA 212(2); CNCA 222(2)
 - liquidation
 - distribution of property in money, CBCA 224; CNCA 237
 - general, CBCA 211(7); CNCA 221(7)
 - payment of costs, CBCA 223(1); CNCA 233(1)
 - supervision by court, CBCA 211(8), 215; CNCA 221(8), 225
 - unknown claimants, CBCA 227; CNCA 240
 - liquidator, *see Liquidator*
 - notice to Director, CBCA 211(9); CNCA 221(9)
 - procedure, voluntary
 - before commencing business, CBCA 210(1); CNCA 220(1)
 - no corporate property, CBCA 210(2); CNCA 220(2)
 - property disposed of, CBCA 210(3); CNCA 220(3)
 - property vesting in Crown, CBCA 228(1); CNCA 241(1), *see also Revival*
 - right to dissolve, CBCA 211(13); CNCA 221(13)
 - service of documents after, CBCA 226(3)–(3.1); CNCA 239(3)–(4)
 - shareholder approval, CBCA 211(1)–(3); CNCA 221(1)–(3), *see also Meetings*
 - statement of intent to dissolve
 - filing with Director, CBCA 211(4), 262(2); CNCA 221(4), 276(2)
 - form, CNCA Form 4019
 - statement of revocation of intent to dissolve, CNCA Form 4020
- Distribution of assets**
- distribution by liquidator, WA 76–77
 - expenses, WA 94
 - property, WA 93
 - surplus, WA 95
- Dividend sheet, WA 85**
- Dividends**
- form, CBCA 43(1)
 - restrictions on payment, CBCA 42
- Documents**
- Custody, CBCA 225(1)
 - Director under CBCA or CNCA and
 - acceptance of photostatic, CBCA 258
 - copies or extracts, CBCA 266(2); CNCA 279(2)
 - corrections, CBCA 265; CNCA 288
 - obligation to keep, CBCA 267(1)
 - electronic filing, CBCA 258.1; CNCA 282
 - fees payable to Director in respect of, CBCA 261.1; CBCR 97, Sch. 5; CNCA 280; CNCR 94
 - information made available, CBCA 261.1(1)
 - investigation, CBCA 266.1(2)
 - time period for keeping, producing, CBCA 267(3)
 - verification, CBCA 259; CNCA 284
 - dispensation, CNCA 285; CNCR 15
 - electronic
 - affidavits, CBCA 252.6(1); CNCA 269(1)
 - consent, CBCA 252.3; CBCR 7–8; CNCA 266(2)–(3); CNCR 10, 11
 - defined, CBCA 252.1; CNCA 264
 - dispensation, application for, CNCA 271

Legislative Index

Documents (*cont'd*)

- information system, CBCA 252.1; CNCA 264
- provision and receipt, CBCR 10–11; CNCR 13, 14
- requirements, CBCA 252.4–252.5; CBCR 9; CNCA 267–268; CNCR 12
- signature, CBCA 252.7; CNCA 270
- statutory declaration, CBCA 252.6(1); CNCA 269(1)
- use, CBCA 252.3(1); CNCA 266(1)
- examination, CBCA 266(1)
- inspection of, CNCA 279(1)
- signatures, CBCA 262.1; CNCA 277

Donated shares

- acceptance, CBCA 37

E

Electronic filing

- documents and notices, CBCA 258.1; CNCA 282

Evidence

- affidavits, WA 147
- books to be proof of contents, WA 146
- copy of order, WA 149
- judicial notice of seals, stamp or signature, WA 148

Exemptions

- audit committee, dispensing, CBCA 171(2)
- disclosure requirements, CBCA 156; CBCR Part 10; CNCA 173
- distribution to public, CBCA 2(6)–(7)
- financial statements, delivery to Director under, CBCA 160(2); CNCA 176(2)
- financial statements, non-disclosure, CBCA 156; CBCR Part 10; CNCA 173
- name, use of “Limited”, CBCA 10(1)
- notices, CBCA 258.3
- proxy solicitation, CBCA 151; CBCR Part 10

- rules of procedure, application, CBCR 88–94; CNCR 88–92
- security not part of distribution to public, CBCA 2(6)–(7)
- shares, nominal value in, CBCA 187(11); CBCR Part 10
- trust indentures, CBCA 82(3); CNCA 104(3)

F

Fees

- prescribed, CBCR 97–98; CNCR 94
- security certificate, CBCA 49(2)

Financial statements

- annual, CBCA 155; CNCA 172; CNCR 75, 79
- contents, CBCR 72
- delivery
 - Director under CBCA, CBCA 160; CNCA 176, 177; CNCR 78
 - shareholders, CBCA 159; CNCA 175; CNCR 77
- director’s approval, CBCA 158; CNCA 178
- examination, CBCA 157(2)–(4); CNCA 174(2)–(4); CNCR 76
- exemptions, *see Exemptions*
- records, CBCA 157(1); CNCA 174(1)
- regulation re, CBCR 71

Fraudulent preferences

- contracts obstructing creditors, WA 97
- debts of company, WA 102
- dividend, WA 102.1
- gratuitous contracts, WA 96
- intent to defraud, WA 99
- redemption of shares, WA 102.1
- sale/transfer in contemplation of insolvency, WA 100
- void payments, WA 101
- voidable contracts, WA 98

Legislative Index

G

Going private transactions

- general, CBCA 193

Guarantor

- when deemed, CBCA 48(7)

I

Incorporators

- definition, CBCA 2(1)
- qualifications
 - bodies corporate, CBCA 5(1)
 - individuals, CBCA 5(2), CNCA 6(2)

Infants

- rights re securities, CBCA 51(5); CNCA 52

Information circular, *see Proxies*

Insider trading

- calls or puts
 - offence, CBCA 130(4)
 - prohibition, CBCA 130(2)
- compensation for damages, CBCA 131(4)–(7); CBCR 42
- deemed insider, CBCA 131(3)–(3.1); CBCR 41
- definitions, *see also Definitions*
 - business combination, CBCA 126(1)
 - insider, CBCA 126(1), 131(1); CBCR 40
 - officer, CBCA 126(1)
 - security, CBCA 131(1)
 - share, CBCA 126(1)
- distributing corporation, CBCA 126(2); CBCR 39
- liability, CBCA 131(9)
- measure of damages, CBCA 131(8)
- short sale
 - exception, CBCA 130(3)
 - offence, CBCA 130(4)
 - prohibition, CBCA 130(1)

- time limitation, CBCA 131(10)

Insolvent company, WA 3

Inspectors

- appointment of, WA 41
- remuneration, WA 43

Investigations

- application for
 - grounds, CBCA 229(2); CNCA 242(2)
 - hearings in camera, CBCA 229(5); CNCA 242(5)
 - publications of proceedings, prohibition, CBCA 229(6); CNCA 242(6)
 - who may apply, CBCA 229(1); CNCA 242(1)
- costs, *see also Costs*
 - Director, CBCA 229(3); CNCA 242(3)
 - compliance with Act, CBCA 237(1); CNCA 292
 - inquiry into ownership of securities, CBCA 235(1)
 - investigator's report, right to, CBCA 230(2); CNCA 248(2)
- investigator
 - appointment, CBCA 230(1)
 - hearings in camera, CBCA 232(1); CNCA 245(1)
 - powers, CBCA 230–231; CNCA 243, 247
 - right to counsel, at hearing before, CBCA 232(2); CNCA 245(2)
 - statements, privilege, CBCA 234–235; CNCA 248(1)
 - notice of application, entitlement, CBCA 229(3); CNCA 242(3)
 - publication of results, CBCA 235(3)
 - order to enter dwelling, CNCA 244
 - response, CBCA 237(2)
 - solicitor-client privilege, CBCA 236; CNCA 249

Legislative Index

Issuer

- defined, CBCA 48(2)
- security
- • liability for unauthorized endorsements, CBCA 68(1); CNCA 85(1)
- • limitation of liability, CBCA 68(2); CNCA 85(2)
- warranties, CBCA 69(3); CNCA 86(3)

L

Liens

- enforcement, CBCA 45(3); CNCA 36(3)
- general, WA 86
- membership, CNCA 36(2)
- provision in articles, CBCA 45(2)

Liquidator, *see also Dissolution*

- appointment, CBCA 220(1); CNCA 230(1); WA 23–30
- appointment of solicitor, WA 36
- authorized foreign bank, WA 152
- court discharging functions of liquidator, WA 48–49
- creditors, arrangements, WA 38
- debts due to company, WA 37
- distribution in accordance with articles, CNCA 235(1), (2), 236(1); CNCR 37
- distribution in accordance with order, CNCA 235(1), (3); CNCR 37
- distribution of assets, WA 76–77
- distribution to members, CNCA 236(2)
- duties, CBCA 221; CNCA 231; CNCR 35
- environmental matters, liability for, CNCA 232(3)
- final account
- • application for approval, CBCA 223(2); CNCA 233(2)
- • notice, application, CBCA 223(4); CNCA 233(4)
- member application, CNCA 233(3)

- notice of application, CNCA 235(1), (4); CNCR 37
- notice of appointment, WA 26
- powers
- • application to examine parties, CBCA 222(3)–(4); CNCA 232(4)–(5)
- • delegation of powers, CBCA 219(2); CNCA 229(2)
- • general, CBCA 222(1); CNCA 232(1)
- • reliance on third parties, CBCA 222(2); CNCA 232(2); CNCR 36
- powers of directors, WA 31
- powers and duties of, WA 33–39
- provisional liquidator, WA 28
- removal, WA 32
- remuneration, WA 42
- shareholder application, CBCA 223(3)
- transfer on condition of return, CNCA 234
- vacancy, CBCA 220(2); CNCA 230(2)

M

Meetings, *see also Notice; Resolution*

- directors
- • adjournment, CBCA 114(7); CNCA 136(5)
- • Canadian majority rules, CBCA 114(3)–(4)
- • general, CBCA 114(1); CNCA 136(1)
- • notice, CBCA 114(5)–(6); CNCA 136(3)–(4)
- • participation by phone, CBCA 114(9); CNCA 136(7)
- • quorum, CBCA 114(2); CNCA 136(2)
- • resolution in lieu of, CBCA 117; CNCA 140
- • where only one director, CBCA 114(8); CNCA 136(6)
- members, *see also Members' list*
- • annual, CNCA 160(1)–(2); CNCR 61
- • court ordered, CNCA 168

Legislative Index

- Meetings (*cont'd*)**
- directors' entitlement to attend, CNCA 135
 - location, CNCA 159
 - notice, CNCA 162; CNCR 63
 - quorum, CNCA 164; CNCR 70
 - requisition for calling, CNCA 167; CNCR 72
 - resolution in lieu of, CNCA 166
 - special, CNCA 160(3)
 - organizational, *see* *Directors*
 - proposals, *see* *Proposals*
 - shareholders, *see also* *Shareholders' list*
 - annual, CBCA 133(1), (3)
 - court ordered, CBCA 144
 - directors' entitlement to attend, CBCA 110(1)
 - location, CBCA 132
 - notice, CBCA 135–136; CBCR 44
 - quorum, CBCA 139
 - requisition for calling, CBCA 143
 - resolution in lieu of, CBCA 142
 - special, CBCA 133(2)
- Meetings of creditors**
- compromise, sanction of, WA 66
 - powers of court, WA 63, 64(2), 65, 67
 - voting, WA 64(1), 68
- Members, *see also* *Meetings*; *Proposals*; *Voting***
- annual contribution or dues, CNCA 30
 - approval, when required
 - amalgamation, CNCA 206
 - articles, amendment of, CNCA 197–199
 - by-laws, CNCA 152(2)
 - continuance, CNCA 213(5)
 - directors, election, CNCA 128(3); CNCR 27(1)
 - sale of property, CNCA 214(3)
 - classes or groups, CNCA 154(2)
 - conditions of membership, CNCA 154(1)
 - distribution of property, CNCA 34
 - immunity, CNCA 36(1)
 - member's rights, termination of, CNCA 157
 - membership
 - issuance of, CNCA 156
 - termination of, CNCA 155
 - transfer of, CNCA 154(8)
 - ownership of property, CNCA 31
 - power to discipline or terminate members, CNCA 158
 - representative, CNCA 154(6)—(7)
 - surrendered membership, CNCA 35
 - voting
 - class, CBCA 176, 183(4); CNCA 199, 206(4)
 - general, CNCA 165
- Members' list**
- access, CNCA 23(1)–(3); CNCR 6–8
 - application, CNCA 23(4)
 - requirement to provide list, CNCA 24(2); CNCR 5, 6, 8
 - statutory declaration
 - contents of, CNCA 23(5)
 - person making, CNCA 23(6)
 - use by
 - debt obligation holders, CNCA 23(8)
 - members, CNCA 23(7)
- N**
- Names**
- change of
 - amending of articles, by, CBCA 173(1); CNCA 197(1)
 - designating number, from, CBCA 12(4)
 - order by Director, CBCA 12(2); CNCA 13(2)

Legislative Index

Names (*cont'd*)

- • undertaking to, CBCA 12(4.1); CNCA 13(4)
- designating number
- • order to change from, CBCA 12(4); CNCA 13(3)
- • request for, CBCA 11(2); CNCA 12(2); CNCR 58(2)
- French or English format, CBCA 10(3); CNCA 11(1)
- indication of incorporation
- • abbreviations, CBCA 10(1)
- • exemption from requirement, CBCA 10(1.1)–10(2)
- • general, CBCA 10(1)
- other than corporate name
- • use of, CBCA 10(6); CNCA 11(4)
- outside of Canada, CBCA 10(4); CNCA 11(2)
- prohibition
- • confusing, CBCR 18–24; CNCR 43–50
- • deceptively misdescriptive, CBCR 31, 32; CNCR 57
- • family name, CBCR 28
- • general, CBCA 12(1); CBCR 25–29; CNCA 13(1); CNCR 44, 50, 51–55
- • not distinctive, CBCR 30; CNCR 56
- • obscene, CBCR 27
- • prohibited, CBCA 12(1); CBCR 19.1
- publication, CBCA 10(5); CNCA 11(3)
- reservation of, CNCA 12(1)
- • right to, CBCA 11(1); CBCR 17.1; CNCA 12(1); CNCR 58(1)
- revocation, CBCA 12(5); CBCR 19.2; CNCA 13(5); CNCR 59

Notice, *see also Meetings*

- corporation, service procedure, CBCA 254; CNCA 273
- directors and members, delivery procedure, CNCA 272

- directors and shareholders, delivery procedure, CBCA 253
- waiver, by director, CBCA 114(6); CNCA 136(4)
- waiver, by Director under CBCA, CBCA 258.2; [C-25, CBCA 258.3]; CBCR 14
- waiver, by member, CNCA 162(4)
- waiver, by shareholder, CBCA 136
- waiver, general, CBCA 255; CNCA 274

O

Offences

- auditor, failure to attend meeting, CBCA 168(4)
- corporation holding shares in itself, CBCA 32(3)
- criminal proceedings, WA 140
- dissolved company, failure to maintain records, CBCA 225(2)
- failure to comply with order, WA 142
- financial statements, director's failure to correct, CBCA 171(9)
- financial statements, failure to deliver to Directors under CBCA, CBCA 160(3)
- general, CBCA 251; CNCA 262(1)
- investigation, failure to comply with order of Director under CBCA, CBCA 235(4)–(5)
- proxy, failure to circulate, CBCA 149(3)–(4)
- proxy, failure to comply with directions of shareholder, CBCA 152(4)
- proxy, failure to send to shareholder, CBCA 149(3)–(4)
- proxy circular, failure to send, CBCA 150(3)–(4)
- proxyholder, failure to obey orders, CBCA 150(3)–(4)
- purposes, CBCA 4; CNCA 4
- records, destruction, CBCA 22(3)
- records, failure to maintain, CBCA 20(6)

Legislative Index

Offences (*cont'd*)

- records, failure to safeguard, CBCA 225(2)
- refusal to answer, WA 145
- refusal to give information, WA 143
- report, CBCA 250; CNCA 262(2)
- security holders' list, misuse, CBCA 85(6)
- shareholders' list, misuse, CBCA 21(9), (10)

Office, *see Registered office*

Officers

- appointment, CBCA 104(1)(d), 121; CNCA 127(1)(d), 142
- duty of care, CBCA 122; CNCA 148
 - good faith, CNCA 150(2)
 - reasonable diligence, CNCA 150(1)
- indemnification, CBCA 124; CNCA 151
- liability, WA 124
- remuneration, CBCA 125; CNCA 143
- validity of acts, CBCA 116; CNCA 139

Oppression remedy

- alternative order, CBCA 241(7); CNCA 253(6)
- costs, *see Costs*
- duty of directors, CBCA 241(4); CNCA 253(4)
- exclusion, CBCA 241(5)
- faith-based defence, CNCA 253(2)
- general, CBCA 241(1); CNCA 253(1)
- grounds, CBCA 241(2)
- limitations on remedy, CBCA 241(6); CNCA 253(5)
- powers of court
 - approval to discontinue action, CBCA 242(2); CNCA 254(2)
 - general, CBCA 241(3); CNCA 253(3)

P

Proposals

- by-laws, re, CBCA 103(5); CNCA 152(6)
- court's power, re, CBCA 137(8)–(10); CNCA 163(9)–(11)
- director's nomination, CBCA 137(4); CNCA 163(5); CNCR 65
- general, CBCA 137(1)–(1.4); CBCR 46–47; CNCA 163(1)
- immunity, CBCA 137(6); CNCA 163(7)
- inclusion in management proxy circular, CBCA 137(2)
- inclusion in notice of meeting, CNCA 163(2)
- member to pay cost, CNCA 163(4)
- prohibitions, CBCA 137(5)–(5.1); CBCR 48–52; CNCA 163(6), (8); CNCR 66–69
- refusal to allow, CBCA 137(7); CBCR 53
- supporting statement, CBCA 137(3); CNCA 163(3); CNCR 64

Proxies, *see also Proxy circular; Proxyholder*

- appointment, CBCA 148(1)
- definitions
 - form of proxy, CBCA 147
 - intermediary, CBCA 147
 - proxy, CBCA 147
 - solicit or solicitation, CBCA 147; CBCR 67–68
 - solicitation by or on behalf of the management of a corporation, CBCA 147
- deposit, CBCA 148(5)
- execution, CBCA 148(2)
- exemption, CBCA 151
- form, CBCR 54, 57(1)
- management proxy
 - exceptions, CBCA 149(2)
 - mandatory solicitation, CBCA 149(1)
- offences, *see Offences*

Legislative Index

Proxies (*cont'd*)

- remedies, re, CBCA 154
- solicitation, CBCA 150(1)–(1.2); CBCR 69
- revocation, CBCA 148(4)
- validity, CBCA 148(3)

Proxy circular

- Director under CBCA, entitled to copy, CBCA 150(2); CBCR 56
- exemption, CBCA 151
- financial statements, CBCR 66
- form
 - dissident, CBCR 57, 63, 64
 - management, CBCR 55
- mandatory, CBCA 149
- offences, *see Offences*
- remedies, re, CBCA 154

Proxyholder

- beneficial owner, appointment as, CBCA 153(5)
- intermediary
 - duties, CBCA 153(1), (3)–(4)
 - limitation, CBCA 153(7)
 - offences, CBCA 153(8)–(9)
 - restriction on voting, CBCA 152(2)
 - rights, CBCA 152(2)–(3)
 - validity, CBCA 153(6)
- meetings, mandatory attendance, CBCA 152(1)
- offences, *see Offences*

Publication

- certificate, correction, CBCA 265; CNCA 288
- certificate, issuance of, CBCA 262(2); CNCA 276(2)(b)
- claimants, search for, CBCA 221(b)
- decisions, CBCA 262.2; CNCA 277.1
- dissolution, CBCA 212(2)(b), 213(4)(b); CNCA 222(2)(b), 223(4)(b)
- form of, CBCA 267.1; CNCA 291

- name change, CBCA 13(1); CNCA 14(1)
- regulations, CBCA 261(2); CNCA 293(2)

R

Receiver

- appointment, effect on directors' powers, CBCA 96; CNCA 118
- courts, powers re, CBCA 100; CNCA 122
- duties, CBCA 97–99; CNCA 119–121
- functions
 - receiver, CBCA 94, 101; CNCA 116, 123; CNCR 26
 - receiver-manager, CBCA 95, 101; CNCA 117, 123; CNCR 26

Receiver-manager, *see Receiver*

Record date, *see also Members' list, Shareholders' list*

- fixing and purposes, CBCA 134; CBCR 43; CNCA 161; CNCR 62

Records

- accounting
 - retention period, CBCA 20(2.1); CNCA 21(4); CNCR 4
- corporate
 - access, CBCA 21(1); CNCA 22(1)
 - application for authorization, CNCA 25(1)
 - application for direction, CNCA 25(2)
 - copies, CBCA 21(2); CNCA 22(3)
 - contents, CBCA 20(1); CNCA 21(1), (2); CNCR 2(1)–(3)
 - examination by Director, CNCA 24(1)
 - form, CBCA 22(1); CNCA 26(1)
 - location, CBCA 20(1), (5), (5.1); CNCA 21(1), (6)–(9)
- Director, CBCA 267; CBCR 15; CNCA 283
- directors

Legislative Index

Records (*cont'd*)

- • general, CBCA 20(2); CNCA 21(3)
- • location, CBCA 20(2), (4); CNCA 21(3)
- dissolution, custody upon, CBCA 225(1); CNCA 238; CNCR 38
- offences, *see Offences*
- duty to safeguard, CBCA 22(2); CNCA 26(2)
- rectification, CBCA 243; CNCA 255
- retention and production
 - • prescribed documents, CBCR 15(1)
 - • retention period, CBCR 14.1, 15(2)

Registered office

- change of address, CBCA 19(3); CNCA 20(3)
- change of place, CBCA 173(1)(b); CNCA 197(1)(b)
- general, CBCA 19(1); CNCA 20(1)
- information re, CBCA Form 2
- initial address, CNCA Form 4002
- notice, CBCA 19(2), (4); CNCA 20(2), (4)

Registrant, *see Proxyholder*

Regulations

- power of Governor-in-Council to make, CBCA 261(1); CNCA 293(1); CNCR 95
- publication, CBCA 261(2)–(3); CNCA 293(2)–(3)

Reorganization

- articles, CBCA 191(2); CNCA 215(2), *see also Articles*
- certificate, *see Certificate*
- definition, CBCA 191(1); CNCA 215(1)

Resolution

- definition
 - • special resolution, CBCA 2(1)
- in lieu of meetings, CBCA 117, 142; CNCA 140, 166

Restructuring of insurance companies

- application of *Winding-up and Restructuring Act*
 - • Part I, WA 9
 - • Part III, WA 159.1
- computation of claims, WA 163
- definitions
 - • company, WA 159
 - • foreign company, WA 159
 - • policy, WA 159
- notice of proceeding, publication, WA 171
- policies
 - • modification, WA 162.2
 - • partial payment, WA 162.1
 - • reinsurance, WA 162, 162.1
 - • transfer, WA 162
- priority, payment of claims, WA 161, 172
- protection of asset orders, WA 160
- report to Superintendent, WA 170
- right of action, WA 167
- statement of claimants/creditors, WA 166
 - • filing, WA 168
 - • notice of filing, WA 169
- transfer of funds to liquidator, WA 164, 165

Revival

- articles, *see Articles*
- certificate, *see Certificate*
- date of revival, CBCA 209(3.1); CNCA 219(4)
- general, CBCA 209(1); CNCA 219(1)
- legal actions, CBCA 209(5); CNCA 219(7)
- preservation of rights, CBCA 209(4)
- return of property, CBCA 228(2); CNCA 241(2)
- special Act no longer applicable, CNCA 219(5)

Legislative Index

Rules, regulations and forms, WA 136–137

S

Securities

- actions
 - burden of proof, CBCA 53
 - defences, CBCA 55(3)–(4)
- acts in good faith, no liability for, CBCA 75
- alteration, CBCA 58(2)
- bearer shares, CBCA 48(6); CBCA 29.1
 - replacement, CBCA 29.1(2)
 - restrictions regarding, CBCA 29.1(1)
- certificate
 - destruction upon cancellation, CBCA 51(7)
 - fee for issuance, CBCA 49(2)
 - right to, CBCA 49(1), (3)
 - signature, CBCA 49(4), (6)
- completion, CBCA 58(1)
- definition, CBCA 2(1), 48(2)
- endorsement
 - effect of without delivery, CBCA 66
 - general, CBCA 65
 - right to compel, CBCA 64
 - unauthorized, effect of, CBCA 68
- fungible, CBCA 54
- joint holders, CBCA 51(6)
- negotiable instrument, CBCA 48(3)
- options to acquire, CBCA 29
- order form, CBCA 48(5)
- overissue
 - defined, CBCA 48(2)
 - prohibition, CBCA 52
- purchaser
 - adverse claim, notice of, CBCA 61, 62, 67
 - defect, notice of, CBCA 55(1), 56
 - delivery, CBCA 70–71
 - title, CBCA 55(2), 60
 - wrongful transfer, reclaiming possession, CBCA 72
- registered form, CBCA 48(4)
- registration
 - duty to register transfer, CBCA 76–79
 - right to requisites, CBCA 73
 - security holder, CBCA 85
 - corporation’s rights re, CBCA 51(1)
 - loss, duty to notify, CBCA 80
- rights and obligations, CBCA 81
- securities register
 - access, CBCA 21(1.1)
 - contents, CBCA 50(1)
 - branch and central, CBCA 50(2), (5), (6)
 - destruction of certificates, CBCA 50(7)
 - location, CBCA 50(3)
 - registration, effect of, CBCA 50(4)
- seizure, CBCA 74
- share certificates, *see Share certificates*
- transmission
 - parties entitled, CBCA 51(2), (3)
 - rights of corporation upon, CBCA 51(9)
 - supporting documentation, CBCA 51(7)–(8)
- unauthorized signature, CBCA 57
- warranties
 - agents, CBCA 59
 - broker, CBCA 63(5)
 - guarantor of endorsement, CBCA 69
 - intermediary, CBCA 63(3)
 - issuer, CBCA 63(1)
 - pledgee, CBCA 63(4)
 - purchaser, CBCA 63(2)

Share certificates

- contents

Legislative Index

- Share certificates (*cont'd*)
 - class particulars, CBCA 49(13)–(14)
 - general, CBCA 49(7)
 - notation of constraint, CBCA 49(10)–(11)
 - dissenting shareholder, return of, CBCA 190(8)
 - fractional shares, CBCA 49(15), (17)
 - replacement, CBCA 49(15.1)
 - restrictions, CBCA 49(8)–(9)
 - scrip certificate, CBCA 49(16), (18)

Shareholders, *see also Meetings; Proposals; Voting*

- approval, when required
- amalgamation, CBCA 183
- articles, amendment of, CBCA 173–176
- by-laws, CBCA 103(2)
- continuance, CBCA 188(5)
- directors, election, CBCA 106(3), CBCA 106(3.1)–(3.4)
- sale of property, CBCA 189(5)
- corporation request information, CBCR 33
- dissent
 - disposal of shares, CBCA 190(3)–(4), (7)–(26)
 - procedure, CBCA 190(5)
 - when available, CBCA 190(1)–(2)
- immunity, CBCA 45(1)
- pre-emptive right to new issuance, CBCA 28
- voting
 - class, CBCA 176, 183(4)
 - communication facilities, CBCR 45
 - general, CBCA 141

Shareholders' list, *see also Record date*

- access, CBCA 21(3), (7), (8)
- holders of options, CBCA 21(6)
- offences, *see Offences*
- preparation of for meeting

- effect, CBCA 138(2)–(3.1)
- examination, CBCA 138(4)
- general, CBCA 138(1)
- supplemental lists, CBCA 21(4)–(5)
- use, CBCA 21(9)

Shares

- acquisition by corporation
 - limitations, CBCA 34(2), 35(3)
 - when available, CBCA 34(1), 35(1)–(2)
- acquisition by subsidiary, CBCA 31(3)–(5); CBCR 36, 37
- cancellation, CBCA 39(6)
- classes, CBCA 24(4)
- commission on sale, CBCA 41
- constrained, *see Constrained share corporation*
- conversion, CBCA 39(9)
- corporation holding own
 - exceptions, CBCA 31–32; CBCR 38
 - prohibition, CBCA 30
- donated, CBCA 37
- general, CBCA 24(1)–(2)
- issuance
 - consideration, CBCA 25(3)–(4)
 - dividend, as form of, CBCA 43(1)
 - general, CBCA 25(1)–(2), 27
 - non-assessment, CBCA 25(2)
- redemption, CBCA 36
- reserved, CBCA 29(3)
- rights attached to, CBCA 24(3)
- voting shares, CBCA 33

Special Act bodies corporate without share capital

- applicable provisions, CNCA 294
- change of name
 - alternate name, CNCA 296(4)
 - certificate, CNCA 296(2)
 - directing change, CNCA 296(6)
 - effective date, CNCA 296(3)

Legislative Index

- Special Act bodies corporate without share capital (*cont'd*)
- • notice, CNCA 296(1)
 - • prohibited name, CNCA 296(5)
 - • revocation, CNCA 296(8); CNCR 59
 - • undertaking to dissolve or change, CNCA 296(7)
 - report listing Acts of continued or dissolved bodies corporate
 - • general, CNCA 295(1)
 - • publication in Canada Gazette, CNCA 295(4)
 - • referral to committee, CNCA 295(2)
 - • repeal of Acts, CNCA 295(3)
- Squeeze-out transactions**, CBCA 194
- Stated capital account**
- additions, CBCA 26(2)–(6)
 - adjustments, CBCA 39(1)–(4), 43(2)
 - continuance, CBCA 26(7)–(9)
 - corporations holding shares in itself, CBCA 39(7)–(8)
 - effect of change of shares on number of unissued shares, CBCA 39(7)–(8)
 - interconvertible shares, CBCA 39(5)
 - maintenance, CBCA 26(1)
 - open-end mutual funds, CBCA 26(11)
 - reductions, CBCA 26(10), 38
- Stay of proceedings**, WA 17, 18

T

Trust indentures

- definitions
- • event of default, CBCA 82(1); CNCA 104(1)
- • trust indenture, CBCA 48(2), 82(1); CNCA 37(1), 104(1)
- • trustee, CBCA 82(1); CNCA 104(1)
- debt obligation holders, list of
 - • corporate applicant, CBCA 85(3); CNCA 107(3)
 - • duty of issuer, CBCA 85(2); CNCA 107(2)
 - • furnishing, CBCA 85(1); CNCA 107(1); CNCR 5, 8
 - • statutory declaration, contents of, CBCA 85(4); CNCA 107(4)
 - • use, CBCA 85(5); CNCA 107(5)
- exemption, CBCA 82(3); CNCA 104(3)
- evidence of compliance, CBCA 86–89; CNCA 108–111; CNCR 24
- notice of default, CBCA 90; CNCA 112; CNCR 25
- offences, *see Offences*
- security holders, list of
 - • corporate applicant, CBCA 85(3)
 - • duty of issuer, CBCA 85(2)
 - • furnishing, CBCA 85(1)
 - • statutory declaration, contents of, CBCA 85(4)
 - • use, CBCA 85(5)
- trustee
 - • conflict of interest, CBCA 83(1)–(2); CNCA 105(1)–(2); CNCR 23
 - • duty of care, CBCA 91; CNCA 113
 - • no exculpation, CBCA 93; CNCA 115
 - • qualifications, CBCA 84; CNCA 106
 - • reliance on statements, CBCA 92; CNCA 114
 - • removal, CBCA 83(4); CNCA 105(4)
 - • validity, CBCA 83(3); CNCA 105(3)

U

Unanimous member agreement

- constructive party, CNCA 170(3)
- declaration by sole member, CNCA 170(2)
- definition, CNCA 2(1)
- discretion of members, CNCA 170(6)
- no absentee voting, CNCA 170(7)
- rights of member, CNCA 170(5)
- termination, CNCA 170(8)

Legislative Index

- Unanimous member agreement (*cont'd*)
- validity, CNCA 170(1)
 - when no notice given, CNCA 170(4); CNCR 73
- Unanimous shareholders agreement**
- constructive party, CBCA 146(3)
 - declaration by single shareholder, CBCA 146(2)
 - definition, CBCA 2(1)
 - discretion of shareholders, CBCA 146(6)
 - rights of shareholder, CBCA 146(5)
 - validity, CBCA 146(1)
 - when no notice given, CBCA 146(4)
- Unclaimed deposits, WA 138–139**
- V**
- Voting**
- absentee voting
 - application for authorization, CNCA 171(2)
 - general, CNCA 171(1); CNCR 74
 - class vote
 - when available, CBCA 176; CNCA 199
 - electronic, CBCA 141(3)–(4); CBCR 45; CNCA 165(3)–(4); CNCR 71
 - pooling agreement, CBCA 145.1
 - shareholders' rights, CBCA 140
- W**
- Wages, see Directors;; liabilities**
- Winding-up order**
- application for
 - adjournment, WA 14
 - duty of company, WA 15
 - how and where made, WA 12(1)
 - notice, WA 12(2)
 - power of court, WA 13, 16
 - who may apply, WA 11
 - cases where order may be made, WA 10, 10.1
 - effect of order
 - authorized foreign bank, WA 154
 - company to cease business, WA 19
 - executions, WA 22
 - further suits, actions or other proceedings, WA 21
 - permitted actions, WA 22.1
 - transfer of shares void, WA 20
 - staying proceedings
 - actions against company, WA 17
 - power of court, WA 18
- Winding-up procedure**
- arrest of absconding contributory, WA 117
 - attachment and garnishment, WA 115
 - court may refer matters, WA 111
 - courts and judges auxiliary, WA 126
 - describing liquidator, WA 108
 - dispensing with notice, WA 125
 - examination, WA 118
 - examination on oath, WA 122
 - inspection of books and paper, WA 123
 - irregularity or default, WA 130
 - lien on documents, WA 121
 - liquidator subject to summary jurisdiction of court, WA 134
 - officer of company misapplying money, WA 124
 - order of court deemed judgment, WA 113
 - order of one court enforceable by another, WA 127
 - ordinary practice in case of discovery, WA 114
 - person summoned refusing to attend, WA 119
 - powers conferred are supplementary, WA 131

Legislative Index

Winding-up procedure (*cont'd*)

- powers exercised by single judge, WA 110
- proceeding on order of another court, WA 128
- production of papers, WA 120
- remedies obtained by summary order, WA 135
- rules with respect to amendments, WA 129
- service of process out of jurisdiction, WA 112
- similar to ordinary suit, WA 109
- solicitors and counsel representing classes of creditors, WA 133
- wishes of creditor, WA 132
- witnesses attendance, WA 116