

Index

AMALGAMATIONS

See also REORGANIZATIONS

Amalgamation

- generally, § 7:38, § 7:38 et seq.
- dissenting shareholders, rights of,
§ 7:52 to § 7:54
 - appraisal, § 7:53
 - remedies, § 7:54
- extra-provincial corporations,
section 187, § 7:51
- licences on amalgamation, § 7:56
- long form, section 181
 - generally, § 7:39
 - amalgamation agreement,
§ 7:40
 - by-laws, § 7:42
 - certificate of amalgamation,
§ 7:45
 - effect of, § 7:46
 - filing procedures, § 7:44
 - filing requirements, § 7:44
 - shareholder approval, § 7:43
 - stated capital, § 7:41
 - three-cornered, § 7:47
- procedures, post-amalgamation,
§ 7:55
- short form vertical and horizon-
tal, section 184, § 7:48
 - horizontal short form, § 7:50
 - vertical short form, § 7:49

Arrangements

- generally, § 7:17 et seq.
- arrangement, steps involved,
§ 7:21
- definition, § 7:18 to § 7:20
- documentation, § 7:22
- effective date, § 7:33

AMALGAMATIONS—Cont'd

Arrangements—Cont'd

- filing requirements, articles of
arrangement, § 7:32
- interim court order
 - generally, § 7:23
 - dissent rights, § 7:26
 - voting class identification,
§ 7:24
 - voting thresholds, § 7:25
- meeting, § 7:27
- meeting materials, § 7:27
- second court application
 - generally, § 7:28 to § 7:31
 - bona fides, § 7:30
 - fair, § 7:31
 - fairness hearing, § 7:28
 - good faith, § 7:30
 - reasonable, § 7:31
 - statutory compliance, § 7:29
 - structuring, § 7:22
- Articles of amendment
 - generally, § 7:2 et seq.
 - amendment of articles
 - generally, § 7:3 to § 7:10
 - amendment restricting or
constraining issue or
transfer of shares, § 7:8
 - change of business, § 7:4
 - change of name, § 7:3
 - changing shares, § 7:6
 - designation of a series, § 7:9
 - directors, number of, § 7:7
 - dividing shares, § 7:6
 - increase of share capital, § 7:5
 - other matters, § 7:10
 - redesignating shares, § 7:6
 - date of, § 7:13

AMALGAMATIONS—Cont'd

Articles of amendment—Cont'd
procedure, § 7:22
revocation of, § 7:12

Continuance

generally, § 7:34 et seq.
Alberta companies, § 7:34
effect of, § 7:37
export, § 7:36
import, § 7:35

Reorganizations, ABCA, § 7:16

Restatement of articles, § 7:14
sale of property, § 7:15

AUDITORS

Appointment, § 12:36

Audit committee, § 12:45

Dispensing with, § 12:39

Duties

generally, § 12:40 et seq.
audit committee meetings,
§ 12:43
duty to examine, § 12:40
errors, § 12:41
shareholders' meetings, § 12:42

Qualifications, § 12:35

Removal, § 12:37, 12:38

Remuneration, § 12:36

Resignation, § 12:37

Rights, § 12:44

BORROWING

See also EVIDENCE AND
SECURING THE LOAN

ABCA, borrowing power

generally, § 8:2 et seq.

borrow, § 8:3

financial assistance, restrictions
on, § 8:6

grant security, § 8:4

guarantee, § 8:5

Corporate authority

generally, § 8:7 et seq.

borrowing authority, § 8:8 to
§ 8:9

confirming, § 8:9

BORROWING—Cont'd

Corporate authority—Cont'd

borrowing authority, § 8:8 to
§ 8:9—Cont'd

delegation of, § 8:8

directors' resolutions, § 8:7

loan documents, execution of,
§ 8:10

From a bank

generally, § 8:11 et seq.

borrowers, review considerations
for, § 8:23

conditions, initial advance,
§ 8:22

covenants, § 8:20

loan facilities

generally, § 8:12 to § 8:18

bankers' acceptances, § 8:18

cost of funds rate, § 8:15

letters of credit, § 8:17

prime rate, § 8:13

sofr, § 8:16

U.S. base rate, § 8:14

representations, § 8:19

structuring loan arrangements,
§ 8:11

warranties, § 8:19

Multi-lender financing

generally, § 8:40 et seq.

multi-lender loan arrangements,
structuring, § 8:41

private placements, § 8:42

trust deed security, § 8:43

BUSINESS STRUCTURES

Business structures, types of

generally, § 1:14 et seq.

corporate

generally, § 1:17 to § 1:21

corporations, characteristics of,
§ 1:20

for-profit, § 1:19

not-for-profit, § 1:18

unlimited liability, § 1:21

BUSINESS STRUCTURES**—Cont'd**

- Non-corporate
 - generally, § 1:14 to § 1:16
 - co-ownership, § 1:16
 - joint venture, § 1:16
 - partnership, § 1:15
 - sole proprietorship, § 1:14
- Selecting a business structure
 - generally, § 1:2 et seq.
 - business, nature of, § 1:3
 - estate planning, § 1:12
 - expenses, complexity, § 1:13
 - government grants, § 1:10
 - income tax, § 1:9
 - interest, investors, § 1:4
 - interest, other participants, § 1:4
 - interests in the business, transfer of, § 1:8
 - management involvement, § 1:5
 - perpetual existence, § 1:11
 - requirements, future financing, § 1:7
 - risk assumption, § 1:6

BYLAWS

- Generally, § 2:47 to § 2:54, § 2: 57, § 4: 1 et seq.
- Adopting, § 4:5
- Amending, § 4:5
- Legal effect of, § 4:4
- Minority shareholders' rights, § 4:6
- Private nature of, § 4:3
- Scope of, § 4:2

COOPERATIVES

- Amalgamation, § 14:34
- Annual returns, § 14:31
- Auditors, § 14:32
- Books, § 14:30
- Borrowing, § 14:22
- By-laws, § 14:17
- Capital, § 14:21
- Cooperatives act, incorporation under, § 14:16
- Cooperatives, specific, § 14:25

COOPERATIVES—Cont'd

- Directors, § 14:26
- Dissolutions, § 14:36
- Dividends, § 14:24
- Investigations, court-ordered, § 14:35
- Liquidations, § 14:36
- Meetings, § 14:29
- Members, § 14:27
- Objects, § 14:20
- Officers, § 14:26
- Patronage returns, § 14:24
- Powers, § 14:20
- Records, § 14:30
- Registered office, § 14:19
- Registrar, § 14:15
- Registration, extra-provincial, § 14:33
- Returns, § 14:24, § 14:31
- Seal, § 14:23
- Voting, § 14:28
- Winding-up, § 14:36

CORPORATE NAME

- Generally, § 2:9, § 2: 16, § 3: 1 et seq.
- Alberta corporate registry, § 3:1
- Corporate name, selection and approval of
 - generally, § 3:3 et seq.
 - additional forms of names, § 3:12
 - bilingual names, § 3:12
 - corporations, amalgamated, § 3:15
 - corporations, professional, § 3:14
 - corporations, revived, § 3:16
 - dissolved corporations, § 3:11
 - family names, § 3:10
 - identical names, prohibitions against, § 3:13
 - legislative provisions, § 3:6
 - number names, § 3:8
 - permitted legal elements, § 3:5
 - punctuation marks, § 3:7
 - registrar, role of, § 3:3

CORPORATE NAME—Cont'd

- Corporate name, selection and approval of—Cont'd
 - restricted phrases, § 3:9
 - restricted words, § 3:9
 - similar names, prohibitions against, § 3:13
 - three elements, § 3:4
- Disputes, corporate names, § 3:23
 - et seq.**
 - registrar, liability, § 3:25
 - registrar, role of, § 3:23
 - registrar decision, appeal, § 3:24
- Extra provincial corporations, § 3:17 **et seq.**
 - assumed name, § 3:18
 - companies, federal, § 3:19
 - requirements, § 3:17
- Legal names, trade names
 - generally, § 3:26 **et seq.**
 - name, changes, § 3:28
 - name, protection of, § 3:29
 - name, use of, § 3:26
 - trade names, § 3:27
- Regulatory framework, § 3:2
- Reserving a corporate name, procedure for
 - generally, § 3:20 **et seq.**
 - Alberta, § 3:20
 - extra-provincial, § 3:21
 - required documents, § 3:22

CORPORATE OFFICES

- Generally, § 3:30 **et seq.**
- Changes to, § 3:35
- Initial designation, § 3:35
- Post office box, § 3:33
- Records office, § 3:32
- Records office, location of, § 3:34
- Registered office, § 3:31
- Registered office, location of, § 3:34

CORPORATE RECORDS

- Errors, rectification of, § 12:17
- Failure to maintain records, § 12:12

CORPORATE RECORDS—Cont'd

- Registrar, § 12:18
- Reliance on records
 - generally, § 12:15
 - registrar, § 12:15
 - certificates, § 12:15
 - corporation, § 12:16
 - certificates, § 12:16
 - records, § 12:15, § 12:16
- Right to examine records, § 12:13
 - to § 12:14**
 - shareholder lists, § 12:14
- Transfer agent, § 12:18
- Types, location and form
 - generally, § 12:3 **et seq.**
 - by-laws, § 12:4
 - consent of agent, § 12:6
 - financial statements, § 12:9
 - minutes of meetings, § 12:5
 - notices of agent for services, § 12:6
 - notices of directors, § 12:7
 - other, § 12:11
 - records office, § 12:11
 - register of disclosures, § 12:10
 - resolutions, § 12:5
 - securities register, § 12:8
 - shareholders agreements, § 12:4

CORPORATE SEAL

- Generally, § 2:55, § 2:57, § 3:36

CREDIT UNIONS

- Amalgamation, § 14:70
- Articles and amendment of, § 14:40
- Audit and Finance Committee, § 14:48
- Audit and Finance Committee, checklist, § 14:49 **et seq.**
 - cash, § 14:51
 - deposits, § 14:53
 - examinations, § 14:50
 - general review, § 14:49
 - investments, § 14:55
 - loans, § 14:52
 - membership, § 14:54

CREDIT UNIONS—Cont'd

- Audit and Finance Committee, checklist, § 14:49 et seq.
 - Cont'd
 - reports, § 14:50
 - reserves, § 14:56
 - analysis of efficiency of operations, § 14:59
 - bad loans, § 14:57
 - borrowing, § 14:58
 - shares, § 14:54
- Books, § 14:68
- Borrowing, § 14:63
- By-laws, § 14:43
- Capital, § 14:44
- Credit committee, § 14:47
- Deposits, § 14:62
- Directors, § 14:45
- Dissolution, § 14:71
- Incorporation, procedure, § 14:39
- Inspector, § 14:38
- Investments, § 14:64
- Liquidation, § 14:71
- Loans, § 14:65
- Meetings, § 14:67
- Members, § 14:66
- Name, § 14:41
- Officers, § 14:46
- Powers, § 14:60
- Records, § 14:68
- Registered office, § 14:42
- Registrar, § 14:38
- Reports, § 14:68
- Returns, § 14:69
- Seal, § 14:61
- Shares, § 14:44

**DERIVATIVE ACTIONS,
OPPRESSION ACTIONS,
COMPLIANCE OR
RESTRAINING ORDERS**

- Compliance orders, § 11:31
- Derivative action
 - generally, § 11:32 et seq.
 - court powers, § 11:37

**DERIVATIVE ACTIONS,
OPPRESSION ACTIONS,
COMPLIANCE OR
RESTRAINING ORDERS
—Cont'd**

- Derivative action—Cont'd
 - examples, § 11:39
 - special committees, § 11:38
 - statutory conditions
 - generally, § 11:33
 - good faith, § 11:35
 - interests of the corporation, § 11:36
 - reasonable notice, § 11:34
- Oppression remedy
 - generally, § 11:40 et seq.
 - business judgment, § 11:44
 - grounds for relief, § 11:41
 - oppressive conduct, § 11:43
 - reasonable expectations, § 11:42
 - orders to remedy oppression
 - generally, § 11:46 to § 1 1:53
 - amalgamation, § 11:50
 - amendment, articles, § 11:51
 - amendment, contract, § 11:49
 - investigation, § 11:53
 - overriding shareholder agreements, § 11:48
 - restraining order, § 11:52
 - sale of shares, § 11:47
 - overlap with other remedies, § 11:45
- Procedural provisions
 - generally, § 11:26 et seq.
 - complainant defined, § 11:28
 - costs, § 11:30
 - court, § 11:26
 - creditors, § 11:29
 - shareholder approval, effect of, § 11:27
- Restraining orders, § 11:31

DIRECTORS

See also OFFICERS

DIRECTORS—Cont'd

- Generally, § 9:1 et seq.
- Ceasing to hold office, § 9:5
- Change of number of directors, § 9:2
- Contracts, directors interested, § 9:13
- Contracts, officers interested, § 9:13
- Duties of directors
 - generally, § 9:20 et seq.
 - duty of care, skill and diligence, § 9:30 to § 9:32
 - common law, § 9:30
 - reliance on experts, § 9:32
 - reliance on officers, § 9:32
 - statute, § 9:31
 - fiduciary duties
 - generally, § 9:21 to § 9:29
 - conflict of interest, § 9:23
 - diversion of corporate opportunities, § 9:24
 - fettering discretion, § 9:29
 - improper purposes, § 9:27
 - interlocking directorships, § 9:25
 - limited duty of disclosure, § 9:26
 - nature of the duty, § 9:22
 - nominee directors, § 9:25
 - personal interest, § 9:23
 - take-overs, § 9:28
 - to whom fiduciary duty is owed, § 9:22
- Election, § 9:4
- Filling vacancies, § 9:5
- Indemnification and insurance, § 9:43
- Liability of directors
 - generally, § 9:33 et seq.
 - personal liability, § 9:42
 - statutory liability
 - generally, § 9:34 to § 9:38
 - ABCA penalties, § 9:37, § 9:38
 - financial transactions, § 9:35

DIRECTORS—Cont'd

- Liability of directors—Cont'd
 - statutory liability—Cont'd
 - misstatements in documents filed under the ABCA, § 9:37
 - wages, § 9:36
- Meetings of directors
 - generally, § 9:6 et seq.
 - attendance, electronic means, § 9:8
 - attendance, other communication facilities, § 9:8
 - attendance, telephone, § 9:8
 - informal consents, § 9:10
 - notice, § 9:11
 - procedures, § 9:12
 - quorum, § 9:7
 - waiver of notice, § 9:11
 - written resolutions, § 9:9
- Number of directors, § 9:2
- Powers of directors
 - generally, § 9:14 et seq.
 - borrow, § 9:16
 - committees, § 9:18
 - delegation of powers, § 9:18
 - make by-laws, § 9:15
 - manage the business and affairs, § 9:14
 - statutory restrictions, § 9:17
- Qualification, § 9:3
- Remuneration, § 9:19

DISSOLUTION

See LIQUIDATION; REVIVAL AND WINDING-UP

DUE DILIGENCE

INVESTIGATION BY THE PURCHASER

- Interviews, management, § 6:26
- Interviews, third parties, § 6:26
- Physical inspections, § 6:25
- Purpose, § 6:3
- Regulatory requirements, § 6:24

DUE DILIGENCE**INVESTIGATION BY THE PURCHASER—Cont'd**

Reviewing book and records
generally, § 6:4 *et seq.*
books, § 6:7
corporate matters, § 6:6
licenses, § 6:5
material contracts, § 6:4
permits, § 6:5
records, § 6:7

Searches

generally, § 6:8 *et seq.*
Alberta corporate registry, § 6:9
Bank of Canada, § 6:11
consumer and corporate affairs,
§ 6:9
court house, § 6:12
employee matters, § 6:19
environmental searches, § 6:20
federal court, § 6:13
health and safety, § 6:21
land titles office, § 6:14
ministry of energy, § 6:18
municipal tax office, § 6:15
municipal zoning, § 6:22
office superintendent of bank-
ruptcy, § 6:17
personal property registry, § 6:10
planning regulations, § 6:22
workers' compensation board,
§ 6:16

Securities laws, § 6:27

EVIDENCE AND SECURING THE LOAN

See also **BORROWING**

Security concepts, general, § 8:24
fixed charges, § 8:24
floating charges, § 8:25
PPSA, security interests, § 8:26
Security documents
generally, § 8:27 *et seq.*
Bank Act securities, § 8:34 to
§ 8:35

EVIDENCE AND SECURING THE LOAN—Cont'd

Security documents—Cont'd
debenture, § 8:31
deposit agreement, § 8:32
environmental indemnity, § 8:39
guarantee, § 8:29
insurance, assignment of, § 8:36
material documents, assignment
of, § 8:37
note, § 8:28
postponement and subordination
agreement, § 8:30
rents and leases, assignment of,
§ 8:38
security agreement, § 8:33

FILINGS

Format, forms, § 12:23
Occasional, § 12:21
Other corporate filings, § 12:24
Procedure, § 12:22
Registrar, annual filings with,
§ 12:20

FINANCIAL STATEMENTS

Exceptions, requirement for prepar-
ing financial statements
generally, § 12:26 *et seq.*
securities act, § 12:28
shareholder waiver, § 12:27
statutory exemptions, § 12:29
Financial information, required,
§ 12:25
Financial statements
generally, § 12:31
approval, § 12:31
dissemination, § 12:31
filing of, § 12:31
non-reporting corporation, no
auditor, § 12:32
non-reporting corporation, with
auditor, § 12:33
reporting corporation, § 12:33
Reporting corporation vs non-
reporting corporation, § 12:30

INCORPORATION

- ABCA, procedure for incorporation generally, § 2:7 et seq.
- agent for service, § 2:11
- approvals, regulatory, § 2:14
- articles of incorporation, § 2:13
 - filing of, § 2:13
 - form of, § 2:13
- corporate address, § 2:10
- corporate name, § 2:9
- first directors, § 2:12
- incorporators, § 2:8
- notice, address, § 2:10
- notice, directors, § 2:12
- Alberta companies, types of, § 2:4 et seq.
 - general, § 2:4
 - non-profit, § 2:6
 - special statutes, § 2:5
- Articles of incorporation, amending of, § 2:34
- Articles of incorporation, contents of
 - generally, § 2:15 et seq.
 - business, restrictions, § 2:20
 - corporation name, § 2:16
 - directors, number of, § 2:19
 - other provisions
 - generally, § 2:21 to § 2:33
 - borrowing powers, § 2:31
 - clauses, private issuer, § 2:24
 - constrained shares, § 2:26
 - directors, election of, § 2:27
 - directors, place of meetings, § 2:29
 - directors, quorum, § 2:32
 - directors to own shares, § 2:30
 - pre-emptive rights, § 2:23
 - purchasing own shares, restrictions, § 2:25
 - shareholders' meetings, outside Alberta, § 2:33
 - vote required, actions by directors, § 2:22

INCORPORATION—Cont'd

- Articles of incorporation, contents of—Cont'd
 - other provisions—Cont'd
 - vote required, actions by shareholders, § 2:22
 - voting, cumulative, § 2:28
 - share capital structure, § 2:17
 - transfer of shares, restriction, § 2:18
- Constitutional authority, § 2:2
- Corporate actions
 - generally, § 2:40 et seq.
 - corporate authority, § 2:41
 - corporate veil, § 2:43
 - transactions, pre-incorporations, § 2:42
- Corporations, nature of, § 2:1
- Corporations, professional, § 2:35
- Incorporation, effect of
 - generally, § 2:36 et seq.
 - corporate capacity, § 2:38
 - corporate powers, § 2:38
 - incorporation, date of, § 2:37
 - limited liability, § 2:39
 - separate legal entity, § 2:36
- Jurisdiction, § 2:3

LIQUIDATION

- Dissolution
 - generally, § 13:1 et seq.
 - continuation of actions, § 13:29
 - costs, § 13:26
 - court powers, § 13:23
 - crown, vesting in, § 13:31
 - distribution, § 13:26
 - financial accounting, § 13:26
 - involuntary dissolution
 - generally, § 13:19 to § 13:21
 - contravention of the act, § 13:20
 - court order, § 13:21
 - registrar, § 13:19
 - liquidation order, § 13:24
 - liquidator, duties, § 13:25

LIQUIDATION—Cont'd

Dissolution—Cont'd

- liquidator, power, § 13:25
 - procedure, application to court, § 13:22
 - records, custody, § 13:28
 - right to distribution in money, § 13:27
 - solvent corporation, voluntary liquidation and dissolution, section 212
 - generally, § 13:7 to § 13:18
 - assets, § 13:12
 - certificate of dissolution, § 13:18
 - court supervision, § 13:14
 - dissolution, liabilities not resolved, § 13:17
 - distribution, § 13:13
 - notice, § 13:11
 - notice of meeting, § 13:8
 - obligations, § 13:12
 - revocation of intent to dissolve, § 13:15
 - right to dissolve, § 13:16
 - shareholders' resolution, § 13:9
 - statement of intent to dissolve, § 13:10
 - unknown claimants, § 13:30
 - voluntary
 - generally, § 13:2
 - filing, § 13:6
 - with assets or liabilities, § 13:5
 - without assets or liabilities, § 13:4
 - without issued shares, § 13:3
 - when corporation insolvent, § 13:32
- Receivers, receiver managers
- generally, § 13:33 et seq.
 - court directions, § 13:35
 - duties, § 13:34
 - functions of, § 13:33
- Revival, § 13:36

OFFICERS

- See also DIRECTORS
- Duties and liabilities, § 9:46
- Penalties, § 9:47
- Power to contract, § 9:45
- Usual offices
 - generally, § 9:48 to § 9:54
 - chair, board of directors, § 9:49
 - controller, § 9:54
 - manager, § 9:53
 - managing director, § 9:50
 - president, § 9:51
 - secretary, § 9:54
 - treasurer, § 9:54
 - vice-president, § 9:52

ORGANIZATION

- Bylaws, corporate
 - generally, § 2:47 to § 2:54
 - adoption, § 2:48
 - amendment, § 2:48
 - legal effect, § 2:49
 - repeal, § 2:48
 - scope, § 2:50
 - Corporate seal, § 2:55
 - Directors, first meeting
 - generally, § 2:56 to § 2:63
 - auditors, § 2:59
 - banking resolutions, § 2:60
 - bylaws, § 2:57
 - corporate seal, § 2:57
 - financial year end, § 2:61
 - issuance of shares, § 2:63
 - officers, § 2:58
 - security certificates, § 2:57
 - transactions, pre-incorporation, § 2:62
 - transfer agents, § 2:59
 - transfer of shares, § 2:63
- Extra-provincial registrations, § 2:66
- Filings, § 2:66
- Licensing, § 2:66
- Minute book, § 2:65
- Proceedings, corporate, § 2:45

ORGANIZATION—Cont'd

- Proceedings, initial organization,
§ 2:46
- Shareholders, first meeting, § 2:64

PROCEEDINGS

- Annual directors proceedings,
§ 12:46
- Annual shareholders proceedings,
§ 12:46

PROXIES

- See also SHAREHOLDERS
- Appointing and revoking
generally, § 10:63 et seq.
method of appointing, § 10:64
revocation of, § 10:65
who can serve, § 10:63
- Definitions, § 10:62
- Delivery of proxy, § 10:73
- Form and nature of proxy
generally, § 10:69 et seq.
against, § 10:71
for, § 10:71
limitation to use, § 10:72
mandatory solicitation, § 10:70
- Interrelation between the ABCA
and the Alberta Securities Act,
§ 10:61
- Non-reporting corporation, § 10:76
et seq., CITE§ 10:76 et seq.,
§ 16 or more shareholders
form of, § 10:77
proxy circular, § 10:78 to 10:79
- Non-reporting corporation, use and
requirement of proxies,
§ 10:74 et seq.
15 or less shareholders, § 10:74
waiver by any corporation,
§ 10:75
- Proxy circular, § 10:84 et seq.
information to be included,
§ 10:84
proxy advisory firms, § 10:86
undertakings, § 10:85

PROXIES—Cont'd

- Proxy holders, rights and duties,
§ 10:67 et seq.
attendance, § 10:68
general, § 10:67
- Reporting corporations, use and
requirement of proxies,
§ 10:76 et seq.
form of, § 10:77
proxy circular, § 10:78 to 10:79
- Solicitation requirements, excep-
tions, § 10:80 et seq.
beneficial owner, § 10:82
discretionary exemption order,
§ 10:81
- Time for filing of proxies, § 10:66

**PURCHASE AND SALE
AGREEMENTS**

- Collateral covenants
generally, § 6:59 et seq.
books and records, vendor to
make available, § 6:61
carrying on business, vendor's
obligations, § 6:60
conditions precedent and related
matters, obligations re,
§ 6:63
confidentiality, § 6:62
employees, § 6:65
non-competition covenants,
§ 6:64
- Completing the transaction
generally, § 6:49 et seq.
closing procedure, § 6:58
conditions precedent
generally, § 6:50
adverse change, § 6:54
approvals, § 6:53
consents, § 6:53
court order prohibiting sale,
§ 6:56
covenants, performance of,
§ 6:52
due diligence, § 6:55
financing, § 6:57

PURCHASE AND SALE**AGREEMENTS—Cont'd**

- Completing the transaction
 - Cont'd
 - conditions precedent—Cont'd
 - injunction prohibiting sale, § 6:56
 - representations and warranties, accuracy of, § 6:51

Definitions

- generally, § 6:29 et seq.
- assets being sold, § 6:30
- closing date, § 6:33
- closing time, § 6:33
- encumbrances, permitted, § 6:34
- liabilities, § 6:31
- relevant laws, § 6:32
- transaction specific terms, § 6:35
- Finder's fees, payment of, § 6:70
- Further assurances, § 6:69
- Indemnity and related provisions, § 6:66
- Legal costs, payment of, § 6:70
- Notice provision, § 6:68
- Other expenses, payment of, § 6:70
- Other provisions, § 6:71
- Preliminary matters, § 6:28
- Public announcements, § 6:67
- Purchase and sale provisions
 - generally, § 6:36 et seq.
 - allocation of purchase price, § 6:44
 - payment of purchase price, manner of, § 6:43
 - purchase price, determination of
 - generally, § 6:37
 - accounts receivable, § 6:39
 - adjustments, financial statement, § 6:41
 - adjustments, incoming, § 6:40
 - adjustments, outgoing, § 6:40
 - interest, § 6:42
 - inventory adjustment, § 6:38
- Representations and warranties
 - generally, § 6:45 et seq.

PURCHASE AND SALE**AGREEMENTS—Cont'd**

- Representations and warranties
 - Cont'd
 - limitation, amount, § 6:48
 - limitation, time, § 6:47
 - terms of, § 6:46

PURCHASE AND SALE OF A BUSINESS

- Overview, § 6:1 et seq.
- legal structure, § 6:2

REORGANIZATIONS

- See also AMALGAMATIONS
- Reorganizations, ABCA, § 7:16

REPORTING, NON-REPORTING

- Abca, failure to comply, § 15:9
- Abca, types of corporations
 - generally, § 15:2 et seq.
 - limited liability corporation, § 15:3
 - non-reporting corporation, § 15:6
 - reporting corporation, § 15:5
 - unlimited liability corporation, § 15:4
- Constrained shares, § 15:10
- Going public, § 15:11
- Overview, § 15:1
- Reporting vs non-reporting corporations, § 15:8
 - major distinctions, § 15:8
- Share restrictions, focus of, § 15:7
 - civil liability, § 15:9
 - penalties, § 15:9

REVIVAL AND WINDING-UP

- See also LIQUIDATION; DIS-SOLUTION

SHARE CAPITAL

- Acquisition, purchase or redemption by corporation of own shares
 - generally, § 5:92 et seq.

SHARE CAPITAL—Cont'd

Acquisition, purchase or redemption by corporation of own shares—Cont'd
 corporation holding shares for itself or its parent, § 5:108 to § 5:110
 holding body corporate, § 5:110
 itself, § 5:109
 disclosure, repurchases, § 5:101
 enforceability of agreement to repurchase, § 5:105
 improper repurchases, consequences of, § 5:106 to § 5:107
 court order, § 5:107
 directors, potential liability of, § 5:106
 income tax, § 5:104
 insider trading, § 5:100
 stated capital, adjustments to, § 5:103
 status of shares, repurchased or redemption, § 5:102
 statutory repurchase generally, § 5:93
 basic rule, § 5:94
 dissenting shareholders, § 5:97
 oppression remedy, § 5:98
 redemptions, § 5:95
 specific purposes, § 5:96
 surrender of shares, § 5:99
 Alternative compensation arrangements, § 5:35 et seq.
 employee shares, § 5:35
 security-based, § 5:36
 Capital clause, § 5:2
 Class of shares, multiple, § 5:4
 Death, transfer of securities generally, § 5:70 et seq.
 estate tax, § 5:72
 procedure, § 5:71
 transfer, § 5:70
 transmission, § 5:70

SHARE CAPITAL—Cont'd

Dividends
 generally, § 5:83 et seq.
 declaration and payment of, § 5:84 to § 5:88
 authority to declare, § 5:84
 form of, § 5:88
 payment of, § 5:87
 record date for, § 5:86
 definition, § 5:83
 financial tests, § 5:89
 improper dividends, consequences of, § 5:90 to § 5:91
 court order, § 5:91
 directors, potential liability, § 5:90
 Financial assistance
 generally, § 5:111 et seq.
 definition, § 5:112
 disclosure not required, § 5:114
 disclosure required, § 5:113
 no disclosure, consequences, § 5:115
 Financial tests
 generally, § 5:116 et seq.
 liquidity test, § 5:118
 reasonable grounds for believing, § 5:117
 solvency test, § 5:119, § 5:120
 stated capital, § 5:121
 Infant shareholders, § 5:68
 Issued share capital
 generally, § 5:25 et seq.
 authority, directors, § 5:25
 commissions, § 5:29
 consideration, § 5:27
 overissue, § 5:30
 pre-emptive rights, § 5:26
 securities laws, § 5:28
 stated capital, § 5:31
 Options, rights and warranties
 generally, § 5:32 et seq.
 corporate authority, § 5:33
 reserving shares, § 5:34
 terminology, § 5:32

SHARE CAPITAL—Cont'd

- Overissue, § 5:67
- Procedure, transfer of securities, § 5:73
- Restrictions on transfer
 - generally, § 5:63
 - debt obligation, § 5:66
 - security transfers, restrictions, § 5:64
- Security registration
 - generally, § 5:42 et seq.
 - initial issuance, issuer obligations, § 5:43
 - duty to register, § 5:43
 - guarantees, § 5:44
 - loss, § 5:45
 - securities register, § 5:42
 - theft, § 5:45
- Security transfers, brokers
 - generally, § 5:60 et seq.
 - delivery, § 6:61
 - warranty, § 5:62
- Seizure of security certificates, rights of, § 5:69
- Share certificates, formalities of
 - generally, § 5:37 et seq.
 - entitlement, § 5:38
 - form, § 5:39
 - fractional shares, § 5:40
 - reporting corporations, restrictions for transfer, § 5:41
 - scrip certificates, § 5:40
- Shares, issuable in series, § 5:5
- Shares, preferred
 - generally, § 5:6 et seq.
 - capital, return of, § 5:9
 - dividends, participating, § 5:8
 - dividends, preferential, § 5:7
 - cumulative, § 5:7
 - non-cumulative, § 5:7
 - preferential features, other, § 5:15
 - purchase fund, § 5:11
 - redemption, § 5:10
 - retraction, § 5:14

SHARE CAPITAL—Cont'd

- Shares, preferred—Cont'd
 - rights, conversion, § 5:12
 - rights, voting, § 5:13
 - Stated capital
 - generally, § 5:74 et seq.
 - mutual fund corporations, § 5:82
 - reduction of capital, formal, § 5:80
 - stated capital, continuance, § 5:81
 - stated capital account, operation of
 - generally, § 5:75 to § 5:79
 - capitalization of retained earnings or surplus, § 5:76
 - conversions, § 5:79
 - repurchase of shares, § 5:78
 - share issuances, § 5:75
 - stock dividends, § 5:77
 - Transferor and transferee, rights, duties, obligations of
 - generally, § 5:46 et seq.
 - adverse claim, § 5:50
 - definitions, § 5:47
 - protected purchaser, § 5:49
 - purchaser, § 5:48
 - genuineness, § 5:52
 - unauthorized endorsements, § 5:51
 - warranty of transferor, § 5:53
 - Valid transfer
 - generally, § 5:55 et seq.
 - delivery, § 5:56
 - endorsement, § 5:57
 - endorsement, partial, § 5:58
 - endorser, liability of, § 5:58
- SHAREHOLDER MEETINGS**
- See also SHAREHOLDERS; SHAREHOLDERS, RIGHTS AND OBLIGATIONS
 - Conduct of meetings
 - generally, § 10:44 et seq.
 - adjournments, § 10:58

SHAREHOLDER MEETINGS

—Cont'd

- Conduct of meetings—Cont'd
 - chairman, § 10:46
 - entitlement to attend and participate, § 10:44
 - minutes, § 10:47
 - motions, § 10:50
 - nominations, § 10:50
 - quorum, § 10:49
 - scrutineers, § 10:48
 - seconding, § 10:50
 - secretary, § 10:47
 - telephone meetings, § 10:45
 - termination, § 10:58
- voting
 - generally, § 10:51 to § 10:57
 - determination of persons entitled to, § 10:52
 - election of directors, cumulative voting, § 10:55
 - election of directors, normal voting, § 10:54
 - joint shareholders, § 10:53
 - methods of, § 10:51
 - private voting agreements, § 10:57
 - voting majorities, § 10:56
- One shareholder, § 10:23
- Persons entitled to notice of and vote at meetings
 - generally, § 10:28 et seq.
 - determination of persons entitled to
 - generally, § 10:30 to § 10:33
 - non-registered shareholders, § 10:33
 - record dates, § 10:31
 - shareholders list, § 10:32
 - voting shareholders, § 10:32
- notice of meeting
 - generally, § 10:34 to § 10:40
 - content of, § 10:38
 - entitlement to, § 10:35
 - proxy documentation, § 10:40

SHAREHOLDER MEETINGS

—Cont'd

- Persons entitled to notice of and vote at meetings—Cont'd
 - notice of meeting—Cont'd
 - sending of, § 10:37
 - timing of, § 10:36
 - waiver of, § 10:39
 - voting shares, § 10:29
- Place of shareholder meetings, § 10:24
- Purpose of shareholder meetings, § 10:13
- Requirements, annual meetings, § 10:18 to § 10:21
 - appointment of auditor, § 10:21
 - election of directors, § 10:20
 - financial statements, § 10:19
- Requirements, majority, § 10:22
- Resolution in lieu of meeting, § 10:59
- Right to call, § 10:25 et seq.
 - court ordered, § 10:27
 - shareholder requisition, § 10:26
- Shareholder proposals, § 10:41 et seq.
 - procedure for, § 10:43
 - scope of, § 10:42
- Types of shareholder meetings, § 10:14 to § 10:17
 - annual, § 10:15
 - class, § 10:17
 - series, § 10:17
 - special, § 10:16

SHAREHOLDER REMEDIES

- See also DERIVATIVE ACTIONS, OPPRESSION ACTIONS, COMPLIANCE OR RESTRAINING ORDERS
- dissent right, appraisal remedy, § 11:64 et seq.
 - application, § 11:65
 - dissent right, entitlement to use generally, § 11:66
 - fair value, § 11:77

SHAREHOLDER REMEDIES**—Cont'd**

See also DERIVATIVE ACTIONS,
OPPRESSION ACTIONS,
COMPLIANCE OR
RESTRAINING ORDERS

—Cont'd

dissent right, appraisal remedy,
§ 11:64 et seq.—Cont'd
procedure
generally, § 11:67
advising the shareholder in
writing, § 11:68
cessation of rights, § 11:74
court, application to, § 11:70
payment for shares, § 11:76
proceedings, termination,
§ 11:75
proceeding to court, offer
not accepted, § 11:73
purchase, § 11:72
response, § 11:69
written offer, fair value,
§ 11:71
investigations
generally, § 11:78 et seq.
grounds, § 11:83
investigation, conduct, § 11:84
inspector, appointment,
§ 11:84
inspector, powers of,
§ 11:86
privilege, § 11:87
right to counsel, § 11:87
scope, § 11:85
procedure, § 11:79
costs, § 11:82
court, § 11:79
hearing, in camera, § 11:81
who can apply, § 11:80
report, use of, § 11:88
overview of remedies, § 11:1 to
§ 1 1:2
section-specific remedies
generally, § 11:3 et seq.

SHAREHOLDER REMEDIES**—Cont'd**

See also DERIVATIVE ACTIONS,
OPPRESSION ACTIONS,
COMPLIANCE OR
RESTRAINING ORDERS

—Cont'd

section-specific remedies
—Cont'd
procedural requirements
generally, § 11:4 to § 1 1:6
costs, § 11:6
court, § 11:4
who can apply, § 11:5
sections containing
generally, § 11:7 to § 1 1:24
approval of indemnification,
§ 11:14
auditors, § 11:19
contracts, pre-incorporation,
§ 11:7
court review, election or
appointment of auditor,
§ 11:17
court review, election or
appointment of direc-
tor, § 11:17
involuntary dissolution,
§ 11:23
liability of directors, § 11:12
notice of change of direc-
tors, § 11:11
proxy circular, § 11:18
receivership, § 11:10
revival, § 11:21
setting aside contractors
with directors, § 11:13
shareholder proposals,
§ 11:15
stated capital, reduction of,
§ 11:8
take-over bid, compulsory
purchase, § 11:20
trustee, replacement of,
§ 11:9

SHAREHOLDER REMEDIES

—Cont'd

- See also DERIVATIVE ACTIONS, OPPRESSION ACTIONS, COMPLIANCE OR RESTRAINING ORDERS—Cont'd
- section-specific remedies—Cont'd
 - sections containing—Cont'd
 - voluntary dissolution, § 11:22
- winding up, just and equitable generally, § 11:54 et seq.
- court, § 11:60
- deadlock, § 11:57
- expansion of remedy, § 11:59
- grounds for relief, § 11:62
- lack of confidence, § 11:56
- loss of substratum, § 11:55
- partnership analogy, § 11:58
- remedies, § 11:63
- who can apply, § 11:61

SHAREHOLDERS

- See also SHAREHOLDERS, RIGHTS AND OBLIGATIONS; SHAREHOLDER MEETINGS; SHAREHOLDER REMEDIES
- Becoming a shareholder, § 10:2 et seq.
- bankrupts, § 10:10
- definitions, § 10:2
- How to
 - generally, § 10:3
 - acquiescence
 - generally, § 10:6
 - acquisition from another shareholder, § 10:5
 - previous agreement with corporation, § 10:7
 - purchase from another shareholder, § 10:5
 - subscription, § 10:4
 - transmission, § 10:8

SHAREHOLDERS—Cont'd

- How to—Cont'd
 - infants, § 10:10
 - joint shareholders, § 10:11
 - lost certificate, entitlement to, § 10:12
 - registered shareholders, § 10:9
 - share certificate, entitlement to, § 10:12
 - unsound mind, § 10:10

SHAREHOLDERS, RIGHTS AND OBLIGATIONS

- See also SHARE CAPITAL, see also SHAREHOLDERS
- Class provisions, § 5:16
- Compliance with ABCA, § 5:23
- Compliance with charter documents, § 5:23
- Control of business and operations, § 5:21
- Equal treatment, § 5:17
- Fiduciary duties, § 5:22
- Interest in assets of the corporation, § 5:19
- Limited liability, § 5:20
- Pre-emptive rights, § 5:18
- Relief from oppression, § 5:24

SOCIETIES

- Address, § 14:6
- Audits, § 14:12
- Books, § 14:12
- By-laws, § 14:5
- Companies with share capital, § 14:3
- Directors, § 14:10
- Dissolution, § 14:13
- Incorporation, advantages of, § 14:2
- Incorporation, Alberta, § 14:4
- Meetings, § 14:11
- Members, § 14:11
- Objects, § 14:7
- Powers, § 14:8
- Raising money, § 14:9
- Returns, § 14:12

SOCIETIES—Cont'd

Service, § 14:6
 Societies without share capital,
 § 14:3

UNANIMOUS SHAREHOLDER AGREEMENTS

See also SHAREHOLDERS

background
 agreements between
 shareholders, § 10:88

Background

generally, § 10:88 et seq.
 controls over management,
 § 10:89
 fettering directors discretion,
 § 10:90
 need for controls, § 10:89

Choice of purchaser

generally, § 10:129 et seq.
 corporation, sale to, § 10:130 to
 § 10:131
 financial solvency, § 10:130
 tax, § 10:131
 shareholder, sale to, § 10:132
 tax, § 10:132

Controls by shareholders, § 10:104**Dispute resolution**

generally, § 10:105 et seq.
 arbitration, § 10:108
 casting vote, § 10:107
 coin flip, § 10:109
 other means of leaving, § 10:110
 shotgun, § 10:106

Financial arrangements

generally, § 10:136 et seq.
 continued employment, § 10:139
 guarantees, § 10:136
 loans to shareholder, § 10:138
 shareholders' loans, § 10:137

Introduction, § 10:87

Methods of determining price,
 § 10:133

Share issuance, § 10:111

UNANIMOUS SHAREHOLDER AGREEMENTS—Cont'd**Share transfers**

generally, § 10:112 et seq.
 buy-sell provisions
 generally, § 10:119
 drag-along or third party take-
 out, § 10:126
 first refusals, § 10:120 to
 § 10:122
 hard first refusal, § 10:122
 soft first refusal, § 10:121
 introduction, § 10:119
 options, § 10:123 to § 10:125
 option to purchase, § 10:125
 option to sell, § 10:124
 tag-along or piggyback,
 § 10:127

Tax consequences

generally, § 10:128
 triggering events
 generally, § 10:113 to § 10:118
 bankruptcy, § 10:117
 death, § 10:114
 disability, § 10:115
 divorce, § 10:116
 insolvency, § 10:117
 other, § 10:118

Terms of payment, § 10:134 et seq.

economics, § 10:134
 tax, § 10:135

Unanimous shareholder agreement, § 10:91 et seq.

elements of, § 10:92
 other provisions respecting,
 § 10:93

Unanimous shareholder agreement, effects of

generally, § 10:94 et seq.
 directors, effect on, § 10:94 to
 § 10:95

duties, § 10:94

liabilities, § 10:94
 number of directors, § 10:95

**UNANIMOUS SHAREHOLDER
AGREEMENTS—Cont'd**

Unanimous shareholder agreement,
effects of—Cont'd
other effects, § 10:100 to
§ 10:102
jurisdiction on the courts,
§ 10:102
person who is issued shares by
corporation, § 10:100
transferee of shares, § 10:101
shareholders, effect on
generally, § 10:96 to § 10:99

**UNANIMOUS SHAREHOLDER
AGREEMENTS—Cont'd**

Unanimous shareholder agreement,
effects of—Cont'd
shareholders, effect on—Cont'd
amending the agreement,
§ 10:99
duties, § 10:97
liabilities, § 10:97
parties to agreement, § 10:96
subdelegation, § 10:98
Unanimous shareholder agreement,
provisions contemplated,
§ 10:103