```
ROYALTIES
  See also Division V
  Advance on, 12:51
  Assignment of, 9:11; 9:12
  Benchmark results, client prohibition against discloure, 23:264
  Cheap editions, 12:47
  Deductions, 12:52
  Definitions
    processor, 23:865
    response level and service levels, 23:899
  Digital media, 25:48
  Exempt copies, 12:49
  Export and import controls
    Export and Import Permits Act
       number, application for, 35:38
       permit, application for, 35:39
         cancellation request, 35:40
  Foreign language edition, 12:48
  Goods and services tax or harmonized sales tax, 12:45
  Joint ventures
    see also JOINT VENTURES
    contractual agreement, 35:85
       assignment of interest to third party, 35:83
       outsourcing, 35:85
       termination of, 35:84
  Oil and gas
    conveyance, 44:6
    procedure, 44:60-44:63
  Outsourcing agreement, 35:85
  Publishing, general clause, 12:44
  Recordings, 51:7; 51:14
  Remainders, 12:43
  Reprints, 12:50
  Statement checklist, 12:8
SALE OF BUSINESS
  See also Divisions II (Share Purchase), VIII, X (Share Purchase)
  Accounts receivable
    election, 54:47
    representation, 54:36
  Assets, non-assignability of, 54:44
  Assignment of
    copyright, 54:65
    trademark, 54:64
```

```
SALE OF BUSINESS-Cont'd
  Bills of sale
    See BILLS OF SALE
  Broker, absence of, 54:45
  Conveyance, general, 54:31
  Copyright, assignment of, 54:65
  Counterparts, signatures on, 54:52
  Covenant and guarantee by parent company, 54:38
  Employment
    offer of, 54:41
    provisions for, 54:57
  Environmental issues, 54:53
  Financial statements, 54:56
  Franchises
    See FRANCHISES
  General conveyance, 54:31; 54:32
  Guarantee by parent company, 54:38
  Indemnity
    assumption of liabilities, 54:35
    infringement liability, 54:50
    product liability, 54:49
    retail sales tax, 54:48
  Lease, representations as to, 54:37
  Letter of intent, 54:29
  Liabilities
    assumption of by purchaser, 54:34
    indemnity respecting, 54:35
  Management provision, 54:55
  Pension plans, 54:40
  Profit or loss during interim period, 54:43
  Public notice, 54:51
  Purchase and sale, agreement of, 54:30
  Purchaser's conditions, 54:60
  Regulatory approvals as condition precedent, 54:54
  Representations and warranties of vendor, 54:59
  Share purchase agreement, 54:58
    definitions used, 54:58
    employment provisions, 54:57
    non-competition, 54:63
  Title, examination of, 54:46
  Trademark, assignment of, 54:64
  Vehicles, safety certificate, 54:42
  Vendor's name, use of, 54:39
```

SALE OF GOODS

See also Divisions II (Asset Purchase), VIII (Bulk Sales Act; Goods), X (Asset Purchase; Sales)

See also COMPUTERS; CONDITIONAL SALES AGREEMENTS; INTERNATIONAL TRANSACTIONS; MANUFACTURING

Advertising, 54:19

Agreement for, 54:2

Bailed property, 54:18

Billing and shipping, 54:8

Bills of sale

See BILLS OF SALE

Changes to product, 54:9

Environmental matters, 54:21

Exclusive duty to buy, **54:5**

Fish, 29:1; 29:2; 29:4

Force majeure, 54:23

Government compliance, 54:20

Indemnification, 54:15

Ingredient disclosure, special warnings, 54:12

Insolvency, 54:22

Inspection prior to delivery, 54:10

Insurance, **54:16**

Intellectual property, **54:13**

Inventory sale, at appraisal valuation, 54:3

Manufactured goods, sale of, 54:4

Purchase and sale of assets, agreement, 54:2

Purchase price

adjustment in, 54:7

increase in, 54:6

Shipping and billing, **54:8**

Supply agreement, 54:4

Technical information disclosed to buyer, 54:14

Tools at seller's expense, 54:17

Warranty by seller, 54:11

SECURED TRANSACTIONS

See also Divisions II (Security Documents), IV (Security Agreements)

Bank Act security

See BANKING

Conditional sales

See CONDITIONAL SALES AGREEMENTS

Personal property security

See PERSONAL PROPERTY SECURITY

SERVICE AGREEMENTS

See AVIATION; COMPUTERS; MANAGEMENT AGREEMENTS; MASTER SERVICE AGREEMENT; DIGITAL MEDIA

SHIPPING

```
See also INTERNATIONAL TRANSACTIONS
Bills of lading, liner, 56:2
Charter parties
bareboat charter
barge, 56:6
standard, 56:5
general charter, uniform, 56:4
time charter, uniform, 56:3
Deed of covenants, collateral to statutory mortgage, 56:1
```

STATUTORY DECLARATIONS

```
See also DECLARATIONS
See also Division II
Attestation, 4:73
Attorney signing for principal, by, 3:27
Documents, declarations as to
  alteration made before execution, 3:22
  execution by two witnesses, 3:23
  mailing of, 3:24
  publication in newspaper, 3:25
  signature
    deceased person, by, 3:20
    document, on, 3:19
  translation true and correct, 3:26
  true copy, 3:17
General forms
  one person, 3:15
  several persons, 3:16
```

TELECOMMUNICATIONS

```
See also Division IX
Answer by respondent, 19:10
Appeals
CRTC, to, telecom order, 19:13
answer, respondent, 19:14
leave to
notice of motion for, 19:26
supporting affidavit, 19:27
written representations, 19:28
limitation of material before court
affidavit, 19:33
```

```
TELECOMMUNICATIONS—Cont'd
  Appeals—Cont'd
    limitation of material before court—Cont'd
       notice of motion, 19:32
       order, 19:34
       rule 324 letter, 19:31
    notice of, 19:29
       intention to participate, 19:30
  Applications, 19:8
  Broadcasting
    See BROADCASTING
  Interrogatories, 19:11
    response to, 19:16
  Intervention, 19:5
  Notices
    appeal, 19:29
       intention to participate, 19:30
       motion for leave, 19:26
       motion to limit material, 19:32
    interested party
       participate, intention to, 19:30
       tariff, 19:15
       to, 19:16
    respondent, to, 19:9
TELEVISION
  See also BROADCASTING; MOTION PICTURES; THEATRES; VIDEO
  Actors
    cast list credit rider, 57:32
    extras, 57:45
    insurance, 57:29
    principal performer's agreement, 57:26
    television performer's agreement, 57:34
       minor, 57:34.50
  Advertising
    See ADVERTISING
  Composer's agreement, 57:36; 57:37
  Confidentiality agreement, international acquisitions, 57:84
  Digital Millennium Copyright Act (DMCA) complaint, 57:87
  Documentary, principal contributor, 57:28
  Financing acknowledgment and guarantee, 57:61
  Format option and licence agreement, 57:51
  Host agreement, 57:27
  Intellectual property rights, assignment of, 57:85
```

TELEVISION—Cont'd

```
Internet
  agreements
     book adaptation, option on, 57:18
     content monetization, 57:81
     internet channel content, 57:82
     website design and development, 57:79
     YouTube channel management, 57:83
  website linking licence, 57:80
Joint venture property development, 57:48
Letter of claim (passing off), 57:86
Licences
  character merchandising, 57:8
  exclusive distribution rights, 57:1
  rights to producer by lender, 57:10
  television, 57:2; 57:2.30; 57:2.70
  videoclip, 57:7
Location releases
  privacy, 57:44
  recognizable premises, 57:43
  set-up, 57:42
Option
  book adaptation for television or internet agreement, 57:18
     purchase of book rights for film and television agreement, 57:19
     rights in and to literary work, 57:18
Pilot, production of, 57:24
Production video on demand agreement, 57:6
Program sponsorship agreement, 57:59
Property development, joint venture agreement, 57:48
Release and licence
  with fee, 57:46
  without fee, 57:47
Screen play
  option agreement re television rights, 57:13
Screenwriter
  assignment of teleplay, 57:14
  services, loan out of, 57:9
Series production agreement, 57:50
  all rights cumulative, 57:76
  default, events of, 57:73
     rights of distributor on occurrence of, 57:75
  documentation, form of, 57:66
  interest, 57:69
  no waiver, 57:71
```

```
TELEVISION—Cont'd
  Series production agreement, 57:50—Cont'd
    prepayment, 57:72
    production account, 57:70
    production loans, 57:67
       advance of, 57:68
       payment of, 57:72
    provision for security, 57:65
    reports, 57:77
    statements and audits, 57:78
  Signal distribution, master control services and satellite uplink, 57:88
THEATRES
  Artwork licence agreement, 58:11
  Attraction, engagement of, 58:21
  Bookwriter agreement, 58:9
  Commissioning agreement, 58:3
  Construction service agreement, 58:31
  Consulting producer services agreement, 58:35
  Costume and set designer agreement, 58:33
  Director's agreement, 58:28; 58:29
  General manager, letter of intent for employment of, 58:27
  Licence agreements
    artwork, 58:11
    development and subsequent production, 58:4
    facility
       non-ticketed event, 58:23
       ticketed event, 58:22
    master ticketing, 58:26
     musical play production, 58:6
       revenue share definitions, 58:15
    rights
       foreign producer, production acquired from, 58:5
       playwright and producer, between, 58:2
     synchronization
       non-exclusive use and, 58:7
       personal performance release and, 58:43
     theatre, 58:16
       touring company for several performances, by, 58:20
  Line producer agreement, 58:36
  Merchandising agreement, 58:8
  Musical
    director's agreement, 58:30
    play production licence, 58:6
  Option agreement for play rights, 58:10
```

```
THEATRES—Cont'd
  Performers' agreements
    Canadian form, 58:42
    cast album rider, 58:38
    local sponsor, with, 58:39-58:41
    morals clauses, 58:45
    personal performance (minor), 58:44
  Producer
    additional rights, 58:13
    commissioning agreement, 58:3
    financial interest in amateur productions, 58:12
    foreign show rights licence agreement, production acquired from foreign
         producer, 58:5
    letter of intent to acquire rights, 58:1
    performance rights to musical composition, acquiring of, 58:14
    rights licence agreement with playwright, 58:2
    show rights licence agreement, 58:5
  Production services agreement, 58:24
  Rental of premises
    facility licence agreement, 58:22; 58:23
    licensee's questionnaire prior to agreement, 58:17
    several performances by touring company, 58:20
    single performance, for, 58:18; 58:19
    theatre licence agreement, 58:16
  Set design agreement, 58:32
    costume design, and, 58:33
  Technical services agreement, 58:34
  Theatrical dramatization agreement, 12:89
  Ticketing, master licence agreement, 58:26
TRADEMARKS
  See also Divisions II, X (Intellectual Property Assets)
  Affidavits
    dealers or consumers, by, 34:44
    officers, by, 34:45
  Applications
    registration of mark
       renewal, 34:46
  Assets, definition, 23:963
  Assignment
    non-resident company, 34:48
    resident company, 34:47
    sale of business, 54:63
```

Licence, 23:128; 40:86

TRADEMARKS—Cont'd

Notice pursuant to s. 9
letter of request, 34:50
request for, 34:51
Notice request pursuant to s. 45, 34:49
Notices, 23:130
Opposition to registration
counterstatement to, 34:43
statement of, 34:44
Reciprocal rights to use of, 23:129
Renewal, application for, 34:46
Trademark use agreement, 40:87
Usage policy, 23:127

VIDEO

Production agreement, **57:4**; **57:5** Production video on demand agreement (television and internet), **57:6** Usage policy, **23:127**

WAREHOUSE RECEIPTS

See BAILMENT

WARRANTS

See BAILIFFS

WORLD WIDE WEB

See INTERNET

EXTRA-PROVINCIAL CORPORATION—Cont'd

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

See also Divisions V, VI (in general), VIII

Share purchase agreement provision, 13:22

FINANCIAL STATEMENT

See also Divisions IV, VI

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

See also Divisions I, IV, V

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

```
INCORPORATION—Cont'd
  Alberta corporation—Cont'd
     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
     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
```

INCORPORATION—Cont'd 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 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

```
INCORPORATION—Cont'd
  Saskatchewan corporation—Cont'd
    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
       Ontario, 1:60
    transferability restrictions
       Alberta, 1:64
       Saskatchewan, 1:65
INCUMBENCY CERTIFICATE
  Generally, 19:20
INDEMNIFICATION
  See also Divisions I (Indemnity Agreements), IV (Indemnifier), IX (Indemnity
       Agreements), X
  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
```

INFORMATION CIRCULAR—Cont'd

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

See also Divisions I, IV, V (Insurance Declarations), VIII

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

ISSUANCE OF SHARES—Cont'd

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

See also Division IV (Landlord's Work)

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

See also Divisions I (Leasing Agreements), IV (in general), V, VIII, IX, X Assignment of, **33:29**

LEDGERS

Shareholder's, 2:150

LETTERS

See also Divisions I (Letters of Intent), IV (Letters of Intent), VIII

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

```
LETTERS—Cont'd
  Compulsory acquisitions—Cont'd
     election and transmittal, of-Cont'd
       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
       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
```

```
LETTERS—Cont'd
  Engagement—Cont'd
    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
    See also Divisions I (Partnerships), VIII (Partnerships)
  Cancel, 17:18
```

LIMITED PARTNERSHIP—Cont'd Dissolution and wind-up, voluntary (Ontario) checklist, 17:14 letters confirming distributions, 17:17 reporting on winding-up and dissolution, 17:19 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 See also Division I 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 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

```
MEETINGS—Cont'd
  Chairperson's agenda—Cont'd
    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
  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
```

```
MEETINGS—Cont'd
  National Instrument 54-101, compliance with—Cont'd
    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
    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
```

```
MEETINGS—Cont'd
  Shareholders'—Cont'd
    notice of-Cont'd
       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
    telephone meeting, 12:6
  Non-share capital corporation
    admitting members, directors meeting, 2:161
    organizational, directors'
       Alberta, 2:156; 2:157
       Manitoba, 2:155
```

MINUTES—Cont'd Non-share capital corporation—Cont'd organizational, directors'-Cont'd 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** See also Divisions IV, V (Legacies), VIII 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 Prospectus, 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
```

NATIONAL INSTRUMENT—Cont'd

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

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

NEW WEST PARTNERSHIP TRADE AGREEMENT—Cont'd

```
Attorney—Cont'd
  power of-Cont'd
    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
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
```

NEW WEST PARTNERSHIP TRADE AGREEMENT—Cont'd

Limited partnership, (Saskatchewan)—Cont'd

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

See also Division I (Sale of Business; Employment)

Asset purchase, 33:33

Share purchase, 33:17

NON-DISCLOSURE AGREEMENTS

See also Divisions I, X

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

Saskatchewan, 2:167

Canada Revenue Agency, application for charitable registration, 2:172

```
NON-SHARE CAPITAL CORPORATION—Cont'd
  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
  Shareholders'
    annual, 12:10
    annual and special, 12:11
```

```
NOTICE OF MEETING—Cont'd
  Shareholders'—Cont'd
    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
  See also Divisions I (under particular headings), IV, VIII
  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
       British Columbia, 11:12
```

```
NOTICES—Cont'd
  Auditors, re—Cont'd
    requirement of attendance-Cont'd
       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
  Offeror's
     Alberta, 29:32
```

```
NOTICES—Cont'd
  Offeror's—Cont'd
    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
       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
  Registered office
     federal, initial, 1:17
```

```
NOTICES—Cont'd
  Registered office—Cont'd
    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
  Questionnaire, 22:20
```

OFFICERS—Cont'd

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

See also Division IV (Expansion Rights; Purchase Rights)

Call option, shareholders' agreement, 13:12

Put option, shareholders' agreement, 13:13

Share acquisition

See SHARES, ACQUISITION OPTIONS

PARTICIPATION AGREEMENTS

Generally, 13:30

PARTNERSHIPS

See also Divisions I, V (Business Interests), VIII

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
See also Divisions I, V, VIII
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 case 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
    subscription
       limited partnership units, 23:12
       private issuer, by, 23:11
       public company, 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
```

See also Divisions I, V Generally, 21:5

```
PROSPECTUS
  Consent letters
    auditors of, 24:10
    counsel, of, 24:9
  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
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

See also Division VIII

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
  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
```

```
PUBLIC OFFERINGS—Cont'd
  Resolutions, prospectus, approving, 24:1; 24:2
  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
```

REGISTERS—Cont'd

Officers', 2:148

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

See also Divisions I, VII, VIII, IX

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

REPORTING ISSUER, CEASING TO BE-Cont'd

Modified procedure for passport application, **30:33**—Cont'd form of order, **30:34**

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

RESIGNATON

Director, 10:8

RESOLUTIONS

See also Division VIII

Accountant, appointment of

Alberta, 2:56; 11:31

```
RESOLUTIONS—Cont'd
  Accountant, appointment of-Cont'd
    British Columbia, 11:30
    federal, 2:9; 11:22
    Manitoba, 2:92; 11:33
    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 crowned
            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
```

```
RESOLUTIONS—Cont'd
  Auditors—Cont'd
    dispensing with-Cont'd
       federal, 11:22
       Manitoba, 2:109; 11:27
       Ontario, 11:23
       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
```

```
RESOLUTIONS—Cont'd
  Continuance—Cont'd
    provincial to federal, authorizing continuance federally—Cont'd
       Manitoba, 16:4
       Nova Scotia, 16:3
       Ontario, 16:1
       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

```
RESOLUTIONS—Cont'd
  Public offering of securities, closing of
    final prospectus, approval of, 24:2
    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
```

```
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
```

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

REVOCATION

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
```

```
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
  See also Divisions I (Secured Transactions), IV (Security Agreements)
  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
```

SECURITY DOCUMENTS—Cont'd

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

See also Division VIII

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

SHAREHOLDERS—Cont'd

Number of, restriction on

Alberta, 1:63

Nova Scotia, 1:64

Organizational meeting

Manitoba, 2:130

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**

```
SHAREHOLDERS' AGREEMENTS—Cont'd
  General agreement—Cont'd
    restrictions
       control transactions, on, 13:19
       ownership, on, 13:8
       shares, on, 13:7
    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

SHAREHOLDERS' RESOLUTIONS—Cont'd

```
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, 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
```

```
SHAREHOLDERS' RESOLUTIONS—Cont'd
  Directors—Cont'd
    election of, 10:6; 12:39—Cont'd
       Ontario, 2:29
       Saskatchewan, 2:75
    removal of, 10:9
    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
```

```
SHAREHOLDERS' RESOLUTIONS—Cont'd
  Special-Cont'd
    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
    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
       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
```

SHARE PROVISIONS—Cont'd Liquidation class votes, Ontario and Alberta corporations, 6:25 priority multiple, 6:28 none, 6:26 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**

SHARE PROVISIONS—Cont'd Winding-up See liquidation, supra **SHARE PURCHASE** See also Divisions I (Sale of Business), VIII (Sale of Business), X Agreement, 33:6 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**

```
SHARES—Cont'd
  Issuance of
    See ISSUANCE OF SHARES
  Lien on
    Alberta, 1:62
    general, 1:61
  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
```

```
SHARES—Cont'd
  Redemption—Cont'd
    right to, 6:37
  Retirement
    See RETIREMENT OF SHARES
  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 issu-
         ance upon exercise, 4:2
    granting options under plan, 4:6
  Stand alone agreement, 4:7
```

SHARES, ACQUISITION OPTIONS—Cont'd

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

See also Division I

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

Rids

See TAKEOVER BIDS

STOCK EXCHANGE—Cont'd

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**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 Division I (Personal Property Security), IV (Subordination, Non-disturbance and Attornment)
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, 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

```
TAKEOVER BIDS—Cont'd
  Circular bids, 39:9—Cont'd
    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
    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
  Depositary 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
```

TAKEOVER BIDS—Cont'd

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

See also Divisions I, X (Intellectual Property Assets) 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

TRANSFER OF SHARES—Cont'd

Restrictions in articles—Cont'd
unanimous consent—Cont'd
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

Transmission, declaration of, 9:13

TRUST DEED

See also Division V (Inter Vivos Trusts) Bonds or debentures, securing by, **21:10** Release and reconveyance of, **21:57**

TRUSTS

See also Division V
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—Cont'd
  Application for (British Columbia)—Cont'd
    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
  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
```

```
VOLUNTARY DISSOLUTION—Cont'd
  Liquidation (Alberta)—Cont'd
    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
    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
```

VOLUNTARY DISSOLUTION—Cont'd Statement of intent to dissolve—Cont'd 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 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 Divisions IV, VIII 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

WAIVER OF NOTICE—Cont'd

Board of directors meeting, 12:4—Cont'd 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

See also Divisions VIII, X Asset purchase certificate re, **33:27**

WINDING UP

See also VOLUNTARY DISSOLUTION Shares See SHARE PROVISIONS, liquidation

Division V — Wills and Trusts

ABATEMENT AND PRIORITY All gifts to abate rateably, 11:117 Children's legacies to have priority, 11:130 Commentary, 11:116 Direction for legacies to be paid in priority order, 11:131 Direction where residue reduced to less than specified sum, 11:128 General directions order of abatement, 11:118 order of priority, 11:133 Gifts to named relatives to have priority, 11:124 Legacies not to exceed certain proportion of value of entire estate, 11:132 Legacies to relatives to be given priority over other gifts, 11:123 Order of abatement, general directions, 11:118: 11:123 Particular bequest of real property to have priority, 11:121 Particular legacies not to abate, 11:122; 11:124 Particular legacies to have priority, 11:123; 11:129; 11:130 Particular legacy to abate last, 11:119 Particular legacy to pay designated legacies, 11:125 Particular trusts to have priority, other gifts to abate rateably, 11:120 Pecuniary legacies to have priority over specific gifts, 11:126 Portion of particular legacy to have priority, 11:127 Priority, general directions, 11:123 Specific gifts to abate rateably after paying legacies, 11:126 ABSOLUTE GIFTS OF PROPERTY See also OUTRIGHT DISTRIBUTIONS Personalty and household effects, 8:2-8:15 binding memorandum, 8:18 non-binding memorandum, 8:16; 8:17 Residence beneficiary experiencing marital difficulties, 9:7 condominium, 9:3 co-operative apartment, 9:4 spouse assign lease to, direction, 9:8

summer property, and, 9:5

in trust to, 9:6

ACCIDENT POLICY PROCEEDS

Annuity, direction to purchase with, **7:36**Legacy created from, **7:33**Particular legacy to be paid from, **7:34**; **7:35**

ACCOUNTS

See also Division VIII
Passing
See EXECUTORS AND TRUSTEES

ACCOUNTS RECEIVABLE

Gift of, 11:86

ACCUMULATION

See FUNDS; INCOME; INTER VIVOS TRUSTS; RESIDUE

ACKNOWLEDGMENT OF TRUST

Generally, **42:17**

ADEMPTION

Commentary, 11:133.50

Corresponding clause for gift of motor vehicle instructing ademption to be included in attorney for property, **11:135.20**

Corresponding clause for gift of real estate instructing ademption to be included in attorney for property, 11:135.15

General direction prohibiting, 11:135

Gift not capable of, 11:134

Gift of motor vehicle specifically allowing ademption, 11:135.10 Gift of real estate specifically instructing ademption, 11:135.05

ADOPTED CHILDREN

Beneficiaries, of, **28:7**; **28:9** Generally, **28:8**; **28:10** Testator, of, **28:2-28:4**

ADVANCES

Benefits under inter vivos trust, power to raise capital for, 43:25

Children to, to be taken into account, 11:108

Commentary, 11:107

Exceeding son's fair share of estate, nothing left in will, 11:113

Gifts for which receipts obtained, 11:109

Legacies to grandchildren to be treated as, 11:110

Loans to children where notes not cancelled, 11:114

Marriage of child, 11:115

Proceeds of life insurance, 11:112

Transfer of realty treated as advance in specified amount, 11:111

AGENTS

See also Divisions I (Agency Agreements), II, VIII Employment of, power of trustee, **31:38**

ALLHUSEN v. WHITTELL

Exclusion and application of rule, 24:15-24:18

ALTER EGO TRUST

Special power of appointment over capital, 42:10

ALTERNATIVE DISPUTE RESOLUTION

Arbitration clause, recommendation for, **33:4** Mediation clause, recommendation for, **33:2-33:4**

ANIMALS

See also Division IX
Gifts for care of, 11:63-11:67.50
Gifts of, 8:5-8:7; 8:64; 8:65
Wish that pet be kept in home with child, 11:67.50

ANNUITIES

Charged on gift of real estate, 14:3

Commutation of future premiums, directions for, 14:24

Directions for payment generally, 14:25-14:28

Directions to purchase

donee to sign consent form, 14:19

employee, for, conditional on signing agreement, 14:20

from proceeds of life insurance, 7:36

guaranteed term, for, 14:22

residue to be used, 14:21

short form, 14:18

specified annuity unavailable, 14:23

Excess income after payment, general direction as to, 14:28

Excess income from special funds, provision for, 14:13; 14:14

Guaranteed payments remaining due to testator, direction to authorize direct payment, 14:28

Immediate payment, directions to provide for, 14:25

Income from share of residue accumulated to age of majority, 14:8

Life annuity, simple form, 14:2

Option to purchase, monthly payments to beneficiary, 14:21

Payable out of income as first charge, 15:28

Payment as condition of charitable gift, 14:4

Payment before and after spouse's death, general direction, 14:26

Payment generally, direction for, 14:25

Prepayment of premiums for immediate annuities, directions for, 14:24

Purchase of

See directions to purchase, supra

ANNUITIES-Cont'd

Special funds for

direction to set aside for annuities in will, 14:11

excess income payable to another, 14:14

excess income to be added to capital, 14:13

fund to be set aside after spouse's death, 14:16

general authority to set aside for annuities created by power of appointment, 14:12

general authority to set aside for annuities in will, 14:9

monthly payments to beneficiary with option to purchase annuity, $14 \hbox{:} 10$

payments to be made only out of income, 14:15

To daughter for life, then divided among her children, 14:7

To daughter for life or until marriage, 14:5

To mother payable out of residue with special fund after spouse's death, 14:16

To several beneficiaries payable at different intervals, 14:6

APPOINTMENT

See also Divisions II, VIII

Executors and trustees

See APPOINTMENT CLAUSES; EXECUTORS AND TRUSTEES; INTER VIVOS TRUSTS

Powers of

See POWERS OF APPOINTMENT

APPOINTMENT CLAUSES

See also EXECUTORS AND TRUSTEES, appointment

Special provisions in

disagreement

spouse's decision to govern, 6:49

foreign trustee, right to act without security, 6:58

personal trustee given authority over specified assets, 6:47

personal trustee relieved of details and liability, 6:50

power to add trustees, 6:57

power to appoint trust company as agent, 6:41

power to appoint trust company for certain trusts, 6:46

power to choose property in satisfaction of family law claim, 6:45

power to retain trust company to assist, 6:48

replacement trustee, 39:15

resign, trustees right to, 6:55

revocation of spouses appointment, 6:44

trustee personally interested

permission to decide, 6:42

withdrawal from decision, 6:43

Will made in contemplation of marriage, 32:8

ASSETS

See also Divisions II (Asset Purchase), X (Asset Purchase)

Conversion

See CONVERSION OF ASSETS

Definition of, probate and non-probate wills, 39:8; 39:8.50

Digital assets clause, 39:16

Probate tax, Ontario, 38:2

Summary of, preparatory form, 2:2

ATTESTATION CLAUSES

See also Division I

See VIRTUAL SIGNING, COVID-19

Codicil, 5:2

General form, 34:7

Short form, 34:9

Special circumstances

testator blind or illiterate, 34:11

testator signing with mark, 34:10

testator unfamiliar with English language, 34:12

AUTHORS

See also Division I (Publishing Agreements)

Appointment of literary executor by, 6:37; 6:38

AUTOMOBILES

See PERSONALTY AND HOUSEHOLD EFFECTS

AUTOPSY

See also Division I (Hospitals)

Authority to perform, 34:29

BANKING

See also Divisions I, II, VIII

Gifts of money in account, 11:25; 11:27-11:32; 11:34; 11:35

BENEFICIARIES

Gift of residence to beneficiary experiencing marital difficulties, 9:7

Insurance designation, 7:19; 7:20

Loan by trustee, power to, 31:40

Terminate trust, power to, **43:7**

BEQUESTS

See LEGACIES and see under particular subject-matter

BILLS AND NOTES

Power to renew and execute new notes, 21:2; 21:4

BLIND TESTATOR

Attestation clause, 34:11

BOATS

See PERSONALTY AND HOUSEHOLD EFFECTS

BODY OF TESTATOR

See also Division I (Hospitals) Autopsy, authority to perform, 34:29 Gift for medical research, 34:30 Gift of eyes to Eye Bank of Canada, 34:28 Transplant, permission for, 34:27

BORROWING

See also Division I (Loans), II Powers of trustees, 26:2-26:4; 31:41; 43:24

BURIAL

See CEMETERY PLOTS; FUNERAL ARRANGEMENTS

BURSARIES

Gift to university for, 12:16; 12:17

Loans to business by trustees, 20:19

BUSINESS INTERESTS

See also Divisions I (Partnerships), II (in general) Accounts, rendering by trustees, 20:21 Carrying on by trustees accounts to be rendered to residuary beneficiaries, 20:21 agents, employment of, 20:12 debts, estate to be liable, 20:15 direction to carry on for family with right of purchase to children, 20:13 direction to carry on with provision for debts incurred, 20:15 direction to elect named person as director, 20:16 direction to incorporate, 20:18 direction to liquidate, 20:20 direction to render accounts, 20:21 income, power to apply to improvement, 20:14 partnership interest, 20:22-20:24 power to carry on any business, 20:8; 20:9; 20:11; 31:47 power to carry on specific business, 20:10; 20:14 power to enter into or reorganize, 20:33 power to operate farm, 20:17 Director, direction to elect named person, 20:16 Disposal, power of trustees of inter vivos trust, 43:22 Farm, power to operate or sell, 20:17 Gift of partnership interest to surviving partner, 20:7 Gift of sole proprietorship, 20:2-20:6 Incorporation, provision for, 20:18 Liquidation, direction for, 20:20

```
BUSINESS INTERESTS—Cont'd
  Options to purchase, directions for
    to children, each to have equal holding, 20:32
    to employees, 20:28
    to named person if business to be sold, 20:30; 20:31
    to surviving partner, 20:29
  Partnership
    debts during continuation, estate to be liable, 20:24
    direction to accept firm's statement as to testator's interest, 20:27
    direction to continue interest
       for specified period, 20:23
       for time limited by agreement, estate liable for debts, 20:24
    direction to give option to surviving partner, 20:29
    gift of interest to surviving partner, 20:7
    power to continue interest, 20:22
    sale to surviving partners, 20:25; 20:29
    termination, 20:26
  Purchase by children, direction as to, 20:13
  Sole proprietorship
    donee charged with payments to spouse, 20:5
    gifts
       with conditions, 20:3-20:7
       without conditions, 20:2
  Winding up, direction for, 20:20
CAPITAL
  See RESIDUE
CAPITAL AND INCOME
  Allhusen v. Whittell, exclusion and application of rule, 24:15-24:18
  Determination by trustees
    dividends under s. 83 of Income Tax Act, 24:5; 24:6
    general power, 24:2; 24:3
    proceeds from sale of unproductive real estate, 24:4
  Directions by testator
    all dividends to be treated as income, 24:10-24:12
    cash dividends to be treated as income, 24:10; 24:12
    compensation of income beneficiary out of capital when stock dividend
          received, 24:13
    distributions of accumulated surplus to be treated as capital, 24:7
    dividends, 24:8-24:12
    rule in Allhusen v. Whittell, exclusion and application, 24:15-24:18
    stock dividends
       treated as capital, 24:8; 24:9
       treated as income, 24:10-24:12
```

CAPITAL AND INCOME—Cont'd

Directions by testator—Cont'd

stock warrants to be treated as capital, 24:9

Income beneficiary, power to compensate on receipt of stock dividend, 24:13

Receipts and expenses, general power to determine, 24:2; 24:3

Special power of appointment over, 42:11

CEMETERY PLOTS

Burial, 30:5

Gift on condition as to future burials, 30:24

Perpetual care, provision for, 30:25-30:28

Purchase, authority for, 30:23

CHARITABLE GIFTS

See also Division I (Gifts), II (Charitable Corporation)

Accounting for, 12:21; 12:28

Commentary, 12:0.50

Donor advised fund

gift to add to existing fund or establish fund if already in existence,

12:12.50

gift to establish family fund, 12:12.30

gift to existing family fund, 12:12.10

Educational purposes, for, 12:14-12:18

Gift conditional on payment of annuity to spouse, 14:4

Gifts in memory of testator, 12:13

Gifts in trust

trustee of named charitable trust, to, 12:4

trustees to select beneficiaries, 12:5; 12:7

Gifts to hospitals

building of addition, for, on condition further sum raised, 12:10

endowment of bed, for, 12:9

Gifts to named charities

general purposes of charity, for, 12:1

specific purpose, for, 12:2; 12:3; 12:12-12:12.50

Gifts to universities, **12:15-12:18.70**

Gift to individual for distribution in his or her discretion, 12:6

Gift to school for annual prize, 12:14

Hospital bed, endowment of, 12:9

Marketable securities, gift to be satisfied by, 12:23

Masses for the dead, gifts for, 12:19-12:21

Non-existent institution, provision for substitution, 12:8

Release trustees upon receipt of gift by charity, blanket declaration, 12:11.70

Religious purposes, for, 12:19-12:22

Residential property charged with payments, 9:10

Retirement home, gift to named charity for, 12:12

CHARITABLE GIFTS—Cont'd

Share of residue to be held for charitable purposes, 12:7
Substitution for charities no longer existing, 12:11; 12:11.30; 12:11.50
Testator's foundation with donor advised fund, gift to add to, 12:25; 12:26
Transfer of marketable securities, 12:12.70
Yahrzeit plaque, for, 12:20

CHARITABLE TRUSTS

Gift to trustee of named trust, 12:4
Inter vivos
charitable foundation, creation of, 42:19
foundation only transferring to other charities, 42:20
charitable remainder trust, 42:21

CHATTELS

See PERSONALTY AND HOUSEHOLD EFFECTS

CHILDREN

See ADOPTED CHILDREN; CHILDREN OF TESTATOR; MINORS

CHILDREN OF TESTATOR

See also Division VI (Children)
Adopted children, 28:2-28:4
Care during infancy, 27:2; 27:3; 27:5-27:7
Decision-making responsibility
appointment of, 27:4
provision for, 27:3
Definition of relationships, 28:10
Guardians, provision for, 27:5
compensation, 27:7
substitution, with, 27:3; 27:4
Religious education, 27:6
Stepchildren, 28:6; 28:7
Trustees, appointment of person to consult with, 27:2

CHOSE IN ACTION

Gift of, 8:70

CHURCH PEW

Gift of, 8:67

CLUBS

Direction to carry on membership for family, 19:38 Gift of shares in, 11:58; 11:59

CODICILS

Adding additional clauses to will, **5:3** Amending will after divorce or separation, **5:5**

CODICILS—Cont'd

Changing specific clauses in will, **5:2** Multiple wills, **5:7** Replacing previous codicils, **5:6** Republishing will in contemplation of marriage, **5:4**

COFFIN

Direction as to, 30:8

COMMENCEMENT CLAUSES

Codicil, 34:3
Will
general form, 34:2
marriage, in contemplation of, 32:2
non-probate, 39:3
probate, 39:2

COMMON DISASTER

Testator deemed to die first, **34:14** Testator deemed to survive, **34:15**

COMMUNITY OF PROPERTY

Confirmation of, **34:17**Exclusion of, **34:23**Exclusion of gifts from, **34:18**Testator separate as to property, **34:16**

COMPANIES

Personal corporation, power of trustees to deal with shares, **19:11**Shares of
See CORPORATE SHARES

COMPLETE WILLS

See OUTRIGHT DISTRIBUTIONS; TRUST WILLS

CONDITIONAL GIFTS

See LEGACIES

CONDOMINIUM

See also Division IX Gift of residence, **9:3**

CONFIRMATION OF WILL IN CODICIL

Clause, 34:6

CONSUMABLE STORES

See PERSONALTY AND HOUSEHOLD EFFECTS

CONTEMPLATION OF MARRIAGE

Codicil republishing will in, 5:4

CONTEMPLATION OF MARRIAGE—Cont'd

Commentary, 32:1

Special clauses where will made in, 32:2-32:8

CONVERSION OF ASSETS

Direction to hold and manage estate until advantageous to sell, 18:7

Direction to hold specific asset so far as possible, 18:9

Direction to postpone

collection of debt, 18:11

conversion of mortgage, 18:10

Direction to sell and dispose, 18:6

Postponement, 18:2; 18:3; 18:7; 18:10; 18:11

Power to convert or to postpone and retain, 18:2; 18:3

Power to convert sufficient for administration, 18:8

Power to sell and dispose, 31:35

Remainder of estate, 18:4

Request to retain with power to convert, 18:5

CO-OPERATIVE APARTMENT

Gift of shares in, 9:4

CORPORATE SHARES

Agreements concerning, power of trustees to carry out, 19:10

Controlling shares, spouse to have right to decide on sale or retention, 19:14

Co-operative apartment, gift of shares in, 9:4

Dealing with, by trustees

see also retaining by trustees as investment, infra

employees to approve sale and to be given proxies, 19:13

general power, 19:2-19:5

power to employ son as manager and sell shares to him, 19:30

power to transfer to elected directors, 19:12

Definition of company referred to in will, 19:15

Direction to sell with option to named person, 19:24

Distribution in specie, 25:3-25:8

Dividends, directions concerning treatment as capital or income, 24:8-24:12

Dividends and rights, power to retain, 19:39

Gifts of

See LEGACIES

Held directly or indirectly, option to purchase, 19:25

Holding as investment

See retaining by trustees as investment, infra

Memoranda to trustees concerning, 35:24-35:27

Options to purchase

directions to trustees to give

child after spouse's death, to, 19:23

child at majority with power to encroach for purchase, to, 19:20

```
CORPORATE SHARES—Cont'd
  Options to purchase—Cont'd
    directions to trustees to give—Cont'd
       child upon conditions, to, 19:21; 19:22
       directors who are employees, to, 19:25
       named children for limited period, to, 19:19
       other shareholders, to, 19:26
    stock options, power to take up
       existing at death, 19:27; 19:28
       offers after death included, 23:21
  Personal corporation, power to deal with shares, 19:11
  Primary will, 19:35
  Protection of minority shareholders, provision for, 19:37
  Proxies, direction to give to sons if employed by company, 19:22
  Retaining by trustees as investment
    see also dealing with, by trustees, supra
    direction not to sell without spouse's consent, 19:23
    direction to retain and give option to child at majority, 19:20
    direction to retain and give power to deal to named person, 19:8
    power to retain and deal
       general, 19:6
       specific company, 19:7
       with direction to give first option to other shareholders, 19:26
    power to retain and employ spouse as officer, 19:29
    power to retain with direction for proxies to sons and options to purchase,
         19:22
    request that daughter be appointed manager and enabled to buy shares,
         19:31
    request to consult named persons as to management, 19:33
  Secondary will, 19:36
  Son to receive director's fees and other benefits, 19:32
  Specific company
    power to deal with shares, 19:5
    power to retain and deal with shares, 19:7
    spouse to have right to decide on sale or retention, 19:9
  Stock dividends
    directions concerning treatment as capital or income, 24:8-24:12
    power to compensate income beneficiary when received, 24:13
  Stock options, power to trustees to take up
    existing at death, 19:27; 19:28
    offers after death included, 23:21
  Stock warrants, direction to treat as capital, 24:9
  Voting by trustees
    as directed by family, 19:18
```

CORPORATE SHARES—Cont'd

Voting by trustees—Cont'd general power, **19:16** son to settle disputes, **19:17**

CORPORATE TRUSTEE

See EXECUTORS AND TRUSTEES; INTER VIVOS TRUSTS

CORPORATIONS

See also Divisions II, VIII
Investment in, power of trustees to take action, 31:46
Personal corporation, power of trustees to deal with shares, 19:11
Reorganization, power of trustees to participate in, 43:34
Shares of
See CORPORATE SHARES

COTTAGES

See RESIDENCE

CREMATION

Provisions for, 30:4; 30:20-30:22

CROPS

See PERSONALTY AND HOUSEHOLD EFFECTS

DEATH TAXES

See DEBTS AND DUTIES; ESTATE TAX; INTER VIVOS TRUSTS

DEBTS AND DUTIES

See also Divisions II (Debt), VIII (Debt) General clauses, 10:2-10:4 Payment of taxes and duties commutation or prepayment, authority for, 10:2; 10:3 deficiency to be made up by foreign executor, 10:6 estate tax See ESTATE TAX exoneration of legacy form, 10:9 foreign taxes and duties, 10:5 from specified fund, 10:8 income tax provisions, 10:3 multiple will, 39:9 power of trustee, 43:36 primary will, for, 10:10 probate tax, Ontario, 38:2 secondary will, for, 10:11 summary of debts, preparatory form, 2:2 Transportation of articles and effects, costs of, 10:12

DEBTS OWED TO TESTATOR

Commentary, 11:76; 11:79

Deduction of amount from shares of estate, 11:84-11:86

Forgiveness or reduction, 11:77-11:83; 11:91

Gifts of interest in debts, 11:87-11:90

trustee to collect, 11:92

DECLARATION OF TRUST

Generally, 42:16; 42:18

DEEDS OF TRUST

See INTER VIVOS TRUSTS

DETERMINATION OF CAPITAL AND INCOME

See CAPITAL AND INCOME

DIRECTORS' FEES

Right of testator's son to receive, 19:32 Right of trustees to receive, 31:17; 43:48

DISABLED PERSONS

See also Division VIII
Definition of, 43:18
Disability expense trust, 37:4; 42:15
Grandchildren provision where one disabled, 37:5
Henson trust, 42:14
Trust for, 42:14
multiple beneficiaries, 37:3
one beneficiary, 37:2

DIVIDENDS

Compensation for income beneficiary upon receipt of, **24:13** Directions concerning treatment as capital or income, **24:8-24:12**

DIVISION IN SPECIE

```
Assets
no obligation to divide proportionately, 25:12
power to distribute and divide, 31:37
Beneficiaries not treated equally, 25:11
Corporate shares
beneficiaries to provide for tax and expenses, 25:5
provisions for gifts over where beneficiaries predecease testator, 25:6
specific company
beneficiaries to provide for tax and expenses, 25:5
transfer to residuary beneficiaries, 25:8
transfer to spouse at spouse's request, 25:7
use as part of son's share of residue, 25:9
General power, 25:2
```

DIVISION IN SPECIE—Cont'd

Inter vivos trusts, 42:3-42:8; 42:10; 42:12-42:15 Securities, on request, 25:4 Valuation direction for, 25:3 income tax, consideration of, 25:10

DIVORCE

See also Divisions VI Codicil amending will in consequence of, **5:5** Spouse provisions not void, **34:4.60** Spouse provision void, **34:40**

DOMESTIC CONTRACTS

See also FAMILY LAW
Direction to carry out, 34.33
Direction to carry out, not yet in place, 34:33.2
Family trust, discretion of trustee that beneficiary enter into, 42:3-42:5
Legacy for, 11:73
Marriage contract
direction to carry out, 34:33
direction to carry out, not yet in place, 34:33.2
separate investment account to satisfy requirements of, 11:40
Separation agreement, direction to carry out, 34:32

DOMICILE

Clause declaring, 34:34

EDUCATIONAL INSTITUTIONS

Gifts to, 12:14-12:18

ELECTION

See also Divisions II (Election of Directors), VIII, IX Power of trustee to make, **31:44**; **43:28**; **43:29**

EMPLOYEES

See also Divisions I (Employment), VII (in general), VIII
Annuity for, director to purchase, 14:20
Approval of sale of shares, provision for, 19:13
Gifts of corporate shares to, 11:57
Legacies for
amounts based on length of service, 11:69-11:71
equally to named employees conditional on employment at testator's death, 11:73
former employees included, 11:70
gift to company for distribution by stated formula, 11:70; 11:71
Option to purchase business, 20:28

EMPLOYEES—Cont'd

Option to purchase shares of company, 19:25

ENCROACHMENT

Absolute discretion, for any beneficiary, 17:2 Capital of fund, on, 13:3-13:5; 13:7; 13:9

Children, for

after death of spouse, 17:6

after remarriage of spouse, 17:6

before death or remarriage of spouse, 17:6

for daughter with limitations, 17:12

Commentary, 17:1

Exclusion of spouse from exercising power, 6:5

Issue, for

and spouse of deceased child, 17:14

general power, 17:13

Mother-in-law, for, memorandum to trustees, 35:23

On capital of fund, 13:3-13:5; 13:7; 13:9; 13:10

Provision authorizing trustees to invest in manner that will generate capital growth and favour capital beneficiaries, 17:17

Sister, for, out of residue, 17:15

Spouse, for

see also MEMORANDA TO TRUSTEES

on request, subject to limitation, 17:3

power to use whole of residue regardless of other rights, 17:5

provision instructing trustees not to consider beneficiary's own means in making discretionary distributions from a trust, 17:18

provision instructing trustees to consider beneficiary's own means in making discretionary distributions from a trust, 17:19

to cease while spouse sole trustee, 17:4

until death or remarriage, 17:6

Spouse and children, for

see also MEMORANDA TO TRUSTEES

before and after time of division, 17:8

encroachments for children treated as advances, 17:9; 17:10

general power, 17:7

provision authorizing trustees to invest in manner that will generate income and favour income beneficiaries, **17:16**

spouse to request advances to children and provision for advances after spouse's death, 17:11

ESTATE SOLICITOR

Designation of, 31:51

ESTATE TAX

See also Divisions IV (Taxation), IX (Taxation), X (Taxation)

ESTATE TAX—Cont'd

Direction to pay exoneration of legacies, 10:9 general clause, 10:2; 10:4 payment from specific fund, 10:8 special provisions, 10:3

ESTATE YEAR

Direction for income purposes, 15:34

EXECUTORS AND TRUSTEES

See also Division VIII (Estate Trustee; Trustees)

Accounts

See passing of accounts, infra

Agent, power to appoint trust company as, 6:41; 6:61; 43:27

Appointment

see also APPOINTMENT CLAUSES, special provisions in

Canadian and foreign, 6:30; 6:36

power for preponderance of Canadian residents, 6:59

Canadian assets only, for, 4:4

children, 6:33; 6:59

delegation, 6:13

right of, **6:14**

foreign property, for, 6:35

foreign resident grandchildren, 6:60

individual and trust company, 6:4; 6:5; 6:8; 6:9; 6:11; 6:18; 6:20; 6:22;

6:27-6:29; 6:32

individuals, general form, 6:2

literary executor, 6:37; 6:38

minimum number prescribed, 6:21; 6:22; 6:27

non-resident, 6:30

replacement trustee, 39:15

sole beneficiary with alternate appointment if beneficiary predeceases testator, **3:2**

son as co-executor at age of majority, 6:12

spouse

See spouse, appointment of, infra

stamp collection, for, 6:39

substitute chosen by others, 6:15

substitute named during minority of executor, 6:19

trust company

See trust company, appointment of, infra

will made in contemplation of marriage, 32:8

Borrowing powers, 26:2-26:4

Canadian and foreign, appointment of, 6:36

```
EXECUTORS AND TRUSTEES—Cont'd
  Children
    appointment of, 6:33
    trustee of own trust at specified age, 6:59
  Claims against estate
    dependants' relief
       property to satisfy claim, 6:45
       revocation of spouse's appointment, 6:44
    power to compromise, 31:45
    power to waive defence of statute of limitations, 31:47
    settlement, 31:54
  Compensation
    See remuneration, infra
  Dealing in property, general power, 31:52
  Designation of beneficiary under registered plan, 34:38
  Directions to
    carry out
       contract, 34:31
       marriage contract, 34:33
       separation agreement, 34:39
    carry out separation agreement, 34:32
    death of beneficiary within specified period, 34:39
    dispense with passing of accounts, 31:27
    dispense with security, 31:62
    dispense with surety bond, 6:40
    employ agent, administrative functions, 31:65
    pay funeral expenses of beneficiary, 34:35
  Disagreement
    majority decision to govern, 6:42
    spouse's decision to govern, 6:49
  Distribution, prior to income tax certificate, 31:64
  Elections, power to make, 31:57
  Estate solicitor, designation of, 31:59
  Exoneration, 31:63
    decision to not apply for probate of non-probate will, from, 39:10
  Expenses, general power to incur, 31:58
  Foreign property
    special executors for, 6:35; 6:36
  Foreign trustee
    bonding not required, 6:58
    security not required, 6:58
  Funeral expenses of beneficiary, direction to pay, 34:35
  General appointment clause, 6:7
```

```
EXECUTORS AND TRUSTEES—Cont'd
  Individuals
    alone, 6:2; 6:6; 6:16; 6:21; 6:24; 6:25; 6:34
     with trust company, 6:4; 6:5; 6:8; 6:9; 6:11; 6:18; 6:20; 6:22; 6:23; 6:27-
         6:29; 6:32
  Insurance, power to purchase, 31:56
  Inter vivos trusts
     See INTER VIVOS TRUSTS
  Investment by
     See INVESTMENTS
  Life insurance, powers to deal with insurance company, 7:28
  Literary executor, appointment of, 6:37; 6:38
  Majority clause, 6:51; 6:52
  Marriage contract, direction to carry out, 34:33
  Memoranda to
     See MEMORANDA TO TRUSTEES
  Minimum number at all times, 6:21; 6:22; 6:24; 6:27
  Non-probate will
    continue to carry on business, 39:12
    incorporate new company, 39:13
     uphold guarantees, 39:14
  Passing of accounts
    appointment and resignation of, 31:26
    charities
       costs limited on interim passing, 31:30
       representation at passing, 31:28; 31:29
    direction dispensing with, 31:27
    final accounting only to be made, 31:25
    interim passing
       costs of charities limited, 31:28
       none required, 31:24
       residuary beneficiaries not to be represented, 31:31
  Perpetuities, 31:67
    accumulations, and, 31:68
  Personal interest, 6:42; 6:43
  Personalty and household effects, powers to deal with, 8:38-8:50
  Powers
     agents, to employ, 31:38
    borrowing, 26:2-26:4; 31:41
    business, carrying on of, 31:47
    change corporate trustees, 6:29
    compromise claims against estate, 31:53
    corporate investments, 31:46
    deal in property, 31:52
```

EXECUTORS AND TRUSTEES—Cont'd Powers-Cont'd deal with life insurance company, 7:28 deal with personal and household effects, 8:38-8:50 delegation of, 6:54; 23:26 dispose of property, 31:35 distribute in specie, 31:37 elections, 31:44 general, 31:33 incur expenses, 31:58 indebtedness, 31:50 insurance policy on spouses' life, 31:51 investments, 31:34 lend to beneficiaries, 31:40 purchase assets in personal capacity, 31:6; 31:7 purchase insurance, 31:56 real property, 31:39 record keeping, 31:48 resettle trusts, 31:66 retain assets, 31:36 securities, 31:43 settle claims, 31:42; 31:54 transact with estate trustee personally, 31:45 vesting of estate shares, 31:49 waive defence of statute of limitations, 31:55 Registered plan, designation of beneficiary, 34:37 Relief from liability, 6:50 Remuneration compensation co-executor, for, with fee agreement, 31:11 generally, 31:8 in specie distribution, 31:24 payable in addition to benefits under will, 31:18; 31:19 contingent executor, fees, 31:10 director's fees, son authorized to receive, 31:17 fees, 31:9 agreement, 31:11 minimum compensation provided, 31:22 no compensation to be paid to named trustee, 31:23 professional fees, authority to charge in addition to compensation, 31:12-31:15 services performed for corporation, 31:16

specific payment in addition to compensation, **31:20** specific payment in lieu of compensation, **31:21**

EXECUTORS AND TRUSTEES—Cont'd Remuneration—Cont'd spouse and trust company, 6:8 Resignation of, 6:55 Restraint on alienation of income, 34:26 Revocation of spouse's appointment, 6:44 Security, direction dispensing with, 6:56; 31:62 Selling assets to, **31:2-31:5** Separation agreement, direction to carry out, 34:32 Solicitors as authority to charge professional fees, 31:12-31:14 authority to hire, 31:15 Son co-executor at age of majority, to be, 6:12 replacing spouse, veto power, 6:6 Special, appointment of foreign property, for, 6:35; 6:36 literary executor, 6:37; 6:38 stamp collection, for, 6:39 Spouse, appointment of advisory capacity only, 6:18 and trust company, 6:5; 6:8; 6:9; 6:32 contemplation of marriage, 6:17 during widowhood only, 6:16; 6:18 replacement with son and solicitor, 6:6 revocation of, 6:44 sole trustee, 6:2 Stamp collection, special executor for, 6:39 Statute of limitations, power to waive defence, 31:55 Stockbroker, employment of, 31:60; 31:61 Substitution, provisions for death or incapacity of spouse, 6:20 general clause, 6:7 named executor under age of majority, 6:19 right of others to choose, 6:15 spouse moving outside Canada, 6:32 trust company, by, 6:23; 6:24 Surety bond, direction dispensing with, **6:40** Trust company, appointment of agent, as, 6:34; 6:41 by personal trustees, 6:25; 6:34

by substitution, **6:23**; **6:24** certain trusts, for, **6:46** general form, **6:3**

EXECUTORS AND TRUSTEES—Cont'd

Trust company, appointment of—Cont'd one individual and, **6:4** sole trustee, **6:3** spouse co-executor not to exercise discretion to encroach on capital, **6:9**; **6:18** spouse to be consulted, **6:10** substitute, as, **6:23**; **6:24** survival of only one personal executor, **6:26** two individuals and, **6:11** with veto power, **6:31**Trustees of inter vivos trusts
See INTER VIVOS TRUSTS
Vesting of estate, **31:67**Wife, intended, **6:17**

EXONERATION OF TRUSTEES

See INTER VIVOS TRUSTS

EYE BANK OF CANADA

See also Division I (Hospitals) Gift of eyes to, **34:28**

FAMILY LAW

See also Divisions II, VI (in general), VIII
Community of property, exclusion, 34:23
trust agreement, 42:3-42:5
Litigious beneficiaries, 34:22
direction to carry out, 34:33
Net family property, exclusion from, 34:24
Residence, gift of to beneficiary experiencing marital difficulties, 9:7
Restraint on alienation of income, 34:26
Satisfaction of claims, 6:45; 34:21
Separation agreement, direction to carry out, 34:32
Settlement of claims, 34:25
Spouse not to be trustee, on election, 4:3; 34:20
Trust clause, 42:3-42:5

FAMILY TRUSTS

See INTER VIVOS TRUSTS

FARMS

See also Division I (Agriculture)
Directions as to disposition of property, 9:41; 9:42
Gifts of stock and equipment, 8:5-8:7; 8:65
Power to trustees to operate or sell, 20:17

FOREIGN ASSETS

Representatives for, power of executors to appoint, **6:55** Special executors for, appointment of, **6:35**; **6:36**

FOREIGN-SPEAKING TESTATOR

Attestation clause, 34:12

FORGIVENESS OF DEBTS

Generally, 11:83; 11:91

FORMAL CLAUSES

Attestation

See ATTESTATION CLAUSES

Commencement, **34:2**; **34:3**

non-probate will, 39:5

probate will, 39:4

Confirmation of will in codicil, 34:6

Governing law, 34:5

Revocation of former wills, 34:4

non-probate will, 39:7

probate will, 39:6

Spouse provisions

divorced

void, 34:40

separated

not void, **34:3.90**

void, **34:4.30**

Testimonium, 34:7

FOSTER PARENTS PLAN

Fund to provide for child under, 13:16

FUNDS

Annuities, for, 14:9-14:16

Discretionary funds

fixed payments to beneficiary for life, 13:14

fixed payments to spouse reducing on remarriage, 13:15

for child under Foster Parents Plan, 13:16

Encroachment on capital, provision for, 13:3-13:5; 13:7; 13:9; 13:14

Interim payments until fund created, provision for, 13:17

Maintenance of life insurance policy for child, 7:31

Payment of taxes and duties, 10:8

Real property and money to make up fund, 13:10

Residence to be purchased from fund set aside for spouse, 9:48

Special trustees

appointment of, 13:1.30

release of estate trustees, 13:1.90

FUNDS-Cont'd

Specific funds

accumulation for grandchildren, 13:13

education of named person, 13:12

expressed as fixed portion of estate, 13:11

fixed payments of capital plus income, 13:8

fixed payments to beneficiary for life, 13:4

fixed payments to beneficiary until fund exhausted, 13:5

income to beneficiary for life, 13:2; 13:9

income to beneficiary for life with minimum payments, 13:3; 13:7

infant, for, with power to use income and accumulations, 13:6

portion to be used to provide residence for spouse, 13:9

Spouse, for

fixed payments reducing on remarriage, 13:15

minimum payments with power to encroach, 13:7

portion to be used to provide residence, 13:9

real property and money, 13:10

Upkeep of residence, for, 9:19; 9:20; 9:28

FUNERAL ARRANGEMENTS

Agreement with undertaker, confirmation of, 30:11

Burial instructions, generally, 30:2-30:15

Cemetery, 30:10; 30:11; 30:13-30:15

see also CEMETERY PLOTS

Coffin and outer casing, 30:8

Cremation, 30:4; 30:20-30:22

Family vault, 30:12

Funeral service, 30:10

Property to be buried with testator, 30:9

Temporary interment pending transfer to cemetery plot, 30:13

Undertaker, selection of, 30:7; 30:11

FURNITURE

See PERSONALTY AND HOUSEHOLD EFFECTS

GIFTS

See also Division I

See also under particular types of property

In accordance with list or memorandum, 8:51-8:53

Money and securities

See LEGACIES

GOLF CLUB

Direction to carry on membership for family, 19:38

Gift of shares in, 11:58; 11:59

GOVERNING LAW

Clause, **34:5**

GRAVE

See CEMETERY PLOTS; FUNERAL ARRANGEMENTS; TOMBSTONES AND MARKERS

GUARANTEES

See also Divisions I, II, IV

Power to extend guarantee of indebtedness, 21:5

Power to renew guarantees, 21:3

Power to renew notes and execute new notes, 21:2; 21:4

GUARDIANS

Appointment of, 27:3; 27:4 Compensation for, 27:6 Provisions for, 27:3; 27:4

HENSON TRUST

See also DISABLED PERSONS Generally, **37:2**; **42:14**

HOLOGRAPH WILL

Generally, 3:4

HOSPITALS

See also Division I, VIII Gifts to, 12:9; 12:10

HOUSE

See RESIDENCE

HOUSEHOLD ARTICLES

See PERSONALTY AND HOUSEHOLD EFFECTS

ILLITERATE TESTATOR

See also Divisions I (Jurats), VIII (Illiterate Deponent) Attestation clause, **34:10**

INCOME

See also MEMORANDA TO TRUSTEES; RESIDUE, composite clauses

Capital and, determination of

See CAPITAL AND INCOME

Directions for payment

all to children

discretionary payments from shares with gifts over, 15:19

during education of any child, 15:17

equally, 15:14

income from shares with provision during minority, 15:20

```
INCOME—Cont'd
  Directions for payment—Cont'd
    all to children—Cont'd
       issue of deceased children to take per stirpes, 15:15
       minimum annual amount for named child, 15:18
       until youngest attains specified age, 15:16
    all to named beneficiaries
       division among four people, 15:21; 15:22
       to brother and sister in proportion to number of nephews and nieces,
            15:24
       to two beneficiaries as trustees determine, 15:25
       until specified age or earlier death, 15:23
    all to spouse or spouse and children
       part to spouse, part to daughter, remainder to daughter's issue, 15:13
       part to spouse, remainder to children in stated proportions, 15:12
       to spouse and children equally, 15:9
       to spouse and children in stated proportions, 15:11
       to spouse for life, simple form, 15:3
       to spouse with minimum annual payment
         general form, 15:6
         minimum expressed as percentage, 15:7
         spouse to request stated minimum before encroachment, 15:8
       to spouse with power to encroach, 15:5
       trustees to scatter among spouse and children, 15:10
    fixed payments
       to spouse, remainder accumulated, 15:33
       to spouse, remainder sprinkled among spouse and children, 15:30
       to spouse and child, remainder to grandchildren with power to use
            capital, 15:32
       to spouse reducing on remarriage, remainder to issue, 15:31
       to spouse with increase if no residence held, remainder to issue, 15:29
    portion only to spouse or child, remainder as directed
       after providing for other payments in will, 15:28
       annuities to be provided before payment, 15:28
       as spouse requests each year, remainder to be accumulated, 15:26
       minimum payment to spouse taking into consideration other income,
            15:27
  Estate year, directions as to, 15:34
  Estimation, no liability for overpayment, 15:36
  From business, power to apply to improvement and expansion, 20:14
  Income tax, provision for, 10:3
  Net income, definition, 15:35
  Scattering among spouse and children, 15:10; 15:30
  Variation depending on whether or not residence held for spouse, 15:29
```

INCORPORATION BY REFERENCE

Separate list or memorandum, gift in accordance with, 8:51-8:53

INFANTS

See MINORS

INSURANCE DECLARATIONS

Beneficiary designation, 7:20
Dividing insurance payable
specified sum, gift over of remainder, 7:15.50
two equal portions, 7:15.30
Election of settlement option, 7:25
Expression of intentions, designations
legal and beneficial title, 7:2.10
affidavit, 7:2.40
legal title only, 7:2.25
affidavit, 7:2.55
Family income to spouse, 7:26
General form, 7:20; 40:2
Income policies excepted, 7:21
Life insurance proceeds, 7:18
Lump sum, 7:23

Power to effect settlement, 7:28

Revocation of earlier provisions, 7:22

Spouse predeceasing testator, 7:23

Spouse surviving testator less than thirty days, 7:24

Trust of proceeds, 7:18

Will, inclusion in, 7:27; 40:3-40:5

INSURANCE TRUSTS

Recitals and schedule, **43:10** Will clause, **7:17**

INTER VIVOS TRUSTS

Accumulation period, 42:3; 42:7
Acknowledgment of trust for several beneficiaries, 42:17
Adding to trust fund, 42:3-42:5
Additional trustee
deed of appointment by settlor, 42:25
power to appoint, 42:3-42:5; 42:11; 43:16
Advances to beneficiaries, raising capital for, 43:25
Alter ego trust, 42:10
Amendments, 43:15
Appointment of new trustees, 43:16
Approval of accounts

bookkeeping and accounting, 43:51

```
INTER VIVOS TRUSTS—Cont'd
  Approval of accounts-Cont'd
    court by, 43:50
    individual, by, 43:49
  Bare trust, declaration of, 42:16
  Basic form, 42:2
  Beneficiaries
    acknowledgment of trust for, 42:17
    advances to, 43:25
    encroachment for, 42:3
    residence trust for successive, 42:13
    termination of trust by, power, 43:25
  Bookkeeping and accounting, 43:51
  Borrowing power, 43:24
  Capital gains, distribution of deemed, 43:12
  Cash balances, power of corporate trustee to hold, 43:20
  Changes in trusteeship, notice of, 42:24
  Charitable trusts
    charitable remainder trust, 42:21
    creation of, 42:19
       foundation to only transfer to other charities, 42:20
  Children, provision for at certain ages
     form of agreement, 42:6
  Classification of trusts, 42:6
  Corporate trustee
    agent, as, power to appoint, 43:27
    appointment by individual trustees, 43:26
    cash balances, power to hold, 43:20
    remuneration, 43:39
  Death taxes, directions for payment, 43:8
  Declaration of trust, 42:16
     terms of informal trust, 42:18
  Deed of
    acknowledgment of trust, 42:17
    amendment, 42:27
    gift of personal items to trustees, 42:34
    replacement of trustee, 42:25
    retirement of trustee, 42:26
    termination, 42:31
  Deemed capital gains, distribution of, 43:12
  Depletion reserves, 43:13
  Depreciation reserves, 43:13
  Directors' fees, right of trustees to receive, 43:43
  Disability expense trust, 42:14
```

```
INTER VIVOS TRUSTS—Cont'd
  Disabled person
     definition of, 43:18
     trust for, 37:2; 42:14
  Discretionary trust
     family, 42:3-42:6
     primary and secondary beneficiary classes, 42:7
  Encroachment on capital, resolution, 42:30
  Exclusion of persons born outside marriage, 43:14
  Exoneration of trustees
     general, 43:44
     insurance policies, validity of, 43:47
     investments, losses on, 43:45
     majority decision, 43:48
  Family trusts
     discretionary, 42:3
       division of capital amongst issue, 42:6
       Manitoba, 42:4
       Ontario, 42:3
       primary and secondary classes, 42:7
       provinces with no Accumulations Act but with rule against perpetuities,
            42:5
       Saskatchewan, 42:4
     exoneration of trustees, 43:46
     spousal, 42:8
  Income distribution, resolution, 42:29
  Insurance trust
     See INSURANCE TRUSTS
  Interpretation, 43:2
  Investment
     at trustees' discretion, 42:3-42:5
     exoneration of trustees for losses, 43:45; 43:46
  Joint partner trust, 42:11
  Life insurance
     powers of trustees to acquire, 42:3-42:5
     terminate, power to, 43:32
     trust, recitals and schedule for, 43:10
     validity of, 43:47
  Liquidation of property, trust for, 43:3
  Minors, 42:3-42:5
  New trustees, appointment of, 43:16
  Non-resident trust
     form of agreement, 42:12
  Persons born outside marriage, exclusion of, 43:14
```

INTER VIVOS TRUSTS—Cont'd Power of appointment of trust fund, 43:6 exercise of, 42:32 release of, **42:33** Powers of trustees advances, raising capital for, 43:25 agent, appointment of, 43:27 appoint corporate trustee, 43:26 business carrying on of, 43:21 disposal of, 43:22 capital determination of capital and income, 43:31 raising of for advances, 43:25 special power of appointment over, 42:11 corporate reorganizations, to join, 43:34 corporate trustees agent, to act as, 43:27 appointment of, 43:26 cash balances, holding of, 43:20 deduct remuneration from trust fund, 43:40 division, to make, 43:30 elections, to make, 43:28; 43:29 grant voting rights in shares, 43:23 hold cash balances, 43:20 investment, 42:3-42:5; 43:19 joint ventures, joining of, 43:35 life insurance acquisition of, 42:3-42:5 termination of, 43:32 partnerships, joining of, 43:35 professional fees, right to receive, 43:42 property in trust fund, disposal of, 42:3-42:5 raise capital for advances, 43:25 re-freeze, participation in, 43:33 specie distributions, 42:3-42:5 taxation, to deal with, 43:36 voting rights, 43:23 voting trust agreement, entering into, 43:37 Protective trust, 43:11 Re-freeze, power to participate in, 43:33 Release of power of appointment, 42:33 Remuneration of trustees

corporate trustee, 43:39

INTER VIVOS TRUSTS—Cont'd Remuneration of trustees—Cont'd deduction from fund, 43:40 general form, 43:38 professional fees additional to, 43:41 right to receive, 43:42 Replacement of trustee, 42:25; 43:17 Reserving benefits to settlor revocable trust, 42:9 specifically excluded, 43:9 Resignation of trustee acknowledgment of, 42:23 deed of, 42:22 Resolution capital, to encroach on, 42:30 income, to distribute, 42:29 Restated trust deed, recitals for, 42:28 Retirement of trustee, 42:26 Revocable trust, 42:9 Settlor excluded from trust, 43:9 Specie distribution by trustees, 42:3-42:5; 42:11 "Spill-over" trust, 43:5 Spousal trust, 42:8 Spouse and children See family trusts, supra Termination of trust deed of, 42:31 power of beneficiaries, 43:7 Transfer of trust fund to another trust, 43:5 Trust company See corporate trustee, supra Unitrust clause to set up, 43:4 Uses, of, 41:4 Voting trust clause for, 43:23 power to enter into agreement, 43:37 **INVESTMENTS** See also INTER VIVOS TRUSTS Call loans, power to continue, 23:19 Common funds, power to invest in, 23:18 Inter vivos trusts, 42:3-42:5

```
INVESTMENTS—Cont'd
  Investment clause, 23:3
  Investment counsel
    direction to retain specific firm, 23:25
    power to retain, 23:2
       terminate, and, 23:3
  Investment trusts, power to invest in, 23:17
  Joint ventures, power to join, 43:37
  Life insurance, power to invest in, 23:16
  Limitations on permitted securities
    government securities only, 23:9
    none provided, 23:2; 23:4
    particular first mortgages and certain government bonds, 23:10
    trustee and life insurance company investments, 23:11
    trustee investments only, 23:7; 23:8
    trustee investments only except for bonds and debentures of particular
          company, 23:12
  Mutual funds, power to invest in, 23:17
  Partnerships, power to join, 43:35
  Power to invest
    delegation of, 23:26
    general, 31:34
    trust fund administered by corporate trustee of estate, 23:14
  Power to retain and reinvest in non-trustee investments, 23:13
  Power to retain assets as investments, 31:36
  Power to sell, dispose or retain, 23:6
  Prohibition on securities in which trustees have interest, 23:15
  Real property, power to purchase at foreclosure and tax sales and hold as
       investment, 23:22
  Securities, dividends affecting cost base, 23:20
  Son to control investment of one-half of his share, 23:24
  Stock options, power to take up and retain shares, 23:21
  Transfer of assets as investment for trust in will, power of trustees, 23:23
  Trustees' discretion
    delegation of authority, 23:26
    unlimited, 23:2; 23:4
    unlimited, liability limited, 23:5; 23:10
JEWELLERY
  Division among children as husband directs, 8:55
  Gift for life subject to a trust, 8:27; 8:28
  Gift to daughter at time chosen by trustees, 8:56
  Gift to daughter with postponement of delivery, 8:57
  Gift to one person absolutely, 8:54
```

LAND AND BUILDINGS

See REAL ESTATE

LAPSE

Commentary, 11:135.30

Corresponding clause for gift of motor vehicle instructing ademption to be included in attorney for property, **11:135.20**

Corresponding clause for gift of real estate instructing ademption to be included in attorney for property, 11:135.15

General direction as to lapsed gifts, 11:136

General direction that no gifts to lapse, 11:137

power of appointment to prevent, 11:140

Gift from wholly owned corporation, 11:135.70

Gift of motor vehicle specifically allowing ademption, 11:135.10

Gift of real estate specifically instructing ademption, 11:135.05

Named beneficiary to take lapsed gifts, 11:138

Specific gift not to lapse, 11:139

divided among donee's issue, 11:139.30

paid to donee's spouse if married at donee's death, 11:139.70

LAW BOOKS

Gift of together with unexpired subscriptions, 8:69

LEASES

See also Divisions I (Leasing Agreements), II, IV (in general), VIII, IX, X Direction to assign to spouse or son, **9:8**

LEGACIES

Abatement

See ABATEMENT AND PRIORITY

Ademption, provisions against, 11:134; 11:135; 11:135.05; 11:135.10; 11:135.15; 11:135.20

Advances

See ADVANCES

Bank accounts and money on deposit, 11:25-11:36

Cash in specific location, 11:9

Cash legacy divided among specified persons, 11:7

Charged on real property, 11:102-11:106

Completion of payments under pledge by testator, 11:160

Conditional gifts

beneficiary to abstain from liquor, 11:97

beneficiary to learn trade, 11:98

beneficiary to remain unmarried, 11:96

care for pets, agreeing in writing, 11:100

church to release estate from pledge on mortgage, 11:101

commentary, 11:1; 11:2; 11:24; 11:62; 11:68; 11:93; 11:94

```
LEGACIES—Cont'd
  Conditional gifts—Cont'd
     library to be purchased, types of books specified, 11:99
     spouse being predeceased, including no doubling up, 11:95
     wish that pet be kept in home with child, 11:67.50
  Corporate shares
     all common and preferred in specified company, 11:39
       preferred to be held in trust, 11:52
     all common shares in specified company, 11:38
     all of specific kind in testator's name, 11:41
     all owned by testator or to which testator is entitled in specified company,
          11:45
     bequeathed to testator, 11:46
     commentary, 11:37
     conditional on beneficiaries entering pooling agreement, 11:53
     gift of all marketable securities in specified account to charity, 11:61.50
     gift of cash to charity which may be fulfilled by marketable securities,
          11:61.70
     gift to named employees if spouse and issue do not survive testator, 11:57
     gift to several beneficiaries of number required to bring holdings to speci-
          fied totals, 11:49
     gift with provision if beneficiaries under age of majority, 11:54
     infant beneficiaries, provision for, 11:55
     limited to share owned at death, 11:51
     marriage contract, separate investment account to satisfy, 11:40
     nominal value, 11:60
     number to be determined by dollar value, 11:47
     sale of corporate assets, 11:61
     separate investment account to satisfy marriage contract, 11:40
     simple gift of percentage of shares to specific employee, 11:37.50
     simple gift of pet(s) contingent on agreeing to care for pet(s) and taking
          possession of pet(s), 11:65.50
     specified number, with provision for cash payment if insufficient, 11:48
     transfer of shares on condition that recipient reimburse estate for taxes aris-
          ing as result of disposition, 11:61.30
     trust for beneficiary until specified date, 11:50
  Creation out of proceeds of accident policy, 7:33
  Debts owed to testator
     accounts receivable, gift of, 11:86
     accounts receivable, trustees to collect, 11:92
     cash supplement where debt paid at date of death, 11:150
     directions to deduct from legacies or shares, 11:81-11:83
     forgiveness or reduction, 11:77-11:83; 11:91
     promissory notes
```

gifts of whole or part of debt, 11:85; 11:87; 11:150

```
LEGACIES—Cont'd
  Debts owed to testator-Cont'd
     promissory notes—Cont'd
       provision included for cancellation on death of testator, 11:114
     third parties, by, beneficiaries to divide equally, 11:87-11:90
  Deficiencies in assets of probate will, 39:11
  Employees, for
     See EMPLOYEES
  Exoneration from taxes and duties, 4:3; 10:9
  Forgiveness of debts, 11:77-11:82
     with equalization, 11:91
  General form, 11:3
  Gift over if beneficiary predeceases testator, 11:8
  Gifts for care of, 11:63-11:67.50
  Grandchildren, for
     provision for payment to parent of if under specified age, 11:12
     to be paid annually for fixed period, 11:157
     to be treated as advances, 11:110
  Increase where estate exceeds specified sum, 11:147
  Infants, for, direction to invest and accumulate, 16:9; 16:10
  Joint property, direction to discharge indebtedness, 11:12
  Lapse
     See LAPSE
  Money on deposit in bank accounts, 11:25-11:34
     direction to pay balance owing, 11:11
     gift of interest in, 11:54
     gift of proceeds, 11:9
     legacy payable out of proceeds, 11:21
  Payable from specified assets
     future income, 11:23
     money held in trust for testator, 11:154
     proceeds of accident policy, 7:34; 7:35
     proceeds of life insurance, 11:19
     proceeds of mortgage, 11:21
     remainder of deceased spouse's estate, 11:22
     sale of jewellery, 11:20
     sale of real estate, 11:18; 11:102-11:106
  Payment
     charitable legacies in securities for tax efficiency, power to trustees,
          11:151.50
     deferment for specified period, 11:158
     direction to pay foreign beneficiaries out of property outside province,
          11:152
```

```
LEGACIES—Cont'd
  Payment—Cont'd
    direction to pay out of income, 11:153
    direction to pay out of proceeds of accident policy, 7:34; 7:35
    in specie, 11:151
    instalments, in, 11:155-11:57.50; 11:159
    powers of trustees to postpone, 11:141-11:143
       commentary, 11:140.50
    power to pay in other assets if legatee agrees, 11:151
    simple payment of legacy without interest, 11:143.50
  Postponement of payment, powers of trustees, 11:141-11:143
  Priority
     See ABATEMENT AND PRIORITY
  Real property liable for payment, 11:102-11:106
  Real property not liable for payment, 11:100
  Reduction
    by amount owing on promissory note, 11:145
     formula where estate less than specified sum, 11:148
    legacy to church reduced by value of gifts made after date of will, 11:144
    to percentage of residual estate if estate less than specified sum, 11:145.50
    where net estate less than specified sum, 11:146; 11:148
   "Rights or things"
    gift of, 11:13
    power to use, 11:14
  Satisfaction
     See payment, supra
  Secret trust, gift to trustees, 11:15
  Securities
     see also corporate shares; mortgage, supra
    all government bonds at specific bank, 11:43
    all government bonds to two beneficiaries equally, 11:42
     gift up to specified value, 11:44
    in specific locations, 11:56
  Series of simple legacies in one clause, 11:6
  Shares
     See corporate shares, supra
  Shares in golf clubs, 11:58
  Simple gift of money, 11:3
  Simple legacy with interest as applicable market rate, 11:5
  Simple legacy with interest waiver, 11:4
  Substitutionary for specific gift, 11:74; 11:75
LIFE INSURANCE
```

See also Division VIII

LIFE INSURANCE—Cont'd

Accident policy

legacy created out of proceeds, 7:33

particular legacy to be paid out of proceeds, 7:34; 7:35

Annuity to be purchases with proceeds, 7:36

Confirmation of appointments or declarations, 7:30

Family income instalments, direction for payment, 7:26

Fund to keep policy in force on son's life, 7:31

Gift of policies, 8:66

Inter vivos trusts, holding and dealing with

See INTER VIVOS TRUSTS

Particulars of policies, 2:3

Power to trustees to invest in, 23:16

Power to trustees to keep policy in force on spouse's life, 7:32; 31:51

Power to trustees to settle with insurance company, 7:28

Settlement option, declaration directing election in favour of spouse and family, **7:25**

LIFE INTEREST WILLS

See TRUST WILLS

LITERARY EXECUTOR

Appointment, **6:37**; **6:38**

LIVESTOCK

See also Divisions I (Agriculture), IX (Animals)

Gifts of, 8:5-8:7

LIVING WILL

Document, 36:22

Restrictions for powers of attorney for personal care, 36:14

MACHINERY

See PERSONALTY AND HOUSEHOLD EFFECTS

MARK

Attestation of signature with, 34:9

MARRIAGE

See also Division VI (Marriage Contract)

Contemplation of

See CONTEMPLATION OF MARRIAGE

Contracts

investment account to satisfy requirements of, 11:40

Divorce or separation, codicil to amend will after, 5:5

Persons born outside of, 28:10

Separation agreement, direction to carry out, 34:31

MASSES FOR THE DEAD

Gifts for, 12:19-12:21

MEDICAL RESEARCH

See also Division I (Hospitals, consents) Donation of body for, **34:30** Gift to university for fund, **12:18**

MEMORANDA TO TRUSTEES

Care of children

brother providing home, payments to, **35:18** son in mental hospital, provision for, **35:20**

Companies

request to retain and relief from management, **35:25** request to retain with suggestions as to management and sale, **35:24** shares

See corporate shares, infra

Consultation of particular persons in administration, 35:2; 35:3

Corporate shares

income inadequate from, request to encroach, 35:27

son to be assisted in purchasing, 35:26

testator having controlling interest, request to retain, 35:24; 35:25

Disposal of personal effects in accordance with, 8:52; 8:53

Education of children with respect to religious institutions, 35:19

Encroachment for mother-in-law, 35:23

Encroachment for spouse

as spouse requests, 35:8

only after education complete, 35:11

sickness emergency and travel, for, 35:7

Encroachment for spouse and children

for spouse only after children educated, 35:11

liberally for spouse but limited for children, 35:12

minimum income for spouse, 35:10

spouse to be consulted as to payments for children, 35:9

substantial payments to son to assist career, 35:15

Grandchildren, income for, 35:21

Home for children with opportunity to purchase, 35:17

Income

all to spouse during children's minority, then divided, 35:13

grandchildren, for, more than required for maintenance, 35:21

minimum for spouse, 35:6; 35:10

portion to children if not required by spouse, 35:14

Incorporation by reference in will, 8:51-8:53

Minimum income for spouse, 35:6; 35:10

Mother-in-law, request to encroach for, 35:23

MEMORANDA TO TRUSTEES—Cont'd Payments to brother who provides home for children, 35:18 Personal property binding, **8:18** non-binding, 8:16 Share for daughter, treatment of, 35:16 Share for niece, purchase of annuity from, 35:22 Son in mental hospital, provision for, 35:20 Spouse to be consulted as to administration, 35:2 as to capital payments for children, 35:9 Spouse to seek investment assistance, 35:4 Standard of living of spouse, request to maintain, 35:5 **MINORS** See also Divisions VI (Custody and Access; Children), VIII Children not of testator, 16:4 Children of testator, provisions for care of, 27:2-27:5 Decision-making responsibility appointment of, 27:4 provision for, 27:3 Fund for, until majority, 13:6 Grandchildren directions as to shares of, 16:12; 16:16 disabled, where one is, 37:3 one capital distribution, 16:21 foreign beneficiaries, with, 16:23 postponement of shares, 16:17 two capital distributions, 16:22 Guardians of children, appointment for, 27:3; 27:4 compensation of, 27:6 Inter vivos trusts See INTER VIVOS TRUSTS Jurisdictions, provisions for beneficiaries in several, 16:24 Legacies, direction to invest and accumulate, 16:9; 16:10 Payments for minors, 16:3 Payments on behalf of, authority to make, 16:5 Religious education of children, 27:5 Residue, division of one capital distribution, 16:18 three capital distributions, 16:20 two capital distributions, 16:19 Shares capital, direction to invest use and accumulate, 16:6 corporate stock, provision for specie distribution in trust, 16:14

MINORS-Cont'd

Shares—Cont'd death before majority, provision for gift over, 16:15 direction to hold, invest and use, 16:2; 16:6; 16:8 direction to pay to named person, 16:11 grandchildren, for, direction as to, 16:12; 16:16; 16:21-16:23 income, power to use with direction to use and accumulate balance, 16:8 parents to hold if living, otherwise trustees, 16:13

MONUMENTS

See TOMBSTONES AND MARKERS

payment to named person, 16:7

MORTGAGES

See also Divisions II, IV, VIII Gifts of See LEGACIES

MULTIPLE WILLS

Assets, definition of, 39:8; 39:8.50 Commencement non-probate will, 39:5 probate will, 39:4 Death taxes, 39:9 Debts, 39:9 Digital assets, 39:16 Exoneration of estate trustee, 39:10 Gifts, 39:11 Legacies, 39:11 Primary, 39:2 Replacement trustee, 39:15 Revocation non-probate will, 39:7 probate will, 39:6 Secondary, 39:3 Trustee of non-probate will continue to carry on business, 39:12 incorporate new company, 39:13 uphold guarantees, 39:14

NON-PROBATE WILL

See MULTIPLE WILLS

NOTES

See GUARANTEES

OPTIONS

See BUSINESS INTERESTS; CORPORATE SHARES; REAL ESTATE

ORGAN TRANSPLANTS

See TRANSPLANTS

OUTRIGHT DISTRIBUTIONS

Holograph will, 3:4

To one person absolutely
general form, 3:1
to spouse, with division into shares for children if spouse predeceases testator, 3:2

To several people with provision to prevent lapse, 3:3

PAINTINGS

By testator, disposition of, **8:24** Gift of particular painting, **8:62**

PARTNERSHIP INTERESTS

See BUSINESS INTERESTS

PASSING OF ACCOUNTS

See EXECUTORS AND TRUSTEES

PERPETUAL CARE OF CEMETERY PLOT

Generally, 30:25-30:28

PERPETUITIES

Generally, 31:43; 31:67; 31:68

PERSONAL CORPORATION

Power to trustees to deal with shares, 19:11

PERSONAL DATA

Sheet, 2:2

PERSONALTY AND HOUSEHOLD EFFECTS

```
See also Divisions VI (Property), VIII (Personal Property)
Absolute gifts
appraisal to be obtained, with value of goods selected to be taken into
account on division of residue, 8:12
articles not specifically disposed of, 8:9
property in apartment, 8:10
to charity, 8:15
to children, 8:6; 8:7
choice of items, 8:11
division of goods among, value to be taken into account, 8:12
gift over to, 8:14
```

```
PERSONALTY AND HOUSEHOLD EFFECTS—Cont'd
  Absolute gifts-Cont'd
    to spouse, 8:2-8:5
       declaration that household articles belong to spouse, 8:3
       gift over to children, 8:14
       particular items specified, 8:4; 8:5
  Animals, 8:5-8:7; 8:64; 8:65
  Articles acquired before marriage, 8:20; 8:21
  Automobile and accessories and tools, 8:60
  Books and papers, 8:63
  Children to choose, remainder to be sold, 8:11
  Chose in action, 8:70
  Church pew, 8:67
  Claims against another estate, 8:70
  Confirmation of earlier gift and gift of subsequently acquired articles, 8:8
  Delivery charges, liability for, 8:13
  Disposal according to list or memorandum, 8:51-8:53
  Dogs and equipment, 8:64
  Farm animals and equipment, 8:5-8:7; 8:65
  Gift of one of several similar articles, 8:58; 8:59
  Gifts subject to exceptions
    all to children except automobiles and specific gifts, 8:22; 8:23
    all to spouse except
       articles acquired before marriage, 8:20; 8:21
       articles specifically disposed of, 8:19
       paintings by testator, 8:24
  Gifts subject to life interest
    jewellery, subject to trust, 8:27; 8:28
    specified items to spouse, balance for issue subject to use by spouse, 8:26
    to spouse for life and on death division among children, 8:25
  Jewellery, 8:27; 8:28; 8:54-8:57
     one of several similar items, 8:58; 8:59
  Law books and unexpired subscriptions, 8:69
  Life insurance policies, gift of benefit of unexpired policies, 8:66
  Memorandum to trustees
    binding, 8:18
    disposal in accordance with, 8:51-8:53
    non-binding, 8:16
  Non-survival of nephews, provision for wives, 8:37
  Non-survival of spouse, directions in event of
    adult children to divide, 8:31
    all to children with varying provisions, 8:34-8:36
    children to agree on division, 8:14; 8:30
    trustees to use discretion for children, 8:29; 8:32; 8:33
```

PERSONALTY AND HOUSEHOLD EFFECTS—Cont'd

Ownership of, declaration, 34:38

Paintings, 8:24; 8:62

Power to deal with, 36:29

Racing stable, 8:65

Royalties, gift upon trust, 8:68

Specific items, **8:54-8:70**

automobile and accessories and tools, 8:60

books and papers, 8:63

church pew, 8:67

claims against another estate, 8:70

dogs and equipment, 8:64

jewellery, 8:27; 8:28; 8:54-8:59

law books and unexpired subscriptions, 8:69

life insurance policies, 8:66

one of several similar articles, 8:56; 8:59

paintings, 8:24; 8:62

racing stable, 8:65

royalties, 8:68

wines and spirits in particular residence, 8:61

Trustees to deal with and distribute

automobiles for use of family, power to provide, 8:49

deliver to infant child at discretion, 8:45

discretion to be exercised by trustee, 8:39

divide among children with power of sale, 8:42; 8:43

household articles, use by spouse while residence held in estate, 8:50

retain and allow use by children, remainder to residue, 8:41

retain for daughter until majority, 8:44

retain for infant children with ultimate distribution when all attain majority, 8:46

retain for infant child with power of sale, 8:48

taking place of infant child when dividing, 8:47

value and distribute to spouse and children, 8:38

value and divide among children as children choose, 8:40

Valuation and distribution by trustees, 8:12; 8:38; 8:40

Wines and spirits in particular residence, 8:61

PLANNING THE WILL

Company, valuation of, 2:4

Information about testator, 2:2

Life insurance, particulars of, 2:3

Outline for testator, 2:5

POSTHUMOUSLY CONCEIVED CHILDREN

Exclusion, 28:11

POSTHUMOUSLY CONCEIVED CHILDREN—Cont'd

Inclusion, 28:12

POWERS OF APPOINTMENT

Exercise

income to spouse until death or remarriage, capital to issue, 29:17

limited exercise, 29:19

specific property to issue, 29:18

to children outright, 29:15

to issue with postponement of payment of capital, 29:16

Grant of broad power for child to appoint on division date, 29:11

Grant of special power over capital, 42:11

Grants of general powers

appointment of trust fund, 43:6

to daughter to appoint share of residue, 29:3

to spouse to appoint residue, 29:2

to spouse to appoint specific property, 29:4

Grants of limited powers

exercisable by spouse at death or on remarriage, 29:6

to daughter to appoint division of share of residue among her issue, 29:8

to son and daughter to appoint division of shares of residue among spouses and issue, 29:10

to son to appoint division of part of residue among his issue and widow, **29:7**

to son to appoint division of share of residue among his issue, 29:9

to son to direct payment of income only from share to widow, 29:12

to spouse to appoint division of residue among issue, 29:5; 29:6

to spouse to appoint division of specific property among issue, 29:13

to trustee after life interest, 29:14

Renunciation, 29:20-29:22

POWERS OF ATTORNEY

See also Divisions I, II, VIII

Agents, power to employ, 36:39

Alternate attorney, 36:38

Banks, power to deal with, 36:30

Continuing power, for property, 36:4-36:6; 36:10

condition to be inserted, 36:13

corporate attorney, 36:7

information to be given to attorney, 36:11

investment and delegation clause, 36:12

limited, 36:8; 36:9

assets in Canada, 36:8

springing or contingent, on incapacity, 36:10

worldwide assets, excluding specific jurisdiction, 36:9

POWERS OF ATTORNEY—Cont'd Directions to attorney, **36:21** Foreign jurisdiction, power to deal in, 36:32 General form continuing, and, 36:5 personal care, 36:14-36:16 condition to be inserted, 36:17 consultation provision, 36:18 emergency provisions, 36:19 majority rule, 36:16 property, 36:4-36:6 Memorandum of understanding, 36:23 Personal care, for, 36:14-36:16 condition to be inserted, 36:17 consultation provision, 36:18 emergency provision, 36:19 fees and expense reimbursement, 36:41 information to be given to sole attorney, 36:20 living will, 36:14 majority rule, 36:16 medical assistance in dying, 36:15 revocation, notice of, 36:34 Personalty, power to deal with, 36:33 Property, 36:4-36:6 information to be given to attorney, 36:11 Real estate power to appoint attorney to deal with, 36:26 power to manage, 36:28 power to sell, **36:25** property, continuing power, 36:4-36:6; 36:10 corporate attorney, 36:7 remuneration, 36:40 revocation of appointment of new attorney, 36:36 general, **36:33** specific purpose, 36:35 Revocation of appointment of new attorney, and, 36:36 notice, 36:34 power for specific purpose, 36:35 Securities, power to deal with, **36:31** Substitute, power to appoint, 36:37 Trustee, power to appoint attorney, 36:27

POWERS OF ATTORNEY—Cont'd

Virtual signing of see VIRTUAL SIGNING, COVID-19

PRIEST

Gifts to for offering masses, 12:19; 12:20

PRIMARY WILL

Non-probate will, 19:35

PRIORITY OF GIFTS

See ABATEMENT AND PRIORITY

PROBATE WILL

See MULTIPLE WILLS

PROMISSORY NOTES

Direction to assign to named person, 11:87

Gift of portion of debt secured, 11:85

Gift where provision for cancellation on death of testator, 11:114

Power to renew and execute new notes, 21:2; 21:4

RACING STABLE

Gift of, 8:66

REAL ESTATE

See also Divisions VI (Property; Real Property), VIII (Land; Property), IX (Land)

Buildings

power to erect, repair and rebuild, 22:10

power to use insurance proceeds to repair, 22:11

Contracts for sale, direction to complete, 22:15

Gift of with direction to pay difference between appraised value and specified sum, 11:149

Income to be paid to named person, 22:9

Leased property, direction to give first refusal to lessee, 22:16

Legacies charged on, 11:102-11:106

Legacies not to be charged on, 11:100

Management

named person, by, 22:8

trustees, by, 22:2-22:6; 22:9

Multiple Wills

non-probate will (primary will), 22:21

probate will (secondary will), 22:22

Option to lease, direction to grant to named person, 22:20

Option to purchase

direction to grant to named person, 22:19

power to grant and deal with proceeds, 22:18

REAL ESTATE—Cont'd

Power to appoint attorney to deal with, 36:26 Power to deal with generally, 22:2; 22:3; 31:37 Power to hold and manage, 22:9 Power to hold principal residence, 22:12 Power to improve and develop, 22:5 Power to manage attorney, 36:28 trustee, 22:6; 31:39 Power to mortgage, 22:4; 31:39 Power to sell, 36:25 Repair of buildings, 22:10; 22:11 Residence See RESIDENCE Sale by trustees direction to keep estate open until sale made, 22:17 direction to sell specific property, 22:13 option to be granted to named person, 22:19 power to sell specific property not yet transferred, 22:14 Unproductive property power to hold as investment, 22:7

RECEIPTS

Determination as between capital and income See CAPITAL AND INCOME

RECORD OF EXECUTED WILL

Keeping of, 2:6

REFERENCE, INCORPORATION BY

Gifts in accordance with separate list or memorandum, 8:51-8:53

sale, apportionment of proceeds between capital and income, 24:4

REGISTERED EDUCATION SAVINGS PLANS

Maintenance, 7:14; 7:16; 7:17

REGISTERED RETIREMENT FUNDS

See also Division VI (Separation Agreements)
Charities, designation of funds to, 7:5
Commentary, 7:2
Designation, 7:7.50
Expression of intentions, designations
legal and beneficial title, 7:2.15
affidavit, 7:2.45
legal title only, 7:2.30
affidavit, 7:2.60
Gift over to children, 7:4; 7:6-7:8

REGISTERED RETIREMENT FUNDS—Cont'd

Spouse

children of, designation to, 7:6 primary beneficiary, as, 7:4; 7:7 sole beneficiary, as, 7:3

RELIGIOUS INSTITUTIONS

See also Division IX Gifts to, 12:19-12:21

REPUBLICATION OF WILL

In contemplation of marriage, **5:4**

RESIDENCE

See also Division IV

Absolute gifts

condominium unit, 9:3

residential and summer property to spouse, 9:5

shares in co-operative apartment, 9:4

specific property, 9:2

Assign lease to spouse, 9:8

Authorization for trustee to deal with real property (sample), 9:50

Charge or life interest

gift to spouse for life, 9:9; 9:11

subject to charitable payments, 9:10

Commentary, 9:11.50

Cottage and seasonal property, 9:26-9:28; 9:30; 9:40-9:42

Date of distribution when spouse has right to purchase property, 9:37

Determination of value, 9:29

Expenses

paid by spouse and children, 9:44; 9:45

paid out of residue, 9:43

Farm property, 9:38; 9:39

Gift for beneficiary experiencing marital difficulties, 9:7

Home for spouse or children, trustees discretion to provide, 9:32-9:36

Lease or purchase

lease during named person's lifetime, 9:46

option for children to rent or purchase, 9:47

permission to purchase residence out of fund for spouse, 9:48

Power of trustee to pay debts (sample), 9:51

Probate, exemptions from first dealing, 9:49

basket style clause, 9:52

specifying qualifying property, 9:53

Trust for spouse, 9:6

Use of spouse, children and others

child to occupy home until sold, 9:23

```
RESIDENCE—Cont'd
  Use of spouse, children and others-Cont'd
    child to pay expenses, 9:22
    held for brother, 9:24
    held for spouse
       as long as spouse desires, 9:16
       for two years, 9:13
       until death or remarriage, 9:17
       with provisions for upkeep, 9:12; 9:18
    held with spouse in common, 9:14; 9:15
    house fund for child, 9:19
    income property
       free use of part of, 9:20
       occupy or lease, 9:21
RESIDUE
  Beneficiaries, advances to
    children, 15:50
    division, upon
       taking into account advances to children, 15:54
       treatment of payments of capital to children, 15:51
       treatment of payments to children before and after death of testator,
            15:52
    division of personalty, value of selected items to be taken into account,
          15:54
  Capital
     See distribution of capital, infra
  Composite clauses
    division into pools for families of children, 15:90
    division into shares and distribution of capital, 15:80-15:87
    encroach on capital, ability to, 15:92; 15:93
    income and distribution of capital, 15:79
    income and division into shares, 15:77; 15:78
    lifetime capital payments to individuals and income to charities, 15:88
  Distribution of capital
    see also composite clauses, supra
    annual division of specified sum among children, 15:69
    annual payments to spouse with power of appointment over portion,
          remainder to charity, 15:66
    direction to sell assets and distribute proceeds, 15:77
    failure of gifts, 15:75
    portion divided among named organizations, remainder as specified, 15:64
    portions divided among named persons, 15:65
    requests that beneficiaries make specific payments, 15:59; 15:60
    residue, 15:57
```

```
RESIDUE—Cont'd
  Distribution of capital—Cont'd
    share for spouse and issue of deceased spouse, 15:67
    shares for children
       distribution including transfer of residence as part of one, 15:71
       equal shares, 15:57
       income and capital payments annually until exhausted or until death of
            beneficiary, 15:70
       one capital distribution, 16:18
       one share to be at least stated amount, deficiency to be made up out of
            others, 15:73
       three capital distributions, 16:20
       to be paid in instalments, 15:68
       two capital distributions, 16:19
    time of distribution
       See time of division or distribution, determination of, infra
    to brother with request that he make lump sum payment, 15:60
    to children
       in equal shares per capita, 15:55
       provision for issue of deceased child, 15:58
    to grandchildren when named ones reach specified age, 15:61
    to issue in equal shares per stirpes, with postponement until specified age,
         15:56
    to named beneficiaries in specified shares, 15:63
    to nieces at specified time, 15:62
    to spouse with request that spouse pay annuity, 15:59
  Division into shares
    see also composite clauses, supra
    accumulation of share to age of majority and payment of income thereafter,
         14:8
    for children
       commentary, 15:44
       earlier capital payments treated as advances, 15:51
       legacies, inter vivos gifts and advances to be taken into account, 15:53
       on death of survivor of testator and spouse with provision for issue of
            deceased children, 15:45
       on death of testator with provision for issue of deceased children, 15:47
       on death or remarriage of spouse with provision for issue of deceased
            children, 15:48
       one share to be at least stated amount, deficiency to be made up out of
            others, 15:72
       provision for issue of deceased children, 15:45-15:48; 15:67
       provision for spouse and issue of deceased child, 15:67
       provision for unmarried widow of deceased son, 15:46
       share for spouse if spouse remarries, 15:48
```

RESIDUE—Cont'd

Division into shares-Cont'd

for children—Cont'd

specific payments before or after death treated as advances, 15:52

for grandchildren, 15:82; 15:83

children to hold infants' shares in trust, 15:49

time of division

See time of division or distribution, determination of, infra

Income, payment of

See INCOME

Shares, division into

See division into shares, supra

Share to be held for charitable purposes, 12:7

Time of division or distribution, determination of

see also composite clauses, supra

child of testator reaching specified age, 15:40

death date or determination by trustee, 15:43

grandchild reaching specified age, 15:41

last of named persons to die, 15:38

last of specified events to occur, 15:37; 15:39

parents dying or reaching specified age, 15:73

RESTRAINT ON ALIENATION OF INCOME

Direction as to, 34:26

RETIREMENT

Generally, 34:41

REVIEW OF WILLS

Safekeeping of will, 2:7

REVOCATION OF FORMER WILLS

Clause, 34:4

ROYALTIES

See also Division I

Gift upon trust, 8:68

SAFEKEEPING OF WILL

Sample letter, 2:7

SALE OF ASSETS

See CONVERSION OF ASSETS

SCHOLARSHIPS

Gift to university for, 12:16; 12:17

SCHOOL PRIZE

Gift for, 12:14

SECONDARY WILL

Probate will, 19:36

SECURITIES

See also CORPORATE SHARES; INVESTMENTS See also Division II

Division in specie on request, 25:4

Gift of

See LEGACIES

SENIOR CITIZENS' HOME

Gift to, 12:12

SEPARATION AGREEMENTS

See also Division VI

Direction to trustees to carry out, 34:32

SERVANT

See also EMPLOYEES

Gift for, **11:73**

SETTLEMENTS

See INTER VIVOS TRUSTS

SHARES

See also Division II

Corporate

See CORPORATE SHARES

Residue, of

See RESIDUE

SIGNATURE OF TESTATOR

See VIRTUAL SIGNING, COVID-19

Attestation

See ATTESTATION CLAUSES

SIMPLE WILLS

See OUTRIGHT DISTRIBUTIONS

SOLICITOR'S RECORD OF WILL

Keeping of, 2:6

SPECIE DISTRIBUTION

See DIVISION IN SPECIE

"SPILL-OVER" TRUST

Clause, 43:5

SPOUSAL TRUST

Agreement, 42:8

STAMP COLLECTION

Appointment of special executor for, 6:39

STEPCHILDREN

Provision for, 28:5; 28:6

STOCK

See CORPORATE SHARES; LIVESTOCK

STOCK DIVIDENDS

See also Division II (Dividends)

Directions concerning treatment as capital or income, 24:8-24:12

Power to compensate income beneficiary when received, 24:13

STOCK OPTIONS

See also Division II (Shares; Acquisitions) Power to take up, 19:27; 19:28; 23:21

SUBSCRIPTIONS

Unexpired gift of, 8:69

SUBSTITUTIONARY LEGACIES

Specific gifts, 11:74; 11:75

SUCCESSION DUTY

See DEBTS AND DUTIES

SUMMER HOME

See RESIDENCE

TAXES AND DUTIES

See DEBTS AND DUTIES; ESTATE TAX

TAX FREE SAVINGS ACCOUNT

Designation

gift over to child, 7:11.50; 7:13

spouse, 7:10; 7:11; 7:11.50

Expression of intentions, designations

legal and beneficial title, 7:2.20

affidavit, 7:2.50

legal title only, 7:2.35

affidavit, 7:2.65

TESTIMONIUM

Codicil, 5:2

General form, 34:7

Virtual signing of

see VIRTUAL SIGNING, COVID-19

TIME OF DIVISION

See RESIDUE

TOMBSTONES AND MARKERS

Directions for erection of tombstone, 30:17; 30:19 Engraving on tombstone or monument, 30:14-30:17 Footmarker, direction for, 30:16 Monuments to be erected over parents' graves, 30:18 Vault to be erected, 30:18

TRANSPLANTS

See also Division I (Hospitals) Eyes, donation to Eye Bank of Canada, **34:28** Permission for use of physical organs, **34:27**

TRUST AGREEMENTS

See INTER VIVOS TRUSTS

TRUSTEES

See EXECUTORS AND TRUSTEES; INTER VIVOS TRUSTS

TRUSTS

See also Division II
Insurance
See INSURANCE TRUSTS
Inter vivos
See INTER VIVOS TRUSTS
Multiple, 4:3; 15:89

TRUST WILLS

Canadian assets only, **4:4**Life interest to spouse
remainder to adult child's family trust, **4:3**remainder to children, **4:2**

UNITED STATES ASSETS

See FOREIGN ASSETS

UNITRUST

Clause to set up, 43:4

UNIVERSITY

Gifts to

for bursaries, 12:16; 12:17 for medical research, 12:18 for specific purpose, 12:15

VALUATION OF COMPANY

Generally, 2:4

VIRTUAL SIGNING, COVID-19

Affidavit of subscribing witness

continuing power of attorney for property in counterpart

not virtually commissioned, 40A:10

virtually commissioned, 40A:11

power of attorney for personal care in counterpart

not virtually commissioned, 40A:12

virtually commissioned, 40A:13

Best practices for virtual signing of wills and powers of attorney by counter-

part, Ontario, 40A:5

Instructions to client, 40A:6

Introduction, 40A:1

Jurat

deponent and commissioner in same city or town, 40A:14

deponent and commissioner not in same city or town, 40A:15

Legislation, Ontario, 40A:2

Steps for virtual signing of wills and powers of attorney in counterpart, 40A:3

Testimonium clause, counterpart

for power of attorney for personal care, 40A:9

for power of attorney for property, 40A:8

for will, 40A:7

Virtual commissioning, Ontario, 40A:4

VOTING TRUST

Clause for, **43:23**

Power to enter into, 43:37

WRITER

See also Division I (Publishing Agreements)

Appointment of literary executor by, 6:37; 6:38

Division X — Computers and Information Technology

ADVERTISING

See also Divisions I, IV, VI, VIII, IX

Advertiser, definition, 33:243

Email marketing practices, ethical, 4:228

Internet advertising agreement, 4:4

Limitation of liability to specific jurisdictions, 4:2; 4:3

Marketing practices, email, 4:228

Rights, definition, 33:244

Website advertising agreement, 4:2; 4:3

AFFILIATION AGREEMENTS

General, **4:123**

Linking agreement, 4:122

Operating agreement, 4:125

Select agreement, 4:124

ANTI-BRIBERY

Artificial intelligence analysis, usage prohibition, 33:22.70

Cooperation on artificial intelligence technologies, 33:22.30

General, 33:9.50

Improper payment, 33:21

Unlawful contribution, gift, entertainment, 33:22

ANTI-CORRUPTION

Compliance with, 33:22.20; 33:46.30

APPLICATION SERVICE PROVIDER

Contracting out services agreement, 20:21

Customer agreement, 20:19

General form of agreement, 20:18

Software and services licence agreement, 20:20

ARBITRATION

See also DISPUTE RESOLUTION

See also Divisions I, IV, VII, VIII (Arbitration Act), IX

Arbiter guidelines, 33:8

Claim, dispute adjudication and arbitration, 33:6

Clause, 33:2; 33:7

Commercial rules, 33:5

Protocol, mobility agreement & arbitration, 15:8

ARBITRATION—Cont'd

Rules of procedure, **33:19** UNCITRAL rules, **33:20**

ARTIFICIAL INTELLIGENCE

Chatbots, 16A:9

Checklist, 16A:2.30

Commentary, 16A:1, 16A:2

Contract provisions, 16A:2.50

Contracting terminology checklist, 16A:3

Definitions, 16A:4

End user license agreement, 16A:5; 16A:8.50

Exclusive license and collaboration agreement, 16A:7

Glossary of AI terminology, 16A:3.50

Incorporation of, 33:22.80

Source code license, 16A:5, 16A:6

Terms of use, **16A:10**

Website terms of use, 16A:11

ASSET PURCHASE

See also Divisions I (Sale of Goods), II, V (Assets), VIII (Goods), IX (Asset Purchase Agreement)

IP asset licensing agreement, 31:2

IP asset purchase and sale, 31:5

Memorandum of understanding, 31:3

Proprietary software purchase agreement, 31:4

Software agreement, 31:1; 31:6

Technology assignment, 31:7

AUDIT

See also Division II (Audit Committee; Auditors)

Co-operation on audit of purchased assets, 30:5

Right to, 9:17; 33:28; 33:32; 33:32:50; 33:98

customer, 33:27

licensee, 33:26

licensor, 33:23

reciprocal right to verify, 33:31

service provider, 33:25

BLOCKCHAIN

Commentary, 28A:1, 28A:2, 28A:3

Crypto currencies, 28A:2; 33:326.50

Customer agreements, 28A:3

Hosted digital wallet and digital asset services user agreement, 28A:4

Smart contracts, smart legal agreements, 28A:1

BROADBAND AND COMMUNITY FIBRE AND MOBILE BROADBAND

Checklist, alliance agreement for municipal-wide broadband, public Wi-Fi, 17:1

CRTC agreements

installation agreement proposal, wireless video surveillance, 17:8

LEC-1XC interconnection, 17:5

local interconnection, 17:4

municipal access, 17:3

Memorandum of understanding, fibre optic network agreement, 17:7

Public sector network, 17:2

Terms and conditions

bluetooth-enabled motor vehicle, electronic management system, 17:6.50

Terms of service, 17:6

WiFi usage policies, 17:9

acceptable use, 17:9

CANADIAN FUNDS

Generally Accepted Accounting Principles (GAAP), 33:279.50

CHOICE OF LAW

Clause, 33:43

CLOUD COMPUTING

See also SOFTWARE

Checklist, 9:2

Code scanning and licence management service agreement, 9:52

Data processing addendum (DPA), 9:74; 9:75

Distribution agreement, cloud related data infrastructure, 29:7

End user agreement, 9:10.50

Escrow, data content, 9:29

managed backup and archiving of, 9:31

Guide to models and services, 9:4

Hosting and terms of service, 4:251; 9:11

Hosting support provisions and SLA exemptions, 9:51

Infrastructure as a service ("IAAS"), 9:59

master services agreement, 9:59.30; 9:59.50; 9:59.70

Integrated services, cloud services agreement, 9:73

Licence agreement, 9:9

cloud application utility sub-licensing authorization, 9:76

Network as a service (NaaS), 9:60.80

Online backup, file sync and sharing terms of service, 9:12

Personal data, cloud services processing of, 3:44

Platform as a service ("PAAS"), 9:60; 9:60.50

agreement, 9:60.70

Privacy, personal data, and subscribing

personal data processing agreement (EU Access), 9:71

```
CLOUD COMPUTING—Cont'd
  Remote access, 9:57
  Request for information, 13:2
  Reseller agreement, 9:16
  Service levels, guaranteed uptime provision, 9:14
    adjustment, percentage drop, 9:15
    response times, 9:64
  Services agreement, 9:6
    client may order cloud services, 9:8
    computing services, US form, 9:9
    hosting, subscription services, ex works, professional services, 9:10
    infrastructure as a service ("IAAS"), 9:59
    master, 9:20
       business process outsourcing, 9:21.50
       cloud services subscription and project services, 9:21
       favouring customer, 35:5
       transformation and transition under, 9:59.70
       transition terms, 9:59.30
    platform as a service ("PAAS"), US form, 9:60
    private, 9:6
    remote support services, 9:5.50
    software as, supply and implementation of goods and services, 9:47
    software as a service, 9:34
    system access online (cloud hosted data storage (US)), 9:50
    terms and conditions, 9:45; 9:46
  Social network site, terms and conditions, 9:13
  Software licence agreement, cloud hosted service, 9:19
  Subscription agreement, 9:20
  Support provisions
    service plan selection and payment, 9:26
    support program, 9:27
  Terms and conditions, general, 9:49
  Use provisions, 9:22
    evolving amendments, 9:23
    file storage and retrieval, 9:25
    pre-built virtual machine, use on, 9:24
CLOUD SERVICE & SERVICE LEVEL AGREEMENTS
  Customer covenants and warranties re data storage, 9:67
  Master cloud services agreement, 9:66; 9:69; 9:69.30; 9:69.50
  Master service agreement (provider's multi-cloud data processing platform),
       9:69.70
  Service level agreement, infrastructure as a service, 9:68
  Service level agreement availability policy, 9:63
  Service level availability for subscription services, 9:65
```

```
E-COMMERCE—Cont'd
  Online contracting—Cont'd
    terms and conditions of, 4:30; 4:42; 4:50—Cont'd
       third-party social media service, 4:33
    terms of service, 4:48
    terms of service, document analysis, 4:48.70
    terms of service, updated, 4:48.50
    terms of service, website usage, 4:188.80
    terms of use agreement (subscription services), 4:49
     web trading subscriber agreement, 4:51
  Online purchase card agreement, 4:12
  Privacy
    business applications, 3:40
    compliance covenants, 3:12
    confidentiality
       covenants, 3:56
       information, of, 3:55
       non-confidential information, 3:58
    cookies, use of, and, 3:28
    cookies policy, storage and access, non-sensitive information, 3:28.50
    data practices, 3:19
    exculpatory provisions, 3:45
    health care
       information network providers, 3:14
       Personal Health Information Protection Act, definition of personal
            information; 3:3
          collection, use, and disclosure of personal health information, 3:17
       pledge, 3:15
       provider requirements, 3:16
    membership-oriented service, 3:42
    news service, 3:35
    not-for-profit policy, 3:18
    personal information
       definition of
          abandonment of use, 3:8
          Canada, 3:4
          Ontario, 3:3; 3:6
       policy, 3:30
       security measures to protect, 3:50; 3:51
       sharing of, 3:5
       use of, 3:7
       vendor's club membership, 3:41
     PIPEDA
       collection of personal information, 3:10.50
```

```
E-COMMERCE—Cont'd
  Privacy—Cont'd
    PIPEDA—Cont'd
       compliance with, 3:10
       definition, 3:4
         abandonment of use, 3:8
    pledge, health care issues, 3:15
    policy, 3:21 to 3:23; 3:26
       customer, 3:27
       informed consent, 3:25
       members and subscribers, 3:38
       security, 3:46
       service provider, 3:32
       short form, 3:24
       website provider, 3:34
    purchasing online, 3:37
    security and privacy policy, 3:53
       content provider, 3:39
       customer's responsibility to enforce, 3:41
       merchant, of, 3:48
       messenger service, 3:49
       purchasing online, 3:37
       retailer's privacy commitment, 3:34.50
       usage rules, and, 3:47
    service provider's statement regarding, 3:31
    services provider's online practices, 3:61
    software policy, compliance, 3:9
  Request for proposal, obligations, 3:13
  Retailer online credit card member purchasing agreement, 4:44
  Rewards program, 4:45
  Security, 3:37
  Third party network provider liability, 4:130
  Trade mark notice, 4:105
  Web trading subscriber agreement, 4:51
E-MAIL
  See INTERNET
EMPLOYMENT AGREEMENTS
  See also NON-DISCLOSURE AGREEMENTS
  Assignment of inventions, and, 1:55
  Preservation of confidentiality and assignment of intellectual property, 1:56
  Proprietary information and inventions agreement, 1:57
```

ENGINEERING

Changes, **7:21** clause, **33:154**

EQUIPMENT

See HARDWARE; SYSTEM ACQUISITIONS

ESCROW

See also SOURCE CODE ESCROW
Agreement, definition, 33:401
Data content, cloud services, 9:30
managed backup and archiving of, 9:31
Software, 33:653.50
Software Company Share Purchase Agreement, 9:31.30
Technology escrow terms, 33:217.65

ETHICS

See PROFESSIONAL ETHICS

EXPORT

See also Division I (International Transactions) Online purchasing, **4:64**

FACSIMILE

Signatures and counterpart, **33:72** Transmission by, **33:170**

FRANCHISES

See also Divisions I, IX (Franchise Agreements) Business conduct licence, **29:12** Supply agreement, **29:14**

GENERAL CONTRACT PROVISIONS

Acceptable use policy, 33:2
Acceptance, electronic, 33:94; 33:95
Adverse circumstances, 33:2.50
Affiliates, purchases by, 33:80
Alternative dispute resolution, 33:7.50; 33:8
Amendment procedures and signatures, 33:153; 33:175
Approvals, 33:111
Arbitration, 33:7
arbiter's guideline, 33:8
class action provision, 33:17
commercial rules, 33:5
dispute resolution, and, 33:2; 33:9
rules of procedure, 33:19
UNCITRAL rules, 33:20
Assignability by provider, 33:160

```
GENERAL CONTRACT PROVISIONS—Cont'd
  Assignment of IP rights, 33:204
  Attornment, 33:45
  Audit, right to, 33:20; 33:32; 33:96
    licensee, 33:26
    licensor, 33:23
    reciprocal right to verify, 33:31
    service provider, 33:25
  Authority, 33:105
  Auto-renewal, 33:82; 33:173
  Bankruptcy event, 33:35.50
  Benchmarking, 33:29; 33:30
  Brokers, 33:107
  Business downturn, 33:189
  Change in control, 33:161
    agreement not constituting, 33:159
  Change orders
    generally, 33:40
    requiring additional compensation, 33:41
    requiring additional time/excusable delays, 33:42
  Changes to work, 33:38
  Charges, obligations for payment, renewals as a service, 33:42.50
  Choice of law, 33:43; 33:46; 33:108
  Click-wrap licences, 33:191
  Commercially reasonable efforts, 33:109; 33:296
  Communication, regular, 33:169
  Complete and entire agreement, 33:73
  Compliance, 33:45; 33:110
  Conduct and legal compliance, 33:46
  Confidential information, 33:46.50; 33:56; 33:58; 33:59
  Confidentiality of agreement, 33:51; 33:53; 33:54; 33:61
  Confidentiality of information, 33:47; 33:60
  Conflict of terms, 33:74
  Conflicting instruments, 33:104
  Contra proferentem rule
    agreement not construed as if prepared by one of parties, 33:62
    ambiguities resolved against drafting party, 33:63
    not applicable, 33:66; 33:176
  Contractors, independent, 33:116; 33:117
  Control, changes in, 33:39
  Cost of living index, 33:69
    provisions construed in accordance with fair meaning, 33:70
  Counterparts, 33:71
    facsimile signature, and, 33:72
```

GENERAL CONTRACT PROVISIONS—Cont'd CPI adjustments, 33:96 Cumulative rights, 33:112 Customer, most favoured, 33:192 Customer satisfaction, 33:190 Data convenants, 33:82; 33:83 Definitions See DEFINITIONS Definitive agreement, 33:74 Delay, 33:84; 33:98 to 33:101 Disclaimer, 33:90 e-mail. 33:89 intellectual property rights, 33:85; 33:137 nuclear applications, 33:87 social media, 33:91 warranty of, 33:88 Dispute resolution, 33:12 agreement to arbitrate, and class action waiver (US form), 33:91.50 Crown and contractor, 33:34 face-to-face negotiation. 33:9 project leads, escalation to steering committee, mediation, litigation, 33:92 Downtime and uptime guaranteed uptime, 33:215 guaranteed uptime adjustment, 33:216 network availability, 33:217 scheduled and unscheduled, 33:214 Drone, 33:381.50 Drug-free workplace, 33:226 Due diligence, 33:93 Effect of waiver, 33:223.70 Electronic acceptance, 33:94; 33:95 Engineering changes, 33:154 Entire agreement, 33:75 Equipment, changing without incurring additional fees, 33:188; 33:206 Errors, typographical, 33:126 Ethical standards, 33:97; 33:402 Facsimile signature and counterpart, 33:72 transmission by, 33:170 Follow-on agreement, negotiation of, 33:194 Force majeure (excusable delay), 33:98; 33:99; 33:100.50; 33:101 Functionality, preserving rights to, 33:196 Funding changes, 33:102 Glossary, 33:115

```
GENERAL CONTRACT PROVISIONS—Cont'd
  Governing law, 33:45; 33:46; 33:127 to 33:132
  Government subcontract, 33:193
  Guarantee, personal, 33:122
  Hazardous materials, 33:133
  Impact on environment, 33:134
  Indemnification, 33:120; 33:135
    patent and copyright, 33:139
    reciprocal, 33:136
  Information exchange, contractor/subcontractor, 33:203
  Insolvency, termination upon, 33:221
  Inspection rights, 33:16
  Insurance, 33:142
    proof of, 33:143
  Intellectual property rights, 33:458
    ownership of proprietary intellectual property, 33:150; 33:151.70
    representations and warranties, 33:151.50
    supplier's retention, in software, 33:151.75
  Intellectual property services, 33:149
  Interpretation
    general, 33:177
    non-ambiguity in language, 33:65
    order of, 33:179
    plain meaning, 33:67; 33:68
    usual and customary meanings, 33:64
  Joint know-how, 33:504
  Knowledge transfer, 33:465
  Language, 33:171
    information service provider agreement, of, 33:172
  Lawful purpose, 33:119
  Laws, 33:466
  Maintenance costs, controlling future, 33:200
  Managed services, 33:496
  Modification of agreement, 33:155
  Most favoured customer, 33:157; 33:192
  Neutral construction, 33:178
  New product, ability to migrate "perpetual" licence, 33:186; 33:205
  No reliance, 33:158
  Non-assignability, 33:162
    change of control, except in, 33:164
    with exceptions, 33:163
  Non-intention, create a partnership, joint venture, or agency relationship,
       33:164.50
  Non-transferability provisions, 33:103
```

GENERAL CONTRACT PROVISIONS—Cont'd

Not-for-resale software licences, 33:158.70

Notice

e-mail, 33:165

electronic communication, by, 33:167

hand or courier, by, 33:168

personal, courier, fax or registered mail, by, 33:166

under contract documents, 33:166.50

Outsourcing of Customer Contact Center, 24:4.50

Ownership of work product, 33:145 to 33:148

government ownership, 33:181

institutional reservation of all rights, 33:182

joint development projects, 33:183

reservation of rights by developer, 33:185

sponsor, 33:184

Parties, independent status, 33:118

Parties to act reasonably, 33:121

Passwords, 33:562

Payments to be without deduction or withholding for any taxes, 33:225

Personal data, cloud services processing of, 3:45

Personal information, 33:79

privacy statement, 33:78

Preservation of discount levels, 33:201

Preservation of prior licence rights under master licence agreement, 33:195

Preventing licensors from involving you in problems, 33:197

Preventing unknowing endorsement of vendors, 33:198

Proprietary information, 33:56

Provider safeguards, 33:77.50

Purchase order agreement, 33:209

Quiet enjoyment, 33:77

Records and inspection rights, 33:16

Residency, 3:44; 33:210

Response time, 33:125

Reverse engineering no other rights of access or use; no transfers, 33:210.50

Revision of terms by posting on website, 33:156

Risk allocation, 33:211

Risk warning, financial products, 33:212

Security interest holder limitation, 33:103

Service availability, 33:212.50

Service level, 33:213; 33:214

Software

complexity, acknowledgment of, 33:187

copyrighted material, associated terms of use, 33:174.30

no open cource contained, 33:174.50

GENERAL CONTRACT PROVISIONS—Cont'd Software—Cont'd patches, updates or feature upgrades, 33:152 right to use on viable platform, 33:207 source code, **33:152.50** supplier-provided open-source, 33:174 Statutes compliance with, 33:140; 33:141 reference to, 33:123 Step-in rights, 33:217.50; 33:224 Subcontractor authority to engage, 33:106 right to use, 33:124 Substituted new products, 33:202 Successors and Assigns, 33:217.70 Termination, 33:219 cause, without, 33:222 convenience, for, 33:220 insolvency, upon, 33:221 mutual rights of, 33:218 Terms changes to, 33:36; 33:223 changes to, review in relation to effective date, 33:38 revision of, 33:156; 33:180 Third party payment processors, 33:223.80 Time of the essence, 33:223.50 third-party payment processors, use of, 33:223.80 Trademarks, use of, 33:151 Typographical errors, 33:126 United Nations Convention on Contracts for the International Sale of Goods, exclusion of, 33:43; 33:44; 33:46; 33:114; 33:128 Unlawful or inappropriate activity, 33:224.50 Use of name and logos, 33:208 Vendor bankruptcy (U.S. provision), 33:35 Vendors, coordination with other, 33:113 Workplace Safety and Insurance Board coverage, proof of, 33:144 **GOOD FAITH** Definition, 33:423.50 Parties to act in, 33:126.50 Parties to act reasonably, 33:121 **GOVERNMENT**

Authority, definition, 33:425

GOVERNMENT—Cont'd Digital marketplace commentary, 6:32 comprehensive terms for complex or high value procurement, master agreement, **6:33** Federal, commentary, 6:31 Geographical Information Systems, 2:26.30 Municipal agreements commercial off-the-shelf software licence and service agreement, 6:8 confidentiality provision, 6:12 to 6:14 COTS agreement, 6:8 equipment and software procurement, 6:7 expression of interest provision, 6:11 governing law, 6:17 implementation and sharing of municipal-related geographic information systems, **6:23.50** indemnification, 6:18 insurance requirements, 6:16 merchandise licence, 6:25 MFIPPA, definition of, 3:6 multi-participant municipal alliance, 6:23.50 ownership of materials provision, 6:12 patent rights assignment, 6:23 proponent disclosure under MFIPPA, 6:15 request for proposal, 6:2; 6:3 integrated hardware and software, 6:4 privacy obligations, 3:13 terms and conditions, 6:5; 6:6 request for quotation, 6:9 submission of vendor's standard form, request for, 6:21 system implementation agreement, 6:10 trade mark licence, 6:24 Provincial agreements commercial off-the-shelf terms and conditions, 6:29 request for proposals, ehealth Ontario, 6:30 standing offer agreement, 6:28 request for, 6:27 Subcontract clause, 33:192 **HARDWARE** Client relationship agreement for machines, 7:4 Data and proprietary rights in, 7:12 Definition, 33:429

Engineering changes, 7:21

```
HARDWARE—Cont'd
  Equipment
    acceptance of, 7:9; 7:10
    certification of, 7:20
    installation and acceptance of, 7:10
    installation and site preparation, 7:13
    master purchase agreement, 35:4
    title to, 7:17
  Follow-on agreement, negotiation, of, 7:23
  General sale agreement, 7:2
  Insurance, 7:18
  Leasing from hardware manufacturer
    See LEASES
  Loss, risk of, 7:9
  Maintenance
    agreement, 22:1
    customer service agreement, 7:24
    modification to agreement, 22:3
  Patent indemnity, 7:8
  Price protection period, 7:16
  Purchase agreement, 35:4
    customer's volume, 7:3
  Site preparation, 7:13; 7:14
    failure by customer to prepare, 7:15
  Upgrades, 7:11
  Warranty
    limited, 7:6
    maintenance and, 7:5
    performance of services, 7:22
    registration card, 7:7
HOSTING AGREEMENTS
  Confidential information, 4:161
  Corporate, 4:150
  Customer service, 4:155
  General, 4:148
  Provider, 4:151
  Services, 4:156; 4:157
    and, 4:158
    customer, 4:155
    master professional services agreement, 24:8:10
    service level agreement, 4:162
    service order master terms web analytics, 4:162.70
  Sign-up plan, 4:153
  Software, 4:162
```

HOSTING AGREEMENTS—Cont'd

Terms and conditions, **4:154**

User content, 4:161

Virtual, 4:152

Web-based access, 4:149

Website and professional services, master services agreement, 4:162.50

INDEMNIFICATION

See also Divisions I (Indemnity Agreements), II, IV (Indemnifier), IX (Indemnity Agreements)

E-commerce clause, 4:87

General clause, 33:135

reciprocal, 33:136

Lease clause, 12:18

Source code escrow, with, 25:7

Systems acquisitions, for breach of terms, 13:49

INDEPENDENT CONTRACTOR

Consulting, 23:11

INFRASTRUCTURE AND REMOTE ACCESS AGREEMENTS

Ground lease and wireless telecommunications agreement, **15:18** Installation agreement, building and rooftop antenna, **15:20**

Service agreement, wireless internet, **15:19**

INNOVATION POLICY

Agreement re intellectual property, 1:62

Confidentiality, 1:63

Disclosure form, 1:63

Enterprise applications management, information collection guidelines, 1:61

Innovation and intellectual property policy, 1:59

private healthcare facility, 1:6

Intellectual property principles, 1:58

Proposed policy, 1:60

Public agency, 1:59

Sample questionnaire and responses, 1:60

INSURANCE

Clause, 33:142

proof of, 13:17; 33:143

various risks, 13:16

WSIA coverage, proof of, 13:18

Government procurement provision, 6:25

INTELLECTUAL PROPERTY ASSETS

See also CONFIDENTIALITY AGREEMENTS; NON-DISCLOSURE AGREEMENTS

```
INTELLECTUAL PROPERTY ASSETS—Cont'd
  See also Divisions I (Copyright; Trademarks), II (Copyright; Trademarks)
  Asset purchase
     See ASSET PURCHASE
  Checklist, 1:1; 1:1.50
     legal due diligence, 1:1.70
  Confidential information
    contractual obligations, and, 1:20
    definition of, 1:8; 1:9
    innovation disclosure form, 1:63
    obligations regarding, and, 1:18
    recital regarding, 1:23
    return of, 2:10
    statement of, 1:19
  Confidential materials, definition of, 1:12
  Confidentiality
    definition of, 1:11
    medical records, disclosure prohibitions, 1:10
    obligations, 1:17; 1:19
  Copyright
    acknowledgments, 1:22
    assignment of, 1:32 to 1:34
    compilation, content copyrighted as, 4:98
    content
       compilation, copyrighted as, 4:98
       separately, copyrighted as, 4:98
       warranty, 4:97
    division of rights, 4:95
    information, 4:104
    infringement, notices of (US form), 1:54
    infringement claims, 4:96
    infringing site content, 1:16
    licensed materials, 4:94
    notice, 4:99
    notice and procedure, 8:154
    other rights, and, 4:103
    ownership of, 4:109
    pending of, notice, 4:108
    permissions, 4:106
       obtaining, 4:107
    protections, 4:272
    publications, 1:36
    reservation of rights, 1:22; 4:93
    software-related IP rights, confirmatory assignment, 1:35.50
```

```
INTELLECTUAL PROPERTY ASSETS—Cont'd
  Copyright-Cont'd
    statements, 4:92
    subcontractor/subcontractor's employees, assignment by, 1:34
    third party permission to use on website, 4:198
    use of material, 4:110
    warranty of content, 4:97
     website, protection of, 4:276; 4:280
  Data protection agreement, 1:7
  Definition, 33:457
  Disclaimer, 4:75
  Employee proprietary information and inventions agreement, 1:57
  Innovation and intellectual property policy (private healthcare facility), 1:6
  Master intellectual property assignment agreement, 1:37
  Moral rights, waiver of
    consultant, by, 1:30
    corporation, by, 1:32
    creator, by, 1:28
    customer, by, 1:29
    employee, by, 1:31
    individual, by, 1:33
  Notices, 4:105
  Organizational intellectual property
    See INNOVATION POLICY
  Ownership rights
    acknowledgment of, 1:41
    American, 1:21
    between client and service provider, 1:18.50
    covenants of, 1:38
    notice, 4:109
    pre-existing deliverables, 1:42
    residuals
       definition, 1:46
       information, 1:47
       "residuals" and limited authorization re future use, 1:47
       retention and use, 1:48
    restrictions relating to, 1:43
    searched or retrieved documents, 1:44
    software and data, in, 1:40
    third-party components, 1:45
    website, 4:275
  Patent rights assignment, 6:23
  Pending, notice of, 4:108
  Permission to use, 4:106; 4:107
```

```
INTELLECTUAL PROPERTY ASSETS—Cont'd
  Policy statement, 1:2; 1:3
  Portal agreement provision, 4:121
  Preservation of, 4:61
  Proprietary elements, definition and ownership of, 4:273
  Proprietary markings, software, 8:99
  Proprietary rights
    agreement (consultant), 2:30
    definition of, 1:13; 1:14
    licensee, of, 1:27
    software supplier, of, 1:26
    statement, website, 1:15
  Publications
    permission to reproduce, 1:36
    restrictions on, 1:35
  Releases
    parental, 1:52
    service provider, work order request, 1:53
    student, 1:51
  Representations and warranties, 1:50; 30:6
  Residuals
    definition, 1:46
    information, 1:47
    retention and use, 1:48
  Software rights, 8:112
  Sublicence agreement, geographical limitations, 1:28
  Submissions not to infringe intellectual property rights, 4:234
  Technology assignment, 31:7
  Trade mark
    acknowledgments, 1:22
    copyright information, and, 4:103
    licence, 1:39; 4:101; 6:24
    notice, 4:105
    ownership notice, 4:109
    ownership provision, 1:25
    pending, notice of, 4:108
    permission to use, 4:106
       obtaining, 4:107
    reciprocal rights, 4:102
    reservation of rights, 1:22
    usage policy, 4:100
    use of, 4:110
       trademark and associated intellectual property policy, 1:25
  Trade secret protection agreement, 1:4
```

INTELLIGENT COMMUNITIES

Checklist, free public wi-fi netword, smart city contract, 18:2

Checklist, master services agreement, 18:1.70

Commentary, 18:1

Fibre optic communications system, granting and usage agreement, 18:4

Intelligent cities living model, memorandum of agreement, 18:3

Smart city, definition, 18:3.50

Terms and conditions for incorporation into service agreements, 18:1.30

INTERNET

See also Division I

See also E-COMMERCE; WORLD WIDE WEB

Chat rooms

conditions of participation, 4:226

message content, 4:227

prohibition, 4:223

Co-location agreement, 4:197

Conduct online, 4:235; 4:281

Copyright infringement, 4:99

Copyright permission of third party, 4:198

Credentialed brokerage services, 4:192

E-mail

addresses and passwords, service provider's termination rights, 4:178

communications not privileged, 4:224

conditions of participation, 4:226

ethical marketing practices, 4:228

notice by, 33:165

right to paste online documents onto, 4:298

right to restrict unsolicited mailing, 4:225

EULA, right to modify, 4:189

Guest access terms of use, 4:126

Linking agreement

See LINKING AGREEMENTS

Links to other sites, 4:129; 4:131; 4:132

Links to third party sites, 4:130

Penetration testing services, schedule to customer terms, 4:196.50

Restricted activities, 4:190

Search engines, submission to, 4:277

Service agreement, 24:13

infrastructure installation, and, 4:196

Service level agreement, 4:195

Terms and conditions of service, high-speed internet access, 4:179

Terms of service, customer access (electronic publications), 4:180

Terms of service, merchant's checkout, **4:176.50**

```
INTERNET—Cont'd
  Use of services
    prohibition on, 4:177
  User agreement, 4:170; 4:188; 4:188.30; 4:188.35; 4:188.50; 4:188.70
  Website, access to
    acceptance of terms, 4:176
    access agreement, 4:172
    accessibility and use for procuring specified services, 4:197.80
    activation of site, terms and conditions, 4:182
    applicable laws, 4:184
    attorney advertising disclaimer, 4:191
    member subscription services, 4:168
    member's conduct, 4:174
    ownership rights in materials, 4:185
    policy statement, 4:181
    portal agreement
       content, licensing and intellectual property provisions, 4:121
       services agreement, 4:121
     public access terms and conditions, 4:172
    subscription agreement, 4:164
       Internet access services, 4:165
       privacy policy, and, 4:168
       reblogging restrictions, 4:229
       terms and conditions, 4:177; 4:193
       use policy, and, 4:166
     terms and conditions (international e-commerce), 4:197.80
     usage, 4:183
       communication services, 4:230
       service provider's rules of, 4:186
    user agreement, 4:169; 4:187
  Website terms of use
    control of personal, company and associated public data, 4:197.70
    copyright and intellectual property policy, 4:197.50
INTERNET ACCESS POINTS
  Commercially furnished, 16:6
    end user agreement, conference centre, 16:6, 16:7
    terms and conditions of use, shopping centre, 16:8
    third party WiFi (limited access), 16:11
     WiFi guest account (lounge), 16:9
     WiFi service (public usage terms and conditions), 16:13
     WiFi terms (hotel), 16:18
     WiFi terms of service (store), 16:10
     WiFi terms of use, 16:16
     WiFi terms of use, market centre guest network, 16:17
```

```
INTERNET ACCESS POINTS—Cont'd
  Commercially furnished, 16:6—Cont'd
     WiFi terms (restaurant), 16:19
     wireless/highspeed internet connection, 16:12
  Publicly furnished, 16:1
    access policy, library, 16:4
    terms and conditions of use
       city facilities, 16:2
       city library, 16:1
       hospital, 16:3
       public facility, 16:15
     wifi terms of service, transit authority, 16:5
  Smart City (Provision of Wireless Services), 33:217.30
INTERPRETATION
  Contra proferentem rule not applicable, 33:176
  Neutral construction, 33:178
  Order, 33:179
  Order of precedence, 33:180.50
JOINT VENTURES
  See also Division I
  Commercialization licence, exclusive, 27:10
  Cross-border with right of first refusal, 27:9
  Letter of intent, 32:5
    non-binding, 27:6
  Software development, 8:78; 16A:8; 16A:8.50; 27:7; 27:8; 27:12
  Strategic relationship agreement, 27:8.50
  Technology transfer agreement, 27:3
  Term sheet, 32:14
    non-binding, 32:11
LANGUAGE
  General clause, 33:171
  Service provider, of, 33:112
LEASES
  See also Divisions I (Leasing Agreements), II, IV (in general), V, VIII, IX
  Acceptance certificate, 12:6
  Appointment of lessor as attorney, 12:25
  Assignment by lessor and lessee, 12:19
  Assignment of title to leasing company, 12:5
  Corporate waivers, 12:27
  Covenants, survival of on assignment or subcontracting or on change of
       control, 33:217.60
  Covenants, survival of on financing the acquisition, 12:29
```

```
LEASES—Cont'd
  Defects of equipment, 12:30
  Delivery, 12:15
    acceptance certificate, and, 12:6
  Equipment defects, 12:30
  Equipment lease, 12:1; 12:2
    maintenance provision, with, 13:21
  Financial statement, 12:24
  Hardware manufacturer, from
    alterations and use, 12:9
    assignment, 12:8
    credit information, 12:11
    master equipment lease, 12:1; 12:2
    price protection period, 12:12
    substitution of equipment, 12:10
    taxes, 12:14
    title, 12:7
  Hardware rental agreement with software licensing provisions, 12:4
  Hell or high water clause, 12:11
  Identifying marks, 12:20
  Indemnity, 12:18
  Liens, encumbrances, other rights, 12:17
  Obligations of lessee, unconditional, 12:11
  Purchase order, acknowledgment of, 12:22
  Representations and warranties, lessee, 12:23
  Signing of agreement, original, counterparts, 12:26
  Taxes, 12:14
     withholding, 12:28
  Title assignment to leasing company, 12:5
  Use, 12:16
  Warranties, 12:13
LETTERS OF INTENT
  See also Divisions I, II (Letters), IV
  Confidentiality agreements, separate execution of, 32:4
  Definitive agreement, clause, 32:18
  Joint development of software program, 32:6.50
  Joint venture, 32:5
  Services, for, 32:2 to 32:5
  Share or asset and IP purchase, 32:9
  Share purchase, 32:7; 32:8
  Software licensing arrangement, 32:10
  Strategic partnership for software development and marketing, 32:6
```

LICENCES

```
See also Divisions I, IV, IX
See also SOFTWARE
Agreement, definition, 33:471
Business conduct licence, 29:12
Cloud services, 9:9
Commercial content website
  access to, 8:148
  compliance terms, 8:151
  content ownership and licence, 8:152
  non-commercial use, 8:150
  use restrictions, 8:149
Commercialization, exclusive, 27:10
Corporate intranet server, 4:220
Database access
  content provider, 4:210
  directory data prohibitions, 4:213
  limitations of liability and warranties, 4:215
  news service subscription agreement, 4:209
  registration agreement, 4:211
  restrictions on use, 4:212
  subscriber agreement, 4:214
  warranties and limitations of liability, 4:215
Development agreement, licence to buyer, 8:80
Distributor, 28:4
End-user agreement, 4:169.50; 4:222; 4:222.50
  definition, 8:143
  downloaded software, 4:208
  e-content, 14:9
  evaluation, activation and, 8:16
  perpetual, 8:31
  software, 8:47.50
  U.S. form, 8:5.50
  utility application, 8:47.70
Evaluation of products
  beta test agreement, 4:206
  CD-ROM and related website services, 4:207
  licence, 4:203; 4:204
  not for resale software license agreement, standard terms and conditions,
       4:205.50
  permitted uses and restrictions, 4:205
  shareware, 4:201
  software, 4:202
Limited website links, for, 4:219
```

LICENCES—Cont'd Merchandise licence agreement, 6:25 Perpetual end user licence agreement, 8:31 Prohibition on use of images, 8:100 Reseller branding, 29:6 Server licence, 8:111 Site licence agreement, 8:11; 8:12 Software, downloading of acceptance constituted by, 4:216 computer program notice, 4:218 distribution of material on "as is" basis, 4:217 Software key, 33:654 Software licence agreement See SOFTWARE Sublicence, 8:67; 8:68; 28:4 Subscription licence agreement, 8:30 Supplier licence agreement, 8:4 Trade mark licence agreement, 1:39; 4:100; 6:24 Trialware, 8:17 Website creative commons licence, 4:193 licence grant to upload/download, 4:193 limited licence for links, 4:219 terms and conditions, 4:221 LINKING AGREEMENTS Affiliate agreement, 4:123 program, 4:122 Brief statement, 4:114 Confidentiality, reciprocal, 4:266 Content restrictions, 4:127 Interactive features, use and restrictions on, 4:136 Interim, 4:115 Internet, 4:118 sites, clause, 4:129 Liability for third parties, 4:130 Linking policy, 4:135 Mutual promotion provisions, 4:295 Organization and its members, between, 4:117 Privacy commitment to guests and customers, 4:129.50 Simple form, 4:113 Terms and conditions, 4:116; 4:128

Third party sites, **4:131** channels, and, **4:134**

```
LINKING AGREEMENTS—Cont'd
  Trade mark restrictions, with, 4:119
  Website, 4:111; 4:112
    clause, 4:132
MAINTENANCE AND SUPPORT
  See also Divisions I (Management Agreements), IV (Maintenance and
       Repair), VIII (Repairs and Improvements; Services)
  Consulting, installation, customization, configuration and maintenance, 23:10
  Corporate IT manager, consulting agreement, 23:15
  Definition, 33:492
  Development agreement, and, 22:7
  Equipment lease or purchase with maintenance agreement, 13:21
  Hardware
    manufacturer's agreement, 22:1
    supplier's agreement, modification to, 22:3
    work authorization agreement, 22:2
  Internet service agreement, 24:13
  Professional services, 23:6
    negotiated, 23:7; 23:8
  Service provider's agreement, 23:9
  Software, maintenance and related services, 6:10
  Software, supplier's agreement, 22:4
    letter form, 22:5
    premium, 22:6
    provisions, 22:5.50
  Software maintenance licence, 22:8
  Technical support services
     agreement, 22:11
       infrastructure maintenance, 22:16
       level three service, 22:13
       master license and services agreement, 24:7.50
       professional services and intellectual property rights, 24:7
       remote support, 22:12
       third party provided support, 24:5; 24:7
     master agreement, 24:2; 24:11
    schedule, 22:9
    work order. 22:10
MANAGED OPERATIONS
  Information technology solutions and processing services agreement, 20:22
  Network management agreement, 20:17; 20:17.50
  Service agreement, 20:14; 20:15
  Services advisory committee, 20:16
  Specified services, initiation and categorization of additional, 20:23
```

MANAGED OPERATIONS—Cont'd

Standard of care, compliance with laws, record keeping, audit rights, personnel, training, and disaster recovery, **20:24**

MASTER SERVICE AGREEMENTS

Master service agreement

business process, 24:12

checklist, 24:0.50, 24:1

consulting, software development, related services, 24:8.50

consulting or technical support services (Asia Pacific Region), 24:3

customer data collection, management and use terms of use, 24:8

data centre, 24:10

data protection addendum and acceptable use policy, 24:8.30

electronic records, storage of, 24:9

generally, 24:2; 24:2.50; 24:11

information technology transformation services, 24:8.70

professional services and intellectual property rights, 24:7

SaaS contracted services, 24:4

statement of services, 20:12.80

technical, developmental and engineering, IT Facilities Management

Centre, **24:6**

terms and conditions, 24:13

third party provided support, 24:2; 24:5

MEMORANDA OF UNDERSTANDING

Collaboratively maintain, update, improve specified geospatial sets, **32:17.50** General, **32:15**

Groundwork for shareholder agreement for company that will be incorporated to establish joint venture, **32:16A**

Project bid, 32:17

Promote and sustain market for designated product/services, 32:16

METAVERSE

Commentary, 28B:1

Joint venture memorandum for development and commercialization of products, 28B:4

Terms of use agreement (European website), 28B:3

Use of services engine, platform and contents, 28B:2

MOBILITY AGREEMENTS

Bring your own device checklist, 15:17

Broadband services uncapped wireless services offering, 15:4

Commentary, 15:16

Customer agreement, voice and data, 15:1

Digital proof of auto insurance, 15:5.50

End-user license agreement, for mobile devices, 15:1.50

Enterprise customer agreement, 15:2

MOBILITY AGREEMENTS—Cont'd

General, 15:1

Mobile application (auto insurance policy), 15:5

Partner Alliance Program, term sheet, 15:3

Policies and limitations

business user, acceptable use by, 15:14

cell phone use in workplace, 15:11.30

commentary, 15:9

customer, acceptable use by, 15:10

employee cell phone, 15:11.70

liability exclusions, 15:15

mobile device, acceptable use policy for, 15:11

Terms and protocols, 15:6

arbitration protocol, 15:8

small business, service terms for, 15:7

terms and conditions, for handheld devices, 15:1.30

website user terms, associated, 15:6

MOBILITY SERVICE PROVIDER

See also MOBILITY AGREEMENTS; INFRASTRUCTURE AND REMOTE ACCESS AGREEMENTS; VOICE OVER IP

Service agreement, acceptable use policy forming part of, 15:12; 15:13

MORAL RIGHTS

See INTELLECTUAL PROPERTY ASSETS

NON-DISCLOSURE AGREEMENTS

See also Divisions I, II

Business, 2:14; 2:15

non-public, 35:2

Commentary, 2:1

Confidential information, 2:28

Confidentiality agreement

See CONFIDENTIALITY AGREEMENTS

Discloser's perspective, 2:16

Employee, by, 2:2

Mutual, 2:20

non-disclosure agreement, 2:21; 2:23; 35:3

non-disturbance, and, 2:26

Non-circumvention and non-competition agreement, 2:27

Proprietary rights agreement (consultant), 2:30

Reciprocal obligations, 2:19

Simple, 2:25

Software evaluation, 2:29

Source code escrow agreement, 25:7

Subcontractors, 2:17

NON-DISCLOSURE AGREEMENTS—Cont'd

Three party, 2:24

NOT-FOR-PROFIT

Terms of service, 4:7

NOTICE

E-mail, 33:165

Electronic communications, by, 33:166

OEM

Checklist, 28:13

Device usage, 28:17

Licence agreement

bundled software products, 28:15

derivative product, 8:86; 28:16

Reseller agreement, 28:5; 28:14

Software design acknowledgment, 28:18

OPTIONAL CLAUSES

Data ownership and rights, 32:22

Definitive agreement affirmation, 32:19

Definitive agreement (good faith negotiations), 32:18

Financial obligations and commitments, 32:21

Modifications, 32:24

Operating plan (statement of work/work plan), 32:20

Period of agreement, 32:23

ORGANIZATIONAL INTELLECTUAL PROPERTY

See INNOVATION POLICY

ORIGINAL EQUIPMENT MANUFACTURERS

See OEM

OUTSOURCING

See also Division IX

Checklist, 20:1.50

Cloud services, 20:12.30

Consent agreement, 20:6

General agreement, 20:2; 20:3

consultant rendering services, 20:5

U.S. form, 20:4

Governance provisions, 20:12.50

Information technology, 20:10

Licence agreement, integrated payment processing, 20:7.50

Licence agreement, third party outsourcing option, 20:11

Master agreement for business process, 20:12.25; 20:12.70

Network management agreement, 20:12

OUTSOURCING—Cont'd

Provision of products on turnkey basis, **20:9** Services agreement, **20:8** Strategic services agreement, **20:7; 20:7.30**

PERSONAL INFORMATION PROTECTION AND ELECTRONIC DOCUMENTS ACT

Compliance with, **3:10**Consent under, **3:29**Definition, **3:4**abandonment of use, **3:8**Obligations under, **33:79**

PIPEDA

See PERSONAL INFORMATION PROTECTION AND ELECTRONIC DOCUMENTS ACT

PLAIN LANGUAGE DRAFTING

Master equipment purchase agreement, **35:4**Master services agreement, **35:6**Master software and services agreement, **35:5**Non-disclosure agreement
non-public business information, **35:2**reciprocal, **35:3**

PORTAL AGREEMENTS

Content licensing and intellectual property extracts, **4:120** Services, **4:120**

PRIVACY AND SECURITY

See also Division IX (Freedom of Information) Content provider, 3:39 EU general data protection regulation (GDPR) data processing addendum, 3:60 non-sensitive information, storing and accessing, 3:61.50 privacy policy (U.S. provision), 3:62 Exculpatory provisions, 3:45 Healthcare information network providers, 3:14 Personal Health Information Protection Act definition, 33:555 personal information, definition of, 3:3 pledge, 3:15 provider requirements, 3:16 Information storage in foreign jurisdictions, subject to disclosure laws, of, 3:11 MFIPPA, definition of, 3:6

```
PRIVACY AND SECURITY—Cont'd
  Municipal Freedom of Information and Protection of Privacy Act, definition,
  Municipality obligations, RFP, 3:13
  Personal information
    definition
       Municipal Freedom of Information and Protection of Privacy Act, 3:3
       Personal Health Information Protection Act, 3:3
       Personal Information Protection and Electronic Documents Act, 3:4
         abandonment of use, 3:8
    policy, 3:30
    protection and sharing of personal information policy, 3:41.50
    security measures to protect, 3:50
    vendor's covenant, 3:12
  PIPEDA
    See PERSONAL INFORMATION PROTECTION AND ELECTRONIC
         DOCUMENTS ACT
  Policies
    changes to, 33:199.50
    cloud services, 9:8
    commercial off-the-shelf software, 8:64
    company, 3:51
    cookies, and, 3:28; 3:28.50
    customer, 3:27
    general, 3:21 to 3:23
    informed consent. 3:25
    institutional, 3:36
    members and subscribers, 3:38
    merchant's, 3:48
    messenger services, 3:49
    online shopping, 3:37
    personal information, regarding, 3:30; 3:33; 3:33.50
    short form, 3:24
    software, compliance with, 3:9
    website, 3:26
       not-for-profit, 3:18
       provider, 3:34
  Security measures, 9:71.50
  Security statement, 3:38
  Service provider
    policy, 3:33; 3:35.50
    privacy practices, online, APEC, 3:61
    rights and restrictions, general, 9:24.50
  Software policy, compliance with, 3:9
```

PRIVACY AND SECURITY—Cont'd

Statement, 33:78

PROFESSIONAL ETHICS

Accessibility for Ontarians With Disabilities Act, 34:5

Accessibility for persons with disabilities, 34:4

Business conduct policy, 34:1

Code, **34:2**

Global accessibility policy (preventing and removing barriers persons with disabilities), provider's, **34:6**

Principles, 34:3

Published policy, providers, 34:1

PROPOSAL

See REQUEST FOR PROPOSAL

RELEASES

Parental. 1:52

Student, with waiver, 1:51

REQUEST FOR PROPOSAL

Definition, 33:620

Exclusive teaming agreement, with, 6A:5

General form, 13:3 to 13:5

Insurance

proof of, 13:17

various risks, 13:16

WSIA coverage, proof of, 13:18

Local government procurement provisions, 6:2

Municipality, 6:3

integrated hardware and software, 6:4

privacy obligations, 3:13

Prime and subcontractor teaming agreement, 6A:6

Prime contractor responsibilities, 13:10

Prime supplier requirements, 13:11

Proponent, failure or default, 13:13

Publicity, 13:14

Vendor's acceptance of contract terms (U.S. form), 13:9

Website development, 4:146

RESELLER AGREEMENTS

See VALUE-ADDED RESELLER AGREEMENTS

RFP

See REQUEST FOR PROPOSAL

RISK ALLOCATION

Generally, 33:15

SALES

See also Divisions I (Sale of Business; Sale of Goods), VIII (Bulk Sales Act; Goods; Sale of Business)

Distribution and, agreement, 29:13

Manufacturer's representative agreement, 29:1; 29:8

American company, 29:3

exclusive, 29:5

short form, 29:2

Reseller branding authorization, 29:6

SECURITY

See PRIVACY AND SECURITY

SEVERABILITY

Generally, **33:19**

SHARE PURCHASE

See also Divisions I (Sale of Business), II, VIII (Sale of Business) Audit of purchased assets, **30:5** General agreement, **30:2; 30:3** Intellectual property, representation and warranties, **30:6** Records, access to, **30:4**

SOCIAL MEDIA AGREEMENTS

General terms of use (municipality), **5:4** Privacy policy, **5:2** Provision of services agreement, **5:3** User agreement, **5:1**

SOFTWARE

Acceptance of, 8:119 Access to, 8:144 Acquisition of, 8:24 Activation notice, 8:116 Anti-virus warranty, 8:128 Applications, unique, definitions, 33:717 Asset purchase, 31:1 Assignment, 8:136 Backup, duty to, 8:145 Beta test site agreement, 8:13; 8:14 Business partnership authorization agreement, 8:72 Commercial software products See COMMERCIAL OFF-THE-SHELF SOFTWARE Confidentiality, 8:134; 8:135 Conversion guide, 8:127 Copyright patent, and, indemnity, 8:124