

## TABLE OF CONTENTS

### CANADA BUSINESS CORPORATIONS ACT

#### SHORT TITLE

1	Short title .....	1
---	-------------------	---

#### PART I — INTERPRETATION AND APPLICATION (SS. 2–4)

##### *Interpretation*

2	Definitions .....	1
2.1	Individual with significant control .....	6

##### *Application*

3	Application of Act .....	6
---	--------------------------	---

##### *Purposes of Act*

4	Purposes .....	7
---	----------------	---

#### PART II — INCORPORATION (SS. 5–14)

5	Incorporators .....	7
6	Articles of incorporation .....	7
7	Delivery of articles of incorporation .....	8
8	Certificate of incorporation .....	8
9	Effect of certificate .....	8
10	Name of corporation .....	8
11	Reserving name .....	9
12	Prohibited names .....	9
13	Certificate of amendment .....	9
14	Personal liability .....	10

#### PART III — CAPACITY AND POWERS (SS. 15–18)

15	Capacity of a corporation .....	10
16	Powers of a corporation .....	10
17	No constructive notice .....	11
18	Authority of directors, officers and agents .....	11

#### PART IV — REGISTERED OFFICE AND RECORDS (SS. 19–23)

19	Registered office .....	11
20	Corporate records .....	12
21	Access to corporate records .....	12
21.1	Register .....	14
21.2	Inability to identify individuals .....	15
21.21	[Proposed] Sending of information to Director .....	15
21.3	Disclosure to Director .....	15
21.301	[Proposed] Provision of information by Director .....	16
21.31	Disclosure to investigative bodies .....	16
21.32	Record .....	17

## Table of Contents

21.4	Offence — contravention of subsection 21.1(1) or 21.31(1) . . . . .	18
22	Form of records . . . . .	18
23	Corporate seal . . . . .	18
<b>PART V — CORPORATE FINANCE (SS. 24–45)</b>		
24	Shares . . . . .	19
25	Issue of shares . . . . .	19
26	Stated capital account . . . . .	19
27	Shares in series . . . . .	21
28	Pre-emptive right . . . . .	21
29	Options and rights . . . . .	22
29.1	Restriction regarding bearer shares . . . . .	22
30	Corporation holding its own shares . . . . .	22
31	Exception . . . . .	23
32	Exception relating to Canadian ownership . . . . .	23
33	Voting shares . . . . .	24
34	Acquisition of corporation's own shares . . . . .	24
35	Alternative acquisition of corporation's own shares . . . . .	24
36	Redemption of shares . . . . .	25
37	Gift or legacy of shares . . . . .	25
38	Other reduction of stated capital . . . . .	26
39	Adjustment of stated capital account . . . . .	26
40	Enforcement of contract to buy shares . . . . .	28
41	Commission for sale of shares . . . . .	28
42	Dividends . . . . .	28
43	Form of dividend . . . . .	28
44	[Repealed 2001, c. 14, s. 26.] . . . . .	28
45	Shareholder immunity . . . . .	29
<b>PART VI — SALE OF CONSTRAINED SHARES (SS. 46, 47)</b>		
46	Sale of constrained shares by corporation . . . . .	29
47	Proceeds of sale to be trust fund . . . . .	30
<b>PART VII — SECURITY CERTIFICATES, REGISTERS AND TRANSFERS (SS. 48–81)</b>		
<i>Interpretation and General</i>		
48	Application of Part . . . . .	30
49	Rights of holder . . . . .	32
50	Securities records . . . . .	34
51	Dealings with registered holder . . . . .	35
52	Overissue . . . . .	37
53	Burden of proof . . . . .	37
54	Securities fungible . . . . .	37
<i>Issue — Issuer</i>		
55	Notice of defect . . . . .	38
56	Staleness as notice of defect . . . . .	38
57	Unauthorized signature . . . . .	38
58	Completion or alteration . . . . .	38
59	Warranties of agents . . . . .	39
<i>Purchase</i>		
60	Title of purchaser . . . . .	39
61	Deemed notice of adverse claim . . . . .	39

## Table of Contents

62	Staleness as notice of adverse claim .....	40
63	Warranties to issuer .....	40
64	Right to compel endorsement .....	40
65	Definition of "appropriate person" .....	41
66	Effect of endorsement without delivery .....	42
67	Endorsement in bearer form .....	42
68	Effect of unauthorized endorsement .....	42
69	Warranties of guarantor of signature .....	42
70	Constructive delivery of a security .....	42
71	Delivery of security .....	43
72	Right to reclaim possession .....	43
73	Right to requisites for registration .....	43
74	Seizure of security .....	44
75	No liability for acts in good faith .....	44
<b><i>Registration</i></b>		
76	Duty to register transfer .....	44
77	Assurance that endorsement effective .....	44
78	Limited duty of inquiry .....	45
79	Limitation of issuer's liability .....	46
80	Notice of lost or stolen security .....	46
81	Rights and obligations .....	47
<b>PART VIII — TRUST INDENTURES (SS. 82–93)</b>		
82	Definitions .....	47
83	Conflict of interest .....	48
84	Qualification of trustee .....	48
85	List of security holders .....	48
86	Evidence of compliance .....	49
87	Contents of declaration, etc. .....	49
88	Further evidence of compliance .....	49
89	Trustee may require evidence of compliance .....	50
90	Notice of default .....	50
91	Duty of care .....	50
92	Reliance on statements .....	50
93	No exculpation .....	50
<b>PART IX — RECEIVERS, RECEIVER-MANAGERS AND SEQUESTRATORS (SS. 94–101)</b>		
94	Functions of receiver or sequestrator .....	50
95	Functions of receiver-manager .....	51
96	Directors' powers cease .....	51
97	Duty to act .....	51
98	Duty under instrument or act .....	51
99	Duty of care .....	51
100	Directions given by court .....	51
101	Duties of receiver, receiver-manager or sequestrator .....	52
<b>PART X — DIRECTORS AND OFFICERS (SS. 102–125)</b>		
102	Duty to manage or supervise management .....	52
103	By-laws .....	52
104	Organization meeting .....	53
105	Qualifications of directors .....	53

## Table of Contents

106	Notice of directors .....	54
107	Cumulative voting .....	56
108	Ceasing to hold office .....	56
109	Removal of directors .....	56
110	Attendance at meeting .....	57
111	Filling vacancy .....	57
112	Number of directors .....	58
113	Notice of change of director or director's address .....	58
114	Meeting of directors .....	59
115	Delegation .....	60
116	Validity of acts of directors and officers .....	60
117	Resolution in lieu of meeting .....	60
118	Directors' liability .....	60
119	Liability of directors for wages .....	61
120	Disclosure of interest .....	62
121	Officers .....	64
122	Duty of care of directors and officers .....	64
123	Dissent .....	65
124	Indemnification .....	66
125	Remuneration .....	67
125.1	[Proposed] Development of an approach on remuneration .....	67
<b>PART XI — INSIDER TRADING (SS. 126–131)</b>		
126	Definitions .....	67
127–129	[Repealed 2001, c. 14, s. 53.] .....	68
130	Prohibition of short sale .....	68
131	Definitions .....	69
<b>PART XII — SHAREHOLDERS (SS. 132–146)</b>		
132	Place of meetings .....	71
133	Calling annual meetings .....	72
134	Fixing record date .....	72
135	Notice of meeting .....	72
136	Waiver of notice .....	73
137	Proposals .....	73
138	List of shareholders entitled to receive notice .....	75
139	Quorum .....	76
140	Right to vote .....	76
141	Voting .....	76
142	Resolution in lieu of meeting .....	77
143	Requisition of meeting .....	77
144	Meeting called by court .....	78
145	Court review of election .....	78
145.1	Pooling agreement .....	78
146	Unanimous shareholder agreement .....	78
<b>PART XIII — PROXIES (SS. 147–154)</b>		
147	Definitions .....	79
148	Appointing proxyholder .....	81
149	Mandatory solicitation .....	81
150	Soliciting proxies .....	82
151	Exemption .....	83

## Table of Contents

152	Attendance at meeting .....	83
153	Duty of intermediary .....	84
154	Restraining order .....	85
<b>PART XIV — FINANCIAL DISCLOSURE (SS. 155–172)</b>		
155	Annual financial statements .....	85
156	Application for exemption .....	86
157	Consolidated statements .....	86
158	Approval of financial statements .....	86
159	Copies to shareholders .....	86
160	Copies to Director .....	87
161	Qualification of auditor .....	87
162	Appointment of auditor .....	88
163	Dispensing with auditor .....	88
164	Ceasing to hold office .....	88
165	Removal of auditor .....	89
166	Filling vacancy .....	89
167	Court appointed auditor .....	89
168	Right to attend meeting .....	89
169	Examination .....	90
170	Right to information .....	91
171	Audit committee .....	91
172	Qualified privilege (defamation) .....	92
<b>PART XIV.1 — DISCLOSURE RELATING TO DIVERSITY (S. 172.1)</b>		
172.1	Diversity in corporations .....	92
172.2	[Proposed] Information to shareholders .....	93
172.3	[Proposed] Recovery of benefits .....	93
172.4	[Proposed] Approach on remuneration .....	93
172.5	[Proposed] Information to shareholders .....	93
<b>PART XV — FUNDAMENTAL CHANGES (SS. 173–192)</b>		
173	Amendment of articles .....	94
174	Constraints on shares .....	94
175	Proposal to amend .....	96
176	Class vote .....	96
177	Delivery of articles .....	97
178	Certificate of amendment .....	97
179	Effect of certificate .....	97
180	Restated articles .....	97
181	Amalgamation .....	98
182	Amalgamation agreement .....	98
183	Shareholder approval .....	98
184	Vertical short-form amalgamation .....	99
185	Sending of articles .....	100
186	Effect of certificate .....	100
186.1	Amalgamation under other federal Acts .....	101
187	Continuance (import) .....	101
188	Continuance — other jurisdictions .....	102
189	Borrowing powers .....	104
190	Right to dissent .....	105
191	Definition of “reorganization” .....	108

Table of Contents

192	Definition of “arrangement” . . . . .	108
<b>PART XVI — GOING-PRIVATE TRANSACTIONS AND SQUEEZE-OUT TRANSACTIONS (SS. 193–205)</b>		
193	Going-private transactions . . . . .	109
194	Squeeze-out transactions . . . . .	109
195–205	[Repealed 2001, c. 14, s. 97.] . . . . .	110
<b>PART XVII — COMPULSORY AND COMPELLED ACQUISITIONS (SS. 206, 206.1)</b>		
206	Definitions . . . . .	110
206.1	Obligation to acquire shares . . . . .	114
<b>PART XVIII — LIQUIDATION AND DISSOLUTION (SS. 207–228)</b>		
207	Definition of “court” . . . . .	114
208	Application of Part . . . . .	114
209	Revival . . . . .	114
210	Dissolution before commencing business . . . . .	115
211	Proposing liquidation and dissolution . . . . .	116
212	Dissolution by Director . . . . .	117
213	Grounds for dissolution . . . . .	118
214	Further grounds . . . . .	118
215	Application for supervision . . . . .	119
216	Application to court . . . . .	119
217	Powers of court . . . . .	119
218	Effect of order . . . . .	121
219	Cessation of business and powers . . . . .	121
220	Appointment of liquidator . . . . .	121
221	Duties of liquidator . . . . .	121
222	Powers of liquidator . . . . .	122
223	Costs of liquidation . . . . .	122
224	Right to distribution in money . . . . .	123
225	Custody of documents . . . . .	123
226	Definition of “shareholder” . . . . .	124
227	Unknown claimants . . . . .	125
228	Vesting in Crown . . . . .	125
<b>PART XIX — INVESTIGATION (SS. 229–237)</b>		
229	Investigation . . . . .	125
230	Powers of court . . . . .	126
231	Power of inspector . . . . .	126
232	Hearing <i>in camera</i> . . . . .	127
233	Criminating statements . . . . .	127
234	Absolute privilege (defamation) . . . . .	127
235	Information respecting ownership and control . . . . .	127
236	Solicitor-client privilege or professional secrecy . . . . .	128
237	Inquiries . . . . .	128
<b>PART XIX.1 — APPORTIONING AWARD OF DAMAGES (SS. 237.1–237.9)</b>		
<i>Interpretation and Application</i>		
237.1	Definitions . . . . .	128
237.2	Application of Part . . . . .	129

## Table of Contents

<b><i>Apportionment of Damages</i></b>		
237.3	Degree of responsibility .....	129
237.4	Exception — fraud .....	130
<b><i>Joint and Several, or Solidary, Liability</i></b>		
237.5	Individual or personal body corporate .....	130
237.6	Equitable grounds .....	130
237.7	Value of security .....	131
237.8	Court determines value .....	131
237.9	Application to determine value .....	131
<b>PART XX — REMEDIES, OFFENCES AND PUNISHMENT (SS. 238–252)</b>		
238	Definitions .....	132
239	Commencing derivative action .....	132
240	Powers of court .....	132
241	Application to court re oppression .....	133
242	Evidence of shareholder approval not decisive .....	134
243	Application to court to rectify records .....	134
244	Application for directions .....	135
245	Notice of refusal by Director .....	135
246	Appeal from Director's decision .....	135
247	Restraining or compliance order .....	136
248	Summary application to court .....	136
249	Appeal of final order .....	136
250	Offences with respect to reports .....	136
251	Offence .....	137
252	Order to comply .....	137
<b>PART XX.1 — DOCUMENTS IN ELECTRONIC OR OTHER FORM (SS. 252.1–252.7)</b>		
252.1	Definitions .....	137
252.2	Application .....	137
252.3	Use not mandatory .....	137
252.4	Creation and provision of information .....	138
252.5	Creation of information in writing .....	138
252.6	Statutory declarations and affidavits .....	138
252.7	Signatures .....	139
<b>PART XXI — GENERAL (SS. 253–268)</b>		
253	Notice to directors and shareholders .....	139
254	Notice to and service on a corporation .....	139
255	Waiver of notice .....	140
256	Certificate of Director .....	140
257	Certificate of corporation .....	140
258	Copies .....	140
258.1	Content and form of notices and documents .....	140
258.2	Exemption .....	141
258.3	[Proposed] Exemption .....	141
259	Proof required by Director .....	141
260	Appointment of Director .....	141
261	Regulations .....	141
261.1	Payment of fees .....	142
262	Definition of "statement" .....	143

## Table of Contents

262.1	Signature . . . . .	143
262.2	Publication . . . . .	143
263	Annual return . . . . .	144
263.1	Certificate . . . . .	144
264	Alteration . . . . .	144
265	Corrections at request of Director . . . . .	144
265.1	Cancellation of articles by Director . . . . .	145
266	Inspection . . . . .	145
267	Director's obligation to keep documents . . . . .	146
267.1	Form of publication . . . . .	147
268	Definition of "charter" . . . . .	147
Schedule	Offences . . . . .	148

### **2001-512 — CANADA BUSINESS CORPORATIONS REGULATIONS, 2001**

#### **INTERPRETATION**

1	.....	155
2	.....	155
3	.....	155

#### **PART 1 — GENERAL**

4	[Repealed SOR/2010-128, s. 3.] . . . . .	156
5	[Repealed SOR/2022-40, s. 3.] . . . . .	156

#### ***Electronic Documents***

6	.....	156
7	.....	156
8	.....	156
9	.....	156
10	.....	157
11	.....	157
12	[Repealed SOR/2010-128, s. 6.] . . . . .	157

#### ***"Resident Canadian" Class of Persons Prescribed***

13	.....	157
----	-------	-----

#### ***Exemption Circumstances Prescribed***

14	.....	157
----	-------	-----

#### ***Keeping and Producing Documents***

14.1	.....	158
15	.....	158

#### ***Business Sectors***

16	.....	158
----	-------	-----

### **PART 2 — CORPORATE NAMES**

#### ***Interpretation***

17	.....	158
----	-------	-----

#### ***Reserving Name***

17.1	.....	159
------	-------	-----

#### ***Confusing Names***

18	.....	159
----	-------	-----

## Table of Contents

19		160
19.1		160
19.2		160
20		160
21		160
22		161
23		161
24		161
<b><i>General Prohibitions</i></b>		
25		161
26		162
27		162
28		162
29		163
<b><i>Non-distinctive Names</i></b>		
30		163
<b><i>Deceptively Misdescriptive Names</i></b>		
31		163
<b><i>Combined Form of Corporate Name</i></b>		
32		163
33-34	[Repealed SOR/2010-72, s. 1.]	164
<b>PART 3 — CORPORATE INTERRELATIONSHIPS</b>		
<b><i>Interpretation</i></b>		
35		164
<b><i>Prescribed Conditions</i></b>		
36		164
37		165
38		165
<b>PART 4 — INSIDER TRADING</b>		
39		165
40		165
41		165
42		165
<b>PART 5 — MEETINGS OF SHAREHOLDERS</b>		
<b><i>Record Date</i></b>		
43		166
<b><i>Notice of Meetings</i></b>		
44		166
<b><i>Communication Facilities</i></b>		
45		166
<b><i>Separate Vote for Each Candidate</i></b>		
45.1		167
<b><i>Appointment of Directors</i></b>		
45.2		167

## Table of Contents

<b>PART 6 — SHAREHOLDER PROPOSALS</b>		
46	.....	167
47	.....	167
48	.....	167
49	.....	167
50	.....	168
51	.....	168
52	.....	168
53	.....	168
<b>PART 7 — PROXIES AND PROXY SOLICITATION</b>		
<i>Form of Proxy</i>		
54	.....	168
54.1	.....	169
<i>Management Proxy Circular</i>		
55	.....	170
56	.....	170
<i>Dissident's Proxy Circular</i>		
57	.....	170
58	[Repealed SOR/2008-315, s. 2.] .....	170
59–60	[Repealed SOR/2008-315, s. 2.] .....	171
<i>Contents of Dissident's Proxy Circular</i>		
61–62	[Repealed SOR/2008-315, s. 2.] .....	171
63	.....	171
64	.....	171
65	[Repealed SOR/2008-315, s. 4.] .....	171
<i>Financial Statements in Proxy Circular</i>		
66	.....	171
<i>Proxy Circular Exemptions</i>		
67	.....	171
68	.....	172
69	.....	173
<b>PART 8 — FINANCIAL DISCLOSURE</b>		
<i>Interpretation</i>		
70	.....	173
<i>Financial Statements</i>		
71	.....	174
<i>Auditor's Report</i>		
71.1	.....	174
<i>Contents of Financial Statements</i>		
72	.....	174
<b>PART 8.1 — FUNDAMENTAL CHANGES</b>		
72.1	.....	175
<b>PART 8.2 — DISCLOSURE RELATING TO DIVERSITY</b>		
72.2	.....	175

## Table of Contents

<b>PART 9 — CONSTRAINED SHARE CORPORATIONS</b>	
<i>Interpretation</i>	
73	177
<i>Disclosure Required</i>	
74	178
<i>Powers and Duties of Directors</i>	
75	178
76	179
<i>Limitation on Voting Rights</i>	
77	179
78	180
79	180
<i>Sale of Constrained Shares</i>	
80	180
81	183
82	183
83	184
84	185
<i>Disclosure of Beneficial Ownership</i>	
85	185
86	185
<i>References and Definitions for the Purpose of Certain Provisions of the Act</i>	
87	186
<b>PART 10 — RULES OF PROCEDURE FOR APPLICATIONS FOR EXEMPTIONS</b>	
<i>Application</i>	
88	187
<i>Time of Filing Applications</i>	
89	187
<i>Notice by Director of Decision</i>	
90	187
<i>General</i>	
91	187
92	187
93	187
94	188
<b>PART 11 — VALUE OF TOTAL FINANCIAL INTEREST</b>	
95	188
<b>PART 12 — CANCELLATION OF ARTICLES AND CERTIFICATES</b>	
96	188
<b>PART 13 — PRESCRIBED FEES</b>	
97	188
98	189
<i>Coming Into Force</i>	
99	189

## Table of Contents

Schedule 1	Reporting Issuer . . . . .	189
Schedule 2	Take-Over Bids . . . . .	190
Schedules 3-4	[Repealed SOR/2008-315, s. 7.] . . . . .	191
Schedule 5	Fees . . . . .	191

### **427 — MINISTER DESIGNATION ORDER (CANADA BUSINESS CORPORATIONS ACT)**

	<b>SHORT TITLE</b>	
1	.....	195
	<b>DESIGNATION</b>	
2	.....	195

### **CBCA FORMS**

List of CBCA Forms .....	197
--------------------------	-----

### **WINDING-UP AND RESTRUCTURING ACT**

	<b>SHORT TITLE</b>	
1	Short title .....	199
	<b>INTERPRETATION</b>	
2	Definitions .....	199
3	When company deemed insolvent .....	201
4	Company deemed unable to pay its debts .....	202
5	Commencement of winding-up .....	202
	<b>APPLICATION</b>	
6	Application .....	202
7	Certain corporations excepted .....	203
	<b>PART I — GENERAL (SS. 8–149)</b>	
	<b><i>Limitation of Part</i></b>	
8	Subject to Part II .....	203
9	Subject to Part III .....	203
	<b><i>Winding-up Order</i></b>	
10	Cases where winding-up order may be made .....	203
10.1	Other winding-up circumstances .....	204
	<b><i>Application for Order</i></b>	
11	Application for winding-up order .....	204
12	How and where made .....	205
13	Power of court .....	205
14	Proceedings may be adjourned .....	205
15	Duty of company .....	205
16	Power of the court .....	205
	<b><i>Staying Proceedings</i></b>	
17	Actions against company may be stayed .....	206
18	Court may stay winding-up proceedings .....	206

## Table of Contents

	<b><i>Effect of Winding-up Order</i></b>	
19	Company to cease business .....	206
20	Transfer of shares void .....	206
21	Effect of winding-up order .....	206
22	Execution, etc. ....	206
22.1	Permitted actions .....	206
22.2	[Repealed 2012, c. 31, s. 423.] .....	207
	<b><i>Appointment of Liquidators</i></b>	
23	Liquidator .....	207
24	If more than one liquidator .....	208
25	Additional liquidators .....	208
26	Notice .....	208
27	Security .....	208
28	Provisional liquidator .....	208
29	Incorporated company .....	208
30	Trust company .....	208
31	Powers of directors .....	208
32	Resignation and removal .....	208
	<b><i>Powers and Duties of Liquidators</i></b>	
33	Duties after appointment .....	209
34	Liquidator to prepare statement .....	209
35	Powers .....	209
35.1	Liquidator not liable .....	210
36	Appointment of solicitor .....	210
37	Debts due to the company .....	210
38	Creditors may be compromised .....	210
39	Court may provide as to powers .....	210
40	[Repealed 1996, c. 6, s. 149.] .....	210
	<b><i>Appointment of Inspectors</i></b>	
41	Inspectors .....	210
	<b><i>Remuneration of Liquidators and Inspectors</i></b>	
42	Remuneration .....	211
43	Remuneration of inspectors .....	211
44–47	[Repealed 1996, c. 6, s. 150, together with previous headings.] .....	211
	<b><i>Court Discharging Functions of Liquidator</i></b>	
48	If no liquidator .....	211
49	Provision for discharge of liquidator .....	211
	<b><i>Contributories</i></b>	
50	List of contributories .....	211
51	Classes distinguished .....	212
52	Adding heirs to lists .....	212
53	Liability of shareholders .....	212
54	Liability after transfer of shares .....	212
55	Liability of contributory a debt .....	212
56	Provable against his estate .....	212
57	Handing over money and books .....	212
58	Payment by contributory .....	212
59	Calls on contributories .....	213
60	Consideration of possible failure to pay .....	213

## Table of Contents

61	Order for payment . . . . .	213
62	Rights of contributories . . . . .	213
<b><i>Meetings of Creditors</i></b>		
63	Meetings . . . . .	213
64	Votes according to amount of claim . . . . .	213
65	Court may summon creditors to consider any proposed compromise . . . . .	213
66	Sanction of compromise . . . . .	214
67	Chairman of meeting . . . . .	214
68	Voting to be in person or by proxy . . . . .	214
69-70	[Repealed 1996, c. 6, s. 152, together with previous headings.] . . . . .	214
<b><i>Creditors' Claims</i></b>		
71	What debts may be proved . . . . .	214
72	Claims of clerks and employees privileged . . . . .	214
73	Law of set-off to apply . . . . .	215
74	Time for sending in claims . . . . .	215
75	Creditors required to prove claims . . . . .	215
76	Distribution of assets . . . . .	215
77	Rank of claims sent in after distribution started . . . . .	215
<b><i>Secured Claims</i></b>		
78	Duty of creditor holding security . . . . .	216
79	Option of liquidator . . . . .	216
80	Ranking of secured creditor . . . . .	216
81	Security by negotiable instrument . . . . .	216
81.1	Authorized foreign bank . . . . .	216
82	Security by mortgage or charge . . . . .	216
83	In case of subsequent claims . . . . .	217
84	Authority to retain . . . . .	217
<b><i>Dividend Sheet</i></b>		
85	Preparing dividend sheet . . . . .	217
<b><i>Liens</i></b>		
86	No lien by execution, etc., after commencement of winding-up . . . . .	217
<b><i>Contestation of Claims</i></b>		
87	Claims or dividend may be objected to . . . . .	218
88	Objections in writing . . . . .	218
89	Day to be fixed for hearing . . . . .	218
90	Costs . . . . .	218
91	Default in answer by claimant . . . . .	218
92	Security for costs . . . . .	218
<b><i>Distribution of Assets</i></b>		
93	Distribution of property . . . . .	219
94	Winding-up expenses . . . . .	219
95	Distribution of surplus . . . . .	219
<b><i>Fraudulent Preferences</i></b>		
96	Gratuitous contracts . . . . .	219
97	Contracts injuring or obstructing creditors . . . . .	219
98	When contracts with consideration voidable . . . . .	219
99	Contracts made with intent to defraud or delay creditors . . . . .	220

## Table of Contents

100	Sale or transfer in contemplation of insolvency .....	220
101	Payments by company within thirty days .....	220
101.1	Definitions .....	220
102	Debts of company transferred to contributories .....	220
102.1	Inquiry into dividends and redemptions of shares .....	221
<b><i>Appeals</i></b>		
103	Appeals .....	222
104	Court of Appeal .....	222
105	Practice .....	222
106	Dismissing appeal .....	222
107	Appeal to Supreme Court of Canada .....	223
<b><i>Procedure</i></b>		
108	Describing liquidator .....	223
109	Similar to ordinary suit .....	223
110	Powers exercised by a single judge .....	223
111	Court may refer matters .....	223
112	Service of process out of jurisdiction .....	223
113	Order of court deemed judgment .....	223
114	Ordinary practice in case of discovery .....	223
115	Attachment and garnishment .....	223
116	Witnesses attendance .....	224
117	Arrest of absconding contributory, etc. ....	224
118	Examination .....	224
119	Person summoned refusing to attend .....	224
120	Production of papers .....	224
121	Lien on documents .....	224
122	Examination on oath .....	224
123	Inspection of books and papers .....	224
124	Officer of company misapplying money .....	225
125	Dispensing with notice .....	225
126	Courts and judges auxiliary .....	225
127	Order of one court enforceable by another .....	225
128	Proceeding on order of another court .....	225
129	Rules with respect to amendments .....	225
130	Irregularity or default .....	225
131	Powers conferred are supplementary .....	225
132	Wishes of creditors .....	226
133	Solicitors and counsel representing classes of creditors .....	226
134	Liquidator subject to summary jurisdiction of court .....	226
135	Remedies obtained by summary order .....	226
<b><i>Rules, Regulations and Forms</i></b>		
136	Judges may make .....	226
137	Until rules are made, procedure of court to apply .....	227
<b><i>Unclaimed Deposits</i></b>		
138	Unclaimed dividends .....	227
139	Money deposited not paid after three years .....	227
<b><i>Offences and Punishment</i></b>		
140	Court may direct criminal proceedings .....	227
141	Destruction of books or false entry therein .....	227

## Table of Contents

142	Failure to comply with order of court . . . . .	228
143	Refusal by officers of company to give information . . . . .	228
144	[Repealed 1996, c. 6, s. 158.] . . . . .	228
145	Refusal of witness to answer or subscribe . . . . .	228
<b><i>Evidence</i></b>		
146	Books to be proof of contents . . . . .	228
147	Affidavits . . . . .	228
148	Judicial notice of seals, stamp or signature . . . . .	228
149	Copy of order . . . . .	229
<b>PART II — AUTHORIZED FOREIGN BANKS (SS. 150–158.3)</b>		
150	Application of Part . . . . .	229
151	Notice . . . . .	229
152	Duties after appointment . . . . .	229
153	Authorized foreign bank to cease business . . . . .	229
154	Effect of winding-up order . . . . .	229
155	Execution, etc. . . . .	230
156	Liquidator to prepare statement . . . . .	230
157	What debts may be proved . . . . .	230
158	Law of set-off to apply . . . . .	230
158.1	Distribution of property . . . . .	230
158.2	Transfer to foreign liquidator . . . . .	231
158.3	Right of action not debarred . . . . .	231
<b>PART III — RESTRUCTURING OF INSURANCE COMPANIES (SS. 159–172)</b>		
159	Definitions . . . . .	231
159.1	Application of Part . . . . .	231
160	Protection of asset orders . . . . .	231
161	Order of priority for payment of claims . . . . .	232
162	Transfer and reinsurance of policies by liquidator . . . . .	235
162.1	Partial payment or reinsurance . . . . .	236
162.2	Modification of policies . . . . .	236
163	Computation of claims . . . . .	236
164	Transfer of assets to the liquidator . . . . .	236
165	Transfer to foreign liquidator . . . . .	237
166	Liquidator to prepare statement of claimants and creditors . . . . .	237
167	Right of action not debarred . . . . .	237
168	Copy of statement filed in Office of the Superintendent . . . . .	237
169	Notice of filing . . . . .	238
170	Report to Superintendent . . . . .	238
171	Publication of notice of proceedings . . . . .	238
172	Priority of certain claims . . . . .	238

## CANADA NOT-FOR-PROFIT CORPORATIONS ACT

### SHORT TITLE

1	Short title . . . . .	239
---	-----------------------	-----

## Table of Contents

**PART 1 — INTERPRETATION AND APPLICATION (SS. 2–5)**

*Interpretation*

2	Definitions .....	239
3	Application of Act .....	242
4	Purpose .....	242
5	<b>Designation of Minister</b>	
	Power of Governor in Council .....	243

**PART 2 — INCORPORATION (SS. 6–15)**

6	Incorporators .....	243
7	Articles of incorporation .....	243
8	Delivery of articles of incorporation .....	244
9	Certificate of incorporation .....	244
10	Effect of certificate .....	244
11	Alternate name .....	244
12	Reserving name .....	244
13	Prohibited names .....	244
14	Certificate of amendment .....	245
15	Pre-incorporation and pre-amalgamation contracts .....	245

**PART 3 — CAPACITY AND POWERS (SS. 16–19)**

16	Capacity of a corporation .....	245
17	Powers of a corporation .....	245
18	No constructive notice .....	246
19	Authority of directors, officers, agents and mandataries .....	246

**PART 4 — REGISTERED OFFICE AND RECORDS (SS. 20–27)**

20	Registered office .....	246
21	Corporate records .....	246
22	Access to corporate records .....	247
23	Requirement for statutory declaration — register of members .....	248
24	Examination by Director .....	249
25	Application for authorization — corporation .....	249
26	Form of records .....	250
27	Validity of unsealed documents .....	250

**PART 5 — CORPORATE FINANCE (SS. 28–36)**

28	Borrowing powers .....	250
29	Repayment .....	250
30	Annual contributions or dues .....	250
31	Ownership of property .....	251
32	Directors not trustees .....	251
33	Investments by corporation .....	251
34	Distribution of property, accretions or profits .....	251
35	Surrendered memberships .....	251
36	Liability .....	251

## Table of Contents

### **PART 6 — DEBT OBLIGATIONS, CERTIFICATES, REGISTERS AND TRANSFERS (SS. 37–103)**

<i><b>Interpretation</b></i>		
37	Definitions .....	251
<b><i>Debt Obligation Certificates</i></b>		
38	Debt obligation certificate .....	253
39	Fee .....	253
40	Jointly held debt obligations .....	253
41	Signatures .....	253
42	Contents of certificate .....	253
43	Contents of certificate .....	254
<b><i>Registers</i></b>		
44	Registers .....	254
45	Agent or mandatory .....	254
46	Registration .....	254
47	Trustee .....	254
48	Constructive registered holder .....	254
49	Proof of ownership .....	255
50	Joint holder .....	255
51	Duties of issuer .....	255
52	Minors .....	255
53	Deceased owner .....	255
54	Overissue .....	255
<b><i>Proceedings</i></b>		
55	Rules of action .....	256
<b><i>Delivery</i></b>		
56	Delivery of debt obligations .....	256
<b><i>General</i></b>		
57	Incorporation by reference .....	256
58	Validity of debt obligation .....	257
59	Defence .....	257
60	Defences .....	257
61	Deemed notice .....	257
62	Unauthorized signature .....	257
63	Completion of debt obligation .....	257
64	Enforceability .....	257
65	Fraud .....	257
66	Guarantees .....	258
67	Acquisition of rights .....	258
68	Limitation of the purchase .....	258
69	Deemed notice .....	258
70	No duty to inquire .....	258
71	Deemed notice .....	258
72	Staleness .....	259
73	Guarantee .....	259
74	Content of guarantee .....	259
75	Guarantee of intermediary .....	259
76	Guarantee of broker .....	259
77	Right to compel endorsement .....	259

## Table of Contents

78	Definition of “appropriate” . . . . .	260
79	Endorsement . . . . .	260
80	Immunity of endorser . . . . .	260
81	Partial endorsement . . . . .	260
82	Effect of failure by fiduciary to comply . . . . .	260
83	Effect of endorsement . . . . .	261
84	Endorsement in bearer form . . . . .	261
85	Effect of unauthorized endorsement . . . . .	261
86	Warranties of guarantor of signature . . . . .	261
87	Presumption of delivery . . . . .	261
88	Presumption of ownership . . . . .	261
89	Delivery of debt obligation . . . . .	262
90	Right to reclaim possession . . . . .	262
91	Right to requisites for registration . . . . .	262
92	Seizure of debt obligation . . . . .	263
93	Not liable if good faith delivery . . . . .	263
94	Duty to register transfer . . . . .	263
95	Assurance of endorsement . . . . .	263
96	Notice from additional documentation . . . . .	264
97	Limited duty of inquiry . . . . .	264
98	Inquiry into adverse claim . . . . .	264
99	Duration of notice of adverse claim . . . . .	265
100	Limitation on issuer’s liability . . . . .	265
101	Lost or stolen debt obligation . . . . .	265
102	Duty . . . . .	266
103	Notice to agent or mandatary . . . . .	266
<b>PART 7 — TRUST INDENTURES (SS. 104–115)</b>		
104	Definitions . . . . .	266
105	Conflict of interest . . . . .	266
106	Qualification of trustee . . . . .	267
107	List of debt obligation holders . . . . .	267
108	Evidence of compliance . . . . .	267
109	Contents of declaration, etc. . . . .	268
110	Further evidence of compliance . . . . .	268
111	Trustee may require evidence of compliance . . . . .	268
112	Notice of default . . . . .	268
113	Duties of trustee . . . . .	268
114	Reliance on statements . . . . .	269
115	No exculpation . . . . .	269
<b>PART 8 — RECEIVERS, RECEIVER-MANAGERS AND SEQUESTRATORS (SS. 116–123)</b>		
116	Functions of receiver or sequestrator . . . . .	269
117	Functions of receiver-manager . . . . .	269
118	Directors’ powers cease . . . . .	269
119	Duty to act . . . . .	269
120	Duty under instrument or act . . . . .	269
121	Duty of care . . . . .	269
122	Orders given by court . . . . .	269
123	Duties of receiver and receiver-manager . . . . .	270

## Table of Contents

<b>PART 9 — DIRECTORS AND OFFICERS (SS. 124—151)</b>		
124	Duty to manage or supervise management .....	270
125	Number of directors .....	270
126	Qualifications of directors .....	270
127	Organization meeting .....	271
128	Notice of directors .....	271
129	Ceasing to hold office .....	272
130	Removal of directors .....	272
131	Statement of director .....	273
132	Filling vacancy .....	273
133	Change in number of directors .....	274
134	Notice of change of director or director's address .....	274
135	Attendance at meeting .....	274
136	Meeting of directors .....	274
137	Decisions made by consensus .....	275
138	Delegation .....	275
139	Validity of acts of directors and officers .....	275
140	Validity of signed resolutions .....	275
141	Disclosure of interest .....	276
142	Officers .....	278
143	Remuneration .....	278
144	Indemnification .....	278
145	Directors' liability .....	278
146	Liability of directors for wages .....	278
147	Dissent .....	279
148	Duties of directors and officers .....	280
149	Director — reasonable diligence .....	280
150	Officer — reasonable diligence .....	280
151	Indemnification .....	281
<b>PART 10 — BY-LAWS AND MEMBERS (SS. 152—171)</b>		
152	By-laws .....	282
153	Copies to Director .....	282
154	Conditions of membership .....	282
155	Issuance of memberships .....	283
156	Termination of membership .....	283
157	Termination of member's rights .....	283
158	Power to discipline a member .....	283
159	Place of meetings .....	283
160	Calling annual meetings .....	284
161	Fixing record date .....	284
162	Notice provided for in by-laws .....	285
163	Right to submit and discuss .....	285
164	Quorum set in by-laws .....	287
165	Voting .....	287
166	Resolution in lieu of meeting .....	287
167	Requisition of meeting .....	288
168	Meeting called by court .....	288
169	Court review of election .....	289
170	Unanimous member agreement .....	289
171	Absentee voting .....	290

## Table of Contents

<b>PART 11 — FINANCIAL DISCLOSURE (SS. 172–178)</b>		
172	Annual financial statements . . . . .	290
173	Application for exemption . . . . .	290
174	Consolidated statements . . . . .	290
175	Copies to members . . . . .	291
176	Copies to Director . . . . .	291
177	Copies to Director . . . . .	291
178	Approval of financial statements . . . . .	291
<b>PART 12 — PUBLIC ACCOUNTANT (SS. 179–196)</b>		
179	Definition of “designated corporation” . . . . .	292
180	Qualification of public accountant . . . . .	292
181	Appointment of public accountant . . . . .	293
182	Dispensing with public accountant . . . . .	293
183	Ceasing to hold office . . . . .	293
184	Removal of public accountant . . . . .	293
185	Filling vacancy . . . . .	293
186	Court-appointed public accountant . . . . .	294
187	Right to attend meeting . . . . .	294
188	Review engagement — designated corporations . . . . .	295
189	Audit engagement — other corporations . . . . .	295
190	Deemed revenues . . . . .	295
191	Report on financial statements . . . . .	295
192	Reliance on other public accountant . . . . .	295
193	Right to information . . . . .	296
194	Audit committee . . . . .	296
195	Notice of errors . . . . .	296
196	Qualified privilege — defamation . . . . .	297
<b>PART 13 — FUNDAMENTAL CHANGES (SS. 197–216)</b>		
197	Amendment of articles or by-laws . . . . .	297
198	Proposal to amend . . . . .	298
199	Class vote . . . . .	298
200	Delivery of articles . . . . .	298
201	Certificate of amendment . . . . .	298
202	Effect of certificate . . . . .	298
203	Restated articles . . . . .	299
204	Amalgamation . . . . .	299
205	Amalgamation agreement . . . . .	299
206	Member approval . . . . .	299
207	Vertical short-form amalgamation . . . . .	300
208	Sending of articles . . . . .	300
209	Rights preserved . . . . .	301
210	Amalgamation under other federal Acts . . . . .	301
211	Continuance — import . . . . .	302
212	Definition of “charter” . . . . .	303
213	Continuance — other jurisdictions . . . . .	305
214	Extraordinary sale, lease or exchange . . . . .	305
215	Definition of “reorganization” . . . . .	306
216	Definition of “arrangement” . . . . .	306

## Table of Contents

<b>PART 14 — LIQUIDATION AND DISSOLUTION (SS. 217–241)</b>		
217	Definition of “court” .....	307
218	Application of Part .....	308
219	Revival .....	308
220	Dissolution before commencing activities .....	309
221	Proposing liquidation and dissolution .....	309
222	Dissolution by Director .....	311
223	Grounds for dissolution .....	311
224	Further grounds .....	312
225	Application for supervision .....	312
226	Application to court .....	313
227	Powers of court .....	313
228	Effect of order .....	314
229	Cessation of activities and powers .....	314
230	Appointment of liquidator .....	314
231	Duties of liquidator .....	315
232	Powers of liquidator .....	315
233	Costs of liquidation .....	316
234	Transfer on condition of return .....	317
235	Application .....	317
236	Distribution in accordance with articles .....	318
237	Right to distribution in money .....	318
238	Custody of documents .....	318
239	Definition of “member” .....	318
240	Creditors or members not found .....	319
241	Vesting in Crown .....	319
<b>PART 15 — INVESTIGATION (SS. 242–249)</b>		
242	Investigation .....	320
243	Power of inspector .....	321
244	Entering dwelling .....	321
245	Hearing <i>in camera</i> .....	321
246	Incriminating statements .....	321
247	Exchange of information .....	321
248	Absolute privilege — defamation .....	322
249	Solicitor-client privilege or professional secrecy .....	322
<b>PART 16 — REMEDIES, OFFENCES AND PUNISHMENT (SS. 250–263)</b>		
250	Definitions .....	322
251	Derivative action .....	322
252	Powers of court .....	323
253	Application to court re oppression .....	323
254	Evidence of members’ approval not decisive .....	324
255	Application to court to rectify records .....	325
256	Application for directions .....	325
257	Notice of refusal by Director .....	325
258	Appeal from Director’s decision .....	326
259	Compliance or restraining order .....	326
260	Summary application to court .....	326
261	Appeal of final order .....	326
262	Offence .....	326

## Table of Contents

263	Order to comply . . . . .	327
<b>PART 17 — DOCUMENTS IN ELECTRONIC OR OTHER FORM (SS. 264–271)</b>		
264	Definitions . . . . .	327
265	Application . . . . .	327
266	Use not mandatory . . . . .	328
267	Creation and provision of information . . . . .	328
268	Creation of information in writing . . . . .	328
269	Statutory declarations and affidavits . . . . .	329
270	Signatures . . . . .	329
271	Application for dispensation . . . . .	329
<b>PART 18 — GENERAL (SS. 272–293)</b>		
<b><i>Notice, Certificates and Other Documents</i></b>		
272	Notice to directors and members . . . . .	329
273	Notice to and service on a corporation . . . . .	330
274	Waiver of notice . . . . .	330
275	Certificate of corporation . . . . .	330
276	Definition of “statement” . . . . .	331
277	Signature . . . . .	331
277.1	Publication . . . . .	331
278	Annual return . . . . .	331
279	Inspection . . . . .	331
280	Payment of fees . . . . .	332
<b><i>Director</i></b>		
281	Appointment of Director . . . . .	332
282	Content and form of notices and documents . . . . .	332
283	Director’s obligation to keep documents . . . . .	332
284	Proof required by Director . . . . .	333
285	Dispensation . . . . .	333
286	Certificate of Director . . . . .	333
287	Alteration . . . . .	333
288	Corrections initiated by Director . . . . .	334
289	Cancellation of articles by Director . . . . .	334
290	Certificate . . . . .	335
291	Form of publication . . . . .	335
292	Power to make inquiries . . . . .	335
<b><i>Regulations</i></b>		
293	Regulations . . . . .	335
<b>PART 19 — SPECIAL ACT BODIES CORPORATE WITHOUT SHARE CAPITAL (SS. 294–296)</b>		
294	Application to special Act bodies corporate . . . . .	336
295	Report listing Acts of continued or dissolved bodies corporate . . . . .	336
296	Change of name . . . . .	337
<b>PART 20 — TRANSITIONAL PROVISIONS, CONSEQUENTIAL AMENDMENTS, COORDINATING AMENDMENTS, REPEALS AND COMING INTO FORCE (SS. 297–299, 340, 372)</b>		
<b><i>Transitional Provisions</i></b>		
297	Continuance — Part II of <i>Canada Corporations Act</i> . . . . .	338

## Table of Contents

298		338
299	Review of Act . . . . .	338
	<b><i>Other Acts</i></b>	
340	Deeming provision . . . . .	339
	<b><i>Coming into Force</i></b>	
372	Order in council . . . . .	339

### **2011-223 — CANADA NOT-FOR-PROFIT CORPORATIONS REGULATIONS**

#### **INTERPRETATION**

1		341
---	--	-----

#### **PART 1 — GENERAL**

##### ***Corporate Records and Registers***

2		341
3	. . . . .	342
4	. . . . .	342
5	. . . . .	342
6	. . . . .	342
7	. . . . .	342
8	. . . . .	342

##### ***Electronic Documents***

9		343
10	. . . . .	343
11	. . . . .	343
12	. . . . .	343
13	. . . . .	343
14	. . . . .	343

##### ***Dispensation Requirement***

15		343
----	--	-----

#### **PART 2 — TIME PERIODS AND PRESCRIBED AMOUNTS**

##### ***Definition of “soliciting corporation”***

16		343
----	--	-----

##### ***Debt Obligation Certificates and Transfers***

17		344
18	. . . . .	344
19	. . . . .	344
20	. . . . .	344
21	. . . . .	344
22	. . . . .	344

##### ***Trust Indentures***

23		344
24	. . . . .	344
25	. . . . .	344

##### ***Receivers, Receiver-Managers and Sequestrators***

26		344
----	--	-----

Table of Contents

	<b><i>Directors and Officers</i></b>	
27	.....	344
28	.....	344
29	.....	344
30	.....	345
	<b><i>Liquidation and Dissolution</i></b>	
31	.....	345
32	.....	345
33	.....	345
34	.....	345
35	.....	345
36	.....	345
37	.....	345
38	.....	345
	<b><i>Remedies, Offences and Punishment</i></b>	
39	.....	346
40	.....	346
	<b><i>General</i></b>	
41	.....	346
	<b>PART 3 — CORPORATE NAMES</b>	
	<b><i>Interpretation</i></b>	
42	.....	346
	<b><i>Confusing Names</i></b>	
43	.....	347
44	.....	347
45	.....	348
46	.....	348
47	.....	348
48	.....	348
49	.....	348
50	.....	349
	<b><i>General Prohibitions</i></b>	
51	.....	349
52	.....	349
53	.....	350
54	.....	350
55	.....	350
	<b><i>Non-distinctive Names</i></b>	
56	.....	350
	<b><i>Deceptively Misdescriptive Names</i></b>	
57	.....	350
	<b><i>General</i></b>	
58	.....	350
59	.....	351

## Table of Contents

<b>PART 4 — BY-LAWS AND MEETINGS OF MEMBERS</b>		
<i>By-laws</i>		
60	.....	351
<i>Time Period for Annual Meeting of Members</i>		
61	.....	351
<i>    Record Date</i>		
62	.....	351
<i>    Notice of Meeting of Members</i>		
63	.....	351
<i>        Member Proposals</i>		
64	.....	352
65	.....	352
66	.....	352
67	.....	352
68	.....	352
69	.....	352
<i>        Quorum for Meeting of Members</i>		
70	.....	353
<i>Communication Facilities for Meeting of Members</i>		
71	.....	353
<i>    Requisition of Meeting of Members</i>		
72	.....	353
<i>    Unanimous Member Agreements</i>		
73	.....	353
<i>    Absentee Voting</i>		
74	.....	353
<b>PART 5 — FINANCIAL DISCLOSURE</b>		
<i>General</i>		
75	.....	355
76	.....	355
77	.....	355
78	.....	355
<i>Contents of Financial Statements</i>		
79	.....	355
<b>PART 6 — PUBLIC ACCOUNTANT</b>		
80	.....	356
81	.....	356
82	.....	356
83	.....	356
84	.....	356
<b>PART 7 — FUNDAMENTAL CHANGES</b>		
85	.....	356
86	.....	356
87	.....	356

## Table of Contents

### PART 8 — RULES OF PROCEDURE FOR APPLICATIONS FOR EXEMPTIONS

	<i>Application</i>	
88		357
	<i>Time for Making Applications</i>	
89		357
	<i>General</i>	
90		357
91		357
92		357

### PART 9 — CANCELLATION OF ARTICLES AND CERTIFICATES

93		358
	<b>PART 10 — PRESCRIBED FEES</b>	
94		358
94.1		359
	<i>Coming Into Force</i>	
95		359
Schedule	Fees	359

### 2011-60 — ORDER DESIGNATING THE MINISTER OF INDUSTRY FOR THE PURPOSES OF THE CANADA NOT-FOR-PROFIT CORPORATIONS ACT

		363
--	--	-----

### CNCA FORMS

List of CNCA Forms	365
Revival (transition) guide	367

### CBCA POLICY STATEMENTS

Policy on arrangements — <i>Canada Business Corporations Act</i> , section 192	385
Policy on cancellation of articles or certificates — <i>Canada Business Corporations Act</i>	397
Policy on continuance (export) of a federal corporation	409
Policy on continuance (import) of a body corporate into the <i>Canada Business Corporations Act (CBCA)</i>	412
Policy on corrections of articles or certificates — <i>Canada Business Corporations Act</i>	416
Policy on requests for correction of Forms 2, 3, 6 and 22 — <i>Canada Business Corporations Act</i>	427
Policy on making a determination that a corporation is not a distributing corporation — <i>Canada Business Corporations Act</i> , subsection 2(6) . . .	429

## Table of Contents

Policy on exempting a corporation from a financial disclosure requirement — <i>Canada Business Corporations Act</i> , section 156 . . .	438
Policy on exempting interested persons from the dissident proxy solicitation requirements — <i>Canada Business Corporations Act</i> , subsection 151(1) . . . . .	445
Policy on exempting a distributing corporation from having an audit committee — <i>Canada Business Corporations Act</i> , subsection 171(2) . . . . .	454
Policy on exempting a trust indenture from Part VIII — <i>Canada Business Corporations Act</i> , subsection 82(3) . . . . .	460
Policy on exempting interested persons from the management proxy solicitation requirements — <i>Canada Business Corporations Act</i> , subsection 151(1) . . . . .	469
Exemption from the filing of certain documents (single filing exemption) — <i>Canada Business Corporations Act</i> . . . . .	476
Overview of exemption policies — <i>Canada Business Corporations Act</i> . . . . .	478
Policy on filing of annual returns — <i>Canada Business Corporations Act</i> . . . . .	481
Name Granting Compendium . . . . .	484
Oppression remedy guidelines — <i>Canada Business Corporations Act</i> . . . . .	520
Guidelines on remedies and complaints — <i>Canada Business Corporations Act</i> . . . . .	523
Policy on reviving a business corporation . . . . .	523

## CBCA GUIDES

Benefits of incorporating . . . . .	529
How to incorporate a business . . . . .	530
Next steps following the incorporation of your business . . . . .	532
Get a certificate of compliance or a certificate of existence . . . . .	538
Order copies of corporate documents . . . . .	540
Guide on amending articles . . . . .	541
Guide on amalgamating business corporations . . . . .	542
Guide on dissolving a business corporation . . . . .	545
Financial statements and proxy circulars — Filing under the <i>Canada Business Corporations Act</i> . . . . .	547
Back-to-back requests . . . . .	548
Register a federal corporation in a province or territory . . . . .	549

## CORPORATIONS CANADA: NOTICES

Corporations Canada resumes administrative dissolutions of corporations that are in default of filing their annual returns . . . . .	553
Diversity disclosure guidelines . . . . .	554
Diversity of boards of directors and senior management . . . . .	555
Digital-first approach to forms for business and not-for-profit corporations . . . . .	562

Table of Contents

**2001-512 — CANADA BUSINESS CORPORATIONS REGULATIONS, 2001**

**SCHEDULE 5 — FEES**

..... 565

**LEGISLATIVE INDEX**

..... 569