

Index

ACCOUNTANT

- Director's resolution appointing
 - federal, **2:9**
 - Ontario, **2:26**
- Shareholders' resolution appointing
 - Alberta, **2:56; 11:31**
 - British Columbia, **11:30**
 - federal, **11:28**
 - Manitoba, **2:92; 11:33**
 - Ontario, **11:29**
 - Saskatchewan, **2:74; 11:32**

ACQUISITIONS

- See ASSET PURCHASE; SHARE PURCHASE

ADVERSE CLAIM

- Compulsory acquisition
 - See TAKEOVER BIDS
- Notice of
 - Alberta, **29:34**
 - federal, **29:22**
 - Ontario, **29:25**

ADVISERS

- See DEALERS, ADVISERS AND INVESTMENT FUND MANAGERS,
REGISTRATION OF

AFFIDAVIT

- Directors', dissolution by request (British Columbia), **17:29**
- Restoration, British Columbia
 - first affidavit, **18:19**
 - second affidavit, **18:23**
- Shareholder list, to obtain, **29:5**
- Solicitor, of (Nova Scotia), **16:32**
- Verification, of (Nova Scotia), **16:8; 16:30**

AGENCY AGREEMENTS

- Treasury offering on "best efforts" basis, **22:7**

O'BRIEN'S II—CORPORATIONS

AGENDA

- Chairperson's
 - See CHAIRPERSON'S AGENDA
- Closing
 - asset purchase, **33:22**
 - private placement, **24:23**
 - prospectus offering of securities, **24:15**
 - share purchase, **33:7**

AGENTS

- See also POWERS OF ATTORNEY
- Confirmation of, **24:18**
- Direction of as to registration of shares, **24:19**
- Extra-provincial corporation, appointment of
 - Nova Scotia, **20:93**
 - Ontario, **20:2**
 - Saskatchewan, **20:60**
- Transfer
 - See REGISTRAR AND TRANSFER AGENT

AGREEMENTS

- Acquisition, **29:8**
- Amalgamation
 - three cornered merger between two corporations, **15:2**
 - three corporations, **15:3**
 - two corporations (Alberta), **15:4**
 - two federal corporations, **15:1**
- Asset purchase, **33:21**
- Assignment, **21:24**
- Assignment and assumption
 - British Columbia, **17:26**
 - director's resolution, approving, **17:24; 17:25**
 - Nova Scotia, **17:71**
- Bank Act security, re, **21:22**
- Buy-sell
 - See SHAREHOLDERS' AGREEMENTS
- Credit, **21:2**
- Dealer manager, **12:66**
- Depositary, **29:19**
- Dividend disbursing, **28:3**
- Escrow agreement, **33:12.50**
- Guarantee, **21:7**
 - assignment and postponement of claim, **21:40**
- Incorporation (British Columbia), **1:29; 1:30**
- Indemnity re liabilities, **33:32**

AGREEMENTS—Cont'd

- Insurance assignment, **21:23**
- Inter-creditor, **21:39**
- Listing securities
 - Toronto Stock Exchange, **27:2; 27:4**
 - TSX Venture Exchange, **27:5**
- Loan, non-bank lender, **21:4**
- Mutual fund
 - investment advisor, **26:6**
 - management, **26:5**
- Non-competition, **33:33**
- Non-disclosure
 - mutual, **33:3**
 - one way, **33:2**
- Participation agreement, **13:30**
- Pledge, **21:14**
- Private placement
 - See securities, *infra*
- Public offering
 - See securities, *infra*
- Registrar, **28:3**
- Rights offering
 - rights agency and custodial agreement, **23:17**
 - subscription agency agreement, **22:16**
- Rollover agreement, **33:36**
- Securities
 - account control agreement, **21:16**
 - listing
 - Toronto Stock Exchange, **27:2; 27:4**
 - TSX Venture Exchange, **27:5**
 - private placements
 - dealer agreements, common shares, **23:1**
 - subscription agreements
 - accredited investors, **23:13**
 - common shares by public company, brokered, **23:13**
 - limited partnership units to accredited investors, **23:12**
 - private issuer, by, **23:11**
 - public offering
 - agency agreement, **22:7**
 - underwriting agreements
 - bought deal prospectus offering, **22:4**
 - fully marketed prospectus offering, **22:5**
 - secondary offering, **22:6**
- Security, general, **21:11; 21:12**

O'BRIEN'S II—CORPORATIONS

AGREEMENTS—Cont'd

- Share auction purchase agreement, **13:31**
- Shareholders'
 - See SHAREHOLDERS' AGREEMENTS
- Share pledge, **21:14**
- Share purchase, **33:6**
- Stand-by purchase agreement, **22:14; 23:14**
- Subordination
 - secured debt, **21:42**
 - unsecured debt, **21:41**
- Subscription, private placement of
 - common shares by public company, brokered, **23:13**
 - limited partnership units, **23:12**
 - private issuer, by, **23:11**
- Subscription agency agreement, **22:16**
- Takeover bids
 - acquisition, **29:8**
 - confidentiality, **29:1**
 - dealer manager, **29:6**
 - lock-up, **29:2**
 - soliciting dealer group, **29:7**
- Transfer, on dissolution
 - Alberta, **17:42**
 - federal, **17:2**
 - Manitoba, **17:62**
 - Ontario, **17:9**
 - Saskatchewan, **17:55**
- Transfer agency, **28:3**

AMALGAMATION

- Application (British Columbia), **15:26; 15:27**
- Approval of (Nova Scotia)
 - affidavit in support of, **15:29**
 - application, **15:28**
 - order, **15:30**
- Articles of
 - Alberta, **15:33**
 - federal, **15:31**
 - Manitoba
 - share capital, **15:35**
 - without share capital, **15:36**
 - Ontario, **15:32**
 - Saskatchewan, **15:34**

AMALGAMATION—Cont'd

Creditor

consent of

- Alberta, **15:24**
- federal, **15:24**
- Manitoba, **15:24**
- Ontario, **15:25**
- Saskatchewan, **15:24**

notice to

- federal, **15:21**
- initial (Alberta, Ontario), **15:22**
- Manitoba, **15:21**
- objection, re (Ontario/Alberta), **15:23**
- Saskatchewan, **15:21**

Long form

- director's resolution authorizing, **15:6; 15:9; 15:10**
- shareholder's resolution authorizing
 - Alberta, **15:11**
 - British Columbia, **15:8**
 - general, **15:5**
 - three cornered, **15:7**
- three cornered merger between two corporations, **15:2**
- three corporations, among, **15:3**
- two corporations (Alberta), **15:4**
- two federal corporations, between, **15:1**

Short form, director's resolution authorizing

vertical amalgamation with wholly owned subsidiary

- Alberta, **15:13**
- British Columbia, **15:13**
- federal, **15:12**
- Manitoba, **15:12**
- Ontario, **15:12**
- Saskatchewan, **15:14**

wholly owned subsidiary with another wholly owned subsidiary

- Alberta, **15:15**
- British Columbia, **15:19**
- Manitoba, **15:15**
- Ontario, **15:15**
- Saskatchewan, **15:15**

Statement of, extra-provincial corporation (Alberta), **20:24**Statement of director or officer of amalgamating corporation (Ontario), **15:20**

Statutory declaration, of director or officer of amalgamating corporation

- Alberta, **15:18**
- federal, **15:17**

O'BRIEN'S II—CORPORATIONS

AMALGAMATION—Cont'd

- Statutory declaration, of director or officer of amalgamating corporation
—Cont'd
 - Manitoba, **15:17**
 - Saskatchewan, **15:17**

AMENDMENT

- Articles, to
 - See ARTICLES, AMENDMENTS TO

ANNUAL INFORMATION FORM

- Mutual funds, **26:4**

ANNUAL MEETING

- Minutes of, **12:59**
- Notice of, **12:10**
 - special, and, **12:11**
- Timetable for, **12:17**

APPLICATION FOR INCORPORATION

- Non-share capital corporation
 - See INCORPORATION
- Nova Scotia, statutory declaration in support of, **1:50**

APPLICATIONS

- Ceasing to be reporting issuer
 - See REPORTING ISSUER, CEASING TO BE
- Continuance in another jurisdiction, authorization for
 - British Columbia, **16:14**
 - federal, **16:22**
 - Manitoba, **16:9**
 - Nova Scotia, **16:10**
 - Ontario, **16:7**
 - Saskatchewan, **16:8**
- Extra-provincial corporation licence
 - Manitoba, **20:86**
 - Ontario, **20:1**
 - material required to obtain, cover letter enclosing, **20:3**
 - to amend (Ontario), **20:4**
 - to terminate
 - Manitoba, **20:89**
 - Ontario, **20:5**
- Extra-provincial corporation registration
 - Manitoba, **20:86**
 - amended annual return — extra provincial/federal corporation, **20:90.75**
 - cancellation of registration of a limited liability partnership or extra provincial limited partnership, **20:90.50**

APPLICATIONS—Cont'd

Extra-provincial corporation registration—Cont'd

Manitoba, **20:86**—Cont'dchange in an extra provincial limited partnership, **20:90.25**supplementary certificate, **20:88**termination of, **20:89**reinstatement of (Alberta), **20:27**Saskatchewan, **20:59**

Incorporation, for

See APPLICATION FOR INCORPORATION

Not-for-profit corporation, member (Federal), **2:176**Not-for-profit corporation, member (Ontario), **1:87**

Reinstatement (British Columbia)

full, extra-provincial company, **18:17**limited, extra-provincial company, **18:14**

Restoration (British Columbia)

full, **18:15; 18:16**limited, **18:12; 18:13**

Securities commissions, to

authorization and confirmation

Nova Scotia, **30:3**Ontario, **30:3**Saskatchewan, **30:13**authorization and verification, British Columbia, **30:9**

exemptive relief under the Passport System

co-ordinated review application, **30:22**decision, **30:24**e-mail to regulators, **30:23**dual application, **30:19**decision, **30:21**e-mail to regulators, **30:20**

hybrid application

decision, **30:28**dual coordinated review, **30:26**e-mail to regulators, **30:27**passport/coordinated review, **30:25**standard form, **30:16**decision, **30:18**e-mail to regulators, **30:17**recognition as an exempt purchaser, application for, Manitoba, **30:15**

standard form

Alberta, **30:11**British Columbia, **30:8**

O'BRIEN'S II—CORPORATIONS

APPLICATIONS—Cont'd

- Securities commissions, to—Cont'd
 - standard form—Cont'd
 - Nova Scotia, **30:2**
 - applicant not reporting issuer, **30:5**
 - Ontario, **30:2**
 - applicant not reporting issuer, **30:5**
- Securities dealers, registration of
 - See DEALERS, ADVISERS AND INVESTMENT FUND MANAGERS, REGISTRATION OF
- Securities listings on stock exchange, letter with document list, **27:4**

APPOINTMENT

- Agent, extra-provincial corporation
 - Nova Scotia, **20:93**
 - Ontario, **20:2**
 - Saskatchewan, **20:59**
- Attorney, extra-provincial corporation
 - Alberta, NWPTA, **20:35**
 - revocation of, **20:38**
 - British Columbia, **20:12**
 - revocation of, **20:14**
- Auditors
 - See AUDITORS
- Director's resolution filling vacancy, **10:7**
- Proxy
 - Manitoba, **2:129**
 - Ontario, **2:121**
- Shareholder's resolution electing director, **10:6**
- Transfer agent and registrar, directors' resolution, **9:10**

ARTICLES, AMENDMENTS TO

- Name change
 - Alberta, **14:6**
 - British Columbia, **14:9**
 - director's resolution authorizing change to corporation with designated number, **14:10**
 - federal, **14:4**
 - Manitoba, **14:8**
 - Ontario, **14:5**
 - Saskatchewan, **14:7**
 - shareholders' special resolution authorizing
 - British Columbia, **14:3**
 - general, **14:1**
 - Nova Scotia, **14:2**

ARTICLES, AMENDMENTS TO—Cont'd

- Registered office, change of
 - British Columbia, **14:25**
 - directors' resolution authorizing within province
 - Alberta, **14:15**
 - British Columbia, **14:12**
 - federal, **14:14**
 - general, **14:11**
 - Manitoba, **14:13**
 - Nova Scotia, **14:16**
 - Saskatchewan, **14:17**
 - federal, **14:22**
 - Manitoba, **14:23**
 - Nova Scotia joint stock companies, **14:26**
 - shareholders' resolution changing province
 - federal, **14:18**
 - Manitoba, **14:20**
 - Ontario, **14:19**
 - Saskatchewan, **14:21**
- Share capital, alterations of
 - authorized shares, removing limitation on number of, special resolution/spacing
 - Alberta, **14:30**
 - British Columbia, **14:29**
 - general, **14:27**
 - Nova Scotia, **14:28**
 - changing of rights, privileges, conditions, restrictions attaching to class, special resolution
 - general, **14:49**
 - Nova Scotia, **14:50**
 - consolidation of share capital, notice of (Nova Scotia), **14:56**
 - consolidation of shares
 - British Columbia, **14:29**
 - general form, **14:53**
 - Nova Scotia, **14:54**
 - court documents in support of (Nova Scotia)
 - affidavit, **14:46**
 - order, **14:47**
 - originating notice, **14:45**
 - creation of new class of shares, special resolution
 - British Columbia, **14:33**
 - general, **14:31**
 - Nova Scotia, **14:32**

O'BRIEN'S II—CORPORATIONS

ARTICLES, AMENDMENTS TO—Cont'd

- Share capital, alterations of—Cont'd
 - designation of series of shares, director's resolution
 - British Columbia, **14:38**
 - creation of new class of shares, issuable in series, special resolution
 - British Columbia, **14:36**
 - general form, **14:34**
 - Nova Scotia, **14:35**
 - general form, **14:37**
 - officers' certificate re solvency, **14:48**
 - stated capital, special resolution
 - reduction by amount not represented by assets
 - Alberta, **14:42**
 - British Columbia, **14:41**
 - general form, **14:39**
 - Nova Scotia, **14:40**
 - reduction to make distribution to shareholders
 - general, **14:43**
 - Nova Scotia, **14:44**
 - subdivision of shares into greater number, special resolution
 - general, **14:43**
 - Nova Scotia, **14:44**

ARTICLES OF ASSOCIATION

- Nova Scotia, **1:49**

ARTICLES OF CONTINUANCE

- Alberta, **16:35; 20:56.50**
- British Columbia, **16:34**
- Federal, **16:20**
- Manitoba
 - without share capital, **16:38**
 - with share capital, **16:37**
- Ontario, **16:33**

ARTICLES OF DISSOLUTION

- Alberta, **17:44**
- Manitoba, **17:68**
- Ontario, **17:12; 17:13**
- Saskatchewan, **17:60**

ARTICLES OF INCORPORATION

- Alberta, **1:33**
- Amendments to
 - See ARTICLES, AMENDMENTS TO
- British Columbia, **1:31**

ARTICLES OF INCORPORATION—Cont'd

- Certification text, **19:13**
- Federal corporation
 - Form 1, **1:18**
 - text, **1:15**
- Manitoba, **1:40**
 - pre-defined clauses, **1:40.20**
- Ontario
 - Form 1, **1:26**
 - text, **1:24**
- Reinstatement of (federal), **1:19**
- Restrictions on share transfer
 - constrained share corporation, **9:6**
 - majority consent
 - directors, **9:1**
 - shareholders, **9:3**
 - unanimous consent
 - directors, **9:2**
 - transferee not existing shareholder, **9:5**
 - shareholders, **9:4**
- Saskatchewan, **1:38**

ARTICLES OF REVIVAL

See REVIVAL

ASSET PURCHASE

- Asset purchase agreement, **33:21**
- Certificates re
 - corporate documents, **33:26**
 - representations, warranties and performance, **33:27**
- Closing agenda, **33:22**
- Copyright, assignment of, **33:31**
- General conveyance, assignment and bill of sale, **33:28**
- Intent, letter of, **33:20**
- Lease, assignment of with consent of landlord, **33:29**
- Legal opinions by
 - purchaser's counsel, **33:35**
 - vendor's counsel, **33:34**
- Liabilities, indemnity agreement re certain, **33:32**
- Non-competition agreement, **33:33**
- Resolutions
 - purchaser's directors, **33:25**
 - vendor's directors, **33:23**
 - vendor's shareholders', **33:24**
- Trademarks, assignment of, **33:30**

ASSIGNMENT

- Asset purchase, **33:28**
- Book debts, **21:13**
- Copyright, of, **33:22**
- Rents and leases, **33:29**
- Trademarks, of, **33:30**

ATTENDANCE

- Scrutineers' report of, **12:50**

ATTORNEY

- Extra-provincial corporations notice
 - Alberta, service or change of, **20:23**
 - British Columbia
 - address, change of, **20:13; 20:36**
 - appointment of, **20:12; 20:35**
 - revocation of, **20:38**
 - information, correction of, **20:39**
 - resignation of, **20:15**
 - resignation or removal of, **20:37**
 - revocation of, **20:14**

AUDIT COMMITTEE

- Appointment of, **10:27**
- Charter, **32:14**
- Formation of, directors' resolution, **10:26**
- Meeting, minutes of, **10:28**
- Preliminary prospectus, final statement, approval of, **24:3**
- Report, minutes of directors' meeting, **10:29**
- Terms of reference, public company, **10:30**

AUDITORS

- Appointment of
 - ballot for, **12:46**
 - notice of, **2:103**
 - shareholders' resolution, **11:1; 12:40**
 - Alberta, **2:55**
 - federal, **2:14**
 - Manitoba, **2:91**
 - Nova Scotia, **2:102**
 - Ontario, **2:31**
 - Saskatchewan, **2:73**
- Certificate (Nova Scotia), **17:72**
- Consent letter, public offering, **24:10**
- Direction to re registration of securities dealers, **31:11**

AUDITORS—Cont'd

- Dispensing with appointment of
 - accountant, shareholders' resolution appointing
 - Alberta, **11:31**
 - British Columbia, **11:30**
 - federal, **11:28**
 - Manitoba, **11:33**
 - Ontario, **11:29**
 - Saskatchewan, **11:32**
 - British Columbia, waiver, **2:42**
 - consent to application for exemption
 - Saskatchewan, **11:35**
 - unanimous consent
 - Alberta, **11:20**
 - federal, **11:17**
 - Manitoba, **2:132; 11:20**
 - Ontario, **11:18**
 - Saskatchewan, **11:19**
 - shareholders' resolution re
 - Alberta, **11:25**
 - British Columbia, **11:24**
 - federal, **11:22**
 - Manitoba, **11:27**
 - Ontario, **11:23**
 - Saskatchewan, **11:26**
- National Instrument 51-102, compliance procedures under continuous disclosure obligations
 - notice of change of auditor, **11:7**
 - sample letter
 - former auditor, from, **11:8**
 - successor auditor, from, **11:9**
- Non-reappointment, notice to, **11:4**
- Non-share capital corporation, notice to (Ontario), **2:171**
- Public offering of securities, closing of, auditors' consent letter, **24:10**
- Removal of
 - notice to, **11:3**
 - shareholders' resolution, **11:5**
 - appointment of another, including, **11:6**
- Requirement of attendance, notice of
 - Alberta, **11:13**
 - British Columbia, **11:12**
 - federal, **11:10**
 - Manitoba, **11:15**
 - Ontario, **11:11**

O'BRIEN'S II—CORPORATIONS

AUDITORS—Cont'd

- Requirement of attendance, notice of—Cont'd
 - Saskatchewan, **11:14**
- Shareholders' consent exempting from requirements as to appointment and duties of
 - Manitoba, **2:105; 2:132**
 - Ontario, **2:104**
- Shareholders' resolution not to appoint
 - Alberta, **2:107**
 - federal, **2:106**
 - Manitoba, **2:109**
 - Saskatchewan, **2:108**
- Waiver of (British Columbia), **2:42**

BALLOTS

- Auditors, appointment of, **12:46**
- Directors, election of, **12:45**
 - cumulative voting, **12:49**
 - single ballot, **12:48**
- Ordinary resolution, by, **12:47**
- Special resolution, by, **12:47**

BANK ACT

- Agreement re Bank Act security, **21:22**
- Application for credit, **21:21**
- Notice of intention, **21:19**
- Special security re
 - s. 426 on minerals, hydrocarbons and other property, **21:20**
 - s. 427 specified property, **21:18**

BANKING

- See also **BORROWING**
- By-law (Manitoba), **2:96**
- Directors' resolutions
 - Alberta, **2:48**
 - federal, **2:6**
 - Manitoba, **2:83**
 - Ontario, **2:23**
 - Saskatchewan, **2:66**

BANKING GROUP

- See **UNDERWRITING AGREEMENTS**

BIDS

- See **TAKEOVER BIDS**

BILLS OF SALE

Asset purchase, **33:28**

BOARD OF DIRECTORS

Information circular regarding election of, **12:24**

Organizational meeting, minutes of

Manitoba, **2:127**

Ontario, **2:119**

meeting procedure (checklist), **12:1**

Resolution approving filing of final prospectus, **24:2**

Resolution approving filing of preliminary prospectus, **24:1**

Waiver of notice of meeting by, **12:4**

Manitoba, **2:128**

Ontario, **2:120**

BONDS

Notice of redemption

full, **21:55**

partial, **21:56**

Trust deed securing, **21:10**

BOOK DEBTS

General assignment of, **21:13**

BORROWING

See also BANKING

Bank Act forms

See BANK ACT

Bonds

See BONDS

Book debts, general assignment of, **21:13**

Borrower's directors, resolution of, **21:48**

Borrowing power certificate, non-restriction of, **19:22**

Claim, assignment and postponement of, **21:40**

Corporate documents

borrower

certificate of officer of, **21:52**

directors' resolution approving loan, **21:48**

opinion of counsel of, **21:44; 21:45**

guarantor

certificate of officer of, **21:53**

directors' resolution authorizing guarantee, **21:49**

opinion of counsel of, **21:45**

Credit agreement, **21:2**

Debentures

See DEBENTURES

BORROWING—Cont'd

- Discharge of indebtedness
 - notice of redemption of bonds or debentures, **21:55; 21:56**
 - release and discharge, general, **21:58**
 - release and reconveyance of debenture or trust deed, **21:57**
- Disclosure, notice of
 - Alberta, **21:36**
 - British Columbia, **21:37**
 - Saskatchewan, **21:38**
- Drawdown notice, **21:3**
- Guarantee, **21:7**
 - assignment and postponement of claim, **21:40**
- Incumbency and signatures, certificate of, **21:51**
- Inter-creditor agreement, **21:39**
- Landlord, consent and postponement of, **21:54**
- Loan agreement, **21:4**
- No default, certificate of, **21:50**
- Opinions
 - bank's counsel, of, **21:43**
 - borrower's counsel, of, **21:44**
 - control, **21:46**
 - guarantor and bank's counsel, **21:45**
- Powers, **1:58**
 - certificate of non-restriction of, **19:22**
- Promissory note, **21:5**
- Securities account control agreement, **21:16**
- Security, general agreement, **21:11; 21:12**
- Security documents
 - See SECURITY DOCUMENTS
- Shareholders' resolution (Nova Scotia), **2:101**
- Share pledge agreement, **21:14**
- Subordination agreement
 - secured debt, **21:42**
 - unsecured debt, **21:41**
- Trust deed securing bonds and debentures, **21:10**

BRITISH COLUMBIA SOCIETIES ACT

- Annual report, **2:187**
- Directors, notice of changes in, **2:185**
- Resolution, copy of, **2:186**

BROKER WARRANTS

- Generally, **22:8**

BY-LAWS

- Amendments, minutes of, **12:61**

BY-LAWS—Cont'd

- Banking
 - Alberta, **2:58**
 - Manitoba, **2:163**
- Certification text, **19:14**
 - extract, **19:16**
- Chairperson's agenda, amendment to by-laws
 - British Columbia, **12:57**
 - Ontario, **12:56**
- General
 - Alberta, **2:57; 2:58**
 - federal, **2:17**
 - Manitoba, **2:95**
 - non-share capital corporation
 - Alberta society, **1:95**
 - British Columbia, **2:165; 2:166**
 - federal, **1:80**
 - Manitoba, **2:168**
 - Nova Scotia, **1:112**
 - Ontario, **2:164**
 - Saskatchewan, **2:167**
 - Ontario, **2:33**
 - Saskatchewan, **2:77**
- Passing by signature
 - director's resolution, **2:144**
 - shareholder's resolution, **2:145**
 - special resolution, **2:146**
- Shareholders resolution confirming, **12:41**
 - Alberta, **2:54**
 - amendment to, **12:44**
 - federal, **2:13**
 - Manitoba, **2:90**
 - Ontario, **2:30**
 - Saskatchewan, **2:72**

CANADIAN DEALING NETWORK

See STOCK EXCHANGE

CAPITAL

- Share
 - See ARTICLES, AMENDMENTS TO, share capital
- Stated, reduction of
 - by amount not represented by assets
 - British Columbia, **14:38**
 - general, **14:39**

O'BRIEN'S II—CORPORATIONS

CAPITAL—Cont'd

- Stated, reduction of—Cont'd
 - by amount not represented by assets—Cont'd
 - Nova Scotia, **14:40**
 - solvency, officer's certificate as to, **14:48**
 - to make distribution to shareholders
 - general, **14:43**
 - Nova Scotia, **14:44**
 - court documentation in support of
 - affidavit, **14:46**
 - order, **14:47**
 - originating notice, **14:45**

CERTIFICATE

- Application re ceasing to be reporting issuer, verification, **30:45**
- Asset purchase
 - corporate documents, **33:26**
 - representations, warranties and performance, **33:27**
- Authentication of, **24:13**
- Corporate documents, as to, **33:11; 33:26**
- Estoppel, **33:14**
- Incumbency, **19:20; 33:12**
 - signatures, and, **21:51**
- Independent legal advice (Saskatchewan), **21:35**
- Lawyer, of
 - Alberta, **21:32**
 - Saskatchewan, **21:31**
- Net worth certificate, **13:33**
- No default, **21:50**
- Non-restriction of borrowing power, **19:22**
- Officer's
 - agency agreement, pursuant to
 - private placement, **24:25**
 - prospectus offering, **24:17**
 - articles, by-laws, resolutions and incumbency
 - private placement, **24:24**
 - prospectus offering, **24:16**
 - borrower, **21:52**
 - counsel of issuer, opinion, **24:26**
 - guarantor, **21:53**
 - solvency on
 - purchase of common shares generally, **8:15**
 - purchase of common shares to eliminate fractions, settle debt or claim,
8:16
 - redemption or retraction of preferred shares, **8:17**

CERTIFICATE—Cont'd

Officer's—Cont'd

solvency on—Cont'd

share capital alteration, **14:48**Qualification, filing of short form prospectus, **24:7**Registrar and transfer agent re factual matters, **28:4**Representations, warranties and performance, **19:21; 33:13; 33:27**Rights offering, **24:22**

Share

See SHARE CERTIFICATES

Share purchase

corporate documents, **33:11**estoppel, **33:14**incumbency, **33:12**representations, warranties and performance, **33:13**

Tax clearance certificate, letter requesting

Canada Revenue Agency, **17:3**Manitoba, **17:63**Ontario, **17:10**Transfer agent and registrar re factual matters, **28:4****CERTIFICATION TEXT**Articles, **19:13**By-laws, **19:14**

Extract from

by-law, **19:16**directors' minutes, **19:15**shareholders' meeting, **19:19**

Resolution

directors', **19:12**shareholders', **19:17**shareholders' special, **19:18****CHAIRPERSON'S AGENDA**

Annual meeting

long form, **12:54**short form, **12:53**By-laws, amendments to, **12:56**British Columbia, **12:57**Ontario, **12:56**Cumulative voting, **12:55**Special resolution and right to dissent, **12:58****CHARITABLE CORPORATION**

Objects clauses

pre-approval of, Public Trustee and Guardian, letter to, **1:82**

O'BRIEN'S II—CORPORATIONS

CHARITABLE CORPORATION—Cont'd

Registration
application to Revenue Canada, **2:172**
Manitoba, **1:109**

CHARTER

Audit committee, **32:14**

CHECKLISTS

Directors, meetings of, **12:1**
Dissolution, voluntary (British Columbia), **17:20**
Not-for-profit incorporation, Ontario, **1:81**
Not-for-profit incorporation questionnaire, **1:75**

CIRCULAR

Bids
See TAKEOVER BIDS
Directors', **29:11**
Rights offering, **23:16**
Undertaking, **29:14; 29:15**

CIRCULAR BIDS

See TAKEOVER BIDS

CLIENT, TRANSFER OF CORPORATION TO

See CORPORATIONS

CLOSING AGENDA

See AGENDA

COMMON SHARES

Cash dividends, **7:2**
Certificates
no transfer agent, **5:2**
with transfer agent, **5:3**
Dividends in kind, **7:9**
Offerings
agenda, closing, **24:23**
direction re funds, **24:28**
exempt distribution, **24:27**
officer's certificate, **24:24-24:26**
opinion of issuer's counsel, **24:29**
officer's certificate, **24:26**
Private placement offering memorandum, **23:2**
Provisions
no other classes, **6:3**
other classes, **6:2**

COMMON SHARES—Cont'd

- Retirement
 - See RETIREMENT OF SHARES
- Stock dividends, **7:5**
- Subscription agreement, **23:13**

COMPENSATION COMMITTEE

- Directors' resolution appointing, **10:35**
- Directors' resolution forming, **10:34**
- Terms of reference, **10:36**

COMPULSORY ACQUISITIONS

- See TAKEOVER BIDS

CONFLICT OF INTEREST

- Director's
 - British Columbia, **2:39**
 - disclosure of material interest
 - specific contract, **10:14**
 - specific transaction, **10:15**
 - minutes of meeting where conflict disclosed, **10:16**
 - special shareholders' resolution approving conflict transaction, **10:17**

CONSENTS

- Auditor
 - See AUDITORS
- Continuance, re
 - Corporations Tax Branch, letter to (Ontario), **16:5**
 - Registrar of Joint Stock Companies (Nova Scotia), **16:13**
 - Securities Commission, **16:6**
- Counsel, letter of, **24:9**
- Creditor of, on amalgamation
 - Alberta, **15:24**
 - federal, **15:24**
 - Manitoba, **15:24**
 - Ontario, **15:25**
 - Saskatchewan, **15:24**
- Directors, of
 - to act and participate in telephone meetings, **10:4**
 - to act as director, **19:2**
 - Alberta, **2:59**
 - British Columbia, **2:36; 19:3**
 - federal, **2:16**
 - Manitoba, **2:94**
 - Ontario, **2:34**
 - Saskatchewan, **2:76**

CONSENTS—Cont'd

Directors, of—Cont'd

to act as first director

federal, **1:16**

Manitoba, **1:41**

Ontario, **1:25**

to participate in telephone meetings, **10:5; 19:2-19:4**

to passing of directors' resolutions

Alberta, **19:7**

British Columbia, **19:6; 19:7**

federal, **19:5**

Manitoba, **19:5**

Nova Scotia, **19:5**

Ontario, **19:6**

Saskatchewan, **19:5**

Name, to use of

See NAME

Registration, letter to registrar of companies requesting (British Columbia),
18:20

Retraction, of corporation, **8:20**

Revival, re

corporations tax branch, letter to, **18:4**

Ontario Securities Commission requesting, letter to, **18:6**

Shareholders', passing of resolutions

Alberta, **19:11**

British Columbia, **19:10**

federal, **19:8**

Manitoba, **19:8**

Nova Scotia, **19:9**

Ontario, **19:9**

Saskatchewan, **19:8**

Transfer of shares to client, **2:114**

directors' resolution re, **2:115**

CONTINUANCE

Articles of

See ARTICLES OF CONTINUANCE

Federal to provincial

application for authorization to continue in another jurisdiction, **16:22**

application for continuance (British Columbia)

limited company, **16:25**

unlimited company, **16:26**

articles of continuance

Alberta, **16:35**

British Columbia, **16:34**

CONTINUANCE—Cont'd

Federal to provincial—Cont'd

articles of continuance—Cont'd

Manitoba

share capital, **16:37**without share capital, **16:38**Ontario, **16:33**Corporations Information Act, initial notice, **16:23**jurisdictional (Saskatchewan), **16:27**

letter applying for

Nova Scotia, **16:28**affidavit of verification, **16:30**petition, **16:29**solicitor's affidavit, **16:32**solicitor's opinion, **16:31**Ontario, **16:24**petition (Nova Scotia), **16:29**shareholders' resolution authorizing continuance Cr(federal), **16:21**

solicitor (Nova Scotia)

affidavit of, **16:32**opinion of, **16:31**

Provincial to federal

application for authorization to continue in another jurisdiction

British Columbia, **16:14**Manitoba, **16:9**

Nova Scotia

affidavit of verification, **16:11**consent, **16:13**opinion of counsel, **16:12**petition, **16:10**Ontario, **16:7**Saskatchewan, **16:8**articles of continuance (federal), **16:20**

letter to

Corporations Tax Branch re consent (Ontario), **16:5**

Department of Consumer and Business Services

Alberta, **16:16**Nova Scotia, **16:17**Ontario, **16:15**Director, Corporations Canada, Industry Canada, **16:18**Securities Commission requesting consent, **16:6**notice of directors (federal), **16:19**

shareholders' resolution authorizing

Alberta, **16:2**

O'BRIEN'S II—CORPORATIONS

CONTINUANCE—Cont'd

- Provincial to federal—Cont'd
 - shareholders' resolution authorizing—Cont'd
 - British Columbia, **16:1**
 - Manitoba, **16:4**
 - Ontario, **16:1**
 - Saskatchewan, **16:1**

CONTINUOUS DISCLOSURE

- Annual information form, **32:4**
- directors' and officers' questionnaire, **32:3**
- resolution
 - audit committee, recommending approval, **32:5**
 - directors' approving, **32:6**
- Corporate governance
 - See CORPORATE GOVERNANCE
- Executive compensation, statement of, Form 51-102F2, **32:7**
- Financial condition, management discussion and analysis of Form 51-102F1, **32:8**
- resolution
 - audit committee, recommending approval, **32:9**
 - directors', approving, **32:10**
- Material change report, **32:2**
- Press release, **32:1**

CONTROL BLOCK

- See SALE FROM CONTROL BLOCK

CONVEYANCES

- Asset purchase, **33:28**

COOPERATIVES

- See NEW WEST PARTNERSHIP TRADE AGREEMENT

COPYRIGHT

- Assignment of, **33:31**

CORPORATE ACQUISITIONS

- Asset purchase
 - See ASSET PURCHASE
- Due diligence request list, **33:4**
- Non-disclosure agreement
 - mutual, **33:3**
 - one way, **33:2**
- Rollover of shares
 - See ROLLOVER OF SHARES

CORPORATE ACQUISITIONS—Cont'd

Share purchase
See SHARE PURCHASE

CORPORATE GOVERNANCE

Audit committee charter, **32:14**
 Blackout policy, **32:11**
 Committee
 directors' resolution appointing, **10:32**
 directors' resolution forming, **10:31**
 terms of reference, **10:33**
 Disclosure policy, **32:12**
 Monthly suppression of terrorism and sanctions report, **32:15**
 Whistleblower policy, **32:13**

CORPORATE RECORDS, LOCATION OF

Directors' resolution approving
 federal, **2:5**
 Manitoba, **2:82**
 Ontario, **2:22**
 Saskatchewan, **2:65**

CORPORATE SEAL

Directors' resolution adopting
 Alberta, **2:49**
 federal, **2:7**
 Manitoba, **2:84**
 Ontario, **2:24**
 Saskatchewan, **2:67**

CORPORATIONS

Charitable
 See CHARITABLE CORPORATION
 Extra-provincial
 See EXTRA-PROVINCIAL CORPORATION
 Name change
 See ARTICLES, AMENDMENTS TO
 Non-share capital
 See NON-SHARE CAPITAL CORPORATION
 Public
 See PUBLIC CORPORATION
 Registered office, change of
 See ARTICLES, AMENDMENTS TO
 Transfer of to client
 director, resignation of, **2:112**

O'BRIEN'S II—CORPORATIONS

CORPORATIONS—Cont'd

Transfer of to client—Cont'd

officer

directors' resolution appointing, **2:111**

resignation of, **2:110**

shares

consent to transfer of, **2:114**

directors' resolution consenting to transfer of, **2:115**

held in trust, direction re transfer of, **2:117**

transfer of, **2:116**

vacancy, shareholders' resolution appointing director to fill, **2:113**

CORPORATIONS INFORMATION ACT

Continuance, initial notice, **16:23**

CORPORATIONS TAX BRANCH (ONTARIO)

Continuance, letter to requesting consent, **16:5**

Dissolution, letter to requesting consent, **17:10**

Revival, letter to requesting consent, **18:4**

COUNSEL

Asset purchase, opinion of

purchaser's counsel, **33:35**

vendor's counsel, **33:34**

Bank's, opinion of, **21:43**

Borrower's, opinion of, **21:44; 21:45**

Confirmation of, National Policy 11-202

section 7.2(2), **24:6**

section 7.3(4), **24:11**

Consent re prospectuses, **24:8; 24:9**

Guarantor's, opinion of, **21:45**

Private placement, closing documents

issuer's counsel opinion regarding common shares, **24:29**

officer's certificate as to opinion of issuer's counsel, **24:26**

Share purchase, opinion of

purchaser's counsel, **33:19**

vendor's counsel, **33:18**

Stock exchange, opinion of, to, **27:4**

CREDIT FACILITY DOCUMENTS

Application for credit under s. 427 of Bank Act, **21:21**

Credit agreement, **21:2**

Drawdown notice, **21:3**

Promissory note, **21:5**

CREDITOR

- Consent on amalgamation
 - Alberta, **15:24**
 - federal, **15:24**
 - Manitoba, **15:24**
 - Ontario, **15:25**
 - Saskatchewan, **15:24**
- Initial notice to on amalgamation (Ontario, Alberta), **15:22**
- Notice to on amalgamation re objection (Ontario, Alberta), **15:23**

CROWDFUNDING

- See PUBLIC OFFERINGS

DEALER AGREEMENTS

- Common shares, private placement of, **23:1**

DEALERS

- See DEALERS, ADVISERS AND INVESTMENT FUND MANAGERS, REGISTRATION OF

DEALERS, ADVISERS AND INVESTMENT FUND MANAGERS, REGISTRATION OF

- Amendment, notice of
 - business locations other than head office, **31:18**
 - commentary, **31:15**
 - individuals, registered and permitted
 - categories, change or surrender of, **31:17**
 - termination of, **31:16**
 - registration information, change of, **31:19**
- Checklist, **31:1**
 - NRD, **31:1**
- Exemptions
 - international dealer and advisor
 - annual notice, **31:22**
 - appointment of agent, **31:20**
 - permitted client, **31:21**
 - submission to jurisdiction, **31:4**
 - international investment fund manager
 - annual notice, **31:25**
 - appointment of agent, **31:23**
 - permitted client, **31:24**
 - submission to jurisdiction, **31:4**
- Filing letter
 - firm registration, **31:8**
 - NRD administrator, to, **31:4**

**DEALERS, ADVISERS AND INVESTMENT FUND MANAGERS,
REGISTRATION OF—Cont'd**

- Firm registration, **31:9**
 - auditors, letter of direction, **31:11**
 - business locations other than head office, **31:12**
 - filing letter, **31:8**
 - insurance, certified resolution, **31:10**
- Individuals, registered and permitted
 - registration and review of, **31:13**
 - reinstatement of, **31:14**
 - termination of, notice, **31:16**
- National Registration Database Registration (NRD) documents
 - account holder authorization, **31:7**
 - ARF, chief, enrolment of, **31:6**
 - checklist, **3:1**
 - chief authorized firm representative (ARF), enrolment of, **31:6**
 - filing letter to administrator, **31:4**
 - firm, enrolment of, **31:5**

DEBENTURES

- Convertible, **21:9**
 - allotment and issue of units under, **3:18**
 - secured, private company, **22:11**
 - unsecured, public company, **22:12**
- Demand, **21:8**
- Redemption, notice of
 - full, **21:55**
 - partial, **21:56**
- Release and reconveyance of, **21:57**
- Trust deed securing, **21:10**
- Unsecured, **21:6**

DEBT

- Register, debt holder, **2:153**
- Secured, **22:11**
- Subordination agreement
 - secured debt, **21:42**
 - unsecured debt, **21:41**
- Trust indenture, **22:13**
- Unsecured, **22:12**

DEBT OFFERINGS

- See PUBLIC OFFERINGS

DEPOSITARY AGREEMENTS

- Final prospectus filing documents, **24:14**

DEPOSITARY AGREEMENTS—Cont'dTakeover bid, **29:19****DIRECTION**Dividends, re payment of, **7:7****DIRECTORS**

Amalgamation

statement of (Ontario), **15:20**

statutory declaration of

Alberta, **15:18**British Columbia, **15:19**federal, **15:17**Manitoba, **15:17**Saskatchewan, **15:17**Appointment of to fill vacancy, resolution re, **10:7**

Change of, notice

Alberta, **1:35**Manitoba, **1:42**Changes re (federal), **1:22**

Committees

See DIRECTORS' COMMITTEES

Conflict of interest of

commentary, **10:13**

disclosure of material interest

specific contract, **10:14**specific transaction, **10:15**minutes of meeting where conflict disclosed, **10:16**special shareholders' resolution approving conflict transaction, **10:17**

Consent of

to act and participate in telephone meetings, **10:4; 19:2; 19:3**

to act as director

Alberta, **2:59**British Columbia, **2:36**federal, **2:16**general, **19:2**Manitoba, **2:94**not-for-profit corporation, (federal), **2:177**Ontario, **2:34**Ontario, not-for-profit, **1:84**Saskatchewan, **2:76**

to act as first director

federal, **1:16**Manitoba, **1:41**Ontario, **1:24**

DIRECTORS—Cont'd

Consent of—Cont'd

to participate in telephone meetings, **10:5; 19:4**

to passing of directors' resolutions

British Columbia, **19:6**

federal, **19:5**

Manitoba, **19:5**

Nova Scotia, **19:5**

Ontario, **19:6**

Saskatchewan, **19:5**

Disclosure of interest by (British Columbia), **2:39**

Dissent by, **10:18**

Due diligence "scare letter," securities law responsibilities, **22:18**

Election of

ballot for

cumulative voting, **12:49**

single ballot, **12:48**

scrutineers' report, **12:51**

shareholders' resolution re, **2:29; 10:6; 12:39**

special clause re, **1:56**

Indemnification of

British Columbia, **2:43**

by corporation, **10:12**

director's resolution approving, **10:11**

Insurance, resolution authorizing purchase of, **10:10**

Meetings of

minutes of, **12:5**

certified extract, **19:15**

telephone meeting, **12:6**

notice of, **12:2**

special business, **12:3**

waiver of, **12:4**

procedure checklist (Ontario), **12:1**

Notice of

Alberta, **1:35**

federal, **1:17**

Number of, resolutions re, **10:2**

federal, **2:10**

Manitoba, **2:86**

Ontario, **2:32**

Saskatchewan, **2:69**

shareholders' special resolution, **10:3**

Register, **2:147**

Release by, **33:15**

DIRECTORS—Cont'd

- Removal of, shareholders' resolution, **10:9**
- Resignation of, **2:112; 10:8**
 - Nova Scotia, **2:100**
- Resolutions of
 - See DIRECTORS' RESOLUTIONS
- Special clauses re
 - Alberta, articles of incorporation, **1:57**
 - cumulative voting, **1:54**
 - election by holders of a class of shares, **1:56**
 - staggered terms, **1:55**
- Transfer of corporation to client
 - resignation of, **2:112**
 - resolution of
 - appointing officer, **2:111**
 - consenting to transfer of shares, **2:115**

DIRECTORS' COMMITTEES

- Appointment of, directors' resolution, **10:21**
- Audit committee
 - appointment of, directors' resolution, **10:27**
 - charter, **32:14**
 - election of, directors' resolution, **10:26**
 - meeting, minutes of, **10:28**
 - report, minutes of directors' meeting, **10:29**
 - resolution
 - annual information form, recommending approval, **32:5**
 - management discussion and analysis, recommending approval, **32:9**
 - terms of reference, public company, **10:30**
- Authorization of, directors' resolution, **10:20**
- Compensation committee
 - appointment of, directors' resolution, **10:35**
 - formation of, directors' resolution, **10:34**
 - terms of reference, public company, **10:36**
- Corporate governance committee
 - appointment of, directors' resolution, **10:32**
 - formation of, directors' resolution, **10:31**
 - terms of reference, public company, **10:33**
- Executive committee
 - appointment of, directors' resolution, **10:24**
 - formation of, directors' resolution, **10:23**
- Rules of procedure, **10:22**

DIRECTORS' RESOLUTIONS

- Accountants, appointment of
 - federal, **2:9**
 - Ontario, **2:26**
- Amalgamation, authorization of
 - Alberta, **15:10; 15:13; 15:15**
 - British Columbia, **15:13; 15:16**
 - federal, **15:12**
 - general, **15:6**
 - Manitoba, **15:12; 15:15**
 - Ontario, **15:12; 15:15**
 - Saskatchewan, **15:14; 15:15**
- Annual information form, approval of, **32:6**
- Appointment of
 - agents to maintain security register
 - federal, **2:11**
 - Manitoba, **2:87**
 - Saskatchewan, **2:70**
 - officers
 - Alberta, **2:45**
 - federal, **2:2**
 - Manitoba, **2:79**
 - Nova Scotia, **2:99**
 - Ontario, **2:19**
 - Saskatchewan, **2:62**
 - record keeping agent (British Columbia), **2:41**
 - registrar (Ontario), **2:27**
 - transfer agent
 - Alberta, **2:51**
 - Ontario, **2:27**
- Asset purchase, **33:23; 33:25**
- Audit committee, **10:26; 10:27**
- Banking arrangements, approval of
 - Alberta, **2:48**
 - federal, **2:6**
 - Manitoba, **2:83**
 - Ontario, **2:23**
 - Saskatchewan, **2:66**
- Borrower, of, **21:48**
- By-law
 - Alberta, **2:46**
 - federal, **2:3**
 - Manitoba, **2:80**
 - Ontario, **2:20**

DIRECTORS' RESOLUTIONS—Cont'd

- By-law—Cont'd
 - Saskatchewan, **2:63**
- Certification text, **19:12**
- Committee
 - appointment of, **10:21**
 - authorization of, **10:20**
- Compensation committee
 - appointing, **10:35**
 - forming, **10:34**
- Corporate governance committee
 - appointing, **10:32**
 - forming, **10:31**
- Corporate records, approval of location
 - federal, **2:5**
 - Manitoba, **2:82**
 - Ontario, **2:22**
 - Saskatchewan, **2:65**
- Corporate seal, adoption of
 - Alberta, **2:49**
 - federal, **2:7**
 - Manitoba, **2:84**
 - Ontario, **2:24**
 - Saskatchewan, **2:67**
- Designating series of shares
 - British Columbia, **14:38**
 - general, **14:37**
- Directors' circular, approval of, **29:17**
- Dissolution, voluntary, recommending to members Cr(British Columbia), **17:22**
- Estate, transfer of shares to, **9:14**
- Executive committee, **10:23; 10:24**
- Financial year
 - Alberta, **2:50**
 - federal, **2:8**
 - Manitoba, **2:85**
 - Ontario, **2:25**
 - Saskatchewan, **2:68**
- First permanent directors (British Columbia), **2:37**
- General resolution, first (Nova Scotia), **2:97; 2:98**
- Guarantee, authorization of, **21:49**
- Indemnification, approving, **10:11**
- Insurance, authorizing purchase of, **10:10**
- Loan, approval of, **21:48**

DIRECTORS' RESOLUTIONS—Cont'd

- Management discussion and analysis, approval of, **32:10**
- Number of directors, fixing
 - federal, **2:10**
 - Manitoba, **2:86**
 - Ontario, **2:32**
 - Saskatchewan, **2:69**
- Offer and accompanying circular, approval of, **29:16**
- Passage of, **2:144**
- Pre-incorporation contracts
 - Alberta, **2:52**
 - federal, **2:12**
 - Manitoba, **2:88**
 - Ontario, **2:28**
 - Saskatchewan, **2:71**
- Prospectus, approval of
 - final, **24:2**
 - preliminary, **24:1**
- Records, inspection of (British Columbia), **2:42**
- Registered office, change of address
 - Alberta, **14:15**
 - federal, **14:14**
 - general, **14:11**
 - Manitoba, **14:13**
 - Nova Scotia, **14:26**
- Rights offering, **24:21**
- Rollover, purchaser of shares, of, **33:37**
- Share allotment (British Columbia), **2:38**
- Share certificate, approval of form
 - Alberta, **2:47**
 - federal, **2:4**
 - Manitoba, **2:81**
 - Ontario, **2:21**
 - Saskatchewan, **2:64**
- Shareholders' meeting, calling of
 - general, **12:7**
 - public corporation, **12:8**
- Share purchase, **33:8; 33:10**
- Shares, authorizing issue of
 - Alberta, **2:44**
 - federal, **2:1**
 - Manitoba, **2:78**
 - Ontario, **2:18**
 - Saskatchewan, **2:61**

DIRECTORS' RESOLUTIONS—Cont'dTransfer of shares to estate, **9:14**Vacancy, filling of, **10:7****DISCHARGE OF INDEBTEDNESS**See **BORROWING****DISCLOSURE**See **CONTINUOUS DISCLOSURE; DIRECTORS**, conflict of interest of**DISSENT**Chairperson's agenda, **12:58**Director, by, **10:18**

Dissidents'

form of proxy, **12:64**information circular, **12:63**statement accompanying, **12:65**statement re mailing, **12:16**

Shareholder rights, information circular

Alberta, **12:30**British Columbia, **12:29**federal, **12:27**Ontario, **12:28**Saskatchewan, **12:27****DISSOLUTION**See **ARTICLES OF DISSOLUTION; VOLUNTARY DISSOLUTION****DIVIDENDS**Capital, declaration of, **7:6**

Cash

common shares, **7:2**eligible, **7:4**preferred shares, **7:3**Common shares, in kind, **7:9**Direction as to payment of, **7:7**Disbursing agreement, **28:3**Eligible, **7:4**In kind, **7:9**Payment of, direction as to, **7:7**

Share provisions relating to

See **SHARE PROVISIONS**Stock, common shares, **7:5**Waiver of, **7:8****DRAWDOWN NOTICES**Credit facility, **21:3**

DUE DILIGENCE

- Checklist, **22:17**
- Covering letter (British Columbia), **22:19**
- Memoranda and questionnaire
 - covering letter, **22:19**
 - law firm ownership, **22:22**
 - promoters' (British Columbia), **22:21**
- Oral session
 - final prospectus, **22:24**
 - preliminary prospectus, **22:23**
- Request list, **33:4**
- Securities law responsibilities memorandum, **22:18**

ELECTION OF DIRECTORS

- Ballot for
 - cumulative voting, **12:49**
 - single ballot, **12:48**
- Scrutineers' report, **12:51**
- Shareholders' resolutions re, **10:6; 12:39**
 - Alberta, **2:53**
 - federal, **2:15**
 - Manitoba, **2:93**
 - Ontario, **2:29**
 - Saskatchewan, **2:75**

EQUITY OFFERINGS

- See PUBLIC OFFERINGS

EQUITY SHARES

- See SHARES

ESTATE

- Share transfer to
 - declaration of transmission, **9:13**
 - directors' resolution, **9:14**

EXECUTIVE COMMITTEE

- Appointment of, directors' resolution, **10:24**
- Formation of, directors' resolution, **10:23**

EXTRA-PROVINCIAL CORPORATION

- Address
 - notice of/notice of change of, **20:56.60**
- Agent, appointment of
 - Nova Scotia, **20:93**
 - Ontario, **20:1**
 - Saskatchewan, **20:60**

EXTRA-PROVINCIAL CORPORATION—Cont'd

Amalgamation

Alberta, **20:24; 20:56.10**British Columbia, **20:9; 20:95**

NWPTA

Alberta corporation in

British Columbia, **20:42**Saskatchewan, **20:54**Annual report (British Columbia), **20:16**

Annual return

Alberta (procedural summary), **20:102**British Columbia (procedural summary), **20:96**change of mailing address, request for (Alberta), **20:56.85**corporation (Alberta), **20:56.40**

Attorney

British Columbia

address, change of, **20:13**appointment of, **20:12**requirements (procedural summary), **20:97**resignation of, **20:15**revocation of, **20:14**change of, notice (Alberta), **20:23**

NWPTA

address, change of

Alberta corporation in

British Columbia, **20:36**

appointment of, Alberta corporation in

British Columbia, **20:35**Saskatchewan, **20:50**information, correction of, Alberta corporation in British Columbia,
20:39power of (Saskatchewan), **20:60**

resignation or removal of, Alberta corporation in

British Columbia, **20:37**revocation of, Alberta corporation in British Columbia, **20:38**Cancellation, notice to registrar (Alberta), **20:26**

Ceasing to carry on business, notice of

British Columbia, **20:17**

NWPTA

Alberta corporation in

British Columbia, **20:32**Saskatchewan, **20:53**

Change, notice of

British Columbia, **20:10**

EXTRA-PROVINCIAL CORPORATION—Cont'd

- Commentary on
 - British Columbia, **20:6**
- Continuance, articles of (Alberta), **20:56.50**
- Directors
 - Alberta
 - change of address, notice of, **20:56.30**
 - notice of, or notice of change of, **20:56.20**
- Head office
 - address, amendment or correction
 - Alberta corporation in
 - British Columbia, **20:41**
 - Saskatchewan, **20:49**
- Home jurisdiction change notice
 - Alberta, **20:28-20:30**
- NWPTA
 - Alberta corporation in
 - British Columbia, **20:44**
- Licence (Ontario)
 - application to amend, **20:4**
 - application to terminate, **20:5**
 - material required to obtain, cover letter enclosing, **20:3**
- Name
 - Alberta
 - assumed name
 - changes, **20:102**
 - new west partnership agreement, procedural summary, **20:102**
 - notice of adoption/change/cancellation of, **20:25**
 - name equivalency
 - notice of English/French/cancellation of, **20:56.70**
 - British Columbia
 - assumed name cancellation or change, **20:17.75**
 - change of, **20:11; 20:99**
 - name request, **20:17.15**
 - change of, **20:11; 20:99**
 - name request, **20:17.15**
- NWPTA
 - assumed name
 - adoption of
 - Alberta corporation in Saskatchewan, **20:47**
 - amendment of, **20:40**
 - change of name, notice
 - Alberta corporation in
 - British Columbia, **20:33**

EXTRA-PROVINCIAL CORPORATION—Cont'd

Name—Cont'd

NWPTA—Cont'd

change of name, notice—Cont'd

Alberta corporation in—Cont'd

Saskatchewan, **20:46**

name reservation

Alberta corporation in Manitoba, **20:56.75**

Power of attorney

Manitoba, **20:87**Saskatchewan, **20:60**

Procedural summaries

Alberta

annual return, **20:102**cancellation and reinstatement of registration, **20:102**changes in attorney for service, **20:102**corporate changes, **20:102**new west partnership agreement, **20:102**registration, **20:102**

British Columbia

amalgamation, **20:95**annual return, **20:96**attorney requirements, **20:97**cancellation of registration, **20:98**change of corporate name, notice of, **20:99**for-profit business, starting to carry on, **20:100**striking off of company, reinstatement procedures, **20:101**

Registration

Alberta (procedural summary), **20:102**amalgamation, Alberta corporation in British Columbia, **20:42**amendment of (Saskatchewan), **20:61**

application for

Manitoba, **20:86**

NWPTA

Alberta corporation in

Saskatchewan, **20:45**Saskatchewan, **20:59**

British Columbia company

in Alberta, **20:19**in Saskatchewan, **20:20**

cancellation

Alberta (procedural summary), **20:102**Alberta corporation in Manitoba, **20:56.90**British Columbia (procedural summary), **20:98**

O'BRIEN'S II—CORPORATIONS

EXTRA-PROVINCIAL CORPORATION—Cont'd

Registration—Cont'd

statement of

Alberta, **20:22**

British Columbia, **20:7**

Nova Scotia, **20:92**

NWPTA

Alberta corporation in

British Columbia, **20:31**

Saskatchewan, **20:56; 20:63**

supplementary certificate, application for (Manitoba), **20:88**

termination of

Manitoba, **20:88**

Nova Scotia, **20:94**

Saskatchewan, **20:62**

Reinstatement of

Alberta, **20:27**

application for

British Columbia

full, **20:17.60**

limited, **20:17.45**

NWPTA

Alberta corporation in

British Columbia, **20:7**

Reporting letters

initial return filing, **2:209**

registration in Ontario, **2:207**

unlimited liability company registration, **2:208**

Restoral, application for

NWPTA

Alberta corporation in

Manitoba, **20:56.95**

Saskatchewan, **20:55**

Saskatchewan, **20:59, 20:61**

Starting to carry on (British Columbia), **20:100**

Striking off and reinstatement procedures (British Columbia), **20:101**

Undertaking, letter of, British Columbia, **20:8**

Withdrawal, notice of (British Columbia), **20:17.30**

FAMILY LAW

Share purchase agreement provision, **13:22**

FINANCIAL STATEMENT

Preliminary prospectus, approval of audit committee, **24:3**

FINANCIAL YEAR

- Directors' resolution fixing
 - Alberta, **2:50**
 - federal, **2:8**
 - Manitoba, **2:85**
 - Ontario, **2:25**
 - Saskatchewan, **2:68**
- Shareholders' resolution fixing (Nova Scotia), **2:102**

GUARANTEES

- Acknowledgment of
 - Alberta, **21:32**
 - Saskatchewan, **21:31**
- Certificate of officer of guarantor, **21:53**
- General form, **21:7**
- Shareholder agreement provision, **13:23**

INCORPORATION

- Alberta corporation
 - address, notice of, **1:34**
 - articles of, **1:33**
 - directors, notice of, **1:35**
 - English/French name equivalency, notice of, **1:37**
 - unlimited liability corporation, **1:36**
- British Columbia corporation
 - agreement
 - limited company, **1:29**
 - unlimited company, **1:30**
 - application
 - incorporation, **1:91**
 - limited company, **1:27**
 - unlimited company, **1:28**
 - offices, notice to change, **1:31**
- Federal corporation
 - annual return, **1:23**
 - articles of arrangement, **1:21**
 - articles of incorporation
 - form, **1:18**
 - text, **1:15**
 - articles of reorganization, **1:20**
 - directors, changes re, **1:22**
 - directors, first, **1:17**
 - first director, consent to act as, **1:16**
 - registered office, initial, **1:17**
 - reporting letter, **2:205**

INCORPORATION—Cont'd

- Federal corporation—Cont'd
 - restatement of articles, **1:19**
- Manitoba corporation
 - articles of, **1:40**
 - articles of arrangement, **1:40.75**
 - articles of reorganization, **1:40.50**
 - certification of counterparts, **1:47.15**
 - change of address, notice of, **1:47.30**
 - change of business name, **1:47.45**
 - change of registrants, **1:47.75**
 - directors, notice of change of, **1:42**
 - first director, consent to act as, **1:41**
 - name reservation, request for, **1:47**
 - payment options, **1:47.60**
 - registered office, notice of change of, **1:42; 1:44**
 - renewal of name notation, **1:47.95**
 - restated articles of incorporation, share capital, **1:40.25**
- Name, consent to use of
 - See NAME
- Non-share capital corporation
 - agent, appointment of (Nova Scotia), **1:114**
 - application for incorporation
 - Alberta, **1:94**
 - federal, formation guidelines, **1:75**
 - application to form a society (Alberta), **1:94**
 - articles of incorporation
 - Federal, **1:76**
 - model form, **1:77; 1:78**
 - Manitoba, **1:107**
 - Schedule A to, **1:108**
 - Saskatchewan, **1:104**
 - by-laws
 - Alberta, **1:95**
 - federal, **1:78**
 - Nova Scotia, **1:112**
 - Ontario, **1:86**
 - checklist, Ontario, **1:81**
 - constitution (British Columbia), **1:90**
 - first directors list
 - Nova Scotia, **1:113**
 - initial registered office and first board of directors, **1:79**
 - letter to
 - Public Guardian and Trustee, Office of, pre-approval of objects, **1:82**

INCORPORATION—Cont'd

- Non-share capital corporation—Cont'd
 - memorandum of association, **1:111**
 - name availability reservation, Saskatchewan, **1:105; 1:106**
 - Office of Public Guardian and Trustee, letter to re pre-approval of objects (Ontario), **1:82**
 - registered office, notice of
 - Nova Scotia, **1:115**
- Nova Scotia corporation
 - application, statutory declaration in support of, **1:50**
 - articles of association, **1:49**
 - directors, list of, **1:53**
 - memorandum of association, **1:48**
 - registered agent, notice of, **1:52**
 - registered office, notice of, **1:51**
- Ontario corporation
 - articles of incorporation, **1:24; 1:26**
 - consent to act as first director, **1:25**
 - reporting letter, **2:206**
- Saskatchewan corporation
 - articles of, **1:38**
 - name reservation, **1:38.50**
- Special clauses
 - borrowing powers, **1:58**
 - businesses and activities, restriction on
 - Alberta, **1:67**
 - federal, **1:67**
 - Ontario, **1:68**
 - directors
 - articles of incorporation (Alberta), **1:57**
 - cumulative voting, **1:54**
 - election by holders of class of shares, **1:56**
 - staggered terms, **1:55**
 - fractional shares
 - Alberta, **1:69**
 - Saskatchewan, **1:70**
 - lien on shares, **1:61**
 - Alberta, **1:62**
 - private corporation provisions
 - Alberta, **1:63**
 - Nova Scotia, **1:66**
 - rights, restrictions on
 - federal, **1:59**
 - Manitoba, **1:59**

O'BRIEN'S II—CORPORATIONS

INCORPORATION—Cont'd

- Special clauses—Cont'd
 - rights, restrictions on—Cont'd
 - Ontario, **1:60**
 - transferability restrictions
 - Alberta, **1:64**
 - Saskatchewan, **1:65**

INCUMBENCY CERTIFICATE

- Generally, **19:20**

INDEMNIFICATION

- Director, of
 - British Columbia, **2:43**
 - by corporation, **10:12**
 - resolution approving, **10:11**

INFORMATION CIRCULAR

- Board of directors, rotating, **12:24**
- Directors, cumulative voting for, **12:23**
- Directors' and officers' questionnaire, **12:31**
- Dissent rights, extract relating to
 - Alberta, **12:30**
 - British Columbia, **12:29**
 - federal, **12:27**
 - Ontario, **12:28**
 - Saskatchewan, **12:27**
- Dissidents', **12:63**
 - statement accompanying, **12:65**
- General form, **12:21**
- Restriction of voting shares, **12:22**
- Special resolution, approval of, **12:25**
- Stock exchange imposed majority, **12:26**

INSIDER BID

- See TAKEOVER BIDS, circular bids

INSURANCE

- Assignment agreement, **21:23**
- Authorization of purchase for directors and officers, **10:10**
- Resolution re, securities dealer registration, **31:10**
- Shareholders' agreement provision, **13:17**

INVESTMENT ADVISOR AGREEMENTS

- Mutual fund, **26:6**

INVESTMENT FUND MANAGERS

See DEALERS, ADVISERS AND INVESTMENT FUND MANAGERS,
REGISTRATION OF

ISSUANCE OF SHARES

Allotment and issue of units, **3:18**

Authorization of

Alberta, **1:72; 2:44**

federal, **2:1**

Manitoba, **2:78**

Ontario, **2:18**

Saskatchewan, **2:61**

Cash, for, **3:9; 3:10**

Common shares issuable under warrants, **3:17**

Conditional allotment, **3:17**

Declaration of trust in respect of shares, **3:19**

Nova Scotia, **3:20**

Direction respecting payment of dividends, **7:7**

Private placements, policies and procedures, **3:21**

Property, for

Alberta, **3:14**

British Columbia, **3:13**

federal, **3:11**

Manitoba, **3:16**

Ontario, **3:12**

Saskatchewan, **3:15**

Subscriptions for

See SUBSCRIPTIONS FOR SHARES

Trust, declaration of

general, **3:19**

Nova Scotia, **3:20**

ISSUER BIDS

See TAKEOVER BIDS

LANDLORD

Asset purchase, consent to lease assignment, **33:29**

Borrowing, consent and postponement by, **21:54**

LAND TITLE REGISTRATION (BRITISH COLUMBIA)

Executions, **21:29**

General instrument, **21:28**

Mortgage, **21:27**

Schedule, **21:30**

LAW FIRM

Ownership questionnaire, **22:22**

LEASES

Assignment of, **33:29**

LEDGERS

Shareholder's, **2:150**

LETTERS

Auditor's, public offering of securities, final prospectus, **24:10**

Circular bids

acceptance and transmittal, **29:10**

guaranteed delivery, **29:13**

Compulsory acquisitions

election and transmittal, of

Alberta, **29:33**

British Columbia, **29:29**

federal, **29:21**

Ontario, **29:24**

transmittal, of (British Columbia), **29:31**

Continuance

federal to provincial, re application

Nova Scotia, **16:28**

Ontario, **16:24**

provincial to federal

consent request, Ontario, **16:5**

Department of Consumer and Business Services, to

Alberta, **16:16**

Nova Scotia, **16:17**

Ontario, **16:15**

Director, Corporations Canada, Industry Canada, **16:18**

securities commission re consent, **16:6**

Counsel consent letter, final prospectus, **24:9**

Dealers, advisers and investment fund managers, registration of

firm registration, filing letter, **31:8**

National Registration Database, filing letter to administrator, **31:4**

Dissolution, voluntary

Gazette, to

Manitoba, **17:65**

Nova Scotia, **17:74**

Saskatchewan, **17:57**

limited partners, to (Ontario)

confirming distributions, **17:17**

reporting letter, **17:19**

newspaper of general circulation, to

Alberta, **17:47**

federal, **17:4**

LETTERS—Cont'd

- Dissolution, voluntary—Cont'd
 - newspaper of general circulation, to—Cont'd
 - Manitoba, **17:64**
 - Nova Scotia, **17:73**
 - Ontario, **17:11**
 - Saskatchewan, **17:56**
 - Ontario corporations tax consent, requesting, **17:10**
 - tax clearance certificate, requesting
 - federal, **17:3**
 - Manitoba, **17:63**
- Engagement
 - best efforts agency offering, **22:2**
 - bought deal prospectus offering, **22:1**
 - fully marketed prospectus offering, **22:3**
- Extra-provincial licence, cover letter with material to obtain (Ontario), **20:3**
- Final prospectus filing, **24:8**
- Guaranteed delivery, **29:13**
- Intent, of
 - asset purchase, **33:20**
 - share purchase, **33:5**
- Non-share capital corporation
 - Ontario
 - Office of Public Guardian and Trustee, to, re pre-approval of objects, **1:82**
- Public offering
 - final prospectus
 - consent
 - auditor, of, **24:10**
 - counsel, of, **24:9**
 - filing letter, **24:8**
- Restoration (British Columbia)
 - notification letter, **18:21**
 - request for consent, **18:20**
- Revival, request for consent (Ontario), **18:4**

LIABILITY

- Indemnity agreement, **33:32**

LICENCES, EXTRA-PROVINCIAL CORPORATIONS

- Ontario
 - application for, **20:1**
 - application to amend, **20:4**
 - application to terminate, **20:5**
 - material required to obtain, covering letter enclosing, **20:3**

LIENS

- Notice of in share certificate, **5:9**
- On shares, **1:61**
 - Alberta, **1:62**

LIMITED LIABILITY PARTNERSHIPS

- See NEW WEST PARTNERSHIP TRADE AGREEMENT

LIMITED PARTNERSHIP

- See also NEW WEST PARTNERSHIP TRADE AGREEMENT
- Cancel, **17:18**
- Dissolution and wind-up, voluntary (Ontario)
 - checklist, **17:14**
 - letters
 - confirming distributions, **17:17**
 - reporting on winding-up and dissolution, **17:19**
 - resolutions
 - approval of wind-up and dissolution, general partner, of, **17:16**
 - special, approving winding-up and dissolution, **17:15**
- Offerings
 - See PUBLIC OFFERINGS
- Private placement, subscription, **23:12**

LIQUIDATION

- Shares
 - See SHARE PROVISIONS
- Voluntary
 - See VOLUNTARY DISSOLUTION

LISTING OF SECURITIES

- Additional listing notice letter (Ontario), **27:2**
- Application letter with document list, original listing, **27:4**
- Counsel to stock exchange, opinion of, **27:3**

LOANS

- See also BORROWING
- Agreement, **21:4**
- Promissory note, **21:5**
- Release and discharge by lender, **21:58**

MATERIAL CHANGE REPORT

- Continuous disclosure, **32:2**

MEETINGS

- Annual
 - See ANNUAL MEETING
- Ballots for
 - auditors, appointment of, **12:46**

MEETINGS—Cont'd

Ballots for—Cont'd

- directors, election of, **12:45**
 - cumulative voting, **12:49**
 - single ballot, **12:48**
- resolution, ordinary or special, **12:47**

Chairperson's agenda

- annual meeting
 - long form, **12:54**
 - short form, **12:53**
- by-laws, amendments to
 - British Columbia, **12:57**
 - Ontario, **12:56**
- cumulative voting, **12:55**
- right to dissent, **12:58**
- special resolution, **12:58**

Conflict of interest disclosure, **10:16**

Directors'

- audit committee, minutes, **10:28**
- meetings, procedure checklist, **12:1**
- minutes of, **12:5**
 - telephone meeting, **12:6**
- notice of, **12:2**
 - special business
 - Alberta, **12:3**
 - federal, **12:3**
 - Ontario, **12:3**
 - waiver of, **12:4**

Information circular

- board of directors, rotating, **12:24**
- directors, cumulative voting for, **12:23**
- directors' and officers' questionnaire, **12:31**
- dissent rights
 - Alberta, **12:30**
 - British Columbia, **12:29**
 - federal, **12:27**
 - Ontario, **12:28**
 - Saskatchewan, **12:27**
- general form
 - federal, **12:21**
 - Ontario, **12:21**
- restricted voting shares, **12:22**
- special resolution, approval of, **12:25**
- stock exchange imposed majority, **12:26**

MEETINGS—Cont'd

Minutes

- annual meeting, **12:59**
- by-law amendments, **12:61**
- cumulative voting, **12:60**
- special resolutions, passing of, **12:62**

National Instrument 54-101, compliance with

- annual request form, **12:18**
- return card, **12:19**
- timetable for annual shareholders' meetings, **12:17**

Organizational

- board of directors
 - Manitoba, **2:127**
 - Ontario, **2:119**
- shareholders'
 - federal, **2:139**
 - Manitoba, **2:130**
 - Ontario, **2:122**

Proxies

- appointment of
 - Manitoba, **2:129**
 - Ontario, **2:121**
- form of, **12:32**
 - private company (Saskatchewan), **12:37**
 - solicited by management, public company
 - Alberta, **12:33**
 - British Columbia, **12:34**
 - Manitoba, **12:36**
 - Ontario, **12:33**
 - Saskatchewan, **12:35**
- revocation of, **12:38**

Proxy solicitation

- dealer management agreement, **12:66**
- dissident's form of proxy, **12:64**
- dissident's information circular, **12:63**
 - statement accompanying, **12:65**

Scrutineers' reports

- attendance, **12:50**
- directors, election of, **12:51**
- poll, **12:52**

Shareholders'

- certified extract from, **19:19**
- consent to hold, **12:9**

MEETINGS—Cont'd

Shareholders'—Cont'd

- directors' resolution calling, **12:7**
 - public corporation, **12:8**
 - dissidents' statement re mailing, **12:16**
 - notice of
 - annual, **12:10**
 - annual and special, **12:11**
 - shareholder requisitioned meeting, **12:14**
 - special, **12:12**
 - adjournment of, **12:13**
 - officers' or directors' statement re mailing, public company, **12:15**
 - organizational
 - federal, **2:139**
 - Manitoba, **2:130**
 - Ontario, **2:122**
 - waiver of notice, **12:9**
- Shareholders' resolutions
- auditors, appointing, **12:40**
 - confirmation of amendment, **12:44**
 - confirmation of by-law, **12:41**
 - directors, electing, **12:39**
 - ordinary, **12:42**
 - special, **12:43**
- Telephone
- See TELEPHONE MEETINGS

MEMORANDUM OF ASSOCIATION

- Alberta, not for profit company, **1:96; 1:96.50**
- Nova Scotia, **1:48**
 - non-share capital company, **1:111**
- Voluntary dissolution (Alberta), **17:49**

MERGER, THREE-CORNERED

- Agreement between two corporations, **15:2**
- Amalgamation agreement for purpose of, **15:3**
- Shareholders' resolution authorizing, **15:7**

MINUTES

- Annual meeting, **12:59**
- Audit committee meeting, **10:28**
 - report of to director's meeting, **10:29**
- By-law amendments, **12:61**
- Cumulative voting, **12:60**
- Directors' meeting, **12:5**
 - certified extract, **19:15**

O'BRIEN'S II—CORPORATIONS

MINUTES—Cont'd

- Directors' meeting, **12:5**—Cont'd
 - telephone meeting, **12:6**
- Non-share capital corporation
 - admitting members, directors meeting, **2:161**
 - organizational, directors'
 - Alberta, **2:156; 2:157**
 - Manitoba, **2:155**
 - Ontario, **2:155**
 - Saskatchewan, **2:155**
 - organizational, members'
 - Alberta, **2:159; 2:160**
 - Manitoba, **2:158**
 - Ontario, **2:158**
 - Saskatchewan, **2:158**
- Sample organization
 - appointment of proxy
 - Alberta, **2:126**
 - Manitoba, **2:129**
 - Ontario, **2:121**
 - board of directors meeting
 - Manitoba, **2:127**
 - Ontario, **2:119**
 - director's resolution (Alberta), **2:123**
 - shareholders' meeting
 - federal, **2:139**
 - Manitoba, **2:130**
 - Ontario, **2:122**
 - sole shareholder's resolution (Alberta), **2:124**
 - waiver of notice
 - Alberta, **2:125**
 - federal, **2:138**
 - Manitoba, **2:128**
 - Ontario, **2:120**
- Special resolutions, passing, **12:62**

MORTGAGES

- British Columbia, **21:27**
- Leasehold lands, of, **21:25**

MUTUAL FUNDS

- Annual information form, **26:4**
- Fund facts, **26:7**
- Investment advisor agreement, **26:6**
- Management agreement, **26:5**

MUTUAL FUNDS—Cont'dProspectus, simplified, **26:3**

Trust indenture

fund declaration, **26:2**master declaration, **26:1****NAME**

Change of

See ARTICLES, AMENDMENTS TO

Consent to use of

affiliated corporation (federal), **1:5**

corporation

British Columbia, **1:8**federal, **1:4**

Manitoba

consent and undertaking, **1:14**consent to use of business name, **1:12**

limited liability partnership

change in, **1:14.80**registration of, **1:14.40**

limited partnership

change in, **1:14.60**registration of, **1:14.20**

name notation

change of, **1:47.85**dissolution of, **1:47.90**renewal, **1:47.95**request for, **1:47.80**name registration, **1:13**Ontario, **1:6**

general

Alberta, **1:9**Ontario, **1:7**individual (federal), **1:2**

Reservation of

Saskatchewan, **1:38.50, 20:58, 20:58.50**trademark or trade name owner (federal), **1:3**undertaking (Alberta), **1:10**Dissolution of (Manitoba), **17:69**English/French name equivalency, **1:37**

Extra-provincial corporations

See EXTRA-PROVINCIAL CORPORATION

Reservation, request for (Manitoba), **1:47**

NATIONAL INSTRUMENT

- 41-101, general prospectus requirements, personal information form, **24:5**
- 44-101, short form prospectus distributions, personal information form, **22:9**;
29:9
- 45-102, resale of securities, **25:1**
- 45-106, report of exempt distribution, **24:27**
- 51-102, compliance procedures under continuous disclosure obligation
 - notice of change of auditor, **11:7**
 - press release, **32:2**
 - sample letter from former auditor, **11:8**
 - sample letter from successor auditor, **11:9**
- 54-101, compliance with
 - annual request form, **12:18**
 - return card, **12:19**
 - timetable for annual shareholders' meeting, **12:17**

NATIONAL REGISTRATION DATABASE

See DEALERS, ADVISERS AND INVESTMENT FUND MANAGERS,
REGISTRATION OF

NATIONAL REGISTRATION SYSTEM (N.R.S.)

See DEALERS, ADVISERS AND INVESTMENT FUND MANAGERS,
REGISTRATION OF

NEW WEST PARTNERSHIP TRADE AGREEMENT

See also EXTRA-PROVINCIAL CORPORATION

Amalgamation

- application for, Alberta corporation in Saskatchewan, **20:54**
- registration statement for, Alberta corporation registering in British Columbia, **20:42**

Assumed name

- adoption of, Alberta corporation in Saskatchewan, **20:47**
- amendment or correction of, Alberta corporation in British Columbia, **20:40**

- cancellation of, Alberta corporation in
 - British Columbia, **20:34**
 - Saskatchewan, **20:48**

- change of, Alberta corporation in
 - British Columbia, **20:34**
 - Saskatchewan, **20:46**

Attorney

- address, change of, Alberta corporation in
 - British Columbia, **20:36**
 - Saskatchewan, **20:51**
- appointment of, Alberta corporation in
 - British Columbia, **20:35**

NEW WEST PARTNERSHIP TRADE AGREEMENT—Cont'd

- Attorney—Cont'd
 - appointment of, Alberta corporation in—Cont'd
 - Saskatchewan, **20:50**
 - revocation of, British Columbia, **20:38**
 - information, correction of, Alberta corporation in British Columbia, **20:39**
 - power of
 - Alberta, **20:56.80**
 - Saskatchewan, **20:63**
 - resignation or removal of, Alberta corporation in
 - British Columbia, **20:37**
- Business, notice of ceasing to carry on, Alberta corporation in
 - British Columbia, **20:32**
 - Saskatchewan, **20:53**
- Commentary on
 - Alberta, **20:21**
 - British Columbia, **20:18**
 - Saskatchewan, **20:57**
- Co-operative, (Saskatchewan)
 - amalgamation statement for Alberta, **20:70**
 - amendment/cancellation statement for Alberta, **20:69**
 - registration statement for Alberta, **20:68**
- Co-operative association, (Saskatchewan)
 - change of attorney information for British Columbia, **20:82**
 - change registration statement for British Columbia, **20:83**
 - notice of change of attorney for British Columbia, **20:81**
 - notice of change of directors for Alberta or extra-provincial, **20:56.20**
 - notice of change of directors for British Columbia, **20:84**
 - notice of voluntary cancellation for British Columbia, **20:85**
 - registration statement for British Columbia, **20:80**
- Head office address, amendment or correction of, Alberta corporation in
 - British Columbia, **20:41**
 - Saskatchewan, **20:49**
- Home jurisdiction notice of change
 - Alberta corporation in
 - British Columbia, **20:44**
- Limited liability partnership (Saskatchewan)
 - amendment/cancellation statement for Alberta, **20:67**
 - change registration statement, British Columbia, **20:77**
 - notice of attorney, British Columbia, **20:78**
 - notice of cancellation, British Columbia, **20:79**
 - registration statement for Alberta, **20:66**
 - registration statement for British Columbia, **20:76**

NEW WEST PARTNERSHIP TRADE AGREEMENT—Cont'd

- Limited partnership, (Saskatchewan)
 - amendment/cancellation statement for Alberta, **20:65**
 - change registration statement, British Columbia, **20:73**
 - notice of attorney, British Columbia, **20:74**
 - notice of cancellation, British Columbia, **20:75**
- registration statement
 - Alberta, **20:64**
 - British Columbia, **20:72**
- Registration
 - See EXTRA-PROVINCIAL CORPORATIONS
- Reinstatement application
 - Alberta corporation in British Columbia, **20:43**
- Restoral application, Alberta corporation in Saskatchewan, **20:55**

NON-COMPETITION AGREEMENTS

- Asset purchase, **33:33**
- Share purchase, **33:17**

NON-DISCLOSURE AGREEMENTS

- Mutual, **33:3**
- One way, **33:2**

NON-SHARE CAPITAL CORPORATION

- Agent, appointment of (Nova Scotia), **1:114**
- Application for incorporation
 - Alberta, **1:94**
 - by-laws accompanying, **1:95**
 - federal, formation guidelines, **1:75**
- Articles of incorporation
 - Federal, **1:76**
 - Manitoba, **1:107**
 - restated, (without share capital), **1:108.50**
 - Schedule A, **1:108**
 - Ontario, **1:83**
 - Saskatchewan, **1:104**
- Association (Alberta)
 - articles of, **1:97-1:99**
 - memorandum of, **1:96; 1:96.50**
- Auditor, notice to, **2:171**
- By-law, general
 - Alberta, **1:95; 2:169; 2:170**
 - British Columbia, **2:165; 2:166**
 - Manitoba, **2:168**
 - Nova Scotia, **1:112**
 - Ontario, **1:89; 2:164**

NON-SHARE CAPITAL CORPORATION—Cont'd

- By-law, general—Cont'd
 - Saskatchewan, **2:167**
- Canada Revenue Agency, application for charitable registration, **2:172**
- Charity, application to register under Income Tax Act, **1:109; 2:172**
 - cover letter, **2:173**
- Constitution (British Columbia), **1:90**
- Declaration of incorporation for religious society/affidavit verifying a religious society (Alberta), **1:93**
- First directors, list of
 - Nova Scotia, **1:113**
- Members, directors meeting admitting, **2:161**
- Memorandum of association
 - Alberta, **1:96; 1:96.50**
 - Nova Scotia, **1:111**
- Organizational minutes
 - directors'
 - Alberta, not for profit, **2:157**
 - Alberta, society, First Directors Meeting, **2:156**
 - Manitoba, **2:155**
 - Ontario, **2:155**
 - Saskatchewan, **2:155**
 - members'
 - Alberta, not for profit, **2:160**
 - Alberta, society, **2:159**
 - Manitoba, **2:158**
 - Ontario, **2:158**
 - Saskatchewan, **2:158**
- Public Guardian and Trustee (Ontario)
 - notification of incorporation, **2:175**
 - preapproval of objects, **2:174**
 - letter re, **1:82**
- Registered office, notice of (Nova Scotia), **1:115**
 - cover letter, **2:173**
- Waiver of notice of meeting
 - directors', **2:163**
 - members', **2:162**

NOTICE OF MEETING

- Directors', **12:2**
 - meeting procedure checklist, Ontario, **12:1**
 - special business
 - Alberta, **12:3**
 - federal, **12:3**
 - Ontario, **12:3**

O'BRIEN'S II—CORPORATIONS

NOTICE OF MEETING—Cont'd

- Shareholders'
 - annual, **12:10**
 - annual and special, **12:11**
 - shareholder requisitioned meeting, **12:14**
 - special, **12:12**
 - adjournment of, **12:13**
- Waiver of
 - board of directors, by
 - Manitoba, **2:128**
 - Ontario, **2:120**
 - non-share capital corporation
 - directors', **2:163**
 - members', **2:162**

NOTICE OF REDEMPTION

- Bonds or debentures
 - full, **21:55**
 - part, **21:56**
- Shares, option of holder, **8:19**

NOTICES

- Acceptance, notice of, **29:27**
- Address/change of address, non-profit company, **1:101**
- Adverse claim, of
 - Alberta, **29:34**
 - federal, **29:22**
 - Ontario, **29:25**
- Amalgamation, to creditors
 - Alberta
 - initial notice, **15:22**
 - objection, notice concerning, **15:23**
 - federal, **15:21**
 - Manitoba, **15:21**
 - Ontario
 - initial notice, **15:22**
 - objection, notice concerning, **15:23**
 - Saskatchewan, **15:21**
- Auditors, re
 - appointment of, **2:103; 11:2**
 - change of, **11:7**
 - non-reappointment of, **11:4**
 - removal of, **11:3**
 - requirement of attendance
 - Alberta, **11:13**

NOTICES—Cont'd

- Auditors, re—Cont'd
 - requirement of attendance—Cont'd
 - British Columbia, **11:12**
 - federal, **11:10**
 - Manitoba, **11:15**
 - Ontario, **11:11**
 - Saskatchewan, **11:14**
- Change/change of address, Alberta societies, **1:100**
- Change or variation, **29:38**
- Continuance, of
 - Corporations Information Act, initial notice, **16:23**
 - directors, **16:19**
- Directors, of
 - Alberta, **1:35; 2:195**
- Director's, change of
 - Alberta, **1:34; 2:195**
 - non-profit company, **1:102**
 - religious society, **1:93.50**
 - Manitoba, **1:42**
 - Saskatchewan, **2:203**
- Disclosure
 - Alberta, **21:36**
 - British Columbia, **21:37**
 - Saskatchewan, **21:38**
- Dissolution, voluntary
 - British Columbia, liquidator
 - address change, **17:33**
 - appointment of, **17:32**
 - ceasing to act, **17:34**
 - records, change of location, **17:37**
 - intention to dissolve for publication
 - federal, **17:4**
 - Manitoba, **17:66**
 - Ontario, **17:11**
 - Saskatchewan, **17:58**
 - Nova Scotia, certificate of incorporation, intent to surrender, **17:75**
- Drawdown, **21:3**
- Intention (British Columbia), **29:31**
- Meeting
 - See NOTICE OF MEETING
- Non-share capital corporation, to auditor (Ontario), **2:171**
- Normal course bid, intention to make, **29:36**

NOTICES—Cont'd

Offeror's

- Alberta, **29:32**
- British Columbia, **29:28**
- federal, **29:20**
- Ontario, **29:23**

Private placement

- intention to trade in security (Manitoba), **23:7**
- rights offering, **23:15**

Provincial legislation, under

- Alberta Business Corporations Act
 - address or change of address, **2:194**
 - directors, of, **2:196**
 - annual return, **2:197; 20:56.40**
 - society, **2:198**
 - directors or change of directors
 - non-profit company, **2:195**
 - address or change of address, company, **2:201**
 - annual return, **2:200**
 - request for services (Alberta Corporate Registry), **1:103**

British Columbia Society Act

- annual report, **2:187**
- changes in directors, **2:185**
- copy of resolution, **2:186**

Manitoba Corporation Act

- annual return, request for change of mailing address, **2:193**
- annual return of information, **2:188; 2:188.50; 2:188.60**
- business name, renewal of, **2:189**
- change of officers, notice of, **2:190.30**
- directors, change of, **2:190**
- receiver/receiver manager, appointment/discharge of, **2:192**
- registered office, change of, **2:191**
- shareholders, notice of, **2:190.60**

Ontario Corporations Information Act, initial return or notice of change

- extra provincial corporation, **2:184**
- Ontario corporation, **2:183**

Saskatchewan Business Corporations Act

- directors, change of, **2:203**
- registered office, change of, **2:204**

Redemption

- See NOTICE OF REDEMPTION; RETIREMENT OF SHARES, preferred shares

Registered agent (Nova Scotia), **1:52**

NOTICES—Cont'd

- Registered office
 - federal, initial, **1:17**
 - Manitoba, **1:43; 1:44**
 - Nova Scotia, **1:51**
 - Saskatchewan
 - change of, **2:204**
- Reporting issuer status change, withdrawal notice
 - See REPORTING ISSUER, CEASING TO BE
- Request for services (Alberta Corporate Registry), **2:199**
- Restoration, British Columbia, publication in Gazette, **18:22**
- Shareholders, to, re shares, **6:48**
- Target company's, **29:26**
- Termination of registration of individuals, **31:16**
- Variation (Ontario), **29:18**
- Waiver of
 - See WAIVER OF NOTICE

OBJECTS

- Pre-approved letter to Public Guardian and Trustee, **1:82**

OFFERING MEMORANDUM

- Common shares, **23:2**
- Manitoba, exempt market securities, requirements for, **23:8**
 - declarations respecting trades under s. 91 of Securities Regulation, **23:8.20; 23:8.50; 23:8.80**
- Non-qualifying issuer, Form 45-106F2, **23:3**
- Qualifying issuer, Form 45-106F3, **23:4**

OFFICERS

- Certificate of
 - guarantee, of, **21:53**
 - solvency on
 - purchase of common shares
 - eliminate fractions, settle debt or claim, to, **8:16**
 - generally, **8:15**
 - redemption or retraction of preferred shares, **8:17**
 - stated capital, reduction of, on, **14:48**
- Directors' resolution appointing
 - Alberta, **2:45**
 - federal, **2:2**
 - Manitoba, **2:79**
 - Nova Scotia, **2:99**
 - Ontario, **2:19**
 - Saskatchewan, **2:62**
- Mailing, statement re, **12:15**

O'BRIEN'S II—CORPORATIONS

OFFICERS—Cont'd

- Questionnaire, **22:20**
- Register, **2:148**
- Release by, **33:15**
- Transfer of corporation to client
 - directors' resolution appointing officer, **2:111**
 - resignation of officer, **2:110**

ONTARIO CORPORATIONS INFORMATION ACT

- Initial return or notice of change
 - extra-provincial corporation, **2:184**
 - Ontario corporation, **2:183**

OPINIONS

- See also COUNSEL
- Asset purchase, **33:34; 33:35**
- Control, **21:46**
- Outstanding shares, **28:5**
- Private placement of common shares, issuer's counsel, **24:29**
- Share purchase, **33:18; 33:19**

OPTIONS

- Call option, shareholders' agreement, **13:12**
- Put option, shareholders' agreement, **13:13**
- Share acquisition
 - See SHARES, ACQUISITION OPTIONS

PARTICIPATION AGREEMENTS

- Generally, **13:30**

PARTNERSHIPS

- Limited
 - See LIMITED PARTNERSHIP

PERFORMANCE

- Asset purchase certificate re, **33:27**

PLEDGE AGREEMENTS

- Generally, **21:14**

POLL

- Scrutineers' report re, **12:52**

PORTFOLIO MANAGER

- See DEALERS, ADVISERS AND INVESTMENT FUND MANAGERS,
REGISTRATION OF

POWERS OF ATTORNEY

- See also AGENTS

POWERS OF ATTORNEY—Cont'd

- Extra-provincial registration, for
 - Manitoba, **20:87**
 - Saskatchewan, **20:60**
- Share transfer, **9:8**

PRE-EMPTIVE RIGHTS

- Shares, **6:49**

PREFERRED SHARES

- Cash dividends, **7:3**
- Certificates
 - no transfer agent, **5:4**
 - with transfer agent, **5:5**
- Retirement
 - See RETIREMENT OF SHARES

PRE-INCORPORATION CONTRACT

- Directors' resolution adopting
 - Alberta, **2:52**
 - federal, **2:12**
 - Manitoba, **2:88**
 - Ontario, **2:28**
 - Saskatchewan, **2:71**

PRESS RELEASES

- Continuous disclosure, re, **32:1**
- Intention to cease being reporting issuer in Canada, **30:43**
- Private placement rights offering, **23:18**
- Takeover bid, re, **29:3**

PRIORITIES

- Assignment and postponement of claim, **21:40**
- Inter-creditor agreement, **21:39**
- Shares on liquidation
 - See SHARE PROVISIONS, liquidation
- Subordination agreement
 - secured debt, **21:42**
 - unsecured debt, **21:41**

PRIVATE CORPORATION

- Clause limiting number of shareholders
 - Alberta, **1:63**
 - Nova Scotia, **1:64**

PRIVATE PLACEMENTS

- Agreements
 - agency agreement with single dealer, **23:1**

PRIVATE PLACEMENTS—Cont'd

Agreements—Cont'd

subscription

limited partnership units, **23:12**

private issuer, by, **23:11**

public company, brokered private placement of common shares by, **23:13**

Closing documents

agenda, **24:23**

certificates

agency agreement, pursuant to, **24:17**

articles, by-laws, resolutions, certifying, **24:24**

issuer's counsel, in respect of opinion of, **24:26**

direction re funds, **24:28**

exempt distributions report of, Form 45-106FI, **24:27**

opinion, counsel for issuer

common share, **24:29**

officers' certificate in respect of, **24:26**

trade, report of, under exemption clause (Manitoba), **23:9**

Offering documents

exempt market securities, trades under clause 91(a) or (b)

notice of intention to trade (Manitoba), **23:7**

requirements for offering memorandum (Manitoba), **23:8**

exempt purchaser, report of resale (Manitoba), **23:10**

exempt purchaser, report of trade (Manitoba), **23:9**

memorandum

common shares, **23:2**

non-qualifying issuer, Form 45-106F2, **23:3**

qualifying issuer, Form 45-106F3, **23:4**

requirements for, Manitoba, **23:8**

risk acknowledgment

Form 45-106F4, **23:5**

Form 45-106F5, Saskatchewan, **23:6**

Rights offerings

agency and custodial agreement, **23:14**

circular, **23:18**

notice, **23:15**

stand-by purchase agreement, **23:14**

PROMISSORY NOTES

Generally, **21:5**

PROSPECTUS

Consent letters

auditors of, **24:10**

counsel, of, **24:9**

PROSPECTUS—Cont'd

- Equity offerings
 - long form, **22:10**
 - short form, **22:9**
- Filing of, resolution approving
 - final prospectus, **24:2**
 - preliminary prospectus, **24:1**
- Final
 - certificate of authorization, **24:13**
 - consent, **24:9; 24:10**
 - counsel
 - confirmation of, **24:11**
 - consent letter, **24:9**
 - deposit agreement, **24:14**
 - filing letter, **24:8**
 - undertaking re filing material contracts, **24:12**
- Mutual funds, simplified, **26:3**
- Preliminary
 - audit committee approval of financial statement, **24:3**
 - confirmation of counsel, **24:6**
 - filing letter, **24:4**
 - personal information form, **24:5**
 - qualification certificate, short form prospectus, **24:7**

PROVINCIAL CORPORATIONS, INCORPORATION OF

- See INCORPORATION
- Appointment of
 - Manitoba, **2:129**
 - Ontario, **2:121**
- Form of
 - general, **12:32**
 - private corporation, less than 15 shareholders (Saskatchewan), **12:37**
 - solicited by management, public company
 - Alberta, **12:33**
 - British Columbia, **12:34**
 - Manitoba, **12:36**
 - Ontario, **12:33**
 - Saskatchewan, **12:35**
- Information circular, **12:20**
- Revocation of, **12:37**
- Solicitation
 - See PROXY SOLICITATION

PROXY SOLICITATION

- Dealer manager agreement, **12:66**

PROXY SOLICITATION—Cont'd

- Dissidents' information circular, **12:63**
 - statement accompanying, **12:65**
- Form of, dissident solicitation, **12:64**
- Information circular
 - board of directors, rotating, **12:24**
 - directors, cumulative voting for, **12:23**
 - dissent rights
 - Alberta, **12:30**
 - British Columbia, **12:29**
 - federal, **12:27**
 - Ontario, **12:28**
 - Saskatchewan, **12:27**
 - general form, **12:21**
 - questionnaire relating to, **12:31**
 - restricted voting shares, **12:22**
 - special resolution, approval of, **12:25**
 - stock exchange imposed majority, **12:26**
- Meeting, notice of
 - adjournment of shareholders' special meeting, **12:13**
 - annual, **12:10**
 - annual and special, **12:11**
 - dissidents' statement re mailing, **12:16**
 - officers' or directors' statement re mailing, public company, **12:15**
 - shareholder requisitioned meeting, **12:14**
 - special, **12:12**
- National Instrument 54-101, compliance with
 - annual request form, **12:18**
 - return card, **12:19**
 - timetable for annual shareholders' meetings, **12:17**

PUBLIC CORPORATION

- See also CORPORATIONS
- Mailing, officers' or directors' statement re, **12:15**
- Proxies, form of, **12:33**
- Shareholders' meeting, directors' resolution calling, **12:8**

PUBLIC GUARDIAN AND TRUSTEE

- Non-share capital corporation, letter to re
 - notification of incorporation, re, **2:175**
 - pre-approval of objects, re, **2:174**
- Revival, letter to requesting non-objection to, **18:5**

PUBLIC OFFERINGS

- Closing documents
 - agenda, **24:15**

PUBLIC OFFERINGS—Cont'd

Closing documents—Cont'd

agent

confirmation of, **24:18**direction of as to registration of shares, **24:19**

officers' certificates

agency agreement, pursuant to, **24:25**articles, by-laws, resolutions and incumbency and the signatures of officers and directors, certifying, **24:16**treasury direction to registrar and transfer agent, **24:20**

Common share offerings

See COMMON SHARES

Debt offerings

debentures, convertible

secured, **22:11**unsecured, **22:12**trust indenture, **22:13**

Due diligence

checklist, **22:17**memoranda and questionnaire, **22:20**

British Columbia

covering letter, **22:19**promoters and directors, **22:21**law firm ownership, **22:22**

oral session

final prospectus, **22:24**preliminary prospectus, **22:23**“scare letter” re securities responsibilities, **22:18**

Equity offerings

prospectus

long form, **22:10**short form, **22:9**

Filing documents

authentication, certificate of, **24:13**

consent letters

auditor's, **24:10**counsel's, **24:9**deposit agreement, **24:14**final prospectus, **24:8**personal information form, **24:5**preliminary prospectus filing letter, **24:4**

Opinions

See OPINIONS

Resolutions, prospectus, approving, **24:1; 24:2**

PUBLIC OFFERINGS—Cont'd

- Rights offerings
 - certificate, **24:22**
 - circular, **22:14**
 - prospectus, **22:15**
 - resolution of board of directors, **24:21**
 - stand-by purchase agreement, **22:14**
 - subscription agency agreement, **22:16**
- Shareholders' agreement provision, **13:14**
- Start-up crowdfunding
 - funding portal
 - individual information form, **22:29**
 - information form, **22:28**
 - offering document, **22:26**
 - report of exempt distribution, **22:30**
 - risk acknowledgment, **22:27**
- Underwriting agreements
 - See UNDERWRITING AGREEMENTS

PUT OPTION

- Generally, **13:13**

REDEMPTION

- Notice of, bonds or debentures
 - full, **21:55**
 - part, **21:56**
- Shares, of
 - mandatory
 - annual, **6:38**
 - purchase of remaining shares, **6:39**
 - preferred
 - See RETIREMENT OF SHARES
 - resolution, **8:18**
 - right to and method of, **6:37**

REGISTERED OFFICE

- Change of
 - See ARTICLES, AMENDMENTS TO
- initial
 - federal, **1:17**
- Notice of, Nova Scotia, **1:51; 1:115**

REGISTERS

- Debt holder, **2:153**
- Directors', **2:147**
- Officers', **2:148**

REGISTERS—Cont'd

Register of Interests in Land (Ontario only), **2:154**
 Shareholders', **2:149**
 Share transfer, **2:151**
 Warrant holder, **2:152**

REGISTRAR AND TRANSFER AGENT

Directors' resolution re
 Alberta, **2:51**
 appointing, **28:2**
 Manitoba, **2:87**
 Ontario, **2:27**
 replacement share certificate, **9:12**
 Saskatchewan, **2:70**
 Factual matters, certificate of re, **28:4**
 Indemnity bond re lost share certificate, **9:11**
 Opinion regarding outstanding shares, **28:5**
 Share certificate, declaration of loss of, **9:10**
 Transfer agency, registrar and dividend disbursing, agreement re, **28:3**
 Treasury direction to, **24:20**

REGISTRATION

Securities dealers and advisers
 See DEALERS, ADVISERS AND INVESTMENT FUND MANAGERS,
 REGISTRATION OF

RELEASES

Debenture or trust deed, **21:57**
 Lender, by, **21:58**
 Shareholders' agreement, **13:32**
 Share purchase
 by corporation, **33:16.50**
 director or officer, by, **33:15**
 vendor, by, **33:16**

RENTS AND LEASES

Assignment of, **33:29**

REPORTING ISSUER, CEASING TO BE

B.C. Instrument 11-502 - voluntary surrender of reporting issuer status, **30:44**
 Modified procedure for dual application, **30:35**
 application letter, **30:35**
 form of order, **30:36**
 Modified procedure for passport application, **30:33**
 application letter, **30:33**
 form of order, **30:34**

REPORTING ISSUER, CEASING TO BE—Cont'd

Other applications

application letter for dual application, **30:39**

application letter for passport, **30:37**

form of order for dual application, **30:40**

form of order for passport, **30:38**

Press release, **30:43**

Simplified procedure for dual application, **30:31**

application letter, **30:31**

form of order, **30:32**

Simplified procedure for passport application, **30:29**

application letter, **30:29**

form of order, **30:30**

Verification certificate, **30:45**

Withdrawal notice, **30:41**

dual application letter, of, **30:42**

passport application letter, of, **30:41**

REPORTING LETTERS

Incorporation and organization

federal, **2:205**

Ontario, **2:206**

Other

initial return filing for extra-provincial corporation, **2:209**

registration of extra-provincial corporation in Ontario, **2:207**

registration of extra-provincial unlimited liability company in Ontario,
2:208

REPORTS

Private placements, exempt distributions, **24:27**

Takeover bids

disclosure, **29:4**

early warning, **29:3**

REPRESENTATIONS

Asset purchase certificate re, **33:27**

Certificate, **19:21**

RESIGNATION

Director, **10:8**

RESOLUTIONS

Accountant, appointment of

Alberta, **2:56; 11:31**

British Columbia, **11:30**

federal, **2:9; 11:22**

Manitoba, **2:92; 11:33**

RESOLUTIONS—Cont'd

Accountant, appointment of—Cont'd

Ontario, **2:26; 11:29**Saskatchewan, **2:74; 11:32**

Amalgamation

authorization by directors', **15:6**British Columbia, **15:9**

vertical with wholly owned subsidiary

Alberta, **15:12**British Columbia, **15:13**federal, **15:12**Manitoba, **15:12**Ontario, **15:12**Saskatchewan, **15:14**

wholly owned subsidiary amalgamating with another wholly owned subsidiary

Alberta, **15:15**British Columbia, **15:16**Manitoba, **15:15**Ontario, **15:15**Saskatchewan, **15:15**

authorization by shareholders'

Alberta, **15:11**British Columbia, **15:8**three-cornered merger, **15:7**two corporations, **15:5**

Asset purchase, re

purchaser's directors, **33:25**vendor's directors, **33:23**vendor's shareholders', **33:24**

Auditors

appointment of, **11:1; 12:40**Alberta, **2:55**federal, **2:14**Manitoba, **2:91**Nova Scotia, **2:102**Ontario, **2:31**Saskatchewan, **2:73**

dispensing with

Alberta, **2:107; 11:25**British Columbia, **11:24**federal, **11:22**Manitoba, **2:109; 11:27**Ontario, **11:23**

O'BRIEN'S II—CORPORATIONS

RESOLUTIONS—Cont'd

Auditors—Cont'd

dispensing with—Cont'd

Saskatchewan, **2:108; 11:26**

removal, **11:5**

appointment of another, and, **11:6**

Borrower's directors', **21:48**

By-laws

confirmation of, **12:41**

confirmation of amendment to, **12:44**

Capital, reducing

amount not represented by assets, **14:39**

Nova Scotia, **14:40**

distribution to shareholders, **14:43**

Nova Scotia, **14:44**

Certified texts

directors', **19:12**

shareholders', **19:17**

shareholders' special, **19:18**

Committees, directors'

audit

appointing, **10:27**

forming, **10:26**

compensation

appointing, **10:35**

forming, **10:34**

corporate governance

appointing, **10:32**

forming, **10:31**

executive

appointing, **10:24**

forming, directors' resolution, **10:23**

general

appointing, **10:21**

forming, **10:20**

Conflict of interest transaction approval, **10:17**

Continuance

federal to provincial, **16:21**

provincial to federal, authorizing continuance federally

Alberta, **16:2**

British Columbia, **16:1**

Manitoba, **16:4**

Nova Scotia, **16:3**

Ontario, **16:1**

RESOLUTIONS—Cont'd

- Continuance—Cont'd
 - provincial to federal, authorizing continuance federally—Cont'd
 - Saskatchewan, **16:1**
- Directors'
 - See **DIRECTORS' RESOLUTIONS**
- Directors' consent to passing of
 - Alberta, **19:7**
 - British Columbia, **19:6**
 - federal, **19:5**
 - Manitoba, **19:5**
 - Nova Scotia, **19:5**
 - Ontario, **19:6**
 - Saskatchewan, **19:5**
- Election of directors, **10:6; 12:39**
- Fiscal year end (Nova Scotia), **2:102**
- Guarantee, authorizing, **21:49**
- Indemnification of directors, **10:11**
- Insurance
 - authorizing purchase of, **10:10**
 - securities dealer registration, **31:10**
- Loan, approving, **21:48**
- Name change, **14:1**
 - British Columbia, **14:3**
 - Nova Scotia, **14:2**
- Not-for-profit corporation
 - annual resolutions, Ontario, **1:88**
 - directors, Ontario, **1:85**
 - organizational, federal
 - director's, **2:178; 2:180**
 - director's change of officers, **2:182**
 - member's, **2:179; 2:181**
- Number of directors, fixing, **10:2**
- Options
 - See shares, acquisition options, *infra*
- Ordinary, **12:42**
 - ballot for, **12:47**
- Passing of by signature
 - directors', **2:144**
 - shareholders, **2:145**
 - special, **2:146**
- Public offering of securities, closing of
 - final prospectus, approval of, **24:2**

RESOLUTIONS—Cont'd

- Public offering of securities, closing of—Cont'd
 - preliminary prospectus
 - approval of, **24:1**
 - financial statements, audit committee approval of, **24:3**
- Records keeping agent, appointment of (British Columbia), **2:41**
- Redemption of shares, **8:18**
- Registered office, change of, **14:11; 14:18**
- Removal of director, **10:9**
- Retirement of
 - common shares, **8:1-8:4**
 - preferred shares, **8:10-8:13**
- Rollover, purchaser's directors, **33:37**
- Share capital, alterations of
 - See ARTICLES, AMENDMENTS TO
- Share certificate, replacement of, **9:12**
- Shareholders'
 - See SHAREHOLDERS' RESOLUTIONS
- Shareholders' consent to passing of
 - Alberta, **19:11**
 - British Columbia, **19:10**
 - federal, **19:8**
 - Manitoba, **19:8**
 - Nova Scotia, **19:9**
 - Ontario, **19:9**
 - Saskatchewan, **19:8**
- Shareholders' meeting, calling, **12:7**
 - public corporation, **12:8**
- Share purchases
 - purchaser's directors, **33:10**
 - vendor's directors, **33:8**
 - vendor's shareholders' special, **33:9**
- Shares
 - acquisition options
 - adopting stock option plan, **4:3**
 - authorization of options with conditional allotment, **4:2**
 - granting of under plan, **4:6**
 - private company, **4:5**
 - public company, **4:4**
 - stand alone agreement, **4:6**
 - authorizing issue of
 - cash, for, **3:9; 3:10**
 - common shares issuable under warrants, **3:17**

RESOLUTIONS—Cont'd

Shares—Cont'd

authorizing issue of—Cont'd

conditional allotment, **3:17**Alberta, **3:14**British Columbia, **3:13**federal, **3:11**Manitoba, **3:16**Ontario, **3:12**Saskatchewan, **3:15**units, allotment and issue of, **3:18**changing rights attaching to class, **14:49**consolidating shares of a class into fewer number, **14:53**creating new class of, **14:31**creating new class of issuable in series, **14:34**designating series, **14:37**issuable in series, authorizing, **6:8**number of authorized, removing limitations of, **14:27**subdividing class of into greater number of shares, **14:51**warrants, approval of, **4:10**

Special

ballot for, **12:47**borrowing (Nova Scotia), **2:101**directors interested in share allotment (British Columbia), **2:38**fundamental change, **12:58**passing, minutes of, **12:62**resolutions, passage of by signature, **2:146**

shareholders' re

certification text, **19:18**conflict transaction, approving, **10:17**number of directors, authorizing directors to fix, **10:3**

share capital, alterations of

See ARTICLES, AMENDMENTS TO

share purchase, **33:9**

Takeover bids

directors' circular, approval of, **29:17**offer and accompanying circular, approval of, **29:16**

Transfer of corporation to client

directors' resolution

appointing officer, **2:111**consenting to transfer of shares, **2:115**shareholders' resolution appointing director to fill vacancy, **2:113**Vacancy, filling of, **10:7**

O'BRIEN'S II—CORPORATIONS

RESOLUTIONS—Cont'd

Warrants

See shares, *supra*

RESTORATION

Affidavit

first, **18:19**

second, **18:23**

Application

full, **18:15; 18:16**

limited, **18:12; 18:13**

Consent, letter to registrar requesting, **18:20**

Extra-provincial company

notification letter, **18:21**

reinstatement application

full, **18:17**

limited, **18:14**

Nova Scotia, **18:31**

Order, **18:24**

Publication in British Columbia Gazette, notice for, **18:22**

Requisition

first, **18:18**

RESTRICTIONS

Businesses and activities

Alberta, **1:67**

federal, **1:67**

Ontario, **1:68**

Control transactions, on, **13:19**

Dividends, on

junior shares, on, **6:22**

protection of, **6:24**

Modification of shares, **6:31**

Professional corporations (Alberta), **1:72**

Right to vote separately as a class or series

federal, **1:59**

Ontario, **1:60**

Share, **5:8**

Shareholders, number of

Alberta, **1:63**

Nova Scotia, **1:66**

Shares, transfer of

See TRANSFER OF SHARES

Transferability, **1:64**

Alberta, **1:64**

RESTRICTIONS—Cont'd

Transferability, **1:64**—Cont'd
 Saskatchewan, **1:65**

RETIREMENT OF SHARES

Common shares

notice of share purchase, **8:6**
 purchase for cancellation, directors' resolution authorizing
 fraction elimination, **8:3**
 normal course purchase, **8:1**
 pursuant to private contract, **8:2**
 settlement of debt or claim, **8:4**
 unanimous consent of shareholders, **8:5**

Officers' certificates on solvency

common shares
 elimination of fractions, **8:16**
 generally, **8:15**
 settlement of debt and claim, **8:16**
 preferred shares, redemption or retraction of, **8:17**

Preferred shares

notice of redemption, **8:7**
 waiver of, **8:14**
 partial redemption by lot
 directors' resolution authorizing, **8:12**
 notice of, **8:9**
 pro-rata partial redemption
 directors' resolution authorizing, **8:11**
 notice of, **8:8**
 total redemption of a class of preferred shares, **8:10**

RETRACTION OF SHARES

Consent of corporation, **8:20**

Redemption

notice of, **8:19**
 resolution, **8:18**

Share provisions

See SHARE PROVISIONS

REVIVAL

Articles of

federal, **18:2**
 Manitoba, **18:29**
 Ontario, **18:8**
 letter filing, **18:7**

Consent, letter requesting

Corporations Tax Branch, **18:4**

O'BRIEN'S II—CORPORATIONS

REVIVAL—Cont'd

Consent, letter requesting—Cont'd

Ontario Securities Commission, **18:6**

Restoration

See RESTORATION

Saskatchewan, **18:28**

Statement of non-objection, letter to Public Guardian and Trustee's Office requesting, **18:5**

REVOCAATION

Proxies, of, **12:38**

RIGHTS OFFERINGS

See PRIVATE PLACEMENTS; PUBLIC OFFERINGS

ROLLOVER OF SHARES

Agreement, **33:36**

Directors' resolution of purchaser, **33:37**

SALE FROM CONTROL BLOCK

Distribution of securities, notice of intention to, form, **25:1**

SCRUTINEERS' REPORTS

Attendance, **12:50**

Directors, election of, **12:51**

Poll, **12:52**

SECURITIES

See also SHARE PROVISIONS; SHARES

Advisers

See DEALERS, ADVISERS AND INVESTMENT FUND MANAGERS,
REGISTRATION OF

Commissions

See SECURITIES COMMISSIONS

Dealers

See DEALERS, ADVISERS AND INVESTMENT FUND MANAGERS,
REGISTRATION OF

Listing of

See LISTING OF SECURITIES

Private placements of

See PRIVATE PLACEMENTS

Public offerings of

See PUBLIC OFFERINGS

Register

See SECURITIES REGISTER

Stock exchange

See STOCK EXCHANGE

SECURITIES ADVISERS

See DEALERS, ADVISERS AND INVESTMENT FUND MANAGERS,
REGISTRATION OF

SECURITIES COMMISSIONS

Applications to

Alberta, **30:11**

authorization and confirmation

Nova Scotia, **30:3**

Ontario, **30:3**

Saskatchewan, **30:13**

authorization and verification, British Columbia, **30:9**

ceasing to be reporting issuer

See REPORTING ISSUER, CEASING TO BE

draft ruling, sample

Alberta, **30:12**

British Columbia, **30:10**

Nova Scotia, **30:4**

Ontario, **30:4**

Saskatchewan, **30:14**

exemption, standard form for

British Columbia, **30:8**

Nova Scotia, **30:2**

Ontario, **30:2**

recognition as exempt purchaser (Manitoba), **30:15**

criminal record form, **30:15.70**

form of submission to jurisdiction and appointment of agent for service
of process by non-resident dealer, **30:15.30**

reporting issuer, applicant not (Ontario, Nova Scotia)

order, **30:7**

standard form, **30:5**

verification certificate, **30:6**

Continuance, letter requesting consent, **16:6**

Continuous disclosure, letter to re, **32:3**

Dealer and adviser registration, filing letter to re, **31:8**

Exemptive relief under the Passport System

co-ordinated review application, **30:22**

decision, **30:24**

e-mail to regulators, **30:23**

dual application, **30:19**

decision, **30:21**

e-mail to regulators, **30:20**

hybrid application

decision, **30:28**

dual coordinated review, **30:26**

O'BRIEN'S II—CORPORATIONS

SECURITIES COMMISSIONS—Cont'd

- Exemptive relief under the Passport System—Cont'd
 - co-ordinated review application, **30:22**—Cont'd
 - hybrid application—Cont'd
 - e-mail to regulators, **30:27**
 - passport/coordinated review, **30:25**
 - standard form, **30:16**
 - decision, **30:18**
 - e-mail to regulators, **30:17**
 - Revival, letter requesting consent (Ontario), **18:6**

SECURITIES DEALERS, REGISTRATION OF

- See DEALERS, ADVISERS AND INVESTMENT FUND MANAGERS, REGISTRATION OF

SECURITIES REGISTER

- Directors' resolution appointing agent
 - Alberta, **2:51**
 - federal, **2:11**
 - Manitoba, **2:87**
 - Ontario, **2:27**
 - Saskatchewan, **2:70**

SECURITY DOCUMENTS

- See also BANKING; BORROWING; DEBENTURES
- Application for credit with promise to give security, **21:21**
- Assignment
 - agreement, **21:24**
 - book debts, **21:13**
 - insurance, **21:23**
- Bank Act forms
 - See BANK ACT
- Bank Act security, agreement re, **21:22**
- Book debts, general assignment of, **21:13**
- Debenture
 - convertible, **21:9**
 - demand, **21:8**
 - trust deed securing bonds or, **21:10**
 - unsecured, **21:6**
- General security agreement, **21:11; 21:12**
- Guarantee agreement, **21:7**
- Insurance assignment agreement, **21:23**
- Mortgage
 - British Columbia, **21:27**
 - leasehold lands, of, **21:25**
- Pledge agreement, **21:14**

SHARE CERTIFICATES

- Bearer scrip, **5:11**
- Common shares
 - no transfer agent, **5:2**
 - with transfer agent, **5:3**
- Declaration of loss, **9:10**
- Directors' resolution approving form of
 - Alberta, **2:47**
 - federal, **2:4**
 - Manitoba, **2:81**
 - Ontario, **2:21**
 - Saskatchewan, **2:64**
- Fractional, **5:12**
- Indemnity bond re lost, **9:11**
- Legend on shareholders' agreement, **5:10; 13:24**
- Lien by corporation, **5:9**
- Preferred shares
 - no transfer agent, **5:4**
 - with transfer agent, **5:5**
- Replacement, directors' resolution authorizing, **9:12**
- Shareholders' agreements, **5:10**
- Share restrictions, **5:8**
- Transfer endorsement form, **5:6**
- Transfer restrictions, **5:7**

SHAREHOLDERS

- Agreements
 - See **SHAREHOLDERS' AGREEMENTS**
- Consent of regarding exemption from auditors requirements
 - Manitoba, **2:105**
 - Ontario, **2:104**
- Dissent rights, information circular related to
 - Alberta, **12:30**
 - British Columbia, **12:29**
 - federal, **12:27**
 - Ontario, **12:28**
 - Saskatchewan, **12:27**
- Ledger, **2:150**
- Meetings of
 - See **MEETINGS**
- Number of, restriction on
 - Alberta, **1:63**
 - Nova Scotia, **1:64**
- Organizational meeting
 - Manitoba, **2:130**

SHAREHOLDERS—Cont'd

Organizational meeting—Cont'd

Ontario, **2:122**

Pre-emptive rights, **6:49**

Register, **2:149**

Resolutions

See SHAREHOLDERS' RESOLUTIONS

Statement in respect of mailing

directors', **12:15**

dissidents', **12:16**

officers', **12:15**

SHAREHOLDERS' AGREEMENTS

General agreement

arbitration, **13:27**

business of corporation, **13:4**

buy-sell agreement, **13:18**

call option, **13:12**

commentary, **13:1**

contributions of shareholders, **13:5**

control of corporation, **13:6**

control transactions, restrictions on, **13:19**

death, purchase of shares following, **13:16**

definitions, **13:3**

domestic matters, **13:22**

draw along right, **13:11**

family law obligations, **13:22**

general provisions, **13:28**

guarantees, contribution and indemnity, **13:23**

indemnification, **13:25**

insurance policies, **13:17**

legend on shares, **13:24**

liability, joint and several, **13:25**

operations, **13:6**

option to purchase shares, **13:12**

option to sell shares, **13:13**

ownership, restrictions on, **13:8**

piggyback right, **13:10**

pre-emptive right, **13:21**

public offering, **13:14**

put option, **13:13**

restrictions

control transactions, on, **13:19**

ownership, on, **13:8**

shares, on, **13:7**

SHAREHOLDERS' AGREEMENTS—Cont'd

General agreement—Cont'd

- right of first opportunity, **13:9**
- right of first refusal, **13:9**
- right to come along, **13:10**
- right to require sale of shares, **13:15**
- right to take along, **13:11**
- shareholder contributions, **13:5**

shares

- general terms and conditions as to sale and purchase of, **13:20**
- legend upon, **13:24**
- option to purchase, **13:12**
- option to sell, **13:13**
- public offering, **13:14**
- purchase of following death, **13:16**
- restrictions on sale and transfer of, **13:7**
- right to require sale of, **13:15**

shotgun agreement, **13:18**termination, **13:26**Net worth certificate, **13:33**Participation agreement, **13:30**Release, **13:32**Share auction purchase agreement, **13:31**Unanimous shareholders' agreement, notice of execution or termination,
13:34**SHAREHOLDERS' RESOLUTIONS**

Accountant, appointment of

- Alberta, **2:56; 11:31**
- British Columbia, **11:30**
- federal, **11:28**
- Manitoba, **2:92; 11:33**
- Ontario, **11:29**
- Saskatchewan, **2:74; 11:32**

Amalgamation of two corporations, authorizing

- Alberta, **15:11**
- British Columbia, **15:8**
- general, **15:5**
- three-cornered merger, **15:7**

Asset purchase, **33:24**

Auditors

- appointment of, **11:1; 12:40**
 - Alberta, **2:55**
 - federal, **2:14**
 - Manitoba, **2:91**

SHAREHOLDERS' RESOLUTIONS—Cont'd

- Auditors—Cont'd
 - appointment of, **11:1; 12:40**—Cont'd
 - Nova Scotia, **2:102**
 - Ontario, **2:31**
 - Saskatchewan, **2:73**
 - dispensing with
 - Alberta, **2:107; 11:25**
 - British Columbia, **11:24**
 - federal, **2:106; 11:22**
 - Manitoba, **2:109; 11:27**
 - Ontario, **11:23**
 - Saskatchewan, **2:108**
 - removal of, **11:5; 11:6**
- By-law, confirming, **12:41**
 - Alberta, **2:54**
 - amendments, **12:44**
 - federal, **2:13**
 - Manitoba, **2:90**
 - Ontario, **2:30**
 - Saskatchewan, **2:72**
- Certified text, **19:17**
- Changing rights attaching to new class of shares
 - general, **14:49**
 - Nova Scotia, **14:50**
- Consolidating shares of a class into fewer number
 - British Columbia, **14:54**
 - general, **14:53**
 - Nova Scotia, **14:54**
- Continuance federally, authorizing
 - Alberta, **16:2**
 - Manitoba, **16:4**
 - Nova Scotia, **16:3**
 - Ontario, **16:1**
 - Saskatchewan, **16:1**
- Continuance in province, authorizing, **16:21**
- Directors
 - election of, **10:6; 12:39**
 - Alberta, **2:53**
 - federal, **2:15**
 - Manitoba, **2:93**
 - Ontario, **2:29**
 - Saskatchewan, **2:75**
 - removal of, **10:9**

SHAREHOLDERS' RESOLUTIONS—Cont'd

- Directors—Cont'd
 - resignation of, Manitoba, **2:93**
- Fiscal year end, fixing (Nova Scotia), **2:102**
- Merger, three cornered, authorization of, **15:7**
- Name change, authorization of
 - British Columbia, **14:3**
 - general, **14:1**
 - Nova Scotia, **14:2**
- Number of authorized shares, removing limitation of
 - Alberta, **14:30**
 - British Columbia, **14:29**
 - general, **14:27**
 - Nova Scotia, **14:28**
- Ordinary, **12:42**
- Organization (Manitoba), **2:89**
- Reducing stated capital by amount not represented by assets
 - British Columbia, **14:41**
 - general, **14:39**
 - Nova Scotia, **14:40**
- Reducing stated capital to make distribution to shareholders
 - general, **14:43**
 - Nova Scotia, **14:44**
- Registered office, change of
 - federal, **14:18**
 - Manitoba, **14:20**
 - Ontario, **14:19**
 - Saskatchewan, **14:21**
- Share purchase, **33:9**
- Shares, creating new class of
 - British Columbia, **14:33**
 - general, **14:31**
 - issuable in series, **14:34**
 - British Columbia, **14:36**
 - general, **14:34**
 - Nova Scotia, **14:35**
 - Nova Scotia, **14:19**
- Special
 - borrowing (Nova Scotia), **2:101**
 - certified text, **19:18**
 - distribution of assets, approval of (British Columbia), **17:23**
 - general, **12:43**
 - liquidation and dissolution of corporation (Alberta), authorization of, **17:45**
 - number of directors re, **10:3**

SHAREHOLDERS' RESOLUTIONS—Cont'd

Special—Cont'd

share capital, alterations of

See ARTICLES, AMENDMENTS TO

share purchase, **33:9**

transaction, approval of, director with conflict, **10:17**

voluntary liquidation (British Columbia), **17:30**

Subdividing shares of a class into greater number of shares, **14:51**

general, **14:51**

Nova Scotia, **14:52**

SHARE PROVISIONS

Common shares

no other classes, **6:3**

other classes, **6:2**

Conversion

holder's option, to different shares at, **6:35**

price method, public company, **6:34**

prohibition on changes to shares into which convertible shares may be converted, **6:36**

ratio method, public company, **6:33**

right of, **6:32**

Dissolution

See liquidation, *infra*

Dividends

discretionary, no preference, **6:16**

preferred

cumulative, pro-rated on redemption, **6:23**

equality between certain classes, **6:21**

fixed rate

cumulative, **6:17**

non-cumulative, **6:18**

restrictions for protection of, **6:24**

restrictions on for junior shares, **6:22**

variable rate

cumulative, **6:19**

non-cumulative, **6:20**

Equity shares

non-voting, quarterly non-cumulative preferred dividends, **6:6**

voting and non-voting, **6:5**

Liquidation

class votes, Ontario and Alberta corporations, **6:25**

priority

multiple, **6:28**

none, **6:26**

SHARE PROVISIONS—Cont'd

- Liquidation—Cont'd
 - priority—Cont'd
 - simple, **6:27**
- Modification
 - approval procedure for, **6:30**
 - authority for, **6:29**
 - restriction on class or series vote on, **6:31**
- Notice provision, **6:48**
- Pre-emptive rights, **6:49**
- Preference shares, fixed non-cumulative dividends, **6:4**
- Purchase obligations
 - mandatory purchase for cancellation, **6:46**
 - purchase for cancellation
 - lowest obtainable purchase price, **6:45**
 - price subject to maximum, **6:44**
 - purchase fund, **6:47**
- Redemption
 - mandatory
 - annual, **6:38**
 - purchase of remaining shares, **6:39**
 - right to, method of, **6:37**
- Retraction
 - method of
 - fixed date, **6:42**
 - open date, **6:41**
 - payment, method of, **6:43**
 - right to, **6:40**
- Series, shares issuable in
 - directors' resolution authorizing, **6:8**
 - general provisions attaching to, **6:7**
- Voting
 - dividends in arrears, when, **6:13**
 - non-voting shares
 - entitlement to notice of, attendance at meetings (federal, Alberta and Ontario), **6:12**
 - Ontario, **6:11**
 - rights, **6:14**
 - voting shares, **6:9**
 - multiple, **6:15**
- Winding-up
 - See liquidation, *supra*

SHARE PURCHASE

- Agreement, **33:6**

SHARE PURCHASE—Cont'd

- Certificates re
 - corporate documents, **33:11**
 - estoppel, **33:14**
 - incumbency, **33:12**
 - representations, warranties and performance, **33:13**
- Closing agenda, **33:7**
- Escrow agreement, **33:12.50**
- Intent, letter of, **33:5**
- Legal opinions by
 - purchaser's counsel, **33:19**
 - vendor's counsel, **33:18**
- Non-competition agreement, **33:17**
- Release by
 - director or officer, **33:15**
 - vendor, **33:16**
- Resolutions
 - purchaser's directors, **33:10**
 - vendor's directors, **33:8**
 - vendor's shareholders' special, **33:9**
- Share auction purchase agreement, **13:31**
- Share purchase agreement, **33:6**

SHARES

- Acquisition option
 - See SHARES, ACQUISITION OPTIONS
- Acquisition warrants
 - See SHARES, ACQUISITION WARRANTS
- Authorized, removing limitations of number of, **14:27**
- Certificates
 - See SHARE CERTIFICATES
- Common
 - See COMMON SHARES
- Consolidating into fewer number, **14:53**
- Conversion
 - See SHARE PROVISIONS
- Dividends
 - See SHARE PROVISIONS
- Equity, non-voting, **6:5**
- Issuance of
 - See ISSUANCE OF SHARES
- Lien on
 - Alberta, **1:62**
 - general, **1:61**

SHARES—Cont'd

- Liquidation
 - See SHARE PROVISIONS
- Modification
 - approval procedure for, **6:30**
 - authority for, **6:29**
 - restriction on class or series vote on, **6:31**
- New class
 - changing rights attaching to
 - general, **14:49**
 - Nova Scotia, **14:50**
 - creating
 - British Columbia, **14:33**
 - general, **14:31**
 - issuable in series
 - British Columbia, **14:36**
 - general, **14:34**
 - Nova Scotia, **14:35**
 - Nova Scotia, **14:32**
- Notice provision, **6:48**
- Number of authorized, reducing limitations of
 - Alberta, **14:30**
 - British Columbia, **14:29**
 - general, **14:27**
 - Nova Scotia, **14:28**
- Pledge agreement, **21:14**
- Pre-emptive rights, **6:49**
- Preference, **6:4**
- Preferred
 - See PREFERRED SHARES
- Provisions
 - See SHARE PROVISIONS
- Purchase agreement, **33:6**
- Purchase obligations
 - See SHARE PROVISIONS
- Redemption
 - mandatory
 - annual, **6:38**
 - to purchase remaining shares, **6:39**
 - right to, **6:37**
- Retirement
 - See RETIREMENT OF SHARES

SHARES—Cont'd

- Retraction
 - method of
 - fixed date, **6:42**
 - open date, **6:41**
 - payment, method of, **6:43**
 - right to, **6:40**
- Rollover of
 - See ROLLOVER OF SHARES
- Series, shares issuable in
 - directors' resolution authorizing, **6:8**
 - general provisions, **6:7**
- Special clause re lien on, **1:61**
 - Alberta, **1:62**
- Stock exchange listing
 - See STOCK EXCHANGE
- Subdivision of a class into greater number of shares
 - general, **14:51**
 - Nova Scotia, **14:52**
- Subscriptions for
 - See SUBSCRIPTIONS FOR SHARES
- Transfer of
 - See TRANSFER OF SHARES
- Transfer to client, consent to, **2:114**
- Transfer to client of shares held in trust, direction re, **2:117**
- Voting
 - See SHARE PROVISIONS
- Winding-up
 - See SHARE PROVISIONS, liquidation

SHARES, ACQUISITION OPTIONS

- Call option, **13:12**
- Option agreement, **4:7**
- Purchase, option, to, **13:12**
- Resolutions
 - adopting stock option plan, **4:3**
 - authorizing options and conditionally allotting underlying shares for issuance upon exercise, **4:2**
 - granting options under plan, **4:6**
- Stand alone agreement, **4:7**
- Stock option plan
 - private company, **4:5**
 - public company, **4:4**
 - resolution adopting, **4:3**
 - resolution granting, **4:6**

SHARES, ACQUISITION RIGHTS

Share appreciation rights plan, **4:11**

SHARES, ACQUISITION WARRANTS

Resolution approving warrant indenture and form of warrant certificate, authorizing issue of and conditional allotment of shares, **4:10**

Warrant certificate, **4:9**

Warrant indenture, **4:8**

SHOTGUN AGREEMENTS

Shareholders' agreement provisions, **13:18**

SIGNATURE, PASSING RESOLUTIONS AND BY-LAWS BY

See RESOLUTIONS, passing of by signature

SOLVENCY

See CERTIFICATE, officer's

SPECIAL CLAUSES

See INCORPORATION

STATED CAPITAL

See CAPITAL

STATUTORY DECLARATIONS

Application for incorporation (Nova Scotia), **1:50**

Director or officer of amalgamating corporation (federal)

Alberta, **15:18**

British Columbia, **15:19**

federal, **15:17**

Manitoba, **15:17**

Saskatchewan, **15:17**

STOCK EXCHANGE

See also LISTING OF SECURITIES

Additional listing, notice letter, **27:2**

Applications

CUSIP number, **27:3**

letter with document list, original listing, **27:4**

Bids

See TAKEOVER BIDS

Continuous disclosure, letter to re, **32:4**

Imposed majority by, information circular, **12:26**

Issuer bid, **29:35**

Opinion of counsel to, **27:4**

TSX Venture Exchange, **27:5**

STOCK OPTIONS

Adoption of plan, resolution, **4:3**

O'BRIEN'S II—CORPORATIONS

STOCK OPTIONS—Cont'd

- Authorization of and allocation of, resolution, **4:2**
- Granting of, resolution, **4:6**
- Private company plan, **4:5**
- Public company plan, **4:4**
- Stand alone agreement, **4:7**

SUBORDINATION AGREEMENTS

- See also GUARANTEES
- Secured debt, **21:42**
- Unsecured debt, **21:41**

SUBSCRIPTIONS FOR SHARES

- Accredited investors, **3:1**
 - certificate, **3:3**
 - form for, **3:7**
 - private placement of common shares, brokered, **23:13**
- Family/friends/business associates
 - certificate, **3:4**
 - risk acknowledgment form, **3:8**
- Limited partnership units, private placement of, **23:12**
- Manitoba, **2:131**
- Minimum amount investment certificate, **3:5**
- Non-resident subscriber, **3:2**
- Private issuer
 - certificate, **3:6**
 - private placement by, **23:11**
- Short form agreement, **3:1**

TAKEOVER BIDS

- Acquisition agreement, **29:8**
- Change or variation, notice of, **29:18**
- Circular bids, **39:9**
 - director's circular
 - dissenting, **29:10**
 - general, **29:12**
 - letter of acceptance and transmittal for shareholders, **29:11**
 - letter of guaranteed delivery, **29:13**
 - offer and offering circular, cash and shares, **29:9**
 - undertaking, **29:14; 29:15**
- Compulsory acquisitions
 - Alberta
 - adverse claim, notice of, **29:34**
 - election and transmittal, letter of, **29:33**
 - offeror's notice, **29:32**

TAKEOVER BIDS—Cont'd

Compulsory acquisitions—Cont'd

British Columbia

election and letter of transmittal, **29:29**intent, notice of, **29:30**offeror's notice, **29:28**transmittal letter, **29:31**

federal

adverse claim, notice of, **29:22**election and letter of transmittal, **29:21**offeror's notice, **29:20**

Ontario

acceptance, notice of, **29:27**adverse claim, notice of, **29:25**election and letter of transmittal, **29:24**offeror's notice, **29:23**target company's notice, **29:26**Confidentiality agreement, **29:1**Dealer manager agreement, **29:6**Depository agreement, **29:19**

Directors' resolutions

directors' circular, approval of, **29:17**offer and accompanying circular, approval of, **29:16**Guaranteed delivery, letter of, **29:13**

Issuer bids

circular, **29:37**commentary, **29:35**notice of change/variation, **29:38**notice of intention to make normal course bid, **29:36**Lock-up agreement, **29:2**

Reports and press releases

early warning, **29:3**press release, **29:4**Shareholder's list, affidavit to obtain, **29:5**Soliciting dealer group agreement, **29:7**Variation, notice of, **29:18****TELEPHONE MEETINGS**Directors, meeting procedure checklist, Ontario, **12:1**Directors', minutes of, **12:6**Directors' consent to act or participate in, **10:4; 10:5**British Columbia, **19:3**general, **19:2**

TRADEMARKS

- Assignment of, **33:30**
- Consent to use of (federal), **1:3**

TRANSFER

- Agent
 - See REGISTRAR AND TRANSFER AGENT
- Client, to
 - See CORPORATIONS
- Shares, of
 - See TRANSFER OF SHARES

TRANSFER AGREEMENTS

- On dissolution
 - Alberta, **17:42**
 - federal, **17:2**
 - Manitoba, **17:62**
 - Ontario, **17:9**
 - Resolution of Directors (CBCA), **17:1.50**
 - Saskatchewan, **17:55**

TRANSFER OF SHARES

- Corporation to client, **2:116**
- Endorsement form on certificate, **5:6**
- Estate, transfer to
 - directors' resolution, **9:14**
 - transmission, declaration of, **9:13**
- Power of attorney, **9:8**
- Restrictions, **5:7**
- Restrictions in articles
 - constrained share corporation, **9:6**
 - majority consent
 - directors, **9:1**
 - shareholders, **9:3**
 - unanimous consent
 - directors, **9:2; 9:5**
 - shareholders, **9:4**
- Share transfer, form of, **9:7**
- Share transfer register, **2:151**
- Transfer agent and registrar
 - appointment of, directors' resolution re
 - Alberta, **2:51**
 - Ontario, **2:27**
 - declaration of loss of share certificate, **9:10**
 - indemnity bond re lost share certificate, **9:11**
 - replacement share certificate, directors' resolution authorizing, **9:12**

TRANSFER OF SHARES—Cont'dTransmission, declaration of, **9:13****TRUST DEED**Bonds or debentures, securing by, **21:10**Release and reconveyance of, **21:57****TRUSTS**

Declaration of in respect of shares

 general, **3:19** Nova Scotia, **3:20**

Deed

See TRUST DEED

Indenture, debt offering, **22:13**Master declaration of, mutual fund, **26:1****UNANIMOUS SHAREHOLDERS' AGREEMENTS**

See also SHAREHOLDERS' AGREEMENTS, general agreement

Unanimous shareholders' agreement, **13:2-13:29****UNDERWRITING AGREEMENTS**

Public offering of securities

 bought deal prospectus offering, **22:4** fully marketed prospectus offering, **22:5** secondary offering, **22:6****VARIATION**Notice of, **29:18****VOLUNTARY DISSOLUTION**

See also LIMITED PARTNERSHIP

Application for (British Columbia)

 liquidation dissolution, **17:36** voluntary dissolution, **17:28** shareholders' resolution authorizing, **17:27**

Articles of dissolution

 Alberta, **17:44** Manitoba, **17:68** Ontario, **17:12; 17:13**

Assignment and assumption agreement

 British Columbia, **17:26** directors' resolution approving, **17:25** special resolution approving, **17:24** Nova Scotia, **17:71**Auditor's certificate (Nova Scotia), **17:72**Bankruptcy, notice of, **17:48.75**

VOLUNTARY DISSOLUTION—Cont'd

- Certificate of incorporation, notice of intention to surrender (Nova Scotia),
17:75
- Creditors, notice to, intent to dissolve (Alberta), **17:48**
- Director's resolution
 - Alberta, **17:38**
 - British Columbia, **17:22; 17:25**
 - federal, **17:1.50; 17:8.50**
- Dissolution, **17:60**
- Dissolution by assuming liabilities (Alberta)
 - special resolution authorizing, **17:41**
 - statutory declaration, **17:43**
 - transfer agreement, **17:42**
- Dissolution by request (British Columbia)
 - affidavit of director, **17:29**
 - application, **17:28**
 - authorized by shareholders' resolution, **17:27**
 - assignment and assumption agreement, **17:24**
 - directors' resolution approving, **17:24; 17:25**
 - director
 - affidavit of, **17:29**
 - resolution, **17:22**
- Final meeting (Alberta) return of, **17:53**
- Gazette, letter to (Nova Scotia), **17:74**
- Liquidation (Alberta)
 - liquidator
 - appointment of, notice of, **17:50**
 - appointment or change or discharge of, notice of, **17:48.25**
 - cessation, notice of, **17:51**
 - statutory declaration, **17:53.50**
 - return of, completion of, **17:52**
- Liquidation (British Columbia)
 - application for, **17:36**
 - liquidator
 - address change, **17:33**
 - appointment of, **17:32**
 - ceasing to act, **17:34**
 - records of dissolving company, change, notice of, **17:37**
 - report, **17:35**
 - special resolution, **17:30**
 - statement of intent to liquidate, **17:31**
- Newspaper of general circulation, letter to
 - Manitoba, **17:64**
 - Nova Scotia, **17:73**

VOLUNTARY DISSOLUTION—Cont'd

- Newspaper of general circulation, letter to—Cont'd
 - Saskatchewan, **17:56**
- Notice of intention to dissolve
 - federal, for publication, **17:4**
 - Manitoba, **17:66**
 - Ontario, for publication, **17:4**
 - Saskatchewan, for publication, **17:58**
- Petition to Registrar (Nova Scotia), **17:77**
 - affidavit verifying, **17:78**
- Publication notice
 - Alberta, **17:47**
 - Nova Scotia, **17:73**
- Record keeping, change or update of, notice of (Alberta), **17:48.50**
- Resolution of directors, **17:1.50; 17:8.50**
- Revocation of intent to dissolve, statement of
 - federal, **17:7**
 - Manitoba, **17:67**
 - Saskatchewan, **17:59**
- Special resolution
 - Alberta, **17:40; 17:41; 17:45; 17:49**
 - British Columbia, **17:30**
 - distribution of assets, **17:23**
 - federal, **17:1**
 - Manitoba, **17:61**
 - Nova Scotia, **17:70**
 - Ontario, **17:8**
 - Saskatchewan, **17:54**
- Statement of intent to dissolve
 - Alberta, **17:46**
 - Manitoba, **17:67**
 - Saskatchewan, **17:59**
- Statement of intent to liquidate (British Columbia), **17:31**
- Tax clearance certificate, letter requesting
 - federal, **17:3**
 - Manitoba, **17:63**
- Tax consent, letter requesting (Ontario), **17:10**
- Transfer agreement
 - Alberta, **17:42**
 - federal, **17:2**
 - Manitoba, **17:62**
 - Ontario, **17:9**
 - Saskatchewan, **17:55**

VOLUNTARY DISSOLUTION—Cont'd

Winding-up and dissolution, limited partnerships (Ontario)

See LIMITED PARTNERSHIP

VOTING

Cumulative

chairperson's agenda, **12:55**

minutes, **12:60**

special clause, **1:54**

Dividends in arrears, when, **6:13**

right to elect director, **6:14**

Non-voting shares

entitlement to notice of, attendance at meetings, **6:12**

federal, Alberta and Ontario, **6:11**

federal and provincial, **6:10**

Restrictions on rights to vote separately

federal, **1:59**

Ontario, **1:60**

Right to elect director, dividends in arrears, **6:14**

Voting shares, **6:9**

multiple, **6:15**

WAIVER

See also WAIVER OF NOTICE

Auditor, of (British Columbia), **2:42**

Corporation, by (Saskatchewan), **21:33**

personal property, **21:34**

WAIVER OF NOTICE

Board of directors meeting, **12:4**

Manitoba, **2:128**

Ontario, **2:120**

Non-share capital corporation meeting

directors', **2:163**

members', **2:162**

Shareholders' meeting, **12:9**

WARRANTS

Share acquisition

See SHARES, ACQUISITION WARRANTS

WARRANTY

Asset purchase certificate re, **33:27**

WINDING UP

See also VOLUNTARY DISSOLUTION

WINDING UP—Cont'd

Shares

See SHARE PROVISIONS, liquidation