## 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

### Α

- 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
- termination of authorizing resolution, CBCA 173(2); CNCA 197(2)

Index

general, CBCA 175 • •

#### 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

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

В

- 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**

Ballot

- 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

### С

### 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 nonshare 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

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)

Index

- •• 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

#### 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)

### 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)

Index

- 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

577

- 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 decalration, 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)

- 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)

- 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)
- 580

- 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
- documents, CNCA 283; CNCR 41
- 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)

#### 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)

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

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

Index

- 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 not to be made available, • • CBCA 266.1(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

583

- • 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

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

#### Е

#### **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

- 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

Fees

- 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

### G

### Going private transactions

### • general, CBCA 193

### Guarantor

• when deemed, CBCA 48(7)

### L

### 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

#### 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)

#### Μ

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

- 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 35voting
- 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)

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

### 0

#### 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)

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)

#### Ρ

#### 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
- 9 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

#### 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 119–121functions
- •• 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

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)

**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

- 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)

Index

- 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)

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

### Т

### **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)

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

595

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