# INDEX

References are to section numbers except as noted by an *italicized* number which refers to a page number. References to sections of the *Financial Consumer Protec*tion Framework Regulations, SOR/2021-181, will be noted with the short form FCP

Regs.

# Α

Accountability statements, see Public accountability statements

- Accounts, see also Disclosure of charges, Disclosure of information, Disclosure of interest, Low-fee retail deposit account, Personal deposit account, and Retail deposit account
- access to, 627.17–627.27
- charges on, 627.12
- definition of, 627.01
- disclosure on opening, 627.69
- · foreign banks
- • accessing accounts, 511

#### Acting in concert

• defined, 9, 9.1, 9.2

Actions and Applications, see also Orders

- continuation of, 362, 871
- derivative, 334-337, 865
- directors' liabilities, 207-210, 794-797
- limitation period, 76(3), 209, 272(3), 363(2), 719(3), 796, 834, 871
- proof in action on security, 98
- recovery for reduction in capital, 76, 719
- rectify records, 338, 865
- reliance on information, 406, 920
- rights preserved, 222, 362, 802, 871

#### Administration

• appeals, 977

- certificates, 969
- constructive notice, 19, 668
- electronic documents, 573-575
- entry in securities register, 970
- execution of documents, 964.1
- notices, 965, 967
- orders
- and directives, 974–975
- • short-term, 973.1
- to exempt or adapt, 973.2
- presumption
- from return, 966
- •• of receipt, 967
- regulations, 978
- service on a bank or authorized foreign bank, 968

## Adverse claim

- breach of fiduciary duty, 106, 724
- deemed notice, 105, 724
- defined, 81, 724
- dissenting offerees of a takeover bid, 285(2), 836
- duration of notice, 131, 724
- endorsement in bearer form, 116, 724
- endorsement, unauthorized, 117, 724
- inquiry into, 129, 130, 724
- notice after delivery, 120(3), 724

#### Advertisement

 accurate, clear and not misleading, 627.14

Advertisement (cont'd)

- calculation of interest disclosure, 627.85, 627.91, FCP Regs. 50, 51, 57, 70
- financial instruments and notes, 627.87, FCP Regs. 30
- general requirements, 627.63, FCP Regs. 50, 57, 70
- meetings of shareholders, 137(7)(a)
- sale of special security held, 426(6)(b), 428(8)(a)(ii), 428(8)(b)(i), 433(c), 555
- subordinated indebtedness, 80(2)
- uninsured deposits, 627.86
- use of name, 983, 719–723, 787

#### Advisories

- capital structure, dividends, 79, 722, 1504–1505
- commodities, ownership interest, 1499–1503
- control in fact, 1506-1511
- customer information, 1497-1498
- global systemically important banks, public disclosure requirements, 1434–1436
- interim arrangements for the regulatory capital and liquidity treatment of cryptoasset exposures, *1437–1442*
- large asset transactions, 482, 944
- legislative framework for foreign banks, 1517–1550
- mergers involving foreign entities, 1551–1554
- names, corporate, registered and trade, 40, 693, 1512–1516
- restructuring, asset transaction in, 494(4)
- securitization, large exposure issues, 1448–1449
- settlement risk in foreign exchange transactions, 1394–1419
- substantial investments, 1559–1591
- undertaking for sharing information with insurers, 1592–1593

#### Advisory committee, 623, 653

## Advisory services

- power to provide, 410(1)(c)(ii), 410(1)(c)(iv), 410(1)(c.2), 539(1)(b.1)(ii), 539(1)(b.1)(iv), 539(1)(b.3), 922(1)(b)
- regulations, 410(3), 539(3)

### Affairs

- defined, 2
- Affiliate, see also Non-bank affiliate of a foreign bank
- arrangement with, 627.15
- corporate names, 41, 694
- defined, 2, 6, 265(1), 283(1), 834, 836

#### Affiliated entities

• defined, 6

#### Affiliated person

- regulations, 162, 553-554
- restriction on, 163
- Superintendent's discretionary power to designate, 162.1
- Agency, see also Commissioner and Financial Consumer Agency of Canada Act
- defined, 2, 427(5)
- designated violations regulations, 1732
- information on contacting, 627.43, 627.65

# Agent

- bill of lading, 436(1), 555
- defined, 370(1), 427(5), 555
- duties, 134, 724
- financial, power to act as, 409(2)(b)
- liability of, 986
- networking authority, 411, 543
- notice to, 135, 724
- offences of, 986
- previous holder, 436, 555
- reliance on information, 406, 920
- restriction on acting in placing insurance, 416(2), 549(2)

## Agent (cont'd)

- restriction on registration or voting, 401.2, 401.3
- securities register, 250, 827
- warehouse receipt, 436(1), 555
- warranties of, 103, 724

#### Aggregate Financial Exposure

• regulations, 495.2, 555

#### Amalgamation

- agreement, 224, 804
- application for, 223, 228, 803, 808
- approval of Minister, 223, 225, 373(2), 803, 805, 875(2)
- approval of shareholders, 226, 806
- court enforcement, 229.1, 810
- information requirements, 1844–1851
- issue of letters patent, 229–230, 809–811
- matters for consideration, 228(4)
- objections to, 26, 228(3), 754–756
- short form, 227–228, 807–808
- termination of, 226(5), 806(5)
- transitional provisions, 231, 812
- types, 1843

# **Annual statement**, see also Financial statements

- approval by directors, 309, 841
- contents of, 308(2), 840(2), 558
- copy to superintendent, 312, 844
- defined, 2
- distribution to shareholders, 311, 843
- of foreign banks, 522.27

#### Appropriate agency

• defined, 427(5)

#### Appropriate person

- defined, 110, 724
- endorsement by, 111, 724

# Assets

- approval of series of transactions, 482(1.1)
- limit on growth in, 386, 388
- meaning of, 618
- protection of, 978(1)(i), 735-737
- related party sale of, 494
- retention of, 978(1)(g)
- sale of all or substantially all, 232-236
- securitization guidelines, 1041–1046
- taking control of by Superintendent, 619–626, 648–656
- total, 54.1(4), 386(3), 482, 895(3), 944, 702, 786, 1787–1790
- transactions limitation, 482, 495.3, 944, 1787–1790
- valuation by Superintendent, 485(5)
- value of, 978(1)(h)

#### Associate of the offeror

defined, 283(1)

## Associated with a foreign bank

• defined, 507(2)-(3), 576-577

#### Associates

• deemed to be single person, 371, 371.1, 873

## Audit committee

- auditors' attendance, 330, 861
- calling of meeting, 331(1), 862(1)
- duties, 194(3)–(5), 782(3)–(5)
- established by directors, 157(2)(a), 747(2)(a)
- exemption from requirement, 157(3), 747(3)
- membership, 194(2), 782(2)
- minimum number, 194(1), 782(1)
- notification of errors by directors, 332(1), 863(1)
- valuation of assets by Superintendent, 485(5)
- written resolutions of, 184.1(3), 774(3)

#### Auditors

- appointment of, 314, 585(1), 846
- appointment of first, 45(1)(e), 46(2)(c), 700(1)(e), 701(2)(c)
- calling audit committee meeting, 331(1), 862(1)
- ceasing to hold office, 318, 588, 850
- court to resolve dispute in appointment, 155–156, 744–745
- definitions, 313, 584, 845
- disqualification of, 586
- duty to resign, 316, 586, 848
- entitlement to attend meetings, 330, 861
- errors in financial statements, 332, 863
- examination, 323(1), 325, 592(1), 592(4), 592(7), 855(1), 857
- meeting with chief internal auditor, 331(2), 862(2)
- notice of shareholders' meeting to, 138(1)(c), 727(1)(c)
- notice to Superintendent, 632
- qualification of, 315(1)–(2.1), 585(2)–(3.1), 847(1)–(2.1)
- qualified privilege, 333, 596, 864
- remuneration of, 314(3), 846(2)
- replacement, duties of, 322, 591, 854
- report on subsidiaries, 329, 860
- report on transactions affecting well being, 328
- report to officers, 328, 594-595
- report to principal officer, 595
- report to shareholders, 308(1)(b), 326, 840(1)(b), 858
- report, directors statement on, 327, 859
- revocation of appointment, 317, 587, 849
- right to attend meeting, 320, 852
- right to information, 324, 593, 856
- special audit, 592(6)–(7)
- special examination, 325(2), 592(5), 857(2)
- standards, 323(2), 592(2), 855(2)

- statement re termination, 321, 590, 853
- vacancy, filling of, 319, 589, 851
- valuation of assets by Superintendent, 485(5)
- Authorized foreign bank, see also specific subject relating to the authorized foreign bank
- application to, 1915-1930
- assets
  - • defined, 618
  - maintenance requirement, 582(1), 617
  - · authorization process of
  - • application procedure, 525
  - • name, other, 533
  - • name, publication of, 531
  - order permitting carrying on of business in Canada, 524, 527, 528
  - • prohibitions of, 524.1–524.2
- •• transition, 529
- branch management, 1301-1304
- defined, 2
- deposit requirements, 582, 985–1001
- financial year, 583
- full–service branch
- notice re no CDIC insurance, 627.74, 627.75, FCP Regs. 24
- operating on branch basis, 1301–1304
- order establishing, 524(1)
- power to guarantee securities, 541.1
- guide to foreign bank branching, 1915–1930
- lending branch
- • advertising requirements, 627.86
- application of certain provisions, 541(1)
- non-application of certain provisions, 541(2)
- notice re no deposit-taking and no CDIC membership, 627.74, 627.75, FCP Regs. 24
- • order establishing, 524(2)

Authorized foreign bank (cont'd)

- restriction on accepting bills of exchange, 540(1)(c), 540(5)
- restriction on accepting depository bills, 540(1)(c), 540(5)
- restriction on acting as agent, 540(1)(b)
- restriction on acting as guarantor, 540(1)(c), 540(5), 757
- •• restriction on taking deposits, 540(1)(a), 540(4), 757
- payment system, participant in, 542
- · principal office
- • defined, 2
- • change of, 535(2), (3)
- establishment of, 535(1)
- · principal officer
- • appointment of, 536(1)
- • defined, 2
- • disqualification of, 617.1
- • removal of, 617.2
- reports to, 595
- record keeping, 1301-1304
- records, 597-598, 1301-1304
- · remedial powers over
- • asset maintenance, 617
- • directions of compliance, 615–616
- termination of business, 599, 1828-1830
- transfer of liabilities, 537

## В

## **B-20** — Residential Mortgage Underwriting Practices and Procedures, 1279–1294

**Bank**, see also specific subject relating to the bank

- · capacity of, 15
- charter of, 13
- continuance guide, 1895–1914
- defined, 2
- incorporation guide, 1875–1894

- invalidity of acts, 16
- shareholders not personally liable for, 18

## Bank Act

- application, 13
- duration, 21, 670
- security, 425–436, *see also Special security*
- summary of reporting and notice requirements, *1979–1982*
- Bank debenture, see Subordinated indebtedness
- **Bank holding company**, see also specific subject relating to the bank holding company
- authority of directors, officers, representatives, 669
- · capacity of, 664
- defined, 2
- interpretation, 2.4
- invalidity of acts, 665
- investments, 926
- national treatment, 673
- proposal of fundamental change, 678
- • regulations, *559–562*
- restrictions, 923–924
- shareholders
- calling meeting of, 701
- • not personally liable, 667
- • subsidiary, 716.1
- •• voting, 740
- transfer of business, 813

## Bank of Canada

- advances, 1669–1676
- disclosure of information, 636(2), 955(2)
- payment of unclaimed money to, 293, 366(3), 438, 557
- retention of signature cards, 246(2), (3)
- security interest in favour of, 419(1)

## Bank records, see Records

## Bank service entities, see Service entities

## Banking, see also Business powers

• business of, 409, 538, 922

## **Banking arrangements**

• approval of, 45(1)(f), 700(1)(f)

#### **Bankruptcy and Insolvency Act**

- loans under, 430, 555
- priority order, 427(7), 555

#### Basel III, see also Capital

- Capital Adequacy Requirements Guideline, 828–895
- contingent capital requirements, 867–872
- definition of capital, 850-895
- overview, 828-849

#### Bearer

• defined, 2

## Bearer form

- defined, 2
- endorsement of security in, 116, 724
- fractional certificates, 90, 724
- security in, 83(2), 724

#### Beneficial ownership

- declaration of, 405(1), 919(1)
- defined, 2

#### Bill of exchange

- deemed loan, 463, 580
- unpaid, transferred to Bank of Canada, 438–439, 557–558

## **Bill of lading**

- as security for debt or liability, 435, 555
- conditions for accepting, 429(1), 555
- defined, 425, 555
- false statement in, 984
- rights acquired, 427(2)(c), 428(1), 555
- surrender and exchange, 429(2), 555
- taking from agent, 436, 555

#### Bills of Exchange Act

• application to securities, 83(1), 724

Board of directors, see Directors

## **Body corporate**

- continuance of, 33–38, 682–687, *1852–1853*
- control of, 3, 265(2), 283(2), 834, 836
- defined, 2
- holding body corporate, 4
- major shareholder of, 2.2
- substantial investment in, 10

#### Bona fide purchaser

- compelling endorsement, 109
- duty to register transfer, 126(1)(e), 133(3), 724
- title of, 104(2), 122, 724

## Borrowing costs, see Cost of borrowing

## Branch, see also Authorized foreign bank

- commercial, 522.05, 522.19
- defined, 2
- foreign bank branching, guide to, 1915–1930
- insurance, of foreign bank, 522.17
- leasing, of foreign bank, 522.06
- notice of closure, 627.993–627.995, FCP Regs. 89–93
- records of foreign, 239(3)
- records of subsidiary of foreign bank, 239(3.1)

## Branch of account

- defined, 461(1), 578(1)
- effect of writ, 462(1), 579(1)
- notice to, 462(2), 579(2)

#### **Business combination**

• defined, 265(1)

#### Business growth fund

- defined, 464, 507(1)
- limit, 465.1, 510.01, 927.1

Business growth fund (cont'd)

- prohibitions, 466(4.3), (4.4), 501.02(3)–(4), 928(3.3), (3.4)
- restrictions, 466(4.1), (4.2), 510.02(1)–(2), 928(3.1), (3.2)
- Business management, see Managing business

**Business powers**, see also Restrictions on business powers

- advisory services, 410(1)(c)(ii), 410(1)(c)(iv), 410(1)(c.2), 410(3), 539(1)(b.1)(ii), 539(1)(b.1)(ii), 539(1)(b.3), 539(3), 922(1)(b)
- authentication services, 410(1)(h), 539(1)(g)
- business of banking, 409(1), 538(1), 922(1)
- cards
- payment, credit, charge, issuing of, 409(2)(d), 538(2)(d)
- promoting merchandise and services to holders of, 410(1)(d), 539(1)(c)
- communication devices, 410(1)(c.1), 410(3), 539(1)(b.2), 539(3), 660–669
- computer software, 410(1)(c)(iii), (iv), 410(3), 539(1)(b.1)(iii), (iv), 539(3)
- corporate, 15, 1606-1607
- custodian of property, 410(1)(f), 539(1)(e)
- data processing services, 410(1)(b), 539(1)(b)
- data transmission services, 410(1)(c.1), 410(3)(c), 539(1)(b.2), 539(3), 661–663
- deposit-taking, 437, 545-546
- financial agent, acting as, 409(2)(b), 538(2)(b)
- financial services, 409(2)(a), 410(3)(b), 538(2)(a), 539(3)(b), 922(1)(a), (b)
- guarantees, 541.1
- identification services, 410(1)(h), 539(1)(g)
- information

- collecting, manipulating and transmitting, 410(1)(c)(i), (iv), 410(3), 539(1)(b.1)(i), (iv), 539(3), 922(1)(b)
- management systems, 410(1)(c)(ii),
  (iv), 410(3), 539(1)(b.1)(ii), (iv),
  539(3), 922(1)(b)
- platforms, portals and sites, 410(1)(c.1), 410(3)(c), 539(1)(b.2), 539(3), 661–663
- • regulations, 657–659
- interest and charges
- accounts, 627.12, 627.55, 627.69, 627.72, 627.85
- borrowing costs, 627.89–627.9, FCP Regs. 48
- complaints, 627.43–627.54, FCP Regs. 14–17
- investment
- acquiring, holding and administering, 922(1)(a)
- counselling services, 409(2)(c), 410(3)(b), 538(2)(c), 539(3)(b)
- •• portfolio management services, 409(2)(c), 410(3)(b), 538(2)(c), 539(3)(b), 922(1)
- liquidator, 410(1)(g), 539(1)(f)
- main, 409, 1606-1607
- managing business, 410(1)(c.2), 410(3), 539(1)(b.3), 539(3), 922(1)(b)
- networking, 411, 543
- real property, holding or managing, 410(1)(a), 539(1)(a)
- receiver, 410(1)(g), 539(1)(f)
- sequestrator, 410(1)(g), 539(1)(f)
- special security, 425–436.1, 555
- ticket sales, 410(1)(e), 539(1)(d)
- verification services, 410(1)(h), 539(1)(g)

#### **By-laws**

- adjourned shareholders meeting, 140, 729
- amendments to, 217-222, 802
- certificate of, 969(1)

## By-laws (cont'd)

- copy to Superintendent, 633
- deemed, 192, 780
- directors proposal to amend, 221, 802
- duty to comply with, 158(2), 748(2)
- effective date of, 778(3)
- existing, 38, 191(2), 192, 687
- first meeting of directors, 45(1)(a)
- first meeting of shareholders, 46(2)(a), 701(2)(a)
- making, repealing, amending of, 188–192, 217–222, 778–780, 802
- not necessary for additional powers, 17, 666
- place of meetings, 136, 725
- remuneration, 191, 199, 786
- shareholder approval, 188(2), 191(3), 778(2)
- shareholder proposal, 189, 779
- shares, classes and designations, 61, 705
- verification by Superintendent, 971

## С

#### Call

- defined, 265(1)
- insider prohibited from selling, 270(4), 834

#### **Canada Deposit Insurance Corporation**

- by-laws
- co-owned and trust deposit disclosure, 1711–1718
- data and system requirements, *1678–1681*
- deposit insurance information, 1682–1689
- • differential premiums, 1690–1706
- exemptions from deposit insurance, 1707–1710
- insurance required, 413
- opt out, 413, 627.76
- regulations

- bank recapitalization (bail-in) conversion, *1719–1722*
- compensation, *1723–1728*

### Canada Gazette

- alternative to, 972
- amalgamation, 228(2), 229(3), 808(2), 809(3)
- amendments to Schedule I or II, 14(3), 545–547
- amendments to Schedule III, 14.1(3), 548–549
- application
- • for incorporation, 25(2)
- appointment of liquidator, 353(1)(b), 870
- approval of application for dissolution, 345(4), 869
- approval of application for transfer of liabilities, 537(3)(a)
- commencement of business, 56(2), 534(8)
- exemption from foreign bank status, 12(3)
- issuance of letters patent, 30, 37(2), 679, 686(2)
- notification of final accounts, 357(4), 870
- reduction in stated capital, 75(5), 718(5)
- sale of assets, 236(2)
- termination of business in Canada, 599(2)(b)

## Canadian Business growth fund

- defined, 464, 507(1)
- limit, 465.1, 510.01, 927.1
- prohibitions, 466(4.3), (4.4), 501.02(3)–(4), 928(3.3), (3.4)
- restrictions, 466(4.1), (4.2), 510.02(1)–(2), 928(3.1), (3.2)

## Canadian entity

• defined, 2

### Canadian financial institution

• defined, 2

### Capacity

- by-laws unnecessary, 17, 666
- corporate powers, 15, 664
- duration of business, 21, 670
- policies and procedures integrity or security, 15.1, 524.3, 664.1
- **Capital**, see also Basel III, Common shares, Preferred shares, Shares, Subordinated indebtedness, Guidance Notes
- additional tier 1, 855-861
- additions to, 78, 721
- adequacy of, 485, 949
- adjustments and deductions, 872-889
- adjustments to, 77, 720
- capital conservation buffer, 836-839
- common share equity, 851-855
- countercyclical buffer, 839-842
- credit valuation adjustment transitioning, 835
- definition of, 850-895
- director liability, 207(2), 794(2)
- domestic systemic importance and capital targets, 845–849
- DSIB surcharge, 842–843
- foreign bank branch deposit requirement, 985–1001
- management
- •• CDIC by-law, 1682–1689
- leverage requirements, 904–921
- liquidity adequacy requirements, 896–903
- market risk, 1443-1445
- non-viable contingent capital, 867–872, 892–895
- overview of, 829-849
- parent guarantee, 1036-1037
- reduction of, 75–76, 207(2), 211, 718–719, 794(2), 798

- regulations, 746–750
- securities lending, 1038–1040
- settlement risk in foreign exchange transactions, 1394–1419
- small and medium sized DTIs, 922–945
- stated, 66-67, 710-1
- targets, 844-845
- tier 2, 860–866
- value-at-risk models, 1443-1445

## Carrying on business

- authorized foreign bank, 534
- commencement of, 48-58, 524-528, 534
- compliance with Act, 15(2), 664(2)
- guide to, 1875–1894
- management functions, 495(2)
- name, 42, 696, 983
- outside of Canada, 15(4), 664(4)

#### Central cooperative credit society

• defined, 2

#### Central securities register

- appointment of agents, 250, 827
- branch registers, 249, 253(1), 826, 830(1)
- constraint on registration in, 379, 887
- defined, 2
- destruction of certificates, 254, 831
- effect of registration, 252, 829
- entry in, 970
- location of, 251, 828
- maintenance of, 248, 253(2), 825, 830(2)
- required form, 248, 825

## Certificates

- adoption of, 45(1)(b), 700(1)(b)
- destruction of, 254, 831

#### Charge card

- disclosure of charges, 627.89
- handling complaints, 157(2)(e), 627.43–627.54, FCP Regs. 14–17

Charge card (cont'd)

- power to issue, 409(2)(d), 538(2)(d)
- promotion of merchandise and services to, 410(1)(d), 539(1)(e), 627.61
- **Charges**, see Security interest and Service charges

# Cheque holding policy disclosure, 627.2–627.24

#### Chief executive officer

- annual statement, 309(1)(a), 841(1)(a)
- appointment of, 196(1), 783
- transactions affecting well-being, 328

#### **Clearing agency**

- defined, 81, 724
- delivery through, 121(4), 724
- deposits to, 492
- errors in records, 121(10), 724

#### **Commence** business

- application for, 49
- authorized foreign bank, 534
- cessation of existence, 57–58
- conditions of approval, 53, 58
- • variation, 54
- conditions to issue approval, 52
- guide to, 1875–1894
- limit on assets, 54.1
- notice of, 56
- order to, 48, 524, 534
- foreign bank branch deposit requirement, 985–1001
- restrictions until issuance, 50-51
- variations of order of approval, 54

## **Commissioner**, see also Agency and Financial Consumer Agency of Canada Act

- access to records, 659(2)
- complaint re banks, 627.43
- compliance agreement with, 661, 661.1, 661.2
- confidential information, 658(1)

- defined, 2
- disclosure of information by, 658(2)
- examination of banks, 659(1)
- expenses payable, 659(1.3)
- information, required to be filed, 657
- inquiry by, 660
- powers of, 660
- regulation of banks, 657-61
- report to, 659(1.2)
- special audit, 659(1.1)

# **Committee of board of directors**, see also Audit committee and Conduct

- review committee
- appointment of, 193, 781
- required to constitute, 157(2), 747(2)
- written resolutions of, 184.1, 774

#### Commodities

• ownership interest in, 1499-1503

## Common-law partner

• defined, 2

## **Common shares**

- capital, 851-852
- prohibition of non-voting, 60(1), 704(1)
- rights of holders, 60(1), 704(1)

#### **Competition** Act

- selected text, 789-791
- tied selling restriction, 627.04–627.05, 627.64

## Complainant

- defined, 2, 663
- remedial actions of, 334-338, 865

#### **Complaint Information**

- regulations, FCP Regs. 14–17
- **Complaints**, see also Agency and OmbudsNetwork
- contacting Agency, 627.43
- external complaints bodies, 627.51–627.52

## Complaints (cont'd)

• procedures, 157(2)(e), 627.43, 627.65, FCP Regs. 14–17

## **Compulsory acquisition**

dissenting offeree shares, 283–293, 836, 837

#### **Computer software**

- power to design, develop and market, 410(1)(c)(iii), (iv), 539(1)(b.1)(iii), (iv)
- regulations, 410(3), 539(3)

## Conduct review committee

- approval of preferred loans to officers, 496(4)–(6)
- auditor's attendance, 330(1)
- duties of, 195.1(3)–(6)
- established by directors, 157(2)(b)
- exemption from requirement, 157(3)
- membership, 195.1(2)
- minimum number of members, 195.1(1)
- written resolutions of, 184.1

**Confidentiality**, see also Disclosure of information

- Commissioner's obligation, 802–803
- model privacy code, 1747–1753
- monitoring procedure, 157(2)(d), 747(2)(c)
- procedures to protect, 157(2)(c), 747(2)(b)
- regulation making authority, 627.998
- Superintendent's obligation, 822-823

#### **Conflict of interest**

- director, or officer, duties, 202–206, 789–793
- monitoring of, 157(2)(d), 747(2)(c)
- procedures for identification, 157(2)(c), 747(2)(b)
- trustee's, 297(1), 838

#### **Constructive notice**

• limited effect of, 19, 668

#### **Consumer protection**, see Financial Consumer Protection Regulations

### Continuance

- application, 33–34, 682–683
- as a trust or loan company, 402.1
- central securities register, 248(2), 825(2)
- effect on issued shares, 59(4), (5), 60(4), 88(3), 703(3), (4), 704(3), 724
- effects of, 36, 38, 685, 687
- eligibility, 33, 682
- guide, 1895-1914
- issue of letters patent, 35, 684, 1881–1882
- notice of issue of letters patent, 37(2), 686(2)
- objections to, 34(1), 754–756
- records of, 88(3), 238(3), 724
- stated capital account, 67, 711
- transitional provision, 39, 688

#### Contracts

- effect of contravention of Act, 16, 665, 677, 988
- name set out in, 255
- order to void, 506

#### Control

- approvals, 468(5)–(7), 469, 930(5)–(7), 931, 1594–1596
- deemed for
- • associated entity, 507(7)
- • foreign bank, 507(6)
- defined, 3, 265(2), 283(2), 486(8)
- divestiture of, 480, 942
- exemption from approval for, regulations, 587
- giving up, 468(9)–(11), 930(9)–(11), 1781–1782, 1865–1866
- in fact, 3(1)(d), 377(1), 651–656, 1506–1511
- major shareholder and service provider, *1654–1656*
- •• trustee or manager, 1657–1658

Control (cont'd)

- loan workout/realizations, 472–473, 522.15, 934–935
- loss of, 393–393.1, 902–903
- not required, 468(8), 930(8)
- permitted, 468(1), 468(2), 930(1), 930(2)
- restrictions on, 466, 468(3), (4), 928, 930(3), (4)
- temporary, 471, 933
- • deemed, 481, 943
- undertakings, 470, 932

### Conversion into shares, see Shares

#### **Corporate governance**

• corporate records, 237-306, 814-838

- civil remedies, 271–272, 834, 565–566
- compulsory acquisitions, 283–293, 836
- corporate name and seal, 255–256, 832–833
- head office and corporate records, 237–247, 814–824
- insider reporting, 265–269, 834
- • insider trading, 270, 834
- • insiders, 265, 834
- proxies, 156.01–156.08, 644–649
- securities registers, 248-254, 825-831
- trust indentures, 294–306, 838
- directors and officers, 157–214, 747–801
- • authority, 196–201, 783–788
- • by-laws, 188–192, 778–780
- committees of the board, 193–195, 781–782
- conflicts of interest, 202–206, 789–793
- • duties, 157–158, 747–748
- election and tenure, 165–169, 753–757
- election or appointment, 165.1

- incomplete elections and director vacancies, 170–179.1, 758–768
- liability, exculpation and indemnification, 207–214, 794–801
- meeting of the board, 180–187, 769–777
- qualification and number, 159–164, 749–752, *553–554*
- financial statements and auditors, 307–369, 839–871
- annual financial statement, 307–312, 839–844
- • auditors, 313-33, 845-864
- court-supervised liquidation, 347–360, 870
- • general, 361–369, 871
- liquidation and dissolution, 339–341, 866–868
- • remedial actions, 334–338, 865
- simple liquidation, 342–346, 869
- fundamental changes, 215-236, 802-813
- • amalgamation, 223–231, 803–812
- • amendments, 215–222, 802
- transfer of business, 232–236, 813
- guidelines
- effective corporate governance, *1181–1192*
- regulatory compliance management, 1305–1312
- risk appetite framework, *1186–1189*, *1191–1192*
- risk governance, 1186–1187
- shareholders, 136–156, 725–745
- proxies, 156.01–156.08, 746, 644–649

#### Corporate name, see Name

#### Corporate records, see Records

#### **Corporate seal**

necessity, 256, 833

#### Cost of borrowing

• additional disclosure, 627.89, FCP Regs. 31–70

Cost of borrowing (cont'd)

- calculation of, 627.9, FCP Regs. 47-48
- complaint handling, 627.43, FCP Regs. 14–17
- disclosure of, 627.89, FCP Regs. 31-70

Court, see also Orders

- action for recovery of capital, 76, 719
- appeals to, 977, 990
- refusal of shareholder proposal, 144, 733
- •• remedial action, 334–338, 865
- · application for
- disqualifying auditor, 316(2), 848(2)
- dissenting offeree, 289, 836
- failure to disclose interest, 206, 793
- • indemnity, 214, 801
- proxy or proxy circulars, 156.08
- • settle disbursements, 58(2)
- subsidiary statements, 310(4), 842(4)
- •• termination of material contract, 206, 793
- trustee removal, 299, 838
- • winding-up, 651
- defined, 2, 339, 866
- derivative actions, 334-338, 865
- Federal
- • appeal to, 977
- •• powers of, 977(2)
- jurisdiction, 335(2), 865
- powers of, 208, 291, 335, 338, 349, 359, 795, 836, 865, 870
- review
- election of director or auditor, 155–156, 744–745
- · shareholder meetings
- calling of, 154(1), 156, 743(1), 745
- • vary quorum, 154(2), 743(2)
- winding-up, 347–360, 870

#### **Court of Appeal**

• defined, 2

# **Covered bond limit calculation**, 1450–1451

## Credit card

- disclosures in application, 627.89(3), FCP Regs. 58–59, 62–65
- disclosures of charges, 627.89, FCP Regs. 59–60, 64–66
- handling complaints, 157(2)(e), 195.1, 627.43, FCP Regs. 14–17
- power to issue, 409(2)(d), 538(2)(d)
- promotion of merchandises or services to, 410(1)(d), 539(1)(e), 627.61

# Credit risk

• large exposure limits, *1012–1035*, *1446–1447* 

## Creditor

• recovery of reduction in capital, 76, 719

Cumulative voting, 167–168, 755–756

**Custodian of property**, 410(1)(f), 539(1)(e)

# D

- **Data processing services**, see also Information services
- power to provide, 410(1)(b), 539(1)(b)
- **Debentures of a bank**, see Subordinated indebtedness

## Debit card, see Payment card

#### **Debt obligation**

- defined, 2
- foreign government, 472(5), 934(4)

## **Deemed** approvals

- asset transactions, 482(1), 494(3), 976, 1787–1790
- change of name by-law, 217(3), 802, 976, 1773–1775
- control of entity, giving up, 468(11), 930(11), 976, *1781–1782*
- directors, rectification of void appointment, 170(1), 758(1), 976, 1772

Deemed approvals (*cont'd*)dividend (large), 976

- extension of period
- for divestiture of control or substantial investment, 472(4), 473(4), 934(3), 935(3), 976, 1785–1786
- for holding of temporary investment, 471(1)–(3), (5), 933(1), (2), (4), 976, 1783–1784
- non-cash consideration
- for shares, 65(1), 709(1), 976, 1758–1761
- issuance of subordinated debt in consideration of property, 80(1), 723(1), 976, 1769–1770
- partnership restrictions, exemption from, 421(1), 553.1(1), 924(1), 976, *1776*
- processing information or data outside Canada, 245(1), 598, 822(1), 976
- reductions in capital, 75(4), 718(4), 976, *1766–1768*
- · related party transactions
- acquisition or disposal of assets, restriction on, 495.3, 976, 1801–1802
- in restructuring, 494(4), 976, 1793–1796
- of nominal value, 490, 976, 1792
- •• with financial institutions, 494(3), 976, *1797–1800*
- security interest, 72(2), 716(2), 976, 1765
- self dealing, exemption from, 487(2)(a)(vi), 976, *1791*
- shares
- purchase of, 71(1), 715(1), 976, 1762–1764
- •• redemption of, 71(1), 715(1), 976, 1762–1764
- solicitation of proxies by dissidents, exemption from, 156.05(3), 746, 976, *1771*
- substantial investment, 468(6), 930(6), 976, 1777–1780

## Delegate

defined, 2

### Delivery

- constructive, 119, 724
- defined, 81, 724
- general, 119-121, 724
- right to compel endorsement, 109, 724
- **Deposits**, see also Accounts, Personal deposit account and Service charges
- acceptance of, 437, 556
- agreement, 582(2)
- CDIC coverage, 413
- notice, 627.73–627.76
- complaint handling, 627.43, FCP Regs. 14–17
- disclosure of charges, 627.68, FCP Regs. 21, 23
- foreign bank branch, 985-1001
- interest rate disclosure, 627.71
- less than \$150,000, 413(3), 413.2, 545, 546, 1649–1650
- location of deposit, 461, 578
- meaning of, 413(5), 413.2(2), 545(3), 724–727
- of government of Canada, 627.26(2)
- payment systems, 492, 542
- prescribed, 413, 545, 724–727
- priority on insolvency, 369
- requirement to maintain assets on, 582
- transmission in case of death, 460, 577
- unclaimed balances, 438-439, 557-558

#### Derivatives

- Margin Requirements for Non-Centrally Cleared Derivatives, *1353–1368*
- risk management, 1194–1198
- settlement risk in foreign exchange transactions, 1394–1419
- sound practices, 1193–1209

#### Directors, see also Directors' meeting

• additional, 179.1, 768

Directors (cont'd)

- affiliated restriction, 162–163, 553–554
- appointment of officers, 196–197, 783–784
- approval, annual statement, 309
- approval of certain transactions, 497
- attendance, statement of, 186(2), 776(2)
- audit committee, 194, 782
- auditor
- •• filling vacancy, 317(3), 319, 849(3), 851
- • notice of errors, 332, 863
- providing information to, 324(2), 856(2)
- authority of, 20, 669
- background checks, 1313–1320
- by-laws
- eneral, 188–192, 778–780
- • proposal to amend, 221, 802
- ceasing to hold office, 172, 174, 760, 762
- committees, 193, 781
- conduct review committee, 195
- conflict of interest
- application to court, 206, 793
- avoidance standards, 205, 792
- • disclosure of, 202, 204, 789, 791
- •• voting rights, 203, 790
- court to resolve dispute in election, 155–156, 744–745
- cumulative voting for, 167–168, 755–756
- defences, due diligence and good faith, 211, 798
- defined, 2
- delegation, limitation of, 198, 785
- disclosure of interests, 202–206, 789–793
- disqualification or removal, 647.1
- disqualified person, 160, 172, 750, 760
- due diligence defence, 211, 798

- duty of care, 158, 748
- duty to manage, 157, 747
- election
- court review, 155, 744
- cumulative voting for, 168, 756
- • incomplete, 170–171, 758–759
- • re-election, 169, 757
- • void, 170–171, 758–759
- election of, 46(2)(b), 167-169, 755-757
- election or appointment, 16
- employee restriction, 164, 752
- first, 31, 47, 680, 702
- included in application for incorporation, 25(1), 674
- indemnification of, 212-214, 799-801
- insurance, 213, 800
- investment standards, 465, 927
- liability, 158, 207–211, 748, 794–798, 986
- list to Superintendent, 951
- margin loans, 498
- minimum number, 159, 217(1)(i), 749, 802
- no shareholder requirement, 161, 751
- nominations, 143(4), 732(4)
- notice to, 965
- notification to Superintendent, 632, 951
- number of, 159(1), 165, 168, 217(1)(i), 749(1), 753, 756, 802
- powers suspended, 649
- related party, 496
- reliance on information, 406, 920
- removal of, 173-175, 647.1, 761-763
- remuneration of, 191, 199, 786
- residency requirement, 159(2), 749(2)
- resignation of, 172, 760
- share certificate, signature on, 86(1)(a), 724
- shareholder meetings
- • calling of, 137, 153, 726, 742

Directors (cont'd)

- • right to attend, 201, 788
- sound business and financial practices, 1181–1192, 1305–1312
- statement by, 174-175, 762-763
- • auditor's report, 327, 859
- statement of attendance, 186(2), 776(2)
- term of, 47, 166, 172–173, 179.1(2), 754, 760–761
- unaffiliated, 163
- undue preference to creditor, 981
- vacancies, 176-179, 764-767
- validity of acts, 200, 203(3), 787
- void election, 159(2), 163(1), 164, 170–171, 749(2), 752, 758–759
- winding-up proposal, 343, 869
- written resolutions, 184.1, 774

#### **Directors' meeting**

- adjourned, 181(3), 770(3)
- attendance, statement of, 186(2), 776(2)
- conflicts of interest, 202-206, 789-793
- dissent of director, 185, 775
- dividend declaration, 79, 722
- electronic meeting, 184, 773
- first meeting, 45, 700
- meeting required by Superintendent, 187, 777
- minimum number of meetings, 180, 769
- notice of, 180(3), 181, 770
- place of, 180, 769
- quorum, 182, 771
- record of attendance, 186, 776
- required, 180(1)
- resident Canadian majority, 183, 772
- resolutions
- • outside of meeting, 184.1, 774
- right to attend, 201, 788
- statement of attendance, 186(2), 776(2)
- unaffiliated director, 183.1
- validity of acts, 200, 203(3), 787

#### **Disclosure of charges**

- applicable to accounts, 627.68-627.72
- generally, 627.55, 627.56, 627.68,
  627.72, 627.89, 627.94, 627.98, 627.992
- regulations, FCP Regs. 21, 23
- Disclosure of cheque holding policy, 627.21–627.24

#### **Disclosure of information**

- accountability statements, 627.996, FCP Regs. 94–98
- by authorized foreign bank, 610
- by bank, 627.55, 627.56, 627.68, 627.71, 627.72, 627.89, 627.92, 627.94, 627.98, 627.99, 627.992, 640
- by mail, FCP Regs. 18
- by Superintendent, 609, 636, 639, 955, 816–817
- cheque holding policy, 627.21–627.24, FCP Regs. 9
- cost of borrowing, 627.89, FCP Regs. 47–48
- credit card application, 627.89(3), FCP Regs. 58–59, 62–65
- customer, of, 1497-1498
- deposit type instruments, 627.77, FCP Regs. 6, 26
- in advertisements, 627.14, 627.63, 627.85–627.87, 627.91, FCP Regs. 30, 50, 51, 57, 70
- interest, 627.71
- material contracts, 202-204, 789-791
- monitoring of, 157(2)(e)
- networking, 411, 543
- opening account, 627.69, FCP Regs. 22
- personal information protection, *1747–1753*
- prepaid payment products, 627.92–627.93, FCP Regs. 71–73
- prescribed products, 627.81, 627.87
- procedures for, 157(2)(e)
- registered products, 627.98-627.991
- regulations, 627.998(a), (i), (j)

Disclosure of information (*cont'd*)related party transaction, 504

- report on, 612, 642
- status, 948(2)–(6)

#### **Disclosure of interest**

• in advertisements, 627.85

# Disclosure on account opening after telephone request

• agreement by telephone, 627.55(2)

#### Discontinuance

- as a bank holding company, 689-692
- when continuing as trust or loan company, 39.1, 39.2, 1854–1857

## **Dissenting offeree**

- defined, 283(1)
- right to acquire shares of, 284-293, 836

#### Dissident's proxy circular

- contents of, 644-649
- solicitation of proxies, 156.05, 746
- untrue statement, 156.08, 746

#### Dissolution, see also Liquidation

- continuation of actions, 362-364, 871
- creditor, where cannot be found, 364
- custody of records after, 368, 871
- procedures for, 339-360, 866-870
- unclaimed money on winding up, 366–367
- undisposed property, 365, 871

#### **Distributing bank**

- defined, 265(1), 834
- interpretation, 2.4
- regulations, 571-572

#### Dividend

- declaration of, 79(1), 722(1), 1504-1505
- director liability, 207(2)(c), 794(2)(c)
- in shares, 79(3), 722(3)
- notice to Superintendent, 79(2), 722(2)
- prohibition on declaration, 79(4), 722(4)

• related party exemption, 487(2)

#### Domestic systemically important banks

- defined, 2, 484.1
- minimum capacity to absorb losses, 485(1.1)–(1.4)
- surcharge, *842–843*

# Ε

# Electronic documents

- consent to provision, 573-574
- provision and receipt, 574–575
- revocation, 574

#### Eligible Canadian financial institution

- defined, 370(1), 873
- ownership of banks, 374, 376, 876, 879

#### Eligible financial institution

- defined, 370(1), 873
  - ownership of banks, 374, 376, 876, 879

# Eligible foreign institution

- defined, 370(1), 873
- ownership of banks, 375, 399(2), 878, 909(2)

#### Employees

- committee membership, 194(2), 195(2), 782(2)
- directors liable for wages, 210, 797
- duty to comply with Act, 158(2), 748(2)
- handling complaints, 627.43
- material contracts with bank, 202–206, 789–793
- reliance on information, 406, 504(2), 920
- remuneration, 199, 627.07, 786
- restrictions on acting as directors, 160(f), 750(f)
- signature on securities, 101(b), 724
- Enforcement, see also Financial Consumer Agency of Canada Act
- directions of compliance, 615–616, 645–646, 960–961

Enforcement (cont'd)

• taking control of assets, 619, 648

# Entity

- defined, 2
- member of group (regulations), 578-579

# Entity associated with a foreign bank

- approval by Minister, 522.22
- as major owner, 507(10)
- borrowing from public, 520.1
- branch
- •• commercial, 522.05, 522.19
- •• insurance, 522.17
- •• leasing, 522.06
- change of status, 517
- deemed
- •• control by, 507(7)
- • entity associated, 507(3)
- • major owner, 507(13)
- • substantial investment by, 507(5)
- defined, 507(2)
- financial establishment in Canada, 507(16)
- grandfathered, 522.29–522.33
- investments
- approval by Minister, 522.22
- •• divestiture, 522.25
- • indirect, 522.11–522.13
- • limited commercial entity, 522.09(2)
- • permitted, 522.04(2), 522.07–522.1
- •• temporary, 522.14
- obligation to be designated, 522.211
- prohibitions, 510, 519, 520(1)
- exceptions, 510(4), (5), 510.1, 511–513, 519.1, 520.1
- regulations, 521, 522.23–522.24, 576–577
- statements and returns, 522.27

# Equity value

• calculation of, 689, 697

- combined limit with real estate, 478, 940
- exclusions from, 475, 937
- financial statements in, 580–581
- investment limits regulations, 687-701
- limits on, 477, 939

# Event of default

- defined, 294, 838
- notice from trustee, 304, 838

## Evidence

- entry in securities register, 970
- of compliance with trust indenture, 302–303, 838
- power of Superintendent, 614, 644, 958, 971
- registration of security interest, 427(4)(b)
- transmission on death, 460

# Evidence of appointment or incumbency

# • defined, 127(4)

Evidentiary privilege, 608, 638, 956.1

## **Exchange** rate

• regulations, 582

# Exempt

- classes of foreign banks, regulations, 14.2, 583
- debt obligation transactions, regulations, 482, 944, 584–585

# Exempt offer

• defined, 283(1)

## Exemption for Public Notices or Documents Regulations, 627.994

# External complaints body

• defined, 2

#### F

# Factoring entity

- defined, 464(1), 925(1), 589
- minority investment in, 710-715

Factoring entity (cont'd)

- restricted investment in, 468(4)(c), 468(5)(b), 468(6), 468(7), 522.22(1), 930(4), 930(5)(b), 930(6), 930(7)
- undertakings, 470, 932

## Federal Credit Union

- amalgamation, 223(1.1), 224, 226
- • members, 226.1
- member approval, 234, 235
- • notice, 228(4)
- • special resolution, 234(4)
- auditors
- • appointment, 314
- • examination by, 323
- • notice of errors, 332(3)(b)
- • report by, 326, 327
- revocation of appointment, 317, 318(1)(b)
- right to attend meetings, 320
- • special examination, 323
- by-laws
- • amendments, 192.04
- • deemed, 192.08
- • effective date, 192.05
- •• mandatory provisions, 192.01, 192.02, 192.03
- central securities register, 223(1.1), 224, 226
- • access to, 248(3)
- conflict of interest
- • director, duties, 205
- conversion to federal credit union, 216.01–216.07, 223(1.1), 224, 226
- conversion to bank with common shares, 216.08–216.14
- •• continuance, 33(3), 34(1), 35(1), 35.1, 38
- control, 3
- • definitions, 2
- •• guidelines, 3
- prohibition, 377.2

- conversion, regulations, 590-597
- co-operative, 12.1, 12.2, 27(h), 27(i), 53(2)
- court
- derivative action, 335(1)(c)
- directors
- annual financial statement, 308, 311, 332(3)(b)
- • as members, 159.1
- ••• minimum number, 159.1
- • cumulative voting, 168.1
- disqualified person, 160
- limits on power to delegate, 198.1
- • nomination, 141.1
- • number of, 165(2)
- • removal of, 173(1.1), (2.1)
- • statement by, 175(2)
- vacancy, 176(2)
- director meeting, 183.01
- • first, 47.01, 47.02
- disclosure on continuance, regulations, 569–570
- discontinuance, 39.2, 39.3
- · financial statements
- • annual, 308
- general provisions, 47.11-47.19
- holding membership share, 7.1
- incorporation, 22(2), 31.1
- letters patent, 28(1)(a.1), 35.1
- liability, members, 18(2)
- liquidation
- • distribution of money, 359
- final accounts, 357
- • simple, 342–346
- major shareholder, 2.3
- • meetings, shareholders
- • notice, 141.1
- proposal, 143(1), 144.1, 144.2
- member
- appointment of auditors, 314

Federal Credit Union (cont'd)

- • definition, 2
- • list, 145(1.1), 145(2.1)
- • powers suspended, 649(1)
- • quorum, 146(2)
- • register, 2, 254.1–254.6, 970(2)
- register location, 254.4
- • voting rights, 47.13
- membership, 47.03-47.19
- • expulsion, 47.06
- first members, 31.1
- • first meeting, 47.02, 52(1)(a)
- • withdrawal and termination, 47.05
- membership capital, 79.1-79.6
- member right to vote, 9.1, 9.2
- membership share, 8(1.1), 8(3)
- • definition, 2
- name, 40, 40.1
- •• use of, 983
- organizational meeting, 47.01
- patronage allocation
- • definition, 2
- prospectus, regulations, 731–734
- regulations
- • conversion, *590–597*
- • disclosure on continuance, 569–570
- • prospectus, 731–734
- regulations, voting by mail, 151(6)
- requisitioned meeting, 153(1.1)
- shares, 60.1, 401.11
- • cancellation, 73(1)
- • conversion, 77(5)
- • designation, 60.2
- • effective date, 62(1.1)
- membership, 79.1
- • personal representative, 72(1)
- • purchase and redemption, 71
- restriction on voting rights, 392(1)(a.1)

- •• stated capital account, 66(1.1), 66(3.1), 75(1.1)
- significant interest, ministerial approval not required, 382.1
- substantial investment, 10(1), 10(3.1), 10(3.2), 10(4.1)
- superintendent
- • control of federal credit union, 649
- Federation of cooperative credit societies
- defined, 2

## Fee

- access to bank records, 239(5), 816(4)
- copies of securityholders list, 301(1), 838
- copies of shareholders list, 240(1), 817(1)
- issuance of security certificate, 85(2), 126(1), 724, 762
- regulation making authority, 978(1)(e)
- special security, 427(4), (6)(b), 741-745

#### Fiduciary

- defined, 2
- endorsement of security, 114, 724
- notice of, 106, 724
- prohibition on acting as, 412, 544, 1608–1609

## Filing

- late and erroneous penalties, 1969-1978
- penalties, OSFI regulations, 1737–1745

#### **Finance entity**

- defined, 464(1), 507(1), 925(1), 598
- minority investment in, 710-715
- restricted investments in, 468(3)(c), 468(4)(c), 468(5)(b), 468(6), 468(7), 522.22(1)(a), 930(3)(c), 930(4)(c), 930(5)(b), 930(6), 930(7)
- undertakings, 470, 932

#### **Financial agent**

• power to act as, 409(2)(b), 538(2)(b)

**Financial Consumer Agency**, see Agency, Commissioner and Financial Consumer Agency of Canada Act

# Financial Consumer Agency of Canada Act

- rules for convening and conducting branch closure meetings, 1729–1731
- selected text, 792-814
- violations regulations, *1732*

## Financial Consumer Protection Framework Regulations

- Part 1 Fair and Equitable Dealings
- Access to Basic Banking Services
- ••• Availability, FCP Regs. 9
- ••• Cashing, FCP Regs. 10
- • Complaints Process
- ••• Conditions for maintaining approval, FCP Regs. 16
- ••• Period for dealing with complaints, FCP Regs. 14
- ••• Provision of information after complaint, FCP Regs. 15
- Provision of information to customers and public, FCP Regs. 17
- • Credit
- • Debt collection practices, FCP Regs. 13
- ••• Prepayment, FCP Regs. 11
- ••• Renewal of mortgages prescribed period, FCP Regs. 12
- Requirements for Cancelling Agreements
- ••• Prescribed products and services, FCP Regs. 4
- ••• Cancellation of deposit-type instrument, FCP Regs. 6
- ••• Cancellation of optional product or service, FCP Regs. 7
- ••• Cancellation of principal-protected note, FCP Regs. 8
- ••• Cancellation of retail deposit account, FCP Regs. 5

- ••• Responsible Business Conduct, FCP Regs. 3
- Part 2 Disclosure and Transparency for Informed Decisions
- • Credit Agreements
- • Credit Cards
- •••• Advertisements, FCP Regs. 70
- •••• Agreement by telephone, FCP Regs. 58
- •••• Amendments, FCP Regs. 67
- •••• Application forms, FCP Regs. 65
- •••• Information box agreement, FCP Regs. 60
- ••• Information box application form, FCP Regs. 59
- •••• Initial disclosure, FCP Regs. 64
- •••• Initial disclosure statement, FCP Regs. 62
- •••• Non-application paragraph 627.89(1)(a) of Act, FCP Regs. 63
- ••• Other amendments, FCP Regs. 68
- ••• Solicitation of applications, FCP Regs. 61
- •••• Subsequent disclosure, FCP Regs. 66
- ••• Waiver offer, FCP Regs. 69
- ••• General
- •••• Amendments, FCP Regs. 37
- •••• Annual Percentage Rate, FCP Regs. 32
- •••• Disclosure statement, FCP Regs. 33
- •••• Disclosure to two or more persons, FCP Regs. 36
- •••• Initial disclosure optional services, FCP Regs. 35
- •••• Non-application section 627.89 of Act, FCP Regs. 31
- •••• Time of initial disclosure, FCP Regs. 34

Financial Consumer Protection Framework Regulations (cont'd)

- ••• Lines of Credit
- •••• Advertisements, FCP Regs. 57
- •••• Information box, FCP Regs. 52
- •••• Initial disclosure, FCP Regs. 54
- •••• Non-application paragraph 627.89(1)(a) of Act, FCP Regs. 53
- •••• Subsequent disclosure, FCP Regs. 55
- •••• Waiver offer, FCP Regs. 56
- ••• Loans
- •••• Advertisements, FCP Regs. 50
- •••• Advertisements transactions financed by institution, FCP Regs. 51
- •••• Amendments loan for fixed amount, FCP Regs. 42
- •••• Calculating borrowing costs, FCP Regs. 47
- •••• Charges included in cost of borrowing, FCP Regs. 48
- •••• Information box fixed interest loan for fixed amount, FCP Regs. 38
- •••• Information box variable interest loan, FCP Regs. 39
- •••• Initial disclosure fixed interest rate loan, FCP Regs. 40
- •••• Initial disclosure variable interest loan, FCP Regs. 41
- •••• Mortgages, FCP Regs. 43
- •••• Non-renewal, FCP Regs. 46
- •••• Renewal, FCP Regs. 45
- •••• Time of initial disclosure, FCP Regs. 44
- •••• Waiver offer, FCP Regs. 49
- Deposit Accounts, Financial Instruments and Notes
- • Deposit Accounts
- •••• Agreement by telephone, FCP Regs. 20

- •••• Charges for prescribed services, FCP Regs. 21
- •••• Non-application subsection 627.72(1) of Act, FCP Regs. 23
- •••• Opening of deposit account, FCP Regs. 22
- • Deposit Insurance
- •••• Authorized foreign banks, FCP Regs. 24
- •• Financial Instruments and Notes
- • • Advertisements, FCP Regs. 30
- •••• Agreement by telephone, FCP Regs. 25
- •••• Availability of information, FCP Regs. 26
- •••• Issuance of principal-protected note, FCP Regs. 27
- •••• New instrument issued without further agreement, FCP Regs. 29
- Synopsis principal-protected note, FCP Regs. 28
- • General
- ••• Disclosure by mail, FCP Regs. 18
- • Renewal or rollover, FCP Regs. 19
- • Mortgage Insurance
- ••• Coverage and Business Arrangements, FCP Regs. 74–75
- ••• Payments and Benefits, FCP Regs. 76–88
- • Public Notices
- ••• Notice of Branch Closure, FCP Regs. 89–93
- ••• Public Accountability Statements, FCP Regs. 94–98
- • Prepaid Payment Products
- • Agreement by telephone, FCP Regs. 71
- ••• Information box, FCP Regs. 72
- ••• Issuance, FCP Regs. 73

## **Financial institution**

• defined, 2

Financial institution (cont'd)

- letters patent and share for share exchange with, 29, 677
- permitted investment in, 468, 930, 710–715

#### **Financial leasing**

• restriction on, 417, 550

#### **Financial leasing entity**

- defined, 464(1), 507(1), 925(1), 638
- minority investment in, 710-715
- prohibition on foreign bank, 524.1, 524.2
- restricted investment in, 468(4)(c), 468(5)(b), 468(6), 468(7), 522.22(1)(a), 930(4)(c), 930(5)(b), 930(6), 930(7), 710-715
- restrictions on, 638-640
- undertakings, 470, 932

## **Financial planning**

- insurance advice restriction, 672-686
- power to provide, 409(2)(a), (c), 538(2)(a), (c), 922(1)(b)
- regulation of, 410(3)(b)

#### **Financial services**

- power to provide, 409(2)(a), 538(2)(a), 922(1)(a), (b)
- regulations, 410(3)(b), 539(3)(b)

#### Financial services entity

- defined, 507(1), 702
- investments, 1628–1629

# Financial statements, see also Annual statement

- accounting principles, 308(4), 840(4)
- approval by directors, 309, 841
- contents of, 308, 840
- copy to Superintendent, 312, 844
- distribution to shareholders, 311, 843
- equity, determination of, 580–581
- errors discovered in, 332, 863
- financial year, 307, 839

• subsidiaries, 310, 842

#### Financial year

- date of, 307(1), 583(1), 839(1)
- first, 307(2), 583(2), 839(2)
- shareholders' meeting within 6 months of, 137(1)(a), 726(1)(a)

#### Firm of accountants

- defined, 313, 584, 845
- Foreign Bank, see also Authorized foreign bank, Entity associated with a foreign bank and Non-bank affiliate of a foreign bank
- application of Part XII, 508
- approval by Minister, 522.22
- approval requirement, 522.21
- as major owner, 507(9), (12)
- associated with, 507(2)-(3), 576-577
- branch
- bank, 522.16, see also Authorized foreign bank
- commercial, 522.05, 522.19, 522.22(1)(h)
- • deposit, 985–1001
- • insurance, 522.17
- •• leasing, 522.06
- carrying on business in Canada, prohibition, 510
- access to Canadian capital market, 1632–1634
- • deemed to, 510(2)
- exceptions to, 510(4), (5), 510.1, 511–513
- change of status, 516
- · deemed to
- • control by, 507(6)
- • major owner, 507(12)
- • substantial investment by, 507(4)
- defined, 2
- entity associated with, 507(2)–(3), 576–577

Foreign Bank (cont'd)

- financial establishment in Canada, 507(15), (16), 522.21
- financial establishment in Canada, having or resulting in
- • obligation to be approved, 522.21
- • permitted activities when approved
- ••• automated banking machines, 1822–1823
- ••• branch operations, 516–517.1, 522.16–522.19, 522.21(3), 522.22(1)(h), *1820–1821*
- cooperative credit society, 522.18, 522.21(1), 522.21(2)(b), 522.22(1)(f), 1816–1817
- dealing in securities, 522.18, 522.21(1), 522.21(2)(b), 522.22(1)(f), 1816–1817
- • permitted investments when approved
- financial intermediary, 522.08(1)(a), 522.22(1)(b), 507(14), 1783–1784
- ••• information technology services entity, 522.08(1)(f)
- ••• investment holding entity, 522.08(1)(b)
- ••• investment in trustee of a trust, 522.08(2.1)
- ••• limited commercial entity, 522.09, 522.22(1)(g), *1818–1819*
- ••• non-financial institution providing financial services, 522.08(1)(a), (c), (d), 522.22(1)(c), (d), *1814–1815*
- ••• prescribed Canadian entity, 522.08(1)(f), 522.22(1)(e)
- ••• prescribed financial services entity, 522.08(1)(f), 522.22(1)(e)
- ••• provincially regulated financial institution, 468(1)(g)–(1)(i), 522.07, 522.22(1)(a), 507(14), 1811–1813
- ••• specialized financing entity, 522.11(1), 764–775
- ••• temporary investment in Canadian entity, 522.1(b), 522.14, *1862*

- ••• temporary investment in financial services entity, 522.1(b), 522.14, *1862*
- financial establishment in Canada, having or resulting in, (regardless of designatability)
- • permitted investments
- ••• Canadian entity of a FRFI or its holding company, 468(1)(a)–(f), 522.11
- ••• FRFI or its holding company, 468(1)(a)–(f), 522.07
- • indirect investment, 522.11–522.13
- ••• loan workout, as a result of, 522.15, *1859*
- ••• security interest, as a result of realization, 522.15, *1860*
- ••• temporary investment in other than financial services entity, 522.1(b), 522.14, *1862*
- grandfathered, 522.29–522.33
- head office in Canada
- • business conducted from, 522.03
- • permitted, 522(b)
- legislative framework, 1517–1550
- mergers, 1551-1554
- Minister's approval, 522.22, 522.27
- name, change of, 1809-1810
- name use, 721–722
- no financial establishment in Canada, and avoiding to have, (regardless of approval)
- • permitted activities
- ••• branch, 522.05, 522.2, 1915–1930
- ••• carrying on limited commercial business, 522.05, 522.2
- ••• leasing, 522.06, 522.2
- • permitted investments
- ••• financial services entity, not a major owner of, 522.04, 522.2
- ••• FRFI or its holding company, not a major owner of, 522.04, 522.2

Foreign Bank (cont'd)

- ••• non-financial services entity, 522.04, 522.2
- ••• provincially regulated financial institution, not a major owner of, 522.04, 522.2
- non-bank affiliate
- • borrowing from public, 519.1, 520.1
- prohibited activities, 519
- permitted activities (regardless of financial establishment and approval)
- automatic teller machine, use of, 510(1)(c), 511, 513, 522.22(1)(i), 1822–1823
- • head office, 522(b), 522.03
- • private telephone services, 512
- • quotes, 512
- real property, hold, manage or deal with, 510.1, 728
- representative office, maintenance of, 522(a), 641–643
- prohibitions on, 510, 518(1), 520(1), 728
- · representative office in Canada
- cancellation of registration, 522.02
- • examination of, 522.01
- • operating, 522, 1646–1648
- • permitted, 522(a)
- • regulations, *641–643*
- securities dealer undertakings, 1626–1627
- statements and returns, 522.27
- subsidiary of, 24
- • investments, 1628–1629
- permission to, 55

Foreign bank branch, see Authorized foreign bank

## Foreign cooperative credit society

• defined, 507(1)

#### **Foreign Institution**

• defined, 2, 370(1), 873

#### Foreign insurance company

defined, 507(1)

#### Foreign securities dealer

• defined, 507(1)

## Form of proxy

- defined, 2
- regulations, 644-649

## **Fractional certificate**

- certificates for, 90, 724
- conditions on, 91, 724
- rights of holder, 92(1), 724
- signature on, 86(2), 724

**Full-service branch**, see Authorized foreign bank

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

### Fungible

- defined, 81, 724
- securities as, 99, 724

## G

## Generally accepted accounting principles

- calculations, 973.07
- exceptions to, 973.07

#### Genuine

- defined, 81, 724
- security not, 100(3), 724
- unauthorized signature, 101, 724

#### **Going-private transaction**

- permitted, 275, 835.1
- regulations, 650
- right to dissent, 276, 835.1

#### Good faith

• defined, 81, 724

## Goods, wares and merchandise

- defined, 425
- ownership interest in commodities, 1499–1503

Goods, wares and merchandise (*cont'd*) • restriction on dealing in, 410(2)

#### **Government of Canada**

- cashing cheques of, 627.25–627.26, FCP Regs. 10
- deposits of, 627.26(2)
- Government ownership of shares, 370(1), 401.2, 401.3

#### Guarantee

- defined, 2
- issuer of security, 84, 724
- of loan by parent, 1036–1037
- power to, 541.1
- related party transaction, 488(1)(a)
- restrictions on, 414, 540(1)(c), 923

#### Guarantee of signature

- defined, 127(2), 724
- warranty of guarantor, 118, 724

#### **Guidance and Advisory Notes**

- clarification on the treatment of innovative real estate secured lending products, 1473–1477
- cyber security self assessment, 1478–1491
- external audit quality initiatives (DTI), 1432–1433
- intelligence-led cyber resilience testing, 1452–1472
- information respecting a customer, 1497–1498
- large exposure limits, 1446–1447
- requesting letters of comfort, 1594-1596
- restrictions on the use of the words "bank", "banker" and "banking", 1555–1558
- revised covered bond limit calculation, 1450–1451
- technology and cyber security incident reporting, 1492–1496
- value-at-risk models, 1443-1445

## Guidelines

- Assurance on Capital, Leverage and Liquidity Returns, *1075–1085*
- · Asset Securitization
- foreign bank branches, 1041–1046
- B-20 Residential Mortgage Underwriting Practices and Procedures, 1279–1294
- Background checks on responsible persons, 1313–1320
- Capital Adequacy Requirements, 828–895
- Capital Disclosure Requirements, 1177–1180
- Classification of Loans Guaranteed by a Parent of the Bank, *1036–1037*
- Climate Risk Management, 1270–1278
- Control in fact, 651-656
- Corporate governance, 1181–1192
- Culture and Behaviour Risk, 1295-1300
- Derivatives Sound Practices, 1193-1209
- Enterprise-Wide Model Risk Management for Deposit-Taking Institutions, *1369–1393*
- Foreign bank branch deposit, 985–1001
- Foreign bank branching, 1915–1930
- Foreign Entities in Canada on Branch Basis, 1301–1304
- IFRS 9 Financial Instruments and Disclosures, *1086–1139*
- Integrity and Security, 1420-1430
- Interest Rate Risk Management, 1230–1253
- Internal Capital Adequacy Assessment Process (ICAAP) for Deposit-Taking Institutions, 1330–1339
- Large Exposure Limits, 1031–1035
- Large Exposure Limits for Domestic Systemically Important Banks, 1012–1030
- Leverage Ratio Disclosure Requirements, 1150–1156
- Leverage Requirements, 904-921

Guidelines (cont'd)

- Liquidity Adequacy Requirements (LAR), 896–903
- Liquidity Principles, 1047-1063
- Margin Requirements for Non-Centrally Cleared Derivatives, *1353–1368*
- Model Risk Management for Deposit-Taking Institutions, 1369–1393
- Draft Guideline E-23 Model Risk Management, 1381–1393
- Net Stable Funding Ratio Disclosure Requirements (NSFR-1), 1157–1158
- Operational Risk Management and Resilience, *1340–1352*
- Pillar 3 Disclosure Requirements, 1159–1173
- Pledging, 1064-1067
- Prudent Person Approach Investment and Lending Policies, 1002–1011
- Public Disclosure Requirements for DSIBs, 1140–1149
- Regulatory compliance management, 1305–1312
- Regulatory capital and liquidity treatment of crypto-asset exposures, 952–979
- Related Party Transactions, 1068–1074
- Securities Lending, 1038–1040
- Settlement Risk in Foreign Exchange Transactions, 1394–1419
- SMSBs Capital and Liquidity Requirements, 922–945
- Stress Testing, 1321–1329
- Technology and Cyber Risk Management, *1254–1269*
- Third-Party Risk Management, 1210–1229
- Total Loss Absorbing Capacity (TLAC), 980–984, 1174–1176

#### Guides

 administrative procedures for late and erroneous filing penalty, 1969–1978

- applications under section 2 of Information Technology Activities Regulations, 1931–1937
- continuing as a bank or trust company, 1895–1914
- deemed approvals, 1758–1802, see also Deemed approvals
- incorporation, *1875–1894*
- intervention for federal financial institutions, 1957–1967
- foreign bank branching, 1915-1930
- regulatory approvals, 1803–1874, see also Regulatory approvals
- supervisory framework, 1939-1956

## н

## Head office

- change in, 217(1)(j), 237(2), (3), 802, 814(2), (3)
- defined, 2
- place of, 237, 814

#### Holder

• defined, 2

#### Holding body corporate

- defined, 2, 4
- related party exemption, 487(4)–(5)
- short form amalgamation with, 227–228, 807–808

I

- transactions involving, 495.1
- • restriction on, 495.2

# Incorporated

• defined, 2

# **Incorporating instruments**

- amendments to, 215-222, 802
- defined, 2

# **Incorporation**, *see also* Ownership of banks and bank holding companies

• application for, 22, 25, 671, 674, *1594–1596* 

Incorporation (cont'd)

- cessation of existence, 57
- contents of letter patent, 28, 676
- effective date, 32, 681
- first directors, 31, 680
- guide to, 1875-1894
- matters for consideration, 27, 675
- minimum capitalization, 46(1), 52(1)(b)
- notice of issue of letters patent, 30, 679
- objections to, 26, 754-756
- organization and commencement, 45–58, 700–702
- public inquiry on objection, 26(3), 754–756
- publication of notice of intent, 25(2)
- restrictions on, 23, 672
- share for share exchange, 29, 677
- subsidiary of a foreign bank, 24

## Incorporator

- action against, 361-367, 871
- calling first meeting of directors, 45(2), 700(2)
- defined, 2, 361, 871

# Indemnity

- application for approval, 214, 801
- for directors and officers, 212, 799
- for loss of assets, 735-737
- insurance, 213, 800

# **Information**, see also Disclosure of information

- auditor's right to, 324, 856
- confidentiality of, 1747-1753
- proxy, 156.04, 156.05, 746, 644-649
- regulations on use of, 627.998(n)
- to Superintendent, 600–612, 628–642, 978(1)(k)

#### Information services

- information processing activities regulations, 657–659
- · power to provide

- collecting, manipulating and transmitting, 410(1)(c)(i), (iv), 539(1)(b.1)(i), (iv), 922(1)(b), 657–659
- management systems, 410(1)(c)(ii),
  (iv), 539(1)(b.1)(ii), (iv), 922(1)(b)
- •• platforms, portals and sites, 410(1)(c.1), 539(1)(b.2)
- regulations, 657-659
- regulations on, 410(3), 539(3)
- undertakings, 470

# Inquiry, see Public inquiry

- Insider
- becoming, 834
- deemed, 271(4), 834
- defined, 265(1), 270, 271, 834
- regulations, 670-671
- reporting, 266-269, 834
- reporting exemptions, 267, 834, 978(1)(a), 670–671

#### **Insider trading**

- civil liability, 272, 834
- compensation, 271(6)–(7)
- prohibited activities, 270, 834

#### Insolvency

- claims of Superintendent, 625, 655
- priorities, 369

#### Inspection of banks, see Superintendent

### Insurance

- annuities, 416(6), 549(5)
- as security, 416(4)(a), 549(4)(a)
- authorized types, 672–686
- company, see Financial institution
- customer information, 1497–1498
- for directors and officers, 213, 800
- for employees, 416(4)(b), 549(4)(b)
- for loss of assets, 737
- mortgage insurance, 627.992, FCP Regs. 74–88

## Insurance (cont'd)

- promotion of, 672–686
- regulations, 672–686
- restriction on acting as agent, 416(2), 549(2)
- restrictions on activities, 416, 549, 677–678, 684–686

#### **Insurance business**

• regulations, 416(3), 549(3), 672–686

#### **Integrity and Security**

- generally, 1420–1430
- application of guideline, 1421
- integrity, 1422–1424
- • character, 1423
- • compliance, *1424–1425*
- • culture, 1423
- • governance, 1424
- key terms, 1421
- policies and procedures, 664.1, 1422
- related guidelines, 1423
- relationship between integrity and security, *1422*
- security, 1425
- • data and information, 1427
- • people, 1426
- • physical premises, 1426
- technology assets, 1427
- third-party risks, 1427-1428
- undue influence, foreign interference, and malicious activity, *1428*
- summary of expectations regarding integrity, 1428–1429
- summary of expectations regarding security, *1429–1430*

#### Interest, see Deposits

#### Intermediary

- default, 156.07(7), 746
- defined, 156.01, 746
- duties, 156.07, 746
- duty to beneficial holder, 156.07(1), 746

- instructions to, 156.07(5), 746
- rights of, 156.07(8), 746

## Internal Capital Adequacy Assessment Process

- capital assessment, 1332-1333
- interaction with supervisory review, 1338–1339
- internal control review, 1337-1339
- monitoring and reporting, 1337
- oversight of process, 1330–1331
- risk assessments, 1333-1337
- stress testing, 1337

# International financial reporting standards

• IFRS 9 Financial Instruments and Disclosures, 1086–1139

**Internet related services**, see Information services

#### Investment Canada Act

• non-application, 522.34

## **Investment services**

- power to
- acquire, hold and administer investments, 922(1)(a)
- provide counselling services, 409(2)(c), 538(2)(c)
- provide portfolio management services, 409(2)(c), 538(2)(c), 922(1)
- regulations on, 410(3)(b), 539(3)(b)
- **Investments**, see also Substantial investment and Control
- approval for foreign banks, 522.22, 534, *1811–1813*
- asset transactions, 482, 944, 584–585
- by a bank holding company, 926
- combined real property and equity limit, 478, 940
- constraints on, 465-467, 927-929
- deemed temporary, 481, 943
- divestiture by foreign bank, 522.25

Investments (cont'd)

- divestiture order from Superintendent, 480, 942
- exemptions and exclusions, 466(2)–(5), 471–474, 928(2)–(4), 933–936, 662, 665, 668
- • see also Regulatory approvals
- exemptions from approval for and restrictions on, regulations, 474(a), (b), 522.23(b), 936(a), (b), 587
- grandfathered, 483, 945
- indirect by foreign bank, 522.11-522.13
- limits
- • aggregate, 478, 940
- • exemptions on, 688, 696
- on equity acquisitions, 477, 939
- on portfolio limits, exclusion from, 475, 937
- on real property interests, 476, 938
- • regulatory capital relating to, 746–750
- permitted, 468–469, 522.04, 522.07–522.09, 930–931, 661–669, 1777–1780
- •• undertakings, 470, 932
- prudent person standard, 157(2)(g), 465, 581, 747(2)(d), 927, *1002–1011*
- related party transaction, 488(1)(b), *1068–1074*
- restriction on control and substantial, 466, 468(3)(d), 928, 930(3)(d), 661–669, 1867–1874
- standards, 157(2)(g), 465, 581, 747(2)(d), 927, 1002–1011
- subsidiaries permitted, 468, 930
- temporary, 471, 481, 522.14, 933, 943, 1861–1862

#### Issuer

- adverse claim, 129-131, 724
- defined, 2, 294, 838
- duties, 129-133, 301, 724, 838
- endorsement, assurance of, 127, 724
- includes guarantor, 84, 724

- liability, 126(2), 724
- • limitation on, 132, 724
- notice to agent, 135, 724
- right to recover, 133(4), 724
- security holders, 301(2), 838
- transfer, duty to register, 126, 724
- trust indenture, compliance with, 302, 838
- warranties, 108, 724

## L

Leasing, see Financial leasing

#### Leasing entity

- defined, 507(1)
- engaging in activities of, 522.06
- **Lending branch**, see Authorized foreign bank

#### Letters of comfort

- support principle to replace requesting, 1594–1596
- Letters patent, see also Continuance and Incorporation
- contents of, 28, 676
- continuance, 34-35, 683-684
- copies, 37, 686
- defined, 2
- effect of, 32, 36, 230, 681, 685, 811
- first directors, 31, 680
- incorporation, 22–23, 671–672
- issue of, 22, 35(2), 229, 671, 684(2), 809
- share for share exchange, 29, 677
- to amend, 216, 802, 1773-1775
- winding-up, 342, 360, 869-870

#### Leverage

- authorized leverage requirements, 905–907
- calculation of leverage ratio, 905
- capital measure, 907
- exposure measure, 907–921

Leverage (cont'd)

- guidelines, 904–921, 1150–1156
- leverage ratio disclosure requirements, 1150–1156
- scope of guideline, 905

## Liabilities

• transfer of, 236, 537, 1831-1837

#### Limitation period

- director liabilities, 209, 210(3), 796, 797(3)
- dissolved bank, 363(2), 871
- insider trading, 272(3), 834
- recovery for reduction in stated capital, 76(3), 719(3)
- • summary conviction, 987(1)

#### Limited commercial entity

- defined, 507(1)
- Liquidation, see also Dissolution and Winding-up
- court supervised, 347-360, 870
- general, 339-346, 866-869, 1838-1842
- priority of claim, 625
- shareholder approval, 344, 869
- simple, 342–346, 869, 1838–1842

#### Liquidator

- appointment, 351, 870
- as auditor, 315(2), 847(2)
- constructive registered holder, 93(2), 724
- delegation of powers, 350(2), 870
- due diligence, 354, 870
- duties, 353(1), 870
- examination of others, 355, 870
- loans to, 430
- power to act as, 410(1)(g), 539(1)(f)
- powers of, 353(2), 870
- report to superintendent, 341, 868
- unclaimed money on winding up, 366
- vacancy, 352, 870

### Liquidity, see also Capital

- adequacy of, 485, 949, 897–903
- contingency planning, 1058-1060
- derivative risk management, 1193–1209
- governance, risk tolerance and liquidity policies, *1049–1051*
- internal controls, 1060–1061
- intraday liquidity risk, 1062–1063
- managing market access, 1061–1062
- measuring, managing and monitoring, *1051–1052*
- overview of liquidity metrics, 899–902
- principles, 1047–1063
- provider for asset securitization, 1041–1046
- public disclosure, 1140-1149
- requirements associated with liquidity metrics, 901
- small and medium sized DTIs, 922–945
- stock of liquid assets, 1055–1056
- stress testing, *1052–1053*

#### Loan workouts

- exemptions for, 466(3), 928(3)
- permission to enter into, 472, 934

#### Loans

- · certain borrowers and security, 427
- cost of borrowing, 627.9, FCP Regs. 47–48
- deemed, 463, 580
- defined, 464(1), 488(3), 925(1)
- disclosure, 627.89, FCP Regs. 31-70
- exposure limits, 1012-1030, 1031-1035
- from Bank of Canada, 1669–1676
- guaranteed by parent, 1036–1037
- hydrocarbons and minerals, 426
- limits on, 467(b), 929(b)
- liquidator, 430, 555
- margin, 498
- minimum balance, 627.29
- prepayment protection, 458(1), 627.28

Loans (cont'd)

- prudent person standard, 465, 927, *1002–1011*
- receiver, 430, 555
- related party transaction, 488(1), (3), 491
- renewal statement, 627.89(6), FCP Regs. 43–46
- special security, 426–428, 555
- vendor take back, 426(7), 428, 555
- work-outs, 472, 934

## Local cooperative credit society

• defined, 2

#### Low-fee retail deposit account

• memoranda of understanding, *1667–1668* 

#### Μ

### Major owner

- defined, 2.2, 507(8)-(10)
- deemed to be, 507(11)–(13)

#### Management proxy circular

- contents of, 644-649
- director's statement, 175(1), 763(1)
- shareholder proposal, 143–144, 732–733
- solicitation of proxies, 156.04, 156.05, 746

## Managing business

- power relating to, 410(1)(c.2), 539(1)(b.3), 922(1)(b)
- • regulations on, 410(3), 539(3)

## Manner of Calculation

• regulations, 702-705

# Margin loans

- exemptions: related party transaction, 496(3)(b)
- Superintendent conditions upon, 498

## Material contract

 disclosure of interest in, 202–206, 789–793 • review by conduct review committee, 195(3)(c)

# **Material Percentage**

• regulations, 508(2), 706

#### Meetings

- auditor, 320, 852
- director, 180, 769
- • adjourned, 181(3), 770(3)
- •• attendance, 186, 201, 776, 788
- • calling of, 45(2), 700(2)
- • dissent, 185, 775
- electronic, 184, 773
- • first, 45, 700
- •• minimum number of, 180, 769
- notice, 181, 770
- • place of, 180(2), 769(2)
- • quorum, 182, 771
- required by audit committee, 194, 782
- •• resident Canadian majority, 183, 772
- • resolution, 184.1, 774
- right of Superintendent to call, 187, 777
- • validity of acts, 200, 787
- • waiver of notice, 181(2), 770(2)
- regulations, 707-709
- shareholder
- • approve bylaws, 46(2)(a), 701(2)(a)
- auditor attendance, 320, 852
- auditors' appointment, 46(2)(c), 701(2)(c)
- calling of, 46, 137, 153(3), 154, 171(4), 701, 726, 742(3), 743, 759(4)
- • cumulative voting, 167–168, 755–756
- directors' election, 46(2)(b), 170–171, 758–759
- • location, 136, 725
- notice, 138-141, 727-730, 707-709
- • order to delay calling, 726(2)

Meetings (cont'd)

- participation by electronic means, 725(2)
- proposal, 143–144, 732–733, 707–709
- • quorum, 146–147, 735–736
- • request for, 153, 742
- • resolution in lieu of, 152, 741
- • right of directors to attend, 201, 788
- • single shareholder, 147, 736
- • special business, 141, 730
- superintendent attendance, 320(4), 852(4)
- •• voting, 148-151, 737-740, 707-709
- •• waiver of notice, 142, 731

#### Member

• defined, 313, 464(2), 584, 845, 925(2)

Minimum balance, 627.17(4), 627.29

#### Minister

- agreement
- •• significant interest, 393, 393.1, 902, 903
- appeal to dissolve, 345, 869
- approval, see Regulatory approvals
- defined, 2
- delegation of power, 979
- directions, 402-403, 915-917, 977
- incorporation
- factors considered, 27, 526, 675
- • minimum capitalization, 46(1)
- • objections, 26(2)
- subsidiary of a foreign bank, 24, 55(1)
- issue of letters patent, 22, 28(3), 35, 39, 46(1), 229, 231, 671, 676(3), 684, 688, 809, 812
- order
- disposition of shareholdings, 402, 915
- • exempt or adapt, to, 973.2
- exemption from foreign bank status, 12(1)

- limitation on assets, 54.1, 382–388, 890–897
- • record, 597
- •• short term, 973.1
- ownership of bank holding companies, 875–918
- ownership of banks, 372-401.3
- powers of, 231, 812
- delegation, 979
- Report of public inquiry, 525(4)-(6)

#### **Minority Interest Investments**

- permitted types, 468(4), (11), 474, 930(4), (11), 936
- restriction, 468(4), 930(4)

## Mortgage

- exemption from related party transactions, 491(b)
- mortgage insurance regulations, 627.992, FCP Regs. 74–88
- residential mortgage underwriting practices and procedures, 1279–1294
- restriction on residential, 418, 551

#### Motor vehicle

- defined, 464(1), 925(1)
- financial leasing entity, 638-640

#### Mutual fund distribution entity

- defined, 464(1), 925(1)
- permitted investment, 468(2)(e), 468(3)(b), 522.08(1), 930(2)(e), 930(3)(b)
- undertakings, 470, 932

## Mutual fund entity

- defined, 464(1), 925(1)
- permitted investment, 468(2)(e), 468(3)(b), 522.08(1), 930(2)(e), 930(3)(b)
- undertakings, 470, 932

#### Name

- affiliated entities, 41, 694
- change of, 217(1)(i.1), 217(3), 802, 1773–1775
- eletters patent, 215, 216, 1806–1808

Ν

- corporate seal for, 256, 833
- direction to change, 44, 532, 698
- English and French form, 42, 696
- improper use of, 983
- offence for wrongful use, 983
- prohibited, 40, 530, 693
- publication, 531, 832
- punishment, 985
- reserved, 43, 697, 1863-1864
- restriction on, 695
- revoking, 44(2)
- set out in contracts, 255, 531, 832
- use of, 983, 719–723, 1512–1516, 1659–1661

**National treatment**, see Reciprocity with foreign applicants

## **Negative Option Billing**

- cancellation, 627.1, FCP Regs. 3-8
- consent, 627.08, 627.09

## Networking

- Competition Act, 789–791
- power to engage, 411, 543
- restriction on insurance, 416, 549, 677–678, 684–686

## Non-bank affiliate of a foreign bank

- annual returns, 522.27
- borrowing from public, 519.1, 520.1
- defined, 507(1)
- grandfathered, 522.3(1)
- prohibited activities, 519(1)

# Non-bank entity

- defined, 947
- prohibited activities of, 948

## Non-WTO member authorized foreign bank

• defined, 554

### Non-WTO member bank subsidiary

- branches
- • restriction on, 422.2
- defined, 422.1

### Notice

- branch closure, 627.993, FCP Regs. 89–93
- constructive, 19, 668
- of intention, 427(4), (5)
- service on a bank, 968
- summary of requirements, 1979–1982
- to bank, 462(2)
- Minister of National Revenue, 462(2.1), 579(2.1)

#### Notice of Deposit Restrictions

• regulations, 627.75–627.76(1), FCP Regs. 24

Notice to directors and shareholders, 965, 967

## 0

- **Offences and penalties**, see also Office of the Superintendent of Financial Institutions
- appeals, 990
- court enforcement, 989.3
- disposing of or withholding goods, 984(2)
- effect on contracts, 988
- failure to provide information, 982
- false or misleading information, 980.1
- false statements, 984(1)
- generally, 980–991
- liability of directors and officers, 986
- limitation period, 987
- production of information and documents, 989.1

Offences and penalties (cont'd)

- punishment, 985(1), (3)
- recovery of fines, 991
- restraining or compliance order
- authorized foreign bank, 989(2)
- • bank, 989(1)
- • consumer provisions, 989(3)
- Superintendent's directions, 989.2
- undue preference to creditor, 981
- use of name, 983

#### Offeree

• defined, 283(1), 836

## Offeree bank

• defined, 283(1), 836

### Offeror

• defined, 283(1), 836

# Office of the Superintendent of Financial Institutions

- Act, 815-826
- administrative monetary penalties regulations, *1737–1745*
- charges for services, 1733–1736
- rulings, see Rulings
- supervisory framework, 1939-1956
- transaction instructions, 1757–1874

Officer, see also Senior Officer

- appointment of, 196-197, 783-784
- appointment of first, 45(1)(d), 700(1)(d)
- auditor, notice of errors, 332, 863
- auditor, report to, 328
- authority, 20, 669
- chief executive, 196, 783
- conflict of interest
- application to court, 206, 793
- avoidance standards, 205, 792
- disclosure, 202–206, 789–793
- defined, 2, 265(1), (2), 834
- director as, 197(2), 784(2)
- disclosure of compensation, 639

- indemnity, 212-214, 799-801
- insurance, 213, 800
- liability, 986
- margin loans, 498
- · powers of
- suspended, 649
- related party, 496
- reliance on information, 406, 920
- remuneration, 199, 627.07, 786
- share certificate, signature on, 86(1)(a), 724
- undue preference to creditor, 981
- validity of acts, 200(1), 787(1)

#### Operational Risk Management and Resilience

• guide, *1340–1352* 

#### **Optional products or services**

- consent, 627.42
- defined, 627.01
- disclosure, 627.94–627.97
- independent agreement, 627.41

#### Options

- as dividend, 79, 722
- call, 265(1), 834
- list of holders, 241, 818
- put, 265(1), 834
- signature on, 86(2), 724
- to purchase shares, 69, 713

#### Order form

- defined, 2
- security in, 83(3), 724

#### Orders

- adequacy of capital and liquidity, 485(3), (4), 949(3), (4)
- aggrieved by refusal of proposal, 144(2), (3), 733(2), (3)
- appeal of, 990
- approving application for dissolution, 345(2), 869

Orders (cont'd)

- approving indemnity of directors and officers, 214, 801
- authorizing carrying on of business
- application for, 525
- contents of order permitting, 527
- matter for consideration, 526
- commencement of business, 48–58, 534
- compliance with Act, 985(2), 989
- compulsory acquisitions, 291, 836
- contribution, 208(3), 795(3)
- court enforcement, 646, 961
- court-supervised liquidation, 347–352, 355, 357–359, 870
- derivative action, 335-336, 865
- disposition of shareholdings, 402–403, 915–917
- disqualification of auditor, 316(2), 848(2)
- divestment, 480, 942
- effect, 462(1)
- election of director or auditor, 155, 744
- evidence of appointment or incumbency, 127(4), 724
- exempt or adapt, to, 973.2
- exemption from
- • barring examination, 310(4), 842(4)
- foreign bank status, 12
- prohibited transactions, 499
- public holding requirement, 385–385.1, 893–894
- extension of period, 29(8)
- liability action against class, 363(3), 871
- limit on assets, 386, 388(3), 895, 897(3)
- limit or prohibit growth or acquisition of assets, payments or purchases, 485(3.1), (3.2)
- location and processing of information, 245(1), 822(1)
- management by employees, 495(2)
- meeting of shareholders, 154, 743

- not effected by
- amalgamation, 230(1)(f), 811(1)(f)
- • continuance, 38(1)(e), 687(e)
- not statutory instruments, 974
- obtain information on shareholders, 405(2), 919(2)
- permission to foreign bank subsidiary, 55
- production of information and documents, 635, 954
- prohibited names, 42(4), 44, 696(5), 698
- prohibited transactions, remedial actions, 506
- proxy, 156.08, 156.09(8), 746
- recovery of reduction of capital, 76(1), 719(1)
- rectify records, 338, 865
- removal of trustee, 299, 838
- representative office registration cancellation, 522.02
- security interests, exceptions to restrictions, 419(3)
- self-dealing, 499
- short-term, 973.1
- permitted, 469, 471, 931, 933
- support regulations, 784-785
- transitional, regarding
- amalgamation, 231, 812
- • continuance, 39, 688
- winding-up, 651

# **Ordinary resolution**

- amendments to by-laws, 188, 778
- defined, 2
- in lieu of meeting, 152, 741
- removal of auditor, 317, 849

#### Organization and commencement

- commencement of business, 48-58
- first directors' meeting, 45, 700
- first shareholders' meeting, 46, 701

## **OSFI rulings**, see Rulings (OSFI)

# **Outsourcing of Business Functions**, see also Deemed approvals

• by FRFIs, 1210-1229

#### **Over-issue**

- defined, 81, 724
- securities not to be issued, 97, 724

## Ownership of banks and bank holding companies

- application for approval, 395–401.1, 905–921, *1867–1874*
- Competition Act applies, 408, 921
- constraints on acquisitions, 373–380, 875–888, 1867–1874
- constraints on registration, 379–384, 887–892
- crown and foreign governments, 401.2–401.3, 913–914
- exceptions, 374(2)–374.1, 381–383, 389, 876(2)–(6), 877, 889–891, 898
- exemptions, 380, 388, 888, 897
- interest of securities underwriter, 404, 918
- limitations on shareholdings, 374–375, 876–878
- loss of control, 393–393.1, 902–903
- ministerial direction, 402–403, 915–917
- obligation of widely held, 376–376.01, 879–879.1
- prohibitions
- against control, 377, 377.1, 378.1, 378.2, 882–883, 885–886, 651–656
- against significant interest, 376.1–376.2, 880–881
- public holding requirement, 372, 385–392, 874, 893–901
- regulations restricting, 474, 936
- Schedule I bank, former, 378
- significant interest in, 372–373, 380–384, 874–875, 888–892
- prohibitions, 376.1–376.2, 880–881

## Ρ

## Paid-in capital

- deposit of, 51
- minimum amount, 29(1), 52(1)(b)

## Participating share

• defined, 464(1), 925(1)

#### Partnership

• restriction on being general partner, 421, 553.1, 1776

#### Payment card

- disclosure of charges, 627.89(3), FCP Regs. 58–70
- handling complaints, 157(2)(e), 627.43, FCP Regs. 14–17
- power to issue, 409(2)(d), 538(2)(d)
- promotion of merchandise and services to, 410(1)(d), 539(1)(c), 627.61

#### Permitted canadian entity

- approval required, 522.21
- defined, 507(1)
- investment in, 522.08

#### Person

- as major owner, 507(8), (11)
- defined, 2, 110
- prudent standard, 157(2)(g), 465, 747(2)(d), 927, 1002–1011

#### Personal deposit account

- access to, 627.17-627.27
- defined, 627.01
- disclosure of charges, 627.68–627.72, FCP Regs. 20–23
- regulations, 627.67, FCP Regs. 20-23

## Personal Information Protection and Electronic Documents Act

• Schedule 1, *1747–1753* 

## Personal representative

• defined, 2

Pledging, see Security interest

#### **Policy Statements**

• Financial Consumer Agency of Canada Act, 792–814

**Portfolio limits on investments**, 475–479, 937–941

**Portfolio management services**, see Investment services

Powers, see Business powers

## Preferred shares, see also Shares

- authority to issue, 61, 705
- contingent capital, 867-872
- tier 1 capital, 851-861
- tier 2 capital, 861-867

## Premises

• regulations, 763

## Prepaid payment products

- defined, 627.01
- disclosure, 627.92
- prohibitions, 627.93

#### Prepayment protection, 627.28

#### Prescribed

- defined, 2
- regulation making authority, 978(1)(a)

#### **Principal office**

- change of, 535(2), (3)
- defined, 2
- establishment of, 535(1)

## **Principal officer**

- appointment of, 536(1)
- audit reports for, 595
- defined, 2
- disqualification of, 617.1(4)–(7)
- power of attorney of, 536(2)
- removal of, 617.2
- reports to, 595
- vacancy of, 536(3)

#### Principal protected notes

- redemption or purchase before maturity, 627.83
- regulations, 627.77–627.84, FCP Regs. 4, 8, 26–30

#### Priority

- insolvency, 369
- of Superintendent's claim, 655

#### Privacy

• protection of personal information, 1747–1753

### Processing of records, 245, 822

Property, see Real property

#### Prospectus

- distribution, 273, 835
- order of exemption, 274, 835
- requirements, 273, 729-730, 731-734
- use of name in, 983, 726

#### Proxy

- appointment of proxyholders, 156.02, 746
- contents of, 156.04(1), 156.05(1)(a), (b), 746, 644–646
- defined, 2
- deposit of, 156.03, 746
- duty of intermediary, 156.07, 746
- general, 156.02, 746
- mandatory solicitation, 156.04, 156.05, 746
- regulations, 156.071, 644-646
- restraining order, 156.08, 746
- restrictions on voting, 156.09, 746
- revocation of, 156.02(6), 746
- right of beneficial owners, 156.07, 746
- rights of holder, 156.06, 746
- soliciting of, 156.04, 156.05, 746, 1771

## Proxyholder

- appointment of, 156.02(1), 746
- attendance at meeting, 156.06, 746

## Proxyholder (cont'd)

- authority, 156.02(3), 746
- defined, 2
- regulations, 156.071
- restriction on, 156.09(3), 746
- rights of, 156.06, 746

#### Prudent person standard

• general requirements, 157(2)(g), 465, 747(2)(d), 927, 1002–1011

#### Public accountability statements

- regulations, 627.996, FCP Regs. 94-98
- statements, 627.996

## **Public inquiry**

- on establishing an authorized foreign bank, 525(5), 738–740
- on incorporation of bank, 26(3)
- rules, 26(5), 525(5), 738-740, 754-756

Publication, see Canada Gazette

## Purchaser

- adverse claim notice, 105, 724
- bona fide, defined, 81, 724
- defined, 81, 724
- fiduciary duty notice, 106, 724
- security
- • delivery, 119, 724
- • ownership, 120, 724
- •• title of, 104, 724
- • warranty, 108, 724

#### Put

- defined, 265(1), 834
- insider trading of, 270(4), 834

## R

**Real property**, see also Real property brokerage entity

- absolute title to, 434, 555
- calculating interest in, 687-701
- combined limit with equity, 478, 940
- defined, 2

- limit of, 475-476, 478, 937-938, 940
- power to hold, manage and deal with, 410(1)(a), 510.1, 539(1)(a)
- prohibited activities respecting, regulations, 510.1, 728

#### Real property brokerage entity

- defined, 464(1), 925(1)
- permitted investment, 468(2)(e), 468(3)(b), 522.08(1), 930(2)(e), 930(3)(b)
- undertakings, 470, 932

#### Real property interests valuation

• investment limits, 476, 478, 938, 940, 687–701

#### Realizations

- acquisition through, 473, 935
- exception to, 466(3), 928(3)

#### Receiver

- power to act as, 410(1)(g), 539(1)(f)
- prohibition on appointment of, 420, 553
- **Reciprocity with foreign applicants**, 24, 396(3), 673, 906(3)

## **Recorded address**

• defined, 2

### Records

- access to
- creditors, 597(6)
- direction of Superintendent re immediate, direct, ongoing access, 245(1.1), 822(1.1)
- directors, 239(4), 240, 816(3), 817
- shareholder, 239(5), 240, 816(4), 817
- • subsidiaries, 470(4), 932(4)
- substantial investment, 470(4) 932(4)
- • Superintendent, 643, 957
- contents of, 238, 597(1), 815
- copies of forms, 245, 598, 822
- custody after dissolution, 368, 871
- foreign branch, 1301-1304

Records (cont'd)

- form of, 45(1)(b), 243, 597(4)–(5), 700(1)(b), 820
- location, 237, 239, 245, 597(2)–(3), 598, 814, 816, 822
- processing of, 245, 598, 822
- protection of, 244, 598, 821
- regulations, 247, 598, 824
- retention of, 246, 598, 823
- sent to Minister, 366(2)
- shareholder list, 240-242, 817-819

#### Redemption

- adjustment to capital, 77, 720
- director liability for, 207(2)(a), 211, 794(2)(a), 798
- of shares, 71, 715

#### **Registered form**

- defined, 2
- security in, 83(4), 724
- **Registered holder**
- treatment of, 93, 724

#### **Registered product**

- charges, 627.98
- defined, 627.01
- disclosure, 627.98-627.991

#### **Regulated foreign entity**

• defined, 2

#### Regulation

- commissioner, 657–661
- prudential agreements, 614.1, 644.1, 959
- remedial powers, 615–626, 645–656, 960–964
- • asset maintenance, 617
- directions of compliance, 615–616, 645–646, 960–961
- •• supervisory intervention, 618–627, 648–656
- Superintendent, 600-626, 628-656
- supervision, 600–614, 628–644, 950–958

- inspection, 613–614, 643–644, 957–958
- returns, 600–612, 628–642, 950–956

#### Regulations

- access to basic banking services, FCP Regs. 9–10
- adequate capital and liquidity, 485(2), 949(2)
- affiliated persons, 162, 553-554
- aggregate financial exposure, 495.2, 555
- agricultural product priority claim, 556
- aircraft objects, 436.1, 557
- annual statement, 558
- bank holding company proposal, 678(1), *559–562*
- bank recapitalization (bail-in) conversion, *1719–1722*
- bank recapitalization (bail-in) issuance, 485(1.21), 485.01, 563–564
- business powers, 410(3), 539(3)
- civil remedies, 565–566
- compensation (bail-in), 1723-1728
- consumer protection, FCP Regs. 1-98
- control in fact, 627.43, FCP Regs. 15, 651–656
- corporate interrelationships, 567–568
- disclosure of information re capacity of domestic systemically important bank to absorb losses, 485.02
- disclosure on continuance (federal credit unions), 569–570
- distributing bank or bank holding company, *571–572*
- electronic documents, 573-575
- entity associated with a foreign bank, 507(17), 521, 522.23, 576–577
- entity member of group, 578-579
- equity limits, 467, 477–478, 929, 939–940, 687–701
- equity of a bank or a bank holding company, 978, 580–581
- exchange rate, 582

Regulations (cont'd)

- exempt classes of foreign banks, 14.2, 583
- exempt debt obligation transactions (banks and bank holding companies), 482(2), 944(2), 584–585
- exemption for public notices or documents, 627.994, 586
- exemption from approval for certain investments in intragroup service entities, 468(5)–(6), 522.22, 930(5)–(6), 587
- exemption from restrictions on investments, 474(a) and (b), 522.23(b), 588
- factoring entity, 464(1), 925(1), 589
  - federal credit union conversion, 590-597
- filing penalties, 1737-1745
- finance entity, 464(1), 507(1), 925(1), 598
- financial consumer protection, FCP Regs. 1–98
- financial leasing entity, 464(1), 507(1), 925(1), 638–640
- financial planning, 410(3)(b)
- foreign banks, 14.2, 522.23–522.24
- form of proxy (banks and bank holding companies), 156.04(1), 746, 978, 644–649
- going-private transactions, 650
- guarantees, 414(3)
- holding own shares, 70, 714, 716.1
- information processing activities, 410(3), 539(3), 657–659
- information services, 410(3), 539(3)
- information technology activities, 660–669
- insider reports, 834, 670-671
- insider reports exemptions, 834
- insurance business, 416(3), 672-686
- investment counselling and portfolio management services, 410(3)(b), 539(3)(b)

- investment limits (bank holding companies), 929, 941, 978, 687–694
- investment limits (banks), 467, 479, 978, 695–701
- manner of calculation (foreign banks), 978, 702–705
- material banking group percentages, 508(2), 706
- meetings and proposals, 707–709
- minority investment, 468(5), 474, 930(5), 936, 710–715
- mortgage insurance business, 716–718
- name use, 983, 719–723
- networking, 411(2), 543(2)
- power to make, 978
- prepaid payment products, 627.92–627.93, FCP Regs. 71–73
- prescribed deposits, 413(5), (6), 545(3), (6), 724–727
- prohibited activities respecting real property, 510.1, 728
- prospectus, 729-734
- protection of assets, 978(1)(g), 735–737
- proxy, 644–649
- public inquiry, 738–740, 754–756
- registration of security, 427(6), 741-745
- regulatory capital, 2, 938–940, 746–750
- related party transactions, 751–752
- representative office, 978, 641-643
- resident Canadian, 753
- retention of records, 247, 824
- sales or trades, 540(6), 757
- securities dealing restrictions, 415, 758–761
- security certificate transfer fee, 762
- shared premises, 413.3(4)(a), 763
- special security, 426-427, 741-745
- specialized financing entity, 464(1), 507(1), 925(1), 764–775
- subsidiaries holding bank shares, 70(c), 714(c), 776–777

Regulations (cont'd)

- supervisory information, 607, 637, 956, 778–783
- support orders and provisions, 784–785
- total assets, 54.1(4), 386(3), 895(3), 786
- use of name, 983, 787

#### **Regulatory approvals**

- acquisition of control or substantial investment, 468, 522.22, 930
- establishment of branch of securities dealer or cooperative credit society, 1816–1817
- establishment of limited commercial branch, *1820–1821*
- • limited commercial entity, 1818–1819
- non-financial services entity, 1814–1815
- provincially regulated financial institution, *1811–1813*
- requiring Minister's approval, 1824–1827
- use of automated banking machines, 1822–1823
- acquisition of significant interest and/or acquisition of legal control of FRE, 373(1), 395(2), 875(1), 905(2), 1867–1874
- amalgamation
- agreement, 225, 805, 1843–1851
- letters patent of, 229, 809, 1843–1851
- assets, sale of all or substantially all, 236, 537, 1831–1837
- continuation of body corporate, 35, *1852–1853*
- discontinuance as a bank holding company, 689
- discontinuance-continuance under Canada Business Corporations Act or Canada Not-For-Profit Corporations Act, 1854–1857
- · extension of period
- for divestiture of control or substantial investment, 472(7),

473(5), 522.15(2), (3), 934(6), 935(4), 1858–1860

- for holding of temporary investments, 471(4), 522.14(2), (3), 933(3), 1861–1862
- financial establishment in Canada, 1803–1805
- giving up control in fact, 1865-1866
- liabilities, transfer of all or substantially all, 236, 537, 1831–1837
- liquidation, simple, 343–345, 869, *1838–1842*
- name
- change of, 216, 1806–1808
- •• reservation of, 43, 697, 1863–1864
- •• substantially the same as affiliate, 41, 694
- non-banking branch, foreign bank, 522.22(1)(f), (h), 1816–1817, 1820–1821
- termination of authorized foreign bank, 1828–1830
- termination of banking branch, 599

#### **Regulatory capital**

- defined, 2
- equity limit, 687-701
- loans greater than one-half of one percent, 328(1)(b)
- real property limit, 478
- regulation making authority, 978(1)(f)
- regulations, 746-750
- related party transactions, 497

## **Regulatory risk**

• guideline, 1305–1312

#### **Related party**

- asset transactions, 494, 495.3, 976, 1792–1802
- borrowing from, 493
- deemed, 1665-1666
- defined, 486, 1665-1666
- deposits, 492
- directors' interests, 496, 497(2)

Related party (cont'd)

- disclosure, 504
- holding company transaction, 495.1, 495.2
- margin loans, 496(3), 498
- materiality criteria, 1068–1074
- nominal value transactions, 490, 976, 1792
- notice to superintendent, 505
- officers' interests, 496, 497(2)
- permitted transactions with, 490–500, see also Related party transactions permitted
- prescribed transactions, 500, 751–752
- prohibited transactions with, 489
- remedial actions, 506
- restrictions, 495.2, 501
- secured loans, 491
- senior officer, defined, 485.1
- services, 495
- share capital reductions and redemptions, 751–752
- tax allocations, 751-752
- transactions, defined, 488
- transactions exempted, 487, 1797-1800

#### Related party transactions permitted,

- see also Related party and Restrictions on permitted related party transactions
- acquisition or sale of certain assets, 494, 751–752
- borrowing of bank, 493
- deposits with direct clearer, 492
- directors' and officers' interests, 496–497
- exemption by Superintendent, 499
- foreign bank subsidiary and its parent, 751–752
- holding company transactions, 495.1, 495.2
- loans secured by government, 491(a)
- margin loan, 496(3), 498

- materiality criteria, 1068–1074
- nominal or immaterial transactions, 490
- prescribed transactions, 500
- residential mortgage, 491(b)
- services, 495
- share capital reductions and redemptions, 751–752
- tax allocations, 751-752

#### Remedial action, 334–338, 865

#### Remuneration

- auditors, 314(3), 846(2)
- before commencement of business, 50, 58
- bylaw for directors, 191
- fixed by directors, 199, 786
- not special business, 141, 730
- related party exemption, 487(2)(c)

#### **Reporting requirement**

• summary of, 1979–1982

## **Representative office**

- cancellation of registration, 522.02
- defined, 507(1)
- examination of, 522.01
- name of, 522.011
- permission for, 522(a)
- regulations on, 641–643

## Resident

- WTO Member, 2, 11.1
- Resident Canadian, see also Resident
- defined, 2, 753
- requirement for directors, 159(2), 749(2)

## **Residential property**

- defined, 2
- restriction on mortgages on, 418, 551
- **Resolution**, see Directors' meeting, Ordinary resolution and Special resolution

## **Restrictions on business powers**, see also Business powers

- branches, 422.2, 554(2)
- Competition Act, 789–791
- deposit taking, 413, 540(1)(a), 546
- acting as agent in, 540(1)(b)
- fiduciary activities, 412, 544
- financial leasing, 417, 550
- foreign banks, 510
- goods, wares and merchandise, 410(2), 539(2)
- guarantees, 414, 540(1)(c), 923
- insurance business, 416, 549, 672-686
- leasing, 417, 550
- partnership, 421, 553.1, 924, 1776
- receivers, 420, 553
- residential mortgage, 418, 551
- securities activities, 415, 548, 758-761
- security interest, 419
- shared premises, 413.3, 547
- tied selling, 627.04, 627.05, 627.64

# Restrictions on permitted related party transactions

- · approval of board of directors, 497
- market terms and conditions, 501
- procedures of conduct review committee, 195(3)

#### Retail deposit account

- cancellation, FCP Regs. 5
- disclosure of charges, 627.68, FCP Regs. 20–23
- opening, 627.17, 627.67, 627.69
- regulations, 627.69, 627.998(k), FCP Regs. 22

#### Returns

- audit committee report, 194(4)
- copy of by-laws, 633, 952
- names of directors and auditors, 632, 951
- presumption from latest, 966

### **Risk governance**

 risk appetite framework, 1186–1189, 1191–1192

## **Risk management**

- interest rate risk, 1230-1253
- regulatory risk, 1305-1312

## **Rulings (OSFI)**

- acting as a service provider, *1606–1607*
- acting as a trustee for a trust, *1608–1609*
- acting jointly or in concert, 1651-1653
- business in Canada, access to capital market, 1632–1634
- business in Canada, credit card activities, *1623–1625*
- business in Canada, financing program, 1640–1642
- business in Canada, mortgage loan administration services, 1643–1645
- business in Canada, realization of security interests, 1638–1639
- business in Canada, referral arrangement, *1630–1631*
- comprehensive credit insurance policy, promotion of, 1598–1600
- · control in fact
- major shareholder and service provider, *1654–1656*
- trustee or manager, 1657–1658
- conversion of shares, 1619–1620
- conversion of subordinated debt, 1615–1616
- deeming a party to be a related party, *1665–1666*
- financial services entity, 1628–1629
- foreign bank representative offices, asset management services, 1635–1637
- foreign remittance activities, representative offices, *1646–1648*
- holding of shares in FRFI or its controlling body corporate, 1617–1618

## Rulings (OSFI) (cont'd)

- limited recourse capital notes, *1610–1614*
- "near" foreign banks securities dealer undertakings, *1626–1627*
- physically settled commodity trading, 1601–1605
- small denomination notes, 1649–1650
- unauthorized use of the word "bank", *1662–1664*
- use of trade name, 1659–1661
- voluntary liquidation, outstanding deposit liabilities, *1621–1622*

## S

## Sale of substantially all assets

- agreement, 232
- approval of Minister, 236
- approval of shareholders, 234
- approval of Superintendent, 233

#### Sales or trades

- in debt securities, 540(4)(b), 540(5)(b)
- regulations, 540(6), 757

Sanctions, see Offences and penalties

#### Schedule I

- amalgamation restriction, 223(2)
- amending, 14(2), (3)
- contents of, 14(1), 545–546
- financial year, 307
- ownership, 372-401.3

## Schedule II

- amending, 14(2), (3)
- contents of, 14(1), 547

#### Schedule III

- amending, 14.1(2), (3)
- contents of, 14.1(1), 548-549

#### Schedule IV

- amending, 14.11
- contents of, 550

#### Scrip certificates

- conditions on, 91, 724
- rights of, 92(2), 724

## Seal, see Corporate seal

## Securities

- in branch services, 1755
- lending guidelines, 1038–1040
- networking, 411, 543
- restriction on activities, 415, 548, 758–761
- safeguarding of, 735-737
- use of bank name, 723

## Securities broker

- defined, 81, 724
- security delivery, 121(3), 724
- warranty of, 108(5), 724
- Securities register, see Central securities register

#### Securities underwriter

- defined, 2
- Security, see also Security certificate, Security interest, Shares and Special security
- acquisition, subsidiary, 72.1
- adverse claim, 105, 724
- alterations to, 102, 724
- bearer form, 83(2), 724
- burden of proof in action, 98, 724
- completion, 102, 724
- contents of, 87, 724
- conversion, 125, 724
- defect in transfer, 100, 724
- defined, 2, 81, 724
- delivery, 119, 121, 724
- divestiture order, 480, 942
- endorsement, 109-118, 724
- enforceability, 102, 724
- exchange of, 429
- extended meaning, 271(2)

Security (cont'd)

- fiduciary duty, 106, 724
- foreign bank guarantee, restriction on, 518
- fractional certificates, 90, 724
- fungible, 99, 724
- guarantor of, 84, 724
- holders of, 85, 301, 724, 838
- hydrocarbon and mineral, 426
- lending guidelines, *1038–1040*
- lost, 133, 724
- minors, 94, 724
- negotiable instrument, 83(1), 724
- order form, 83(3), 724
- over-issue, 97, 724
- ownership, constructive, 120, 724
- particulars of class, 89, 724
- purchase, ownership, 120, 724
- registered form, 83(4), 724
- restrictions and constraints on, 88, 724
- safeguarding of, 735–737
- sale of, 428, 431, 555
- scrip certificates, 91, 724
- seizure of, 124, 724
- special, 426–428, 555, 741–745
- stolen, 133, 724
- substitution, 426(12), 555
- taking of, 429, 555
- title of purchaser, 104, 724
- transfer fee, 762
- transfer of, 82, 85(2), 93(2), 96, 724, 762
- unauthorized signature, 101, 724
- underwriter, 404, 918
- warranties, 103, 108, 724

#### Security certificate

- contents of, 87, 724
- defined, 81, 724
- destruction of, 254, 831
- entitlement to receive, 85, 724

- exchange of, 29(6), 677(6)
- fee for issuance, 85(2), 724, 762
- fractional, 90, 92(1), 724
- joint holders of, 85(3), 724
- minors, 94
- particulars of class, 89, 724
- restrictions on, 88, 724
- scrip, 91, 92(2), 724
- signature on, 86, 724

#### Security interest

- defined, 2
- in shares of the bank, 72(2), 716(2), *1765*
- pledging guideline, 1064–1067
- related party transaction, 488(1)(d), 488(4)
- restriction on, 419

#### Self dealing, see Related party

#### Send

• defined, 2

#### Senior Officer

- defined, 485.1, 646.1, 962
- disqualification or removal of, 647.1, 964

#### Sequestrator

- power to act as, 410(1)(g), 539(1)(f)
- Service charges, see also Cost of borrowing
- disclosure of rate increases or new charges, 627.72, FCP Regs. 21, 23
- disclosure to borrower, 627.89
- disclosure to customers and public, 627.56, 627.68
- government cheques, 627.25, 627.26, FCP Regs. 10, 17
- handling complaints, 627.43, FCP Regs. 14–17
- minimum balance, 627.29
- OSFI services, 1733-1736
- set out in agreement, 627.12

#### Service entities

- exemption from related party transactions, 495(3)
- permitted investment, 468(2)(c), (d), 468(5)(c)
- undertaking, 470

## Service on a bank, bank holding company or authorized foreign bank, 362(2), 871, 968

Share for share exchange, see Incorporation

#### Shareholder

- access to disclosure of conflict of interest, 204(2), 791(2)
- access to records, 239(5), 816(4)
- approval
- •• amalgamation, 226, 806
- •• by-laws, 188, 191, 217(2), 778, 802
- • sale, 234, 813
- • status of, 336, 865
- attendance at directors' meeting, 186, 776
- auditor's statement, 321, 853
- by-laws
- • amendment, 217, 802
- •• general, 188–192, 778–780
- proposal to amend, 221, 802
- cumulative voting, 167-168, 755-756
- defined, 7, 361, 871
- director vacancy, 176, 764
- disposition of shareholdings, 402, 915
- interpretation, 7
- joint, 150, 739
- joint holders, 95, 724
- liability, 18, 363, 871
- list, 145, 240-242, 817-819
- major, 2.2
- minor, 94, 724
- not personally liable, 18, 667
- notice, 137(3), 727(1), 965

- powers, 153, 742
- proposal, 143–144, 189, 732–733, 779
- registered holder, 93, 724
- representative, 149, 738
- requisitioned meeting, 153, 742
- statement of director, 174-175, 762-763
- voting rights, 218, 226, 234, 802, 806, 813
- estriction, 156.09, 392, 746, 901
- winding-up
- proposal, 343, 869
- • resolution, 344, 869

## Shareholders' meeting

- approval of by-laws, 217(2), 218–222, 802
- auditor's attendance at, 320, 852
- calling of, 137(1), 171(4), 726(1), 759(4)
- cumulative voting at, 167–168, 755–756
- directors' election, 46(2)(b), 167–171, 755–759
- financial statements, 308, 840
- first meeting, 46, 701
- meeting called by court, 154–156, 743–745
- notice of, 138–140, 727–729
- place, 136, 725
- quorum, 146–147, 735–736
- record date, 137, 726
- requisitioned meeting, 153, 742
- resolutions in lieu of meeting, 152, 741
- right of director to attend, 201, 788
- shareholder list, 145, 240–242, 734, 817–819
- shareholder proposals, 143–144, 732–733
- special business, 141, 730
- Superintendent attendance, 320, 852
- voting, 148-151, 737-740
- waiver of notice, 142, 731

- Shares, see also Common shares, Foreign Bank, Rulings (OSFI), Security and Security certificate
- acquisition, subsidary, 72.1
- approval of certificate, 45(1)(b), 700(1)(b)
- authorizing issuance, 45(1)(c), 59, 207, 211, 700(1)(c), 703, 794, 798
- cancellation, 73, 717
- classes of, 61, 89, 217–222, 705, 724, 802
- common, 60, 704
- consideration for, 65, 709, 1619–1620, 1758–1761
- conversion into, 69, 78, 713, 721, *1619–1620*
- cross ownership on amalgamation, 224(3), 804(3)
- defined, 265(1), 283(1), 834, 836
- director liability for issuance of, 207, 794
- disposition of, 402
- dividend, 79, 722
- donated, 71(3)
- fractional, 90, 724
- holding of own shares, 70, 714, 716.1, 978(1)(j), 777
- as of proclamation date by subsidiary, 74
- as personal representative, 72(1), 716(1)
- •• as security interest, 72(2), (3), 716(2)
- • by a securities subsidiary, 776
- •• by redemption, 71, 715
- • for cancellation, 73(1), 717(1)
- •• upon realization, 73(2), 717(2)
- holding shares or ownership interests in FRE or controlling entity, *1765*
- non-assessable, 64, 708
- power to issue, 59, 703
- pre-emptive right, 68, 712
- purchase of, 71, 715, 1762

- redemption, 71, 77, 715, 720, 1762
- registration constraints, 373, 401.2, 875, 913
- requirement to sell, 73-74, 717
- reserved, 69(3), 713(3)
- right to acquire, 284, 836
- series, 62, 217–222, 706, 802
- stated capital account, 66-67, 710-711
- •• reduction of, 75, 1766–1768
- voting, 63, 148, 707, 737

#### Signature

• guarantee of, 127(2), 724

## Significant interest

- acquisition of, 373, 1867-1874
- defined, 2, 8
- prohibition against, 376.1, 376.2
- related party, 486(1)

#### Solicit or solicitation

• defined, 156.01, 746

## Solicitation on behalf of management

• defined, 156.01, 746

## Special resolution

- amalgamation, 226–227, 806–807
- amendments to certain bylaws, 217(2), 219–220, 802
- amendments to incorporating instruments, 215, 802
- continuance, 34(2), 683(2)
- defined, 2
- dissolution, 344, 869
- in lieu of meeting, 152, 741
- reduction of capital, 75, 718
- sale of substantially all assets, 234(4), 813(6)
- special business, 141, 730

#### Special security

- assignment of rights, 428(14), 555
- conditions of, 429(1), 555
- definitions, 425, 555

Special security (cont'd)

- exchange of securities, 429(2), 555
- for certain borrowers, 427(1), 555
- loans on hydrocarbons and minerals, 426, 555
- power to take possession, 427(3), 428(11), (12), 555
- priority of, 428(1)–(6), 555
- registering against land, 428(3), (4), 555
- registration of notice of intention, 427(4)–(6), 555
- regulations, 741–745
- rights with respect to, 427(2), 428(12), 555
- sale on non-payment, 428(7)-(10), 555
- subordination of, 427(7), (8), 555
- subrogation of security, 428(13), 555

## Specialized financing entity

- conditions for investment, 767-770, 772
- defined, 464(1), 507(1), 925(1), 764, 767, 771
- restricted investment in, 468(4)(d), 468(6), 468(7), 928(2), 930(4)(d), 930(6), 930(7), 764–766, 769–770, 773–774
- undertakings, 470, 932

#### Squeeze-out transaction

- approval of shareholders, 276, 835.1
- defined, 2
- right to dissent, 276, 835.1

## Subordinated indebtedness

- consideration for, 80, 723
- contingent capital requirement, 867-872
- defined, 2, 663
- director's liability for issuance of, 207, 211, 794, 798
- priority on insolvency, 369
- tier 2 qualification, 861-867
- trust indenture, 294-306, 838

- Subsidiary, see also Minority Interest Investments and Substantial investment
- auditor, 329, 860
- defined, 2, 5
- foreign bank, 24
- holding bank holding company shares, 714, 716.1, 777
- holding bank shares, 70, 74, 776
- interpretation, 5
- related party, 486, 487(4)
- Substantial investment, see also Minority Interest Investments
- approvals, 468(5)–(7), 469, 930(5)–(7), 931, 1777–1780, 1824–1827, 1865–1866
- auditor's right to information on, 324(1)(a), 856(1)(a)
- banks and bank holding companies, 1559–1591
- · deemed by
- entity associated with foreign bank, 507(5)
- • foreign bank, 507(4)
- defined, 2, 10
- divestiture of, 480, 942
- exemptions from approval for, regulations, 587
- interpretation, 10, 1559-1591
- loan workout/realizations, 472–473, 522.15, 934–935, 1859
- networking with, 411, 543
- permitted, 468(1), (2), 930(1), (2), 1777–1780
- related party, 486, 495(1)(c)
- restrictions on, 466, 468(3), (4), 928, 930(3), (4)
- temporary, 471, 481, 933, 943
- undertakings, 470, 932
- Sunset clause, 21, 670

Superintendent, see also Office of the Superintendent of Financial Institutions

- access to records, 470(4), 613(2), 643(2), 932(4), 957(2)
- acting in concert, designated by, 9(4)
- advisory committee, 623, 653
- affiliated director designation, 162.1
- agreements with, 614.1, 644.1
- agreements with other jurisdiction, 470(3), 932(3)
- annual returns to, 522.27, 601, 632, 951
- annual statements filed with, 312(1), 844(1)
- application for certain approvals, 976.1
- application to court, notice to, 144(4), 156, 214(2), 334(3), 338(2), 347(3), 733(4), 745, 801(2), 865, 870
- applications to, 25, 525, 674, 976
- appointment, *817–818*
- approval, see also Deemed approvals
- classes of shares, 62(5), 706(5)
- conditions, 973
- investments, 468(6)–(7), 930(6)–(7)
- • reductions in capital, 75(4), 718(4)
- series of transactions, 482(1.1)
- termination of business in Canada, 599
- •• terms, 973
- undertakings, 973
- assessments by, 696–698
- asset maintenance, 617
- assets, taking control of, 619–626, 648–656
- auditor, appointment of, 585
- auditor, filling vacancy of, 319, 589, 851
- authority, 49
- by-laws, copy of, 633, 971
- capital adequacy, 485, 949
- commencement of business, 48-54, 534

- conditions on margin loans, 498
- conduct review committee, report of, 195
- control of authorized foreign bank, 619–624
- control of bank, 649-652
- defined, 2
- direction of compliance, 615–616, 645–646, 960–961, 989.1–989.3
- director's meeting, 187, 777
- directors, report of, 195(6)
- divestment order, 480, 942
- dividend declaration, notification of, 79(2), 722(2)
- documents, 605, 635, 954
- duties, 818
- encumbered property, 419(2)
- examination of authorized foreign banks, 613
- examination of banks, 613, 643, 957, 982
- examination of representative offices, 522.01
- financial statement, copy to, 312, 844
- foreign bank, examination of offices, 522.01
- information
- confidential, 606, 636, 955, 778-783
- direction to produce, 635, 954
- disclosure by, 609, 612, 636, 642, 955
- disclosure to, 607, 637, 956, 778–783
- • evidentiary privilege, 608, 638, 956.1
- required to be filed, 600, 628, 950
- inquiry by, 614, 644, 958
- insider reporting, 266-269, 834
- intervention by, 619, 626, 648-656
- loan workouts/realization, 472–473, 934–935
- maintenance of bank register, 634, 953
- margin loan conditions, 498

Superintendent (cont'd)

- meetings, attendance, 320, 852
- nominal or immaterial transactions, 490
- notice of
- change in head office, 237(3), 814(3)
- change in principal office, 535(3)
- • commencement of business, 56
- contesting of rejected proposals, 144(4), 733(4)
- establishing a foreign bank branch, 527(4)
- issue of letters patent, 30, 37(2), 229(3), 679, 686(2), 809(3)
- prohibited related party transaction, 505
- objectives, 816-817
- order to change name, 44(1)
- permission to open representative offices, 522
- powers of, 522.01, 614, 619, 644, 648, 958
- principal officer, 536(2), 536(3)
- production of, 605, 635, 954
- proxy, 156.05, 156.08, 746, 644–649
- records, 239, 245, 597(3), 614, 643(2), 816, 822, 958
- reduction of capital, 75(4), 718(4)
- register, 634, 953, 978(1)(k)
- related parties, designation of, 486(3)
- remedial action, 334–338, 865
- remedial powers, 614.1–627, 644.1–656, 959–64
- report
- • auditor's, 592(3), 595(2)
- • disclosure, 612, 642
- security interest, 72(2), 419(1), 716(2)
- statement of director, 174(2), 175, 762(2), 763
- supervisory intervention, 600, 619–626, 628, 648–656
- temporary investments, 471, 481, 933, 943

- undertakings, 470, 932
- verification of documents or facts, 971
- winding-up, report of liquidator, 341, 868
- winding-up, request, 621–622, 624, 651–652, 654

#### Т

## Takeover bid

- application to court, 289-291, 836
- date of, 283(3), 836
- deemed election, 286.1
- defined, 283(1), 836
- dissenting offeree, 283(1), 285, 836
- fiduciary capacity of bank, 287.1
- obligation to acquire shares, 292.1
- right to acquire shares of, 284-292, 836
- use of bank name, 787

#### **Telephone request**

 agreement by telephone, 627.55(2), FCP Regs. 20, 25, 58, 61, 71

## **Temporary investments**

- deemed temporary, 481, 943
- exemption for, 466(3), 928(3)
- permission to hold, 471, 933, 1783–1784

## Termination of business in Canada

• of authorized foreign banks, 599

#### Terrorism

• suppression of, 1746

#### Tickets

• power to sell, 410(1)(e), 539(1)(d)

#### **Tied selling**

• restrictions on, 627.04, 627.05, 627.64

#### Tipping

• compensation, 271.1

## Trade

• defined, 2

Trade (cont'd)

• sales or trades, 757

## Transaction

• defined, 488

#### Transfer

- defect in, 100, 724
- defined, 2
- duty to register, 126-127, 724
- fee for security certificate, 85(2), 724, 762
- generally, 81–135, 724
- in case of death, 460, 577
- liabilities, 537, 1831-1837
- restrictions on, 88, 724
- right to compel endorsement, 109, 724
- transmission of securities, 93(2), 96, 724
- warranties, 108, 724

Transmission of securities, see Transfer

Transmission on death, 460, 577

**Trust and Loan Company**, see Financial institution

## **Trust indenture**

- application of, 295, 838
- compliance with, 302, 838
- defined, 81, 294, 724, 838
- exemption for, 296, 838
- notice of default, 304, 838
- validity despite conflict, 298, 838

## Trustee

- compliance with trust indenture, 302, 838
- conflict of interest of, 297-299, 838
- defined, 294, 838
- duty of care, 305, 838
- evidence of compliance, 302-303, 838
- exculpation, 306, 838
- list of security holders, 301, 838
- notice of default, 304, 838

- prohibition on acting as, 412(b)
- qualifications of, 300, 838
- registered holder, treatment of, 93, 724
- removal of, 299, 838
- share certificate, signature on, 86(1)(c), 724
- trust indenture, compliance with, 302–303, 838

#### U

## Unauthorized

- defined, 81, 724
- endorsement, 117, 724
- name, 983(2)-(2.04)
- signature, 101, 724
- use of "bank", "banker" or "banking", 983(2.1), (2.11), 1555–1558

## Uncertificated security

• defined, 81, 724

#### **Unclaimed balance**

- authorized foreign bank, 557
- notice of, 439, 558
- payment of, 438
- Unclaimed money, 366–367

#### Undertakings, 470, 932

## **United Nations**

• suppression of terrorism, 1746

#### V

• defined, 81, 724

Voluntary codes of conduct, 627.66

#### Voting

Valid

- cumulative, 167-168, 755-756
- restriction on, 156.09, 746

#### Voting share

• defined, 2

W

## Wages

• director's liability for, 210–211, 797–798

#### Warehouse receipt

- defined, 425
- false statement in, 984

## Warranties

- of agent, 103, 724
- of guarantor of signature, 118, 724
- of intermediary, 108(3), 724
- of pledgee, 108(4), 724
- of securities broker, 108(5), 724
- to issuer, 108(1), 724
- to purchaser, 108(2), 724

## Whistleblowing, 979.1–979.4

- prohibition, 979.4
- wrongdoing, definition, 979.1
- wrongdoing, procedures, 979.3

#### Widely distributed

• defined, 482(2)(d), 584-585

## Widely held

- defined, 2.3
- obligations, 376-376.01, 879-879.1

#### Winding-up

- ceasing business and powers, 350, 870
- costs, 356, 870

- • final order, 358, 870
- custody of records, 368, 871
- final accounts, 357, 870
- letters patent, 342, 360, 869, 1838-1842
- liquidator
- • appointment, 351, 870
- delegation of powers, 350(2), 870
- •• duties, 353(1), 870
- • examination, 355, 870
- • loans, 430
- • powers of, 353(2), 870
- reliance on statements, 354, 870
- report to superintendent, 341, 868
- • vacancy, 352, 870
- no liabilities, 342, 869, 1838-1842
- no property, 342, 869, 1838–1842
- priorities, 369, 625, 627, 655
- process, 345, 869, 1838–1842
- proposing, 343, 869, *1838–1842*
- resolution of shareholders, 344, 869, *1838–1842*
- Superintendent, application to court, 651
- unclaimed money, 366-367

## Wrongdoing

- definition, 979.1
- procedures, 979.3

## WTO member resident

• defined, 2, 11.1