

## Index

References are to section numbers except regulations, which are referenced to by citation number.

### ACCOUNTABILITY STATEMENTS

See Public accountability statements

### ACCOUNTS

See also Disclosure of charges, Disclosure of information, Disclosure of interest, Low-fee retail deposit account, No-cost accounts, Personal deposit account and Retail deposit account

Generally, **SOR/2021-181**

Foreign banks  
accessing accounts, **511**

### ACTING IN CONCERT

Defined, **9**

### ACTIONS AND APPLICATIONS

See also Orders  
Continuation of, **362, 871**  
Derivative, **334 to 337, 865**  
Directors' liabilities, **207 to 210, 794 to 797**  
Limitation period, **76(3), 209, 272(3), 363(2), 719(3), 796, 834, 871**  
Proof in action on security, **98**  
Recovery for reduction in capital, **76, 719**  
Rectify records, **338, 865**  
Reliance on information, **406, 920**  
Rights preserved, **222, 362, 802, 871**

### ADMINISTRATION

Appeals, **977**

### ADMINISTRATION—Cont'd

Certificates, **969**  
Constructive notice, **19, 668**  
Entry in securities register, **970**  
Execution of documents, **964.1**  
Notices, **965, 967**  
Orders  
and directives, **974 to 975**  
short-term, **973.1**  
to exempt or adapt, **973.2**  
Presumption  
from return, **966**  
of receipt, **967**  
Regulations, **978**  
Service on a bank or authorized foreign bank, **968**

### ADVERSE CLAIM

Breach of fiduciary duty, **106, 724**  
Deemed notice, **105, 724**  
Defined, **81, 724**  
Dissenting offerees of a takeover bid, **285(2), 836**  
Duration of notice, **131, 724**  
Endorsement, unauthorized, **117, 724**  
Endorsement in bearer form, **116, 724**  
Inquiry into, **129, 130, 724**  
Notice after delivery, **120(3), 724**

### ADVERTISEMENT

Calculation of interest disclosure, **SOR/2021-181, 627.71, 627.78(b)(ii)**  
Meetings of shareholders, **137(7)(a)**

**ADVERTISEMENT—Cont'd**

Sale of special security held,  
**426(6)(b), 428(8)(a)(ii),  
 428(8)(b)(i), 433(c), 555**  
 Subordinated indebtedness, **80(2)**  
 Use of name, **983**

**ADVISORY COMMITTEE**

Generally, **623, 653**

**ADVISORY SERVICES**

Power to provide, **410(1)(c)(ii),  
 410(1)(c)(iv), 410(1)(c.2),  
 539(1)(b.1)(b.3),  
 539(1)(b.1)(ii),  
 539(1)(b.1)(iv), 922(1)(b)**  
 Regulations, **410(3), 539(3)**

**AFFAIRS**

Defined, **2**

**AFFILIATE**

See also Non-bank affiliate of a  
 foreign bank  
 Arrangement with, **627.15**  
 Corporate names, **41, 694**  
 Defined, **2, 6, 265(1), 283(1), 834,  
 836**

**AFFILIATED ENTITIES**

Defined, **6**

**AFFILIATED PERSON**

Regulations, **162**  
 Restriction on, **163**

**AGENCY**

See also Commissioner and  
 Financial Consumer Agency of  
 Canada Act  
 Defined, **2, 427(5)**  
 Information on contacting, **SOR/  
 2021-181**

**AGENT**

Bill of lading, **436(1), 555**  
 Defined, **370(1), 427(5), 555**  
 Duties, **134, 724**

**AGENT—Cont'd**

Financial, power to act as,  
**409(2)(b)**  
 Liability of, **986**  
 Networking authority, **411, 543**  
 Notice to, **135, 724**  
 Offences of, **986**  
 Previous holder, **436, 555**  
 Reliance on information, **406, 920**  
 Restriction on acting as insurance,  
**416(2), 549(2)**  
 Restriction on registration or voting,  
**401.2, 401.3**  
 Securities register, **250, 827**  
 Warehouse receipt, **436(1), 555**  
 Warranties of, **103, 724**

**AGGREGATE FINANCIAL  
 EXPOSURE**

Regulations, **495.2**

**AMALGAMATION**

See also Merger Review  
 Agreement, **224, 804**  
 Application for, **223, 228, 803, 808**  
 Approval of Minister, **223, 225,  
 373(2), 803, 805, 875(2)**  
 Approval of shareholders, **226, 806**  
 Court enforcement, **229.1, 810**  
 Issue of letters patent, **229 to 230,  
 853 to 855**  
 Matters for consideration, **228(4)**  
 Objections to, **26, 228(3)**  
 Short form, **227 to 228, 807 to 808**  
 Termination of, **226(5), 806(5)**  
 Transitional provisions, **231, 812**

**ANNUAL STATEMENT**

See also Financial statements  
 Approval by directors, **309, 841**  
 Contents of, **308(2), 840(2)**  
 Copy to superintendent, **312, 844**  
 Defined, **2**  
 Distribution to shareholders, **311,  
 843**  
 Of foreign banks, **522.27(a)**

**APPROPRIATE AGENCY**Defined, **427(5)****APPROPRIATE PERSON**Defined, **110, 724**Endorsement by, **111, 724****ASSETS**Approval of series of transactions,  
**482(1.1)**Limit on growth in, **386, 388**Meaning of, **618**Protection of, **978(i)**Related party sale of, **494**Retention of, **978(g)**Sale of all or substantially all, **232**  
**to 236**Taking control of by Superintendent,  
**619 to 626, 648 to 656**Total, **54.1(4), 386(3), 482, 895(3),**  
**944**Transactions limitation, **482, 495.3,**  
**944**Valuation by Superintendent, **485(5)**Value of, **978(h)****ASSOCIATED WITH A FOREIGN BANK**Defined, **507(2), 507(3)****ASSOCIATE OF THE OFFEROR**Defined, **283(1)****ASSOCIATES**Deemed to be single person, **371,**  
**371.1, 873****AUDIT COMMITTEE**Auditors' attendance, **330, 861**Calling of meeting, **331(1), 862(1)**Duties, **194(3) to (5), 782(3) to (5)**Established by directors, **157(2)(a),**  
**747(2)(a)**Exemption from requirement,  
**157(3), 747(3)**Membership, **194(2), 782(2)**Minimum number, **194(1), 782(1)****AUDIT COMMITTEE—Cont'd**Notification of errors by directors,  
**332(1), 863(1)**Valuation of assets by Superintendent,  
**485(5)**Written resolutions of, **184.1(3),**  
**774(3)****AUDITORS**Appointment of, **314, 585(1), 846**Appointment of first, **45(1)(e),**  
**46(2)(c), 700(1)(e), 701(2)(c)**Calling audit committee meeting,  
**331(1), 862(1)**Ceasing to hold office, **318, 588,**  
**850**Court to resolve dispute in appoint-  
ment, **155 to 156, 744 to 745**Definitions, **313, 584, 845**Disqualification of, **586**Duty to resign, **316, 586, 848**Entitlement to attend meetings, **330,**  
**861**Errors in financial statements, **332,**  
**863**Examination, **323(1), 325, 592(1),**  
**592(4), 592(7), 855(1), 857**Meeting with chief internal auditor,  
**331(2), 862(2)**Notice of shareholders' meeting to,  
**138(1)(c), 727(1)(c)**Notice to Superintendent, **632**Qualification of, **315(1) to (2.1),**  
**585(2) to (3.1), 847(1) to (2.1)**Qualified privilege, **333, 596, 864**Remuneration of, **314(3), 846(2)**Replacement, duties of, **322, 591,**  
**854**Report, directors statement on, **327,**  
**859**Report on subsidiaries, **329, 860**Report on transactions affecting  
well being, **328**Report to officers, **328, 594 to 595**Report to principal officer, **595**

**AUDITORS—Cont'd**

- Report to shareholders, **308(1)(b), 326, 840(1)(b), 858**
- Revocation of appointment, **317, 587, 849**
- Right to attend meeting, **320, 852**
- Right to information, **324, 593, 856**
- Special audit, **592(6) to (7)**
- Special examination, **325(2), 592(5), 857(2)**
- Standards, **323(2), 592(2), 855(2)**
- Statement re termination, **321, 590, 853**
- Vacancy, filling of, **319, 589, 851**
- Valuation of assets by Superintendent, **485(5)**

**AUTHORIZED FOREIGN BANK**

- See also specific subject relating to the authorized foreign bank
- Assets
  - defined, **618**
  - maintenance requirement, **582(1), 617**
- Authorization process of
  - application procedure, **525**
  - name, other, **533**
  - name, publication of, **531**
  - order permitting carrying on of business in Canada, **524, 527, 528**
  - policies and procedures - integrity or security, **524.3**
  - prohibitions of, **524.1 to 524.2**
  - transition, **529**
- Defined, **2**
- Deposit requirements, **582**
- Financial year, **583**
- Full-service branch
  - order establishing, **524(1)**
  - power to guarantee securities, **541.1**
- Lending branch
  - application of certain provisions, **541(1)**

**AUTHORIZED FOREIGN BANK —Cont'd**

- Lending branch—Cont'd
    - non-application of certain provisions, **541(2)**
    - order establishing, **524(2)**
    - restriction on accepting bills of exchange, **540(1)(c), 540(5)**
    - restriction on accepting depositary bills, **540(1)(c), 540(5)**
    - restriction on acting as agent, **540(1)(b)**
    - restriction on acting as guarantor, **540(1)(c), 540(5)**
    - restriction on taking deposits, **540(1)(a), 540(4)**
  - Payment system, participant in, **542**
  - Principal office
    - change of, **(3), 535(2)**
    - defined, **2**
    - establishment of, **535(1)**
  - Principal officer
    - appointment of, **536(1)**
    - defined, **2**
    - disqualification of, **617.1**
    - removal of, **617.2**
    - reports to, **595**
  - Records, **597 to 598**
  - Remedial powers over
    - asset maintenance, **617**
    - directions of compliance, **615 to 616**
  - Termination of business, **599**
  - Transfer of liabilities, **537**
- BAIL-IN**
- See also Capital, capacity to absorb losses
  - Designation of bank as domestic systemically important, **484.1**
  - Regulations, **485, 485.01, 978**
  - TLAC, **485**
- BANK**
- See also specific subject relating to the bank
  - capacity of, **15**

**BANK—Cont'd**

- Charter of, **13**
- Defined, **2**
- Incorporation guide, **25, 27, 48, 228, 370, 395, 396**
- Invalidity of acts, **16**
- Shareholders not personally liable for, **18**

**BANK ACT**

- Application, **13**
- Duration, **21, 670**
- Security, **425 to 436**
- Summary of reporting and notice requirements, **308**

**BANK DEBENTURE**

- See Subordinated indebtedness

**BANK HOLDING COMPANY**

- See also specific subject relating to the bank holding company
- Authority of directors, officers, representatives, **669**
- Capacity of, **664**
- Defined, **2**
- Interpretation, **2.4**
- Invalidity of acts, **665**
- Investments, **926**
- National treatment, **673**
- Policies and procedures - integrity or security, **664.1**
- Proposal of fundamental change, **678**
- Restrictions, **923 to 924**
- Shareholders
  - calling meeting of, **701**
  - not personally liable, **667**
  - subsidiary, **716.1**
  - voting, **740**
- Transfer of business, **813**

**BANKING**

- See also Business powers
- Business of, **409, 538, 922**

**BANKING ARRANGEMENTS**

- Approval of, **45(1)(f), 700(1)(f)**

**BANK OF CANADA**

- Advances, **419 to 419.2**
- Disclosure of information, **636(2), 955(2)**
- Payment of unclaimed money to, **293, 366(3), 438, 557**
- Retention of signature cards, **(3), 246(2)**
- Security interest in favour of, **419(1)(a)**

**BANK RECORDS**

- See Records

**BANKRUPTCY AND INSOLVENCY ACT**

- Loans under, **430, 555**
- Priority order, **427(7), 555**

**BANK SERVICE ENTITIES**

- See Service entities

**BEARER**

- Defined, **2**

**BEARER FORM**

- Defined, **2**
- Endorsement of security in, **116, 724**
- Fractional certificates, **90, 724**
- Security in, **83(2), 724**

**BENCHMARKS**

- Regulations, **415.3**

**BENEFICIAL OWNERSHIP**

- Declaration of, **405(1), 919(1)**
- Defined, **2**

**BILL OF EXCHANGE**

- Deemed loan, **463, 580**
- Unpaid, transferred to Bank of Canada, **438 to 439, 557 to 558**

**BILL OF LADING**

- As security for debt or liability, **435, 555**

**BILL OF LADING—Cont'd**

- Conditions for accepting, **429(1), 555**
- Defined, **425, 555**
- False statement in, **984**
- Rights acquired, **427(2)(c), 428(1), 555**
- Surrender and exchange, **429(2), 555**
- Taking from agent, **436, 555**

**BILLS OF EXCHANGE ACT**

- Application to securities, **83(1), 724**

**BOARD OF DIRECTORS**

- See Directors

**BODY CORPORATE**

- Continuance of, **33 to 38, 682 to 687**
- Control of, **3, 265(2), 283(2), 834, 836**
- Defined, **2**
- Holding body corporate, **4**
- Major shareholder of, **2.2**
- Substantial investment in, **10**

**BONA FIDE PURCHASER**

- Compelling endorsement, **109**
- Defined, **81, 724**
- Duty to register transfer, **126(1)(e), 133(3), 724**
- Title of, **104(2), 122, 724**

**BORROWING COSTS**

- See Cost of borrowing

**BRANCH**

- See also Authorized Foreign Bank Commercial, **522.05, 522.19**
- Defined, **2**
- Insurance, of foreign bank, **522.17**
- Leasing, of foreign bank, **522.06**
- Records of foreign, **239(3)**

**BRANCH OF ACCOUNT**

- Defined, **461(1), 578(1)**
- Effect of writ, **462(1), 579(1)**

**BRANCH OF ACCOUNT—Cont'd**

- Notice to, **462(2), 579(2)**

**BUSINESS COMBINATION**

- Defined, **265(1)**

**BUSINESS GROWTH FUND**

- Application, **465.1(2), 510.01(2)**
- Defined, **464(1), 507(1), 927.1(2)**
- Exception, **466(4.1) to (4.4), 510.02(1) to (4)**
- Limit, **465.1(1), 510.01(1), 927.1(1)**

**BUSINESS MANAGEMENT**

- See Managing business

**BUSINESS POWERS**

- See also Restrictions on business powers
- Advisory services, **410(1)(c)(ii), 410(1)(c)(iv), 410(1)(c.2), 410(3), 539(1)(b.1)(ii), 539(1)(b.1)(iv), 539(1)(b.3), 539(3), 922(1)(b)**
- Authentication services, **410(1)(g), 539(1)(g)**
- Business of banking, **409(1), 538(1), 922(1)**
- Cards
  - payment, credit, charge, issuing of, **409(2)(d), 538(2)(d)**
  - promoting merchandise and services to holders of, **410(1)(d), 539(1)(c)**
- Communication devices, **410(1)(c.1), 410(3), 539(1)(b.2), 539(3)**
- Computer software, (iv), **410(1)(c)(iii), 410(3), 539(1)(b.1)(iii), 539(3)**
- Corporate, **15**
- Custodian of property, **410(1)(f), 539(1)(e)**
- Data processing services, **410(1)(b), 539(1)(b)**
- Data transmission services, **410(1)(c.1), 410(3)(c), 539(1)(b.2), 539(3)**

**BUSINESS POWERS—Cont'd**

- Deposit-taking, **437, 545 to 546**
- Financial agent, acting as,  
**409(2)(b), 538(2)(b)**
- Financial services, **(b), 409(2)(a),  
410(3)(b), 538(2)(a),  
539(3)(b), 922(1)(a)**
- Policies and procedures - integrity  
or security, **15.1**

**BY-LAWS**

- Adjourned shareholders meeting,  
**140, 729**
- Amendments to, **217 to 222, 802**
- Certificate of, **969(1)**
- Copy to Superintendent, **633**
- Deemed, **192, 780**
- Directors proposal to amend, **221,  
802**
- Duty to comply with, **158(2),  
748(2)**
- Effective date of, **778(3)**
- Existing, **38, 191(2), 192, 687**
- First meeting of directors, **45(1)(a)**
- First meeting of shareholders,  
**46(2)(a), 701(2)(a)**
- Making, repealing, amending of,  
**188 to 192, 217 to 222, 778 to  
780, 802**
- Not necessary for additional pow-  
ers, **17, 666**
- Place of meetings, **136, 725**
- Remuneration, **191, 199, 786**
- Shareholder approval, **188(2),  
191(3), 778(2)**
- Shareholder proposal, **189, 779**
- Shares, classes and designations,  
**61, 705**
- Verification by Superintendent, **971**

**CALL**

- Defined, **265(1)**
- Insider prohibited from selling,  
**270(4), 834**

**CANADA DEPOSIT INSURANCE  
CORPORATION**

- Insurance required, **413**

**CANADA DEPOSIT INSURANCE  
CORPORATION—Cont'd**

- Opt out, **413**

**CANADA GAZETTE**

- Alternative to, **972**
- Amalgamation, **228(2), 229(3),  
808(2), 809(3)**
- Amendments to Schedule III,  
**14.1(3)**
- Amendments to Schedule I or II,  
**14(3)**
- Amendments to Schedule IV, **14.11**
- Application  
for incorporation, **25(2)**
- Appointment of liquidator,  
**353(1)(b), 870**
- Approval of application for dissolu-  
tion, **345(4), 869**
- Approval of application for transfer  
of liabilities, **537(3)(a)**
- Commencement of business, **56(2),  
534(8)**
- Exemption from foreign bank  
status, **12(3)**
- Issuance of letters patent, **30, 37(2),  
679, 686(2)**
- Notification of final accounts,  
**357(4), 870**
- Reduction in stated capital, **75(5),  
718(5)**
- Sale of assets, **236(2)**
- Termination of business in Canada,  
**599(2)(b)**

**CANADIAN DOLLAR OFFERED  
RATE (CDOR)**

- See Financial Benchmarks

**CANADIAN ENTITY**

- Defined, **2**

**CANADIAN FINANCIAL  
INSTITUTION**

- Defined, **2**

**CAPACITY**

- By-laws unnecessary, **17, 666**

**CAPACITY—Cont'd**

Corporate powers, **15, 664**  
Duration of business, **21, 670**

**CAPITAL**

See also Common shares, General market risk, Preferred shares, Shares, Subordinated indebtedness

Additions to, **78, 721**  
Adequacy of, **485, 949**  
Adjustments to, **77, 720**  
Capacity to absorb losses, **485**  
Director liability, **207(2), 794(2)**  
Equivalency deposit guideline, **534, 582, 617**  
Reduction of, **75, 76, 207(2), 211, 718, 719, 794(2), 798**  
Stated, **66, 67, 710, 711**

**CARRYING ON BUSINESS**

Authorized foreign bank, **534**  
Commencement of, **48 to 58, 524 to 528, 534**  
Compliance with Act, **15(2), 664(2)**  
Guide to, **228**  
Management functions, **495(2)**  
Name, **42, 696, 983**  
Outside of Canada, **15(4), 664(4)**

**CDIC COVERAGE**

Generally, **413**  
Complaint handling, **SOR/2021-181**  
Disclosure of charges, **SOR/2021-181**  
Interest rate disclosure, **SOR/2021-181, 627.6(2)**  
Less than 150,000 dollars, **413.2, 413(3), 545, 546, 639**  
Location of deposit, **461, 578**  
Meaning of, **413.2(2), 413(5), 545(3)**  
Of government of Canada, **627.26(2)**  
Payment systems, **492, 542**  
Prescribed, **413, 545**

**CDIC COVERAGE—Cont'd**

Priority on insolvency, **369**  
Requirement to maintain assets on, **582**  
Transmission in case of death, **460, 577**  
Unclaimed balances, **438, 439, 557, 558**

**CENTRAL COOPERATIVE**

**CREDIT SOCIETY**

Defined, **2**

**CENTRAL SECURITIES**

**REGISTER**

Appointment of agents, **250, 827**  
Branch registers, **249, 253(1), 826, 830(1)**  
Constraint on registration in, **379, 887**  
Defined, **2**  
Destruction of certificates, **254, 831**  
Effect of registration, **252, 829**  
Entry in, **970**  
Location of, **251, 828**  
Maintenance of, **248, 253(2), 825, 830(2)**  
Required form, **248, 825**

**CERTIFICATES**

Adoption of, **45(1)(b), 700(1)(b)**  
Confirming corporate existence of bank, **634.1**  
Destruction of, **254, 831**

**CHARGE CARD**

Disclosure of charges, **SOR/2021-181, 627.89(3)**  
Handling complaints, **SOR/2021-181, (f), 157(2)(e)**  
Power to issue, **409(2)(d), 538(2)(d)**  
Promotion of merchandise and services to, **410(1)(d), 539(1)(c)**

**CHARGES**

See Security interest and Service charges

**CHEQUE HOLDING POLICY  
DISCLOSURE**

Generally, **627.68**  
Regulations, **SOR/2012-24**

**CHIEF EXECUTIVE OFFICER**

Annual statement, **309(1)(a)**,  
**841(1)(a)**  
Appointment of, **196(1)**, **783**  
Transactions affecting well-being,  
**328**

**CLEARING AGENCY**

Defined, **81**, **724**  
Delivery through, **121(4)**, **724**  
Deposits to, **492**  
Errors in records, **121(10)**, **724**

**CLOSED-END FUND**

Defined, **464**

**CLOUD COMPUTING**

Generally, **238**, **597**

**COMMENCE BUSINESS**

Application for, **49**  
Authorized foreign bank, **534**  
Cessation of existence, **57 to 58**  
Conditions of approval, **53**, **58**  
variation, **54**  
Conditions to issue approval, **52**  
Guide to, **228**  
Limit on assets, **54.1**  
Notice of, **56**  
Order to, **48**, **524**, **534**  
capital equivalency deposits, **534**,  
**582**, **617**  
Restrictions until issuance, **50 to 51**  
Variations of order of approval, **54**

**COMMISSIONER**

See also Agency and Financial  
Consumer Agency of Canada  
Access to records, **659(2)**  
Complaint re banks, **627.43**  
Compliance agreement with, **661**  
Confidential information, **658(1)**  
Defined, **2**

**COMMISSIONER—Cont'd**

Disclosure of information by,  
**658(2)**  
Examination of banks, **659(1)**  
Information, required to be filed,  
**657**  
Inquiry by, **660**  
Powers of, **660**  
Regulation of banks, **657 to 661**

**COMMITTEE OF BOARD OF  
DIRECTORS**

See also Audit committee and  
Conduct review committee  
Appointment of, **193**, **781**  
Required to constitute, **157(2)**,  
**747(2)**  
Written resolutions of, **184.1**, **774**

**COMMON-LAW PARTNER**

Defined, **2**

**COMMON SHARES**

Prohibition of non-voting, **60(1)**,  
**704(1)**  
Rights of holders, **60(1)**, **704(1)**

**COMPLAINANT**

Defined, **2**, **663**  
Remedial actions of, **334 to 338**,  
**865**

**COMPLAINTS**

See also Agency  
Body, **627.49 to 627.52**  
Contacting Agency, **627.65**  
Procedures, **SOR/2021-181**, (f),  
**157(2)(e)**

**COMPULSORY ACQUISITION**

Dissenting offeree shares, **283 to**  
**293**, **836**, **837**

**COMPUTER SOFTWARE**

Power to design, develop and mar-  
ket, (iv), **410(1)(c)(iii)**,  
**539(1)(b.1)(iii)**  
Regulations, **410(3)**, **539(3)**

**CONDUCT REVIEW**

**COMMITTEE**

- Approval of preferred loans to officers, **496(4) to (6)**
- Auditor's attendance, **330(1)**
- Duties of, **195(3) to (6)**
- Established by directors, **157(2)(b)**
- Exemption from requirement, **157(3)**
- Membership, **195(2)**
- Minimum number of members, **195(1)**
- Written resolutions of, **184.1**

**CONFIDENTIALITY**

- See also Disclosure of information
- Monitoring procedure, **157(2)(d), 747(2)(c)**
- Procedures to protect, **157(2)(c), 747(2)(b)**

**CONFLICT OF INTEREST**

- Director, or officer, duties, **202 to 206, 789 to 793**
- Monitoring of, **157(2)(d), 747(2)(c)**
- Procedures for identification, **157(2)(c), 747(2)(b)**
- Trustee's, **297(1), 838**

**CONSTRUCTIVE NOTICE**

- Limited effect of, **19, 668**

**CONTINUANCE**

- Application, **33 to 35.1, 682 to 683**
- As a trust or loan company, **402.1**
- Central securities register, **248(2), 825(2)**
- Disclosure, **SOR/2012-267**
- Effect on issued shares, **(4), (5), 59(4), 60(4), 88(3), 703(3), 704(3), 724**
- Effects of, **36, 38, 685, 687**
- Eligibility, **33, 682**
- Issue of letters patent, **35, 684**
- Notice of issue of letters patent, **37(2), 686(2)**
- Objections to, **34(1)**

**CONTINUANCE—Cont'd**

- Records of, **88(3), 238(3), 724**
- Stated capital account, **67, 711**
- Transitional provision, **39, 688**

**CONTRACTS**

- Effect of contravention of Act, **16, 665, 677, 988**
- Name set out in, **255**
- Order to void, **506**

**CONTROL**

- Approvals, **468(5) to 468(6), 469, 930(5) to 930(7.1), 931**
- Deemed for
  - associated entity, **507(7)**
  - foreign bank, **507(6)**
- Defined, **3, 265(2), 283(2), 486(8)**
- Divestiture of, **480, 942**
- Exception, **468(7)**
  - no exception, **468(7.1)**
- Giving up, **468(9) to 468(11), 930(9) to 930(11)**
- In fact, **3(1)(d), 377(1)**
- Loan workout/realizations, **472, 473, 522.15, 934, 935**
- Loss of, **393 to 393.1, 902, 903**
- Not required, **468(8), 930(8)**
- Permitted, **468(1), 468(2), 930(1), 930(2)**
- Restrictions on, **466, 468(3), 468(4), 928, 930(3), 930(4)**
- Temporary, **471, 933**
  - deemed, **481, 943**
- Undertakings, **470, 932**

**CONVERSION INTO SHARES**

- See Shares

**CORPORATE GOVERNANCE**

- Corporate records, **237 to 306, 814 to 838**
  - civil remedies, **271, 272, 834**
  - compulsory acquisitions, **283 to 293, 836**
  - corporate name and seal, **255, 256, 832, 833**

**CORPORATE GOVERNANCE****—Cont'd**

- Corporate records, **237 to 306, 814 to 838**—Cont'd
  - head office and corporate records, **237 to 247, 814 to 824**
  - insider reporting, **265 to 269, 834**
  - insiders, **265, 834**
  - insider trading, **270, 834**
  - proxies, **156.01 to 156.08**
  - securities registers, **248 to 254, 825 to 831**
  - trust indentures, **294 to 306, 838**
- Directors and officers, **157 to 214, 747 to 801**
  - authority, **196 to 201, 783 to 788**
  - by-laws, **188 to 192, 778 to 780**
  - committees of the board, **193 to 195, 781, 782**
  - conflicts of interest, **202 to 206, 789 to 793**
  - duties, **157, 158, 747, 748**
  - election and tenure, **165 to 169, 753 to 757**
  - election or appointment, **165.1**
  - incomplete elections and director vacancies, **170 to 179.1, 758 to 768**
  - liability, exculpation and indemnification, **207 to 214, 794 to 801**
  - meeting of the board, **180 to 187, 769 to 777**
  - qualification and number, **159 to 164, 749 to 752**
- Financial statements and auditors, **307 to 369, 839 to 871**
  - annual financial statement, **307 to 312, 839 to 844**
  - auditors, **313 to 333, 845 to 864**
  - court-supervised liquidation, **347 to 360, 870**
  - general, **361 to 369, 871**
  - liquidation and dissolution, **339 to 341, 866 to 868**
  - remedial actions, **334 to 338, 865**

**CORPORATE GOVERNANCE****—Cont'd**

- Financial statements and auditors, **307 to 369, 839 to 871**
  - Cont'd
  - simple liquidation, **342 to 346, 869**
- Fundamental changes, **215 to 236, 802 to 813**
  - amalgamation, **223 to 231, 803 to 812**
  - amendments, **215 to 222, 802**
  - transfer of business, **232 to 236, 813**
- Shareholders, **136 to 156, 725 to 745**
  - proxies, **156.01 to 156.08, 746**

**CORPORATE NAME**

See Name

**CORPORATE RECORDS**

See Records

**CORPORATE SEAL**Necessity, **256, 833****COST OF BORROWING**

- Additional disclosure, **SOR/2021-181**
- Calculation of, **SOR/2021-181, 627.9**
- Complaint handling, **SOR/2021-181**
- Deposit accounts, **SOR/2021-181**
- Disclosure of, **SOR/2021-181, 627.89(1)**

**COURT**

- See also Orders
- Action for recovery of capital, **76, 719**
- Appeals to, **977, 990**
  - refusal of shareholder proposal, **144, 733**
- remedial action, **334 to 338, 865**

**COURT—Cont’d**

Application for  
 disqualifying auditor, **316(2),  
 848(2)**  
 dissenting offeree, **289, 836**  
 failure to disclose interest, **206,  
 793**  
 indemnity, **214, 801**  
 proxy or proxy circulars, **156.08**  
 settle disbursements, **58(2)**  
 subsidiary statements, **310(4),  
 842(4)**  
 termination of material contract,  
**206, 793**  
 trustee removal, **299, 838**  
 winding-up, **651**  
 Defined, **2, 339, 866**  
 Derivative actions, **334 to 338, 865**

**COURT OF APPEAL**

Defined, **2**

**COVERED BOND**

Generally, **415.1**

**CREDIT CARD**

Cheques, **627.21**  
 Disclosures in application, **SOR/  
 2021-181, 627.89(3)**  
 Disclosures of charges, **SOR/2021-  
 181**  
 Handling complaints, **SOR/2021-  
 181, 157(2)(e), 157(2)(f)**  
 Power to issue, **409(2)(d),  
 538(2)(d)**  
 Promotion of merchandises or ser-  
 vices to, **410(1)(d), 539(1)(c)**

**CREDITOR**

Recovery of reduction in capital,  
**76, 719**

**CUMULATIVE VOTING**

Generally, **167, 168, 755, 756**

**CUSTODIAN OF PROPERTY**

Generally, **410(1)(f), 539(1)(e)**

**DATA PROCESSING SERVICES**

See also Information services enti-  
 ties  
 Power to provide, **410(1)(b),  
 539(1)(b)**

**DEBENTURES OF A BANK**

See Subordinated indebtedness

**DEBIT CARD**

See Payment card

**DEBT OBLIGATION**

Defined, **2**  
 Foreign government, **472(5), 934(4)**

**DEEMED APPROVALS**

Asset transactions, **482(1), 494(3),  
 976**  
 Change of name—by-law, **217(3),  
 802, 976**  
 Control of entity, giving up,  
**468(11), 930(11), 976**  
 Directors, rectification of void  
 appointment, **170(1), 758(1),  
 976**  
 Dividend (large), **976**  
 Extension of period  
 for divestiture of control or  
 substantial investment,  
**472(4), 473(4), 934(3),  
 935(3), 976**  
 for holding of temporary invest-  
 ment, **471(1) to 471(3),  
 471(5), 933(1), 933(2),  
 933(4), 976**  
 Non-cash consideration  
 for shares, **65(1), 709(1), 976**  
 issuance of subordinated debt in  
 consideration of property,  
**80(1), 723(1), 976**  
 Partnership restrictions, exemption  
 from, **421(1), 553.1(1), 924(1),  
 976**  
 Processing information or data  
 outside Canada, **245(1), 598,  
 822(1), 976**

**DEEMED APPROVALS—Cont'd**

- Reductions in capital, **75(4), 718(4), 976**
- Related party transactions
  - acquisition or disposal of assets, restriction on, **495.3, 976**
  - in restructuring, **494(4), 976**
  - of nominal value, **490, 976**
  - with financial institutions, **494(3), 976**
- Security interest, **72(2), 716(2), 976**
- Self dealing, exemption from, **487(2)(a)(vi), 976**
- Shares
  - purchase of, **71(1), 715(1), 976**
  - redemption of, **71(1), 715(1), 976**
- Solicitation of proxies by dissidents, exemption from, **156.05(3), 746, 976**
- Substantial investment, **468(6), 930(6), 976**

**DELEGATE**

- Defined, **2**

**DELIVERY**

- Constructive, **119, 724**
- Defined, **81, 724**
- General, **119 to 121, 724**
- Right to compel endorsement, **109, 724**

**DEPOSITS**

- See also Accounts, Personal deposit account and Service charges
- Acceptance of, **437, 556**
- Agreement, **582(2)**

**DERIVATIVES**

- Disclosure requirement, **157, 415.2, 465, 465.1, 536**
- Regulations, **415.2**
- Sound practices, **157, 415.2, 465, 465.1, 536**

**DIRECTORS**

- See also Directors' meeting
- Additional, **179.1, 768**

**DIRECTORS—Cont'd**

- Affiliated restriction, **162 to 163**
- Appointment of officers, **196, 197, 783, 784**
- Approval, annual statement, **309**
- Approval of certain transactions, **497**
- Attendance, statement of, **186(2), 776(2)**
- Audit committee, **194, 782**
- Auditor
  - filling vacancy, **317(3), 319, 849(3), 851**
  - notice of errors, **332, 863**
  - providing information to, **324(2), 856(2)**
- Authority of, **20, 669**
- By-laws
  - general, **188 to 192, 778 to 780**
  - proposal to amend, **221, 802**
- Ceasing to hold office, **172, 174, 760, 762**
- Committees, **193, 781**
- Conduct review committee, **195**
- Conflict of interest
  - application to court, **206, 793**
  - avoidance standards, **205, 792**
  - disclosure of, **202, 204, 789, 791**
  - voting rights, **203, 790**
- Court to resolve dispute in election, **155, 156, 744, 745**
- Cumulative voting for, **167, 168, 755, 756**
- Defences, due diligence and good faith, **211, 798**
- Defined, **2**
- Delegation, limitation of, **198, 785**
- Disclosure of interests, **202 to 206, 789 to 793**
- Disqualification or removal, **647.1**
- Disqualified person, **160, 172, 750, 760**
- Due diligence defence, **211, 798**
- Duty of care, **158, 748**
- Duty to manage, **157, 747**

**DIRECTORS—Cont'd**

Election  
     court review, **155, 744**  
     cumulative voting for, **168, 756**  
     incomplete, **170 to 171, 758 to 759**  
     re-election, **169, 757**  
     void, **170 to 171, 758 to 759**  
 Election of, **46(2)(b), 167 to 169, 755 to 757**  
 Election or appointment, **16.5**  
 Elections or appointments  
     incomplete or void, **171**  
 Employee restriction, **164, 752**  
 First, **31, 47, 680, 702**  
     included in application for  
     incorporation, **25(1), 674**  
 Indemnification of, **212 to 214, 799 to 801**  
 Insurance, **213, 800**  
 Investment standards, **465, 927**  
     application, **465.1(2), 927.1(2)**  
     limit, **465.1(1), 927.1(1)**  
 Liability, **158, 207 to 211, 748, 794 to 798, 986**  
 List to Superintendent, **951**  
 Margin loans, **498**  
 Minimum number, **159, 217(1)(i), 749, 802**  
 Nominations, **143(4), 732(4)**  
 No shareholder requirement, **161, 751**  
 Notice to, **965**  
 Notification to Superintendent, **632, 951**  
 Number of, **159(1), 165, 168, 217(1)(i), 749(1), 753, 756, 802**  
 Powers suspended, **649**  
 Related party, **496**  
 Reliance on information, **406, 920**  
 Removal of, **173 to 175, 647.1, 761 to 763**  
 Remuneration of, **191, 199, 786**

**DIRECTORS—Cont'd**

Residency requirement, **159(2), 749(2)**  
 Resignation of, **172, 760**  
 Share certificate, signature on, **86(1)(a), 724**  
 Shareholder meetings  
     calling of, **137, 153, 726, 742**  
     right to attend, **201, 788**  
 Statement by, **174, 175, 762, 763**  
     auditor's report, **327, 859**  
 Statement of attendance, **186(2), 776(2)**  
 Term of, **47, 166, 172, 173, 179.1(2), 754, 760, 761**  
 Unaffiliated, **163**  
 Undue preference to creditor, **981**  
 Vacancies, **176 to 179, 764 to 767**  
 Validity of acts, **200, 203(3), 787**  
 Void election, **159(2), 163(1), 164, 170, 171, 749(2), 752, 758, 759**  
 Winding-up proposal, **343, 869**  
 Written resolutions, **184.1, 774**

**DIRECTORS' MEETING**

Adjourned, **181(3), 770(3)**  
 Attendance, statement of, **186(2), 776(2)**  
 Conflicts of interest, **202 to 206, 789 to 793**  
 Dissent of director, **185, 775**  
 Dividend declaration, **79, 722**  
 Electronic meeting, **184, 773**  
 First meeting, **45, 700**  
 Meeting required by Superintendent, **187, 777**  
 Minimum number of meetings, **180, 769**  
 Notice of, **180(3), 181, 770**  
 Place of, **180, 769**  
 Quorum, **182, 771**  
 Record of attendance, **186, 776**  
 Required, **180(1)**  
 Resident Canadian majority, **183, 772**

**DIRECTORS' MEETING—Cont'd**

- Resolutions
  - outside of meeting, **184.1, 774**
- Right to attend, **201, 788**
- Statement of attendance, **186(2), 776(2)**
- Unaffiliated director, **183.1**
- Validity of acts, **200, 203(3), 787**

**DISCLOSURE OF CHARGES**

- Generally, **446, 447**
- Applicable to accounts, **446, 447**

**DISCLOSURE OF INFORMATION**

- Accountability statements, **SOR/2021-181, 627.996**
- By authorized foreign bank, **610**
- By bank, **640**
- By Superintendent, **609, 636, 639, 955**
- Cost of borrowing, **SOR/2021-181, 627.89(1)**
- Credit card application, **SOR/2021-181**

**DISCLOSURE OF INTEREST**

- In advertisements, **SOR/2021-181**
- Regulations, **627.998**

**DISCONTINUANCE**

- By bank holding company, **689 to 692**
- When continuing as trust or loan company, **39.1, 39.2, 402.1**

**DISSENTING OFFEREE**

- Defined, **283(1)**
- Right to acquire shares of, **284 to 293, 836**

**DISSIDENT'S PROXY CIRCULAR**

- Solicitation of proxies, **156.05, 746**
- Untrue statement, **156.08, 746**

**DISSOLUTION**

- See also Liquidation

**DISSOLUTION—Cont'd**

- Continuation of actions, **362 to 364, 871**
- Creditor, where cannot be found, **364**
- Custody of records after, **368, 871**
- Procedures for, **339 to 360, 866 to 870**
- Unclaimed money on winding up, **366, 367**
- Undisposed property, **365, 871**

**DISTRIBUTING BANK, BANK HOLDING COMPANY**

- Insider reporting form, **266**
- Insider trading, **270 to 272**
- Interpretation, **2.4**
- Restriction on transfer of shares, **88**

**DIVIDEND**

- Declaration of, **79(1), 722(1)**
- Director liability, **207(2)(c), 794(2)(c)**
- In shares, **79(3), 722(3)**
- Notice to Superintendent, **79(2), 722(2)**
- Prohibition on declaration, **79(4), 722(4)**
- Related party exemption, **487(2)**

**DOMESTIC SYSTEMICALLY IMPORTANT BANK**

- Defined, **2**
- Designation, **484.1**
- Minimum capacity to absorb losses, **485**

**ELIGIBLE AGENT**

- Defined, **370(1), 873**
- Ownership of bank holding company, **913, 914**
- Ownership of banks, **401.2, 401.3**

**ELIGIBLE CANADIAN FINANCIAL INSTITUTION**

- Defined, **370(1), 873**
- Ownership of banks, **374, 376, 876, 879**

**ELIGIBLE FINANCIAL  
CONTRACTS**

See Derivatives

**ELIGIBLE FINANCIAL  
INSTITUTION**

Defined, **370(1), 873**

Ownership of banks, **374, 376, 876,  
879**

**ELIGIBLE FOREIGN  
INSTITUTION**

Defined, **370(1), 873**

Ownership of banks, **375, 399(2),  
878, 909(2)**

**EMPLOYEES**

Committee membership, **194(2),  
195(2), 782(2)**

Directors liable for wages, **210, 797**

Duty to comply with Act, **158(2),  
748(2)**

Handling complaints, **SOR/2021-  
181**

Material contracts with bank, **202 to  
206, 789 to 793**

Reliance on information, **406,  
504(2), 920**

Remuneration, **199, 786**

Restrictions on acting as directors,  
**160(f), 750(f)**

Signature on securities, **101(b), 724**

**ENFORCEMENT**

See also Financial Consumer  
Agency of Canada Act

Directions of compliance, **615, 616,  
645, 646, 960 to 961**

Taking control of assets, **619, 648**

**ENTITY**

Defined, **2**

**ENTITY ASSOCIATED WITH A  
FOREIGN BANK**

Approval by Minister, **522.22**

As major owner, **507(10)**

Borrowing from public, **520.1**

**ENTITY ASSOCIATED WITH A  
FOREIGN BANK—Cont'd**

Branch

commercial, **522.05, 522.19**

insurance, **522.17**

leasing, **522.06**

Change of status, **517**

Deemed

control by, **507(7)**

entity associated, **507(3)**

major owner, **507(13)**

substantial investment by, **507(5)**

Defined, **507(2)**

Financial establishment in Canada,  
**507(16)**

Grandfathered, **522.29 to 522.33**

Investments

approval by Minister, **522.22**

divestiture, **522.25**

indirect, **522.11 to 522.13**

limited commercial entity,  
**522.09(2)**

permitted, **522.04(2), 522.07 to  
522.1**

temporary, **522.14**

Obligation to be designated,  
**522.211**

Prohibitions, **510, 519, 520(1)**

exceptions, **510.1, 510(4),  
510(5), 511 to 515, 519.1,  
520.1**

Regulations, **521, 522.23, 522.24**

Statements and returns, **522.27**

**EQUITY VALUE**

Combined limit with real estate,  
**478, 940**

Exclusions from, **475, 937**

Limits on, **477, 939**

**EVENT OF DEFAULT**

Defined, **294, 838**

Notice from trustee, **304, 838**

**EVIDENCE**

Entry in securities register, **970**

**EVIDENCE—Cont'd**

- Of compliance with trust indenture, **302, 303, 838**
- Power of Superintendent, **614, 644, 958, 971**
- Registration of security interest, **427(4)(b)**
- Transmission on death, **460**

**EVIDENCE OF APPOINTMENT OR INCUMBENCY**

- Defined, **127(4)**

**EXEMPT**

- Classes of foreign banks, regulations, **14.2**
- Debt obligation transactions, regulations, **482, 944**

**EXTERNAL COMPLAINTS BODY**

- Approved by the Minister, **627.48**
- Defined, **2**
- Designated by the Minister, **627.51**

**FACTORING ENTITY**

- Defined, **464(1), 645, 925(1)**
- Restricted investment in, **468(4)(c), 468(5)(b), 468(6), 468(7), 522.22(1), 930(4)(e), 930(5)(b), 930(6), 930(7)**
- Undertakings, **470, 932**

**FEDERAL**

- Appeal to, **977**
  - powers of, **977(2)**
- Jurisdiction, **335(2), 865**
- Powers of, **208, 291, 335, 338, 349, 359, 795, 836, 865, 870**
- Review
  - election of director or auditor, **155 to 156, 744 to 745**
- Shareholder meetings
  - calling of, **154(1), 156, 743(1), 745**
  - vary quorum, **154(2), 743(2)**
- Winding-up, **347 to 360, 870**

**FEDERAL CREDIT UNION**

- Amalgamation, **223(1.1) to 223(1.3), 224, 226**
  - member approval, **234, 235**
  - members, **226.1**
  - notice, **228(4)**
  - special resolution, **234(4)**
- Auditors
  - appointment, **314**
  - examination by, **323**
  - notice of errors, **332(3)(b)**
  - report by, **326, 327**
  - revocation of appointment, **317, 318(1)(b)**
  - right to attend meetings, **320**
  - special examination, **323**
- By-laws
  - amendments, **192.04**
  - deemed, **192.08**
  - effective date, **192.05**
  - mandatory provisions, **192.01 to 192.03**
- Central securities register
  - access to, **248(3)**
- Conflict of interest
  - director, duties, **205**
- Control, **3**
  - definitions, **2**
  - guidelines, **3**
  - prohibition, **377.2**
- Conversion to bank with common shares, **216.08 to 216.14**
  - continuance, **33(3), 33(4), 34(1), 34(1.1), 35.1, 35(1), 38**
- Conversion to federal credit union, **216.01 to 216.14**
- Co-operative, **12.1, 12.2, 27(h), 27(i), 53(2)**
- Court
  - derivative action, **335(1)(c)**
- Defined, **2**
- Director meeting, **183.01**
  - first, **47.01, 47.02**

**FEDERAL CREDIT UNION**

—Cont'd

Directors  
 annual financial statement, **308, 311, 332(3)(b)**  
 as members, **159.1**  
     minimum number, **159.1**  
 cumulative voting, **168.1**  
 disqualified person, **160**  
 limits on power to delegate, **198.1**  
 nomination, **141.1**  
 number of, **165(2)**  
 removal of, **(2.1), 173(1.1)**  
 statement by, **175(2)**  
 vacancy, **176(2)**  
 Discontinuance, **39.2, 39.3**  
 Financial statements  
     annual, **308**  
 General provisions, **47.11 to 47.19**  
 Holding membership share, **7.1**  
 Incorporation, **22(2), 31.1**  
 Letters patent, **28(1)(a.1), 35.1**  
     transitional exception, **231**  
 Liability, members, **18(2)**  
 Liquidation  
     distribution of money, **359**  
     final accounts, **357**  
     simple, **342 to 346**  
 Major shareholder, **2.2**  
 Meetings, shareholders, **46**  
     notice, **138, 141.1**  
     proposal, **143(1), 144.1, 144.2**  
 Member  
     appointment of auditors, **314**  
     definition, **2**  
     list, **145(1.1), 145(2.1)**  
     powers suspended, **649(1)**  
     quorum, **146(2)**  
     register, **2, 254.1 to 254.6, 970(2)**  
     register location, **254.4**  
     voting rights, **47.13**  
 Member right to vote, **9.1, 9.2**

**FEDERAL CREDIT UNION**

—Cont'd

Membership, **47.03 to 47.19**  
     expulsion, **47.06**  
     first meeting, **47.02, 52(1)(a)**  
     first members, **31.1**  
     withdrawal and termination, **47.05**  
 Membership capital, **79.1 to 79.6**  
 Membership share, **8(1.1), 8(3)**  
     definition, **2**  
 Name, **40, 40.1**  
     use of, **983**  
 Networking  
     transitional exception, **231(2)**  
 Organizational meeting, **47.01**  
 Patronage allocation  
     definition, **2**  
 Regulations, voting by mail, **151(6)**  
 Requisitioned meeting, **153(1.1)**  
 Shares, **60.1, 401.11**  
     cancellation, **73(1)**  
     conversion, **77(5)**  
     conversion regulations, **SOR/2012-268**  
     designation, **60.2**  
     effective date, **62(1.1)**  
     membership, **79.1**  
     personal representative, **72(1)**  
     purchase and redemption, **71**  
     restriction on voting rights, **392(1)(a.1)**  
     significant interest, ministerial approval not required, **382.1**  
     stated capital account, **66(1.1), 66(3.1), 75(1.1)**  
 Substantial investment, **10(1), 10(3.1), 10(3.2), 10(4.1)**  
 Superintendent  
     control of federal credit union, **649**  
**FEDERATION OF COOPERATIVE CREDIT SOCIETIES**  
 Defined, **2**

**FEE**

- Access to bank records, **239(5), 816(4)**
- Copies of securityholders list, **301(1), 838**
- Copies of shareholders list, **240(1), 817(1)**
- Issuance of security certificate, **85(2), 126(1), 724, 1861**
- Regulation making authority, **978(e)**
- Special security, **(6)(b), 427(4)**

**FIDUCIARY**

- Defined, **2**
- Endorsement of security, **114, 724**
- Notice of, **106, 724**
- Prohibition on acting as, **412, 544**

**FINANCE ENTITY**

- Defined, **464(1), 507(1), 925(1)**
- Exception, **468(7)**
  - no exception, **468(7.1)**
- Restricted investments in, **(4)(c), (5)(b), (6)-(7), 468(3)(c), 522.22(1)(a), 930(3)(c)**
- Undertakings, **470, 932**

**FINANCIAL AGENT**

- Power to act as, **409(2)(b), 538(2)(b)**

**FINANCIAL BENCHMARKS**

- Regulations, **415.3**

**FINANCIAL CONSUMER AGENCY**

- See Agency, Commissioner and Financial Consumer Agency of Canada Act

**FINANCIAL INSTITUTION**

- Defined, **2**
- Letters patent and share for share exchange with, **29, 677**
- Permitted investment in, **468, 930**

**FINANCIAL LEASING**

- Restriction on, **417, 550**

**FINANCIAL LEASING ENTITY**

- Defined, **464(1), 507(1), 925(1)**
- Prohibition on foreign bank, **524.1, 524.2**
- Restricted investment in, **(5)(b), (6)-(7), 468(4)(c), 522.22(1)(a), 930(4)(c)**
- Undertakings, **470, 932**

**FINANCIAL PLANNING**

- Power to provide, **409(2)(a), 409(2)(c), 538(2)(a), 538(2)(c), 922(1)(b)**
- Regulation of, **410(3)(b)**

**FINANCIAL SERVICES**

- Power to provide, **409(2)(a), 538(2)(a), 922(1)(a), 922(1)(b)**
- Regulations, **410(3)(b), 539(3)(b)**

**FINANCIAL SERVICES ENTITY**

- Defined, **507(1)**

**FINANCIAL STATEMENTS**

- See also Annual statements
- Accounting principles, **308(4), 840(4)**
- Approval by directors, **309, 841**
- Contents of, **308, 840**
- Copy to Superintendent, **312, 844**
- Distribution to shareholders, **311, 843**
- Errors discovered in, **332, 863**
- Financial year, **307, 839**
- IFRS 9 Financial Instruments and Disclosures, **307**
- Pillar 3 disclosure requirements, **307**
- Subsidiaries, **310, 842**

**FINANCIAL YEAR**

- Date of, **307(1), 583(1), 839(1)**
- First, **307(2), 583(2), 839(2)**
- Shareholders' meeting within 6 months of, **137(1)(a), 726(1)(a)**

**FINTECH**

Generally, **410, 411, 468, 522.08, 543**  
 Business powers, **410, 411, 543**  
 Grandfathered, **483, 945**  
 Guarantees, **541.1**  
 Identification services, **410(1)(g), 539(1)(g)**  
 Indirect by foreign bank, **522.11 to 522.13**  
 Information  
     collecting, manipulating and transmitting, **(iv), 410(1)(c)(i), 410(3), 539(1)(b.1)(i), 539(3), 922(1)(b)**  
     management systems, **(iv), 410(1)(c)(ii), 410(3), 539(1)(b.1)(ii), 539(3), 922(1)(b)**  
     platforms, portals and sites, **410(1)(c.1), 410(3)(c), 539(1)(b.2), 539(3)**  
 Interest and charges  
     accounts, **SOR/2021-181**  
     borrowing costs, **SOR/2021-181, 627.89(1)(a)**  
     complaints, **SOR/2021-181**  
 Investment  
     acquiring, holding and administering, **922(1)(a)**  
     counselling services, **409(2)(c), 410(3)(b), 538(2)(c), 539(3)(b)**  
     portfolio management services, **409(2)(c), 410(3)(b), 538(2)(c), 539(3)(b), 922(1)**  
 Investments, **468, 522.08**  
 Limits  
     aggregate, **478, 940**  
     on equity acquisitions, **477, 939**  
     on portfolio limits, exclusion from, **475, 937**  
     on real property interests, **476, 938**  
 Liquidator, **410(1)(g), 539(1)(f)**

**FINTECH—Cont'd**

Main, **409**  
 Managing business, **410(1)(c.2), 410(3), 539(1)(b.3), 539(3), 922(1)(b)**  
 Networking, **411, 543**  
 Permitted, **468 to 469, 522.04, 522.07 to 522.09, 930 to 931**  
     undertakings, **470, 932**  
 Prudent person standard, **157(2)(g), 465, 465.1, 581, 747(2)(d), 927, 927.1**  
 Real property, holding or managing, **410(1)(a), 539(1)(a)**  
 Receiver, **410(1)(g), 539(1)(f)**  
 Related party transaction, **488(1)(b)**  
 Restriction on control and substantial, **466, 468(3)(d), 928, 930(3)(d)**  
 Sequestrator, **410(1)(g), 539(1)(f)**  
 Special security, **425 to 436.1, 555**  
 Standards, **157(2)(g), 465, 465.1, 581, 747(2)(d), 927, 927.1**  
 Subsidiaries permitted, **468, 930**  
 Temporary, **471, 481, 522.14, 933, 943**  
 Ticket sales, **410(1)(e), 539(1)(d)**  
 Verification services, **410(1)(g), 539(1)(g)**

**FIRM OF ACCOUNTANTS**

Defined, **313, 584, 845**

**FOREIGN BANK**

See also Authorized Foreign Bank,  
 Entity associated with a  
 foreign bank and Non-bank  
 affiliate of a foreign bank  
 Application of Part XII, **508**  
 Approval by Minister, **522.22**  
 Approval requirement, **522.21**  
 As major owner, **507(9), 507(12)**  
 Associated with, **507(2), 507(3)**  
 Branch  
     bank, **522.16**

**FOREIGN BANK—Cont'd**

Branch—Cont'd  
 commercial, **522.05, 522.19, 522.22(1)(h)**  
 insurance, **522.17**  
 leasing, **522.06**

Carrying on business in Canada,  
 prohibition, **510**  
 deemed to, **510(2)**  
 exceptions to, **510.1, 510(4), 510(5), 511 to 514**

Change of status, **516**

Deemed to  
 control by, **507(6)**  
 major owner, **507(12)**  
 substantial investment by, **507(4)**

Defined, **2, 507(1.1)**

Entity associated with, **507(2), 507(3)**

Exempt classes of, **14.2**

Financial establishment in Canada, **(16), 507(15), 522.21**

Financial establishment in Canada,  
 having or resulting in  
 obligation to be approved, **522.21**  
 permitted activities when  
 approved  
 branch operations, **516 to 517.1, 522.16 to 522.19, 522.22(1)(h)**  
 cooperative credit society, **522.18, 522.22(1)(f)**  
 dealing in securities, **522.18, 522.21(2)(b), 522.22(1)(f)**

permitted investments when  
 approved  
 financial intermediary, **507(14), 522.08(1)(a), 522.22(1)(b)**  
 information technology services entity, **522.08(1)(f)**  
 investment holding entity, **522.08(1)(b)**  
 investment in trustee of a trust, **522.08(2.1)**

**FOREIGN BANK—Cont'd**

Financial establishment in Canada,  
 having or resulting in—Cont'd  
 permitted investments when  
 approved—Cont'd  
 limited commercial entity, **522.09, 522.22(1)(g)**  
 non-financial institution  
 providing financial services, **(c), (d), 522.08(1)(a), 522.22(1)(c)**  
 prescribed Canadian entity, **522.08(1)(f), 522.22(1)(e)**  
 prescribed financial services  
 entity, **522.08(1)(f), 522.22(1)(e)**  
 provincially regulated financial  
 institution, **468(g) to (i), 507(14), 522.07, 522.22(1)(a)**  
 specialized financing entity, **522.11(1)**  
 temporary investment in Canadian  
 entity, **522.1(b), 522.14**  
 temporary investment in  
 financial services entity, **522.1(b), 522.14**

Financial establishment in Canada,  
 having or resulting in, (regard-  
 less of designatability)  
 permitted investments  
 Canadian entity of a FRFI or  
 its holding company, **468(1)(a) to 468(f), 522.11**  
 FRFI or its holding company, **468(1)(a) to 468(f), 522.07**  
 indirect investment, **522.11 to 522.13**  
 loan workout, as a result of, **522.15**  
 security interest, as a result of  
 realization, **522.15**

**FOREIGN BANK—Cont’d**

Financial establishment in Canada, having or resulting in, (regardless of designatability)  
—Cont’d  
permitted investments—Cont’d  
temporary investment in other than financial services entity, **522.1(b), 522.14**  
Grandfathered, **522.29 to 522.33**  
Head office in Canada  
business conducted from, **522.03**  
permitted, **522(b)**  
Minister’s approval, **522.22, 522.27**  
No financial establishment in Canada, and avoiding to have, (regardless of approval)  
permitted activities  
branch, **522.2, 522.05**  
carrying on limited commercial business, **522.2, 522.05**  
leasing, **522.2, 522.06**  
permitted investments  
financial services entity, not a major owner of, **522.2, 522.04**  
FRFI or its holding company, not a major owner of, **522.2, 522.04**  
non-financial services entity, **522.2, 522.04**  
provincially regulated financial institution, not a major owner of, **522.2, 522.04**  
Non-bank affiliate  
borrowing from public, **519.1, 520.1**  
prohibited activities, **519**  
Order exempting, **12**  
Permitted activities (regardless of financial establishment and approval)  
automatic teller machine, use of, **510(1)(c), 511, 513, 522.22(1)(i)**

**FOREIGN BANK—Cont’d**

Permitted activities (regardless of financial establishment and approval)—Cont’d  
head office, **522(b), 522.03**  
private telephone services, **512**  
quotes, **512**  
real property, hold, manage or deal with, **510.1**  
representative office, maintenance of, **522(a)**  
Prohibitions on, **510, 518(1), 520(1)**  
Representative office in Canada  
cancellation of registration, **522.02**  
examination of, **522.01**  
operating, **522**  
permitted, **522(a)**  
Statements and returns, **522.27**  
Subsidiary of, **24**  
permission to, **55**

**FOREIGN BANK BRANCH**

See Authorized Foreign Bank

**FOREIGN COOPERATIVE CREDIT SOCIETY**

Defined, **507(1)**

**FOREIGN INSTITUTION**

Defined, **2, 370(1), 873**

**FOREIGN INSURANCE COMPANY**

Defined, **507(1)**

**FOREIGN SECURITIES DEALER**

Defined, **507(1)**

**FORM OF PROXY**

Defined, **2**

**FRACTIONAL CERTIFICATE**

Certificates for, **90, 724**  
Conditions on, **91, 724**  
Rights of holder, **92(1), 724**  
Signature on, **86(2), 724**

**FULL-SERVICE BRANCH**

See Authorized Foreign Bank

**FUNDAMENTAL CHANGES**See Amalgamation, Assets and  
Incorporating instruments**FUNGIBLE**Defined, **81, 724**Securities as, **99, 724****GENUINE**Defined, **81, 724**Security not, **100(3), 724**Unauthorized signature, **101, 724****GOING-PRIVATE****TRANSACTION**Permitted, **275, 835.1**Right to dissent, **276, 835.1****GOOD FAITH**Defined, **81, 724****GOODS, WARES AND  
MERCHANDISE**Defined, **425**Restriction on dealing in, **410(2)****GOVERNMENT OF CANADA**Cashing cheques of, **627.25**Deposits of, **627.26(2)****GOVERNMENT OF FOREIGN  
COUNTRY**Eligible agent, **370(1)**Ownership of shares, **401.2, 401.3**Restrictions on incorporation, **23****GOVERNMENT OWNERSHIP OF  
SHARES**Generally, **370(1), 401.2, 401.3****GUARANTEE**Defined, **2**Issuer of security, **84, 724**Of loan by parent, **485**Power to, **541.1**Related party transaction, **488(1)(a)**Restrictions on, **414, 540(1)(c), 923****GUARANTEE OF SIGNATURE**Defined, **127(2), 724**Warranty of guarantor, **118, 724****HEAD OFFICE**Change in, **(3), 217(1)(j), 237(2),  
802, 814(2)**Defined, **2**Place of, **237, 814****HOLDER**Defined, **2****HOLDING BODY CORPORATE**Defined, **2, 4**Related party exemption, **487(4),  
487(5)**Short form amalgamation with, **227  
to 228, 807 to 808**Transactions involving, **495.1**  
restriction on, **495.2****IFRS 9 FINANCIAL  
INSTRUMENTS AND  
DISCLOSURES**Generally, **307**In advertisements, **SOR/2021-181**Material contracts, **202 to 204, 789  
to 791**Monitoring of, **157(2)(e)**Networking, **411, 543**Opening account, **SOR/2021-181,  
627.69****INCORPORATED**Defined, **2****INCORPORATING  
INSTRUMENTS**Amendments to, **215 to 222, 802**Defined, **2****INCORPORATION**

See also Ownership of banks

Application for, **22, 25, 671, 674**Cessation of existence, **57**Contents of letter patent, **28, 676**Effective date, **32, 681**

**INCORPORATION—Cont'd**

- First directors, **31, 680**
- Matters for consideration, **27, 675**
- Minimum capitalization, **46(1), 52(1)(b)**
- Notice of issue of letters patent, **30, 679**
- Objections to, **26**
- Organization and commencement, **45 to 58, 700 to 702**
- Publication of notice of intent, **25(2)**
- Public inquiry on objection, **26(3)**
- Restrictions on, **23, 672**
- Share for share exchange, **29, 677**
- Subsidiary of a foreign bank, **24**

**INCORPORATOR**

- Action against, **361 to 367, 871**
- Calling first meeting of directors, **45(2), 700(2)**
- Defined, **2, 361, 871**

**INDEMNITY**

- Application for approval, **214, 801**
- For directors and officers, **212, 799**
- Insurance, **213, 800**

**INDOOR MANAGEMENT RULE**

- Application, **20, 669**

**INFORMATION**

- See also Disclosure of information
- Auditor's right to, **324, 856**
- Proxy, **156.04, 156.05, 746**
- Regulations on use of, **627.998**
- To Superintendent, **600 to 612, 628 to 642, 978(k)**

**INFORMATION SERVICES**

- Power to provide
  - collecting, manipulating and transmitting, **(iv), 410(1)(c)(i), 539(1)(b.1)(i), 922(1)(b)**
  - management systems, **(iv), 410(1)(c)(ii), 539(1)(b.1)(ii), 922(1)(b)**

**INFORMATION SERVICES**

**—Cont'd**

- Power to provide—Cont'd
  - platforms, portals and sites, **410(1)(c.1), 539(1)(b.2)**
- Regulations on, **410(3), 539(3)**
- Undertakings, **470**

**INQUIRY**

- See Public Inquiry

**INSIDER**

- Becoming, **834**
- Deemed, **271(4), 834**
- Defined, **265(1), 270, 271, 834**
- Reporting, **266 to 269, 834**
- Reporting exemptions, **267, 834, 978(a)**

**INSIDER TRADING**

- Civil liability, **272, 834**
- Compensation, **271(6) to (7)**
- Prohibited activities, **270, 834**

**INSOLVENCY**

- Claims of Superintendent, **625, 655**
- Priorities, **369**

**INSPECTION OF BANKS**

- See Superintendent

**INSURANCE**

- Annuities, **416(6), 549(5)**
- As security, **416(4)(a), 549(4)(a)**
- Company, see Financial Institution
- For directors and officers, **213, 800**
- For employees, **416(4)(b), 549(4)(b)**
- Restriction on acting as agent, **416(2), 549(2)**
- Restrictions on activities, **416, 549**

**INSURANCE BUSINESS**

- Regulations, **416(3), 549(3)**

**INTEREST**

- See Deposits

**INTERMEDIARY**

- Default, **156.07(7), 746**
- Defined, **156.01, 746**
- Duties, **156.07, 746**
- Duty to beneficial holder, **156.07(1), 746**
- Instructions to, **156.07(5), 746**
- Rights of, **156.07(8), 746**

**INTERNET RELATED SERVICES**

- See Information services

**INVESTMENT CANADA ACT**

- Investments by a foreign bank, **522.07 to 522.2**
- Non-application, **522.34**

**INVESTMENTS**

- See also Substantial investments and Control
- Approval for foreign banks, **522.22, 534**
- Approval for large foreign acquisitions, **468(5), 930(5)**
- Asset transactions, **482, 944**
- By a bank holding company, **926**
- Combined real property and equity limit, **478, 940**
- Constraints on, **465 to 467, 927 to 929**
- Deemed temporary, **481, 943**
- Divestiture by foreign bank, **522.25**
- Divestiture order from Superintendent, **480, 942**
- Exemptions and exclusions, **466(2) to (5), 471 to 474, 928(2) to 928(4), 933 to 936**
- Exemptions from approval for and restrictions on, regulations, **(b), 474(a), 522.23(b), 936(a), 936(b)**

**INVESTMENT SERVICES**

- Power to
  - acquire, hold and administer investments, **922(1)(a)**

**INVESTMENT SERVICES****—Cont'd**

- Power to—Cont'd
  - provide counselling services, **409(2)(c), 538(2)(c)**
  - provide portfolio management services, **409(2)(c), 538(2)(c), 922(1)**
- Regulations on, **410(3)(b), 539(3)(b)**

**ISSUER**

- Adverse claim, **129 to 131, 724**
- Defined, **2, 294, 838**
- Duties, **129 to 133, 301, 724, 838**
- Endorsement, assurance of, **127, 724**
- Includes guarantor, **84, 724**
- Liability, **126(2), 724**
  - limitation on, **132, 724**
- Notice to agent, **135, 724**
- Right to recover, **133(4), 724**
- Security holders, **301(2), 838**
- Transfer, duty to register, **126, 724**
- Trust indenture, compliance with, **302, 838**
- Warranties, **108, 724**

**LEASING**

- See Financial leasing

**LEASING ENTITY**

- Defined, **507(1)**
- Engaging in activities of, **522.06**

**LENDING BRANCH**

- See Authorized foreign bank

**LETTERS PATENT**

- See also Continuance and Incorporation
- Contents of, **28, 676**
- Continuance, **34, 35, 683, 684**
- Copies, **37, 686**
- Defined, **2**
- Effect of, **32, 36, 230, 681, 685, 811**
- First directors, **31, 680**

**LETTERS PATENT—Cont'd**

Incorporation, **22, 23, 671, 672**  
 Issue of, **22, 35(2), 229, 671, 684(2), 809**  
 Publication of notice of insurance, **30, 679**  
 Share for share exchange, **29, 677**  
 To amend, **216, 802**  
 Transitional, **231**  
 Winding-up, **342, 360, 869, 870**

**LEVERAGE RATIO**

Public capital disclosure requirements, **308, 840**

**LIABILITIES**

Transfer of, **236, 537**

**LIMITATION PERIOD**

Director liabilities, **209, 210(3), 796, 797(3)**  
 Dissolved bank, **363(2), 871**  
 Insider trading, **272(3), 834**  
 Recovery for reduction in stated capital, **76(3), 719(3)**  
 summary conviction, **987(1)**

**LIMITED COMMERCIAL ENTITY**

Defined, **507(1)**

**LIQUIDATION**

See also Dissolution and Winding-up  
 Court supervised, **347 to 360, 870**  
 General, **339 to 346, 866 to 869**  
 Priority of claim, **625**  
 Shareholder approval, **344, 869**  
 Simple, **342 to 346, 869**

**LIQUIDATOR**

Appointment, **351, 870**  
 As auditor, **315(2), 847(2)**  
 Constructive registered holder, **93(2), 724**  
 Delegation of powers, **350(2), 870**  
 Due diligence, **354, 870**  
 Duties, **353(1), 870**

**LIQUIDATOR—Cont'd**

Examination of others, **355, 870**  
 Loans to, **430**  
 Powers of, **353(2), 870**  
 Power to act as, **410(1)(g), 539(1)(f)**  
 Report to superintendent, **341, 868**  
 Unclaimed money on winding up, **366**  
 Vacancy, **352, 870**

**LIQUIDITY**

See also Capital  
 Adequacy of, **485, 949**

**LOANS**

Certain borrowers and security, **427**  
 Cost of borrowing, **SOR/2021-181**  
 Deemed, **463, 580**  
 Defined, **464(1), 488(3), 925(1)**  
 Disclosure, **SOR/2021-181**  
 Hydrocarbons and minerals, **426**  
 Limits on, **467(b), 929(b)**  
 Liquidator, **430, 555**  
 Margin, **498**  
 Prudent person standard, **465, 465.1, 927, 927.1**  
 Receiver, **430, 555**  
 Related party transaction, (3), **488(1), 491**  
 Special security, **426 to 428, 555**  
 Vendor take back, **426(7), 428, 555**  
 Work-outs, **472, 934**

**LOAN WORKOUTS**

Exemptions for, **466(3), 928(3)**  
 Permission to enter into, **472, 934**

**LOCAL COOPERATIVE CREDIT SOCIETY**

Defined, **2**

**LONDON INTERBANK OFFERED RATE (LIBOR)**

See Financial Benchmarks

**MAJOR OWNER**

Deemed to be, **507(11) to 507(13)**  
 Defined, **2.2, 507(8) to 507(10)**

**MAJOR SHAREHOLDER**

Interpretation, **2.2**  
Prohibition on being, **374, 876**

**MANAGEMENT PROXY CIRCULAR**

Director's statement, **175(1), 763(1)**  
Shareholder proposal, **143 to 144, 732 to 733**  
Solicitation of proxies, **156.04, 156.05, 746**

**MANAGING BUSINESS**

Power relating to, **410(1)(c.2), 539(1)(b.3), 922(1)(b)**  
regulations on, **410(3), 539(3)**

**MARGIN LOANS**

Exemptions: related party transaction, **496(3)(b)**  
Superintendent conditions upon, **498**

**MATERIAL CONTRACT**

Disclosure of interest in, **202 to 206, 789 to 793**  
Review by conduct review committee, **195(3)(c)**

**MATERIAL PERCENTAGE**

Regulations, **508(2)**

**MEETINGS**

Auditor, **320, 852**  
Director, **180, 769**  
adjourned, **181(3), 770(3)**  
attendance, **186, 201, 776, 788**  
calling of, **45(2), 700(2)**  
dissent, **185, 775**  
electronic, **184, 773**  
first, **45, 700**  
minimum number of, **180, 769**  
notice, **181, 770**  
place of, **180(2), 769(2)**  
quorum, **182, 771**  
required by audit committee, **194, 782**

**MEETINGS—Cont'd**

Director, **180, 769—Cont'd**  
resident Canadian majority, **183, 772**  
resolution, **184.1, 774**  
right of Superintendent to call, **187, 777**  
validity of acts, **200, 787**  
waiver of notice, **181(2), 770(2)**  
Shareholder  
approve bylaws, **46(2)(a), 701(2)(a)**  
auditor attendance, **320, 852**  
auditors' appointment, **46(2)(c), 701(2)(c)**  
calling of, **46, 137, 153(3), 154, 171(4), 701, 726, 742(3), 743, 759(4)**  
cumulative voting, **167 to 168, 755 to 756**  
directors' election, **46(2)(b), 170 to 171, 758 to 759**  
location, **136, 725**  
notice, **138 to 141, 727 to 730**  
order to delay calling, **726(2)**  
participation by electronic means, **725(2)**  
proposal, **143 to 144, 732 to 733**  
quorum, **146 to 147, 735 to 736**  
request for, **153, 742**  
resolution in lieu of, **152, 741**  
right of directors to attend, **201, 788**  
single shareholder, **147, 736**  
special business, **141, 730**  
superintendent attendance, **320(4), 852(4)**  
voting, **148 to 151, 737 to 740**  
waiver of notice, **142, 731**

**MEMBER**

Defined, **2, 313, 464(2), 584, 845, 925(2)**

**MEMBERSHIP SHARE**

Defined, **2**

**MEMBERS REGISTER**

Defined, **2**

**MINIMUM BALANCE**

Generally, **627.17(4)**

**MINISTER**

Agreement

significant interest, **393, 393.1, 902, 903**

Appeal to dissolve, **345, 869**

Approval, see Regulatory approvals

Defined, **2**

Delegation of power, **979**

Directions, **402 to 403, 915 to 917, 977**

Incorporation

factors considered, **27, 526, 675**

minimum capitalization, **46(1)**

objections, **26(2)**

subsidiary of a foreign bank, **24, 55(1)**

Issue of letters patent, **22, 28(3), 35,**

**39, 46(1), 229, 231, 671,**

**676(3), 684, 688, 809, 812**

Order

disposition of shareholdings, **402, 915**

exemption from foreign bank status, **12(1)**

exempt or adapt, to, **973.2**

limitation on assets, **54.1, 382 to 388, 890 to 897**

record, **597**

short term, **973.1**

Ownership of bank holding

companies, **875 to 918**

Ownership of banks, **372 to 401.3**

Powers of, **231, 812**

delegation, **979**

Report of public inquiry, **525(4) to (6)**

**MINORITY INTEREST**

**INVESTMENTS**

Minority Investment (Bank Holding Companies) Regulations, SOR/

**MINORITY INTEREST**

**INVESTMENTS—Cont'd**

2001-402, **930, 936**

Minority Investment (Banks)

Regulations, SOR/2001-402, **468, 474**

Permitted types, **468(4), 468(11), 474, 930(4), 930(11), 936**

Restriction, **468(4), 930(4)**

**MORTGAGE**

Exemption from related party transactions, **491(b)**

**MOTOR VEHICLE**

Defined, **464(1), 925(1)**

**MUTUAL FUND DISTRIBUTION**

**ENTITY**

Defined, **464(1), 925(1)**

Permitted investment, **(3)(b),**

**468(2)(e), 522.08(1),**

**930(2)(e), 930(3)(b)**

Undertakings, **470, 932**

**MUTUAL FUND ENTITY**

Defined, **464(1), 925(1)**

Permitted investment, **(3)(b),**

**468(2)(e), 522.08(1),**

**930(2)(e), 930(3)(b)**

Undertakings, **470, 932**

**NAME**

Affiliated entities, **41, 694**

Change of, **217(1)(i.1), 217(3), 802**

letters patent, **215, 216**

Corporate seal for, **256, 833**

Direction to change, **44, 532, 698**

Domain name, **983(2)**

English and French form, **42, 696**

Improper use of, **983**

Offence for wrongful use, **983**

Prohibited, **40, 530, 693**

Publication, **531, 832**

Punishment, **985**

Reserved, **43, 697**

Restriction on, **695**

Revoking, **44(2)**

**NAME—Cont'd**

Set out in contracts, **255, 531, 832**  
 Unauthorized, **983(2) to (2.04), 989.1**  
 Use of, **983**

**NATIONAL TREATMENT**

See Reciprocity with foreign applicants

**NEGATIVE OPTION BILLING**

Regulations, **SOR/2012-23**

**NETWORKING**

Power to engage, **411, 543**  
 Restriction on insurance, **416, 549**  
 transitional exception, **231**

**NON-BANK AFFILIATE OF A FOREIGN BANK**

Annual returns, **522.27**  
 Borrowing from public, **519.1, 520.1**  
 Defined, **507(1)**  
 Grandfathered, **522.3(1)**  
 Prohibited activities, **519(1)**

**NON-BANK ENTITY**

Defined, **947**  
 Prohibited activities of, **948**

**NON-WTO MEMBER AUTHORIZED FOREIGN BANK**

Defined, **554**

**NON-WTO MEMBER BANK SUBSIDIARY**

Branches  
 restriction on, **422.2**  
 Defined, **422.1**

**NOTICE**

Branch closure, **SOR/2021-181, 627.993**  
 Constructive, **19, 668**  
 Of intention, **427(4), 427(5)**  
 Service on a bank, **968**

**NOTICE—Cont'd**

To bank, **462(2)**  
 Minister of National Revenue,  
**462(2.1), 579(2.1)**

**NOTICE TO DIRECTORS AND SHAREHOLDERS**

Generally, **965, 967**

**OFFENCES AND PENALTIES**

Generally, **980 to 991**  
 Appeals, **990**  
 Disposing of or withholding goods,  
**984(2)**  
 Effect on contracts, **988**  
 Failure to provide information, **982**  
 False or misleading information,  
**980.1**  
 False statements, **984(1)**  
 Liability of directors and officers,  
**986**  
 Limitation period, **987**  
 Punishment, **985(1), 985(3)**  
 Recovery of fines, **991**  
 Restraining or compliance order  
 authorized foreign bank, **989(2)**  
 bank, **989(1)**  
 consumer provisions, **989(3)**  
 Undue preference to creditor, **981**  
 Use of name, **983**

**OFFEREE**

Defined, **283(1), 836**

**OFFEREE BANK**

Defined, **283(1), 836**

**OFFEROR**

Defined, **283(1), 836**

**OFFICER**

See also Senior officer  
 Appointment of, **196 to 197, 783 to 784**  
 Appointment of first, **45(1)(d), 700(1)(d)**  
 Auditor, notice of errors, **332, 863**  
 Auditor, report to, **328**

**OFFICER—Cont'd**

Authority, **20, 669**  
 Chief executive, **196, 783**  
 Conflict of interest  
     application to court, **206, 793**  
     avoidance standards, **205, 792**  
     disclosure, **202 to 206, 789 to 793**  
 Defined, **2, (2), 265(1), 834**  
 Director as, **197(2), 784(2)**  
 Disclosure of compensation, **639**  
 Indemnity, **212 to 214, 799 to 801**  
 Insurance, **213, 800**  
 Liability, **986**  
 Margin loans, **498**  
 Powers of  
     suspended, **649**  
 Related party, **496**  
 Reliance on information, **406, 920**  
 Remuneration, **199, 786**  
 Share certificate, signature on, **86(1)(a), 724**  
 Undue preference to creditor, **981**  
 Validity of acts, **200(1), 787(1)**

**OPTIONS**

As dividend, **79, 722**  
 Call, **265(1), 834**  
 List of holders, **241, 818**  
 Put, **265(1), 834**  
 Signature on, **86(2), 724**  
 To purchase shares, **69, 713**

**ORDER FORM**

Defined, **2**  
 Security in, **83(3), 724**

**ORDERS**

Adequacy of capital and liquidity, **(4), 484.1, 485(3), 949(3), 949(4)**  
 Aggrieved by refusal of proposal, **(3), 144(2), 733(2), 733(3)**  
 Appeal of, **990**  
 Approving application for dissolution, **345(2), 869**

**ORDERS—Cont'd**

Approving indemnity of directors and officers, **214, 801**  
 Authorizing carrying on of business  
     application for, **525**  
     contents of order permitting, **527**  
     matter for consideration, **526**  
 Commencement of business, **48 to 58, 534**  
 Compliance with Act, **985(2), 989**  
 Compulsory acquisitions, **291, 836**  
 Contribution, **208(3), 795(3)**  
 Court enforcement, **646, 961**  
 Court-supervised liquidation, **347 to 352, 355, 357 to 359, 870**  
 Derivative action, **335 to 336, 865**  
 Disposition of shareholdings, **402 to 403, 915 to 917**  
 Disqualification of auditor, **316(2), 848(2)**  
 Divestment, **480, 942**  
 Domestic systemically important bank  
     designation, **484.1**  
     minimum capacity to absorb losses, **485(1.1) to 485(1.4)**  
 Effect, **462(1)**  
 Election of director or auditor, **155, 744**  
 Evidence of appointment or incumbency, **127(4), 724**  
 Exemption from  
     barring examination, **310(4), 842(4)**  
     foreign bank status, **12**  
     prohibited transactions, **499**  
     public holding requirement, **383 to 384, 891, 892**  
 Exempt or adapt, to, **973.2**  
 Extension of period, **29(8)**  
 Liability action against class, **363(3), 871**  
 Limit on assets, **386, 388(3), 895, 897(3)**

**ORDERS—Cont'd**

- Limit or prohibit growth or acquisition of assets, payments or purchases, **485(3.1), 485(3.2)**
- Location and processing of information, **245(1), 822(1)**
- Management by employees, **495(2)**
- Meeting of shareholders, **154, 743**
- Not effected by
  - amalgamation, **230(1)(f), 811(1)(f)**
  - continuance, **38(e), 687(e)**
- Not statutory instruments, **974**
- Obtain information on shareholders, **405(2), 919(2)**
- Permission to foreign bank subsidiary, **55**
- Production of information and documents, **635, 954**
- Prohibited names, **42(4), 44, 696(5), 698**
- Prohibited transactions, remedial actions, **506**
- Proxy, **156.08, 156.09(8), 746**
- Recovery of reduction of capital, **76(1), 719(1)**
- Rectify records, **338, 865**
- Removal of trustee, **299, 838**
- Representative office registration cancellation, **522.02**
- Security interests, exceptions to restrictions, **419(3)**
- Self-dealing, **499**
- Short-term, **973.1**
  - permitted, **469, 471, 931, 933**
- Transitional, regarding
  - amalgamation, **231, 812**
  - continuance, **39, 688**
- Winding-up, **651**

**ORDINARY RESOLUTION**

- Amendments to by-laws, **188, 778**
- Defined, **2**
- In lieu of meeting, **152, 741**
- Removal of auditor, **317, 849**

**ORGANIZATION AND COMMENCEMENT**

- Commencement of business, **48 to 58**
- First directors' meeting, **45, 700**
- First shareholders' meeting, **46, 701**

**OSFI GUIDELINE B-20**

- Generally, **418**
- Regulations, **SOR/2010-68, SOR/2010-69**
- Restriction on residential, **418, 551**

**OVER-ISSUE**

- Defined, **81, 724**
- Securities not to be issued, **97, 724**

**OWNERSHIP OF BANKS AND BANK HOLDING COMPANIES**

- Application for approval, **395 to 401.1, 905 to 921**
- Competition Act applies, **408, 921**
- Constraints on acquisitions, **373 to 380, 875 to 888**
- Constraints on registration, **379 to 384, 887 to 892**
- Crown and foreign governments, **401.2, 401.3, 913, 914**
- Cumulative ownership rule, **376.1, 376.2, 880, 881**
- Exceptions, **374(2) to 374.1, 381 to 383, 389, 876(2) to 876(6), 877, 889 to 891, 898**
- Exemptions, **380, 388, 888, 897**
- "Flutter rule," **382**
- "Grow-through" exception, **375, 878**
- Interest of securities underwriter, **404, 918**
- Limitations on shareholdings, **374, 375, 876 to 878**
- Loss of control, **393 to 393.1, 902 to 903**
- Ministerial direction, **402 to 403, 915 to 917**

**OWNERSHIP OF BANKS AND  
BANK HOLDING  
COMPANIES—Cont'd**

Obligation of widely held, **376 to 376.01, 879 to 879.1**

**Prohibitions**

against control, **377, 377.1, 378.1, 378.2, 882 to 883, 885 to 886**

against significant interest, **376.1 to 376.2, 880 to 881**

Public holding requirement, **372, 385 to 392, 874, 893 to 901**

Regulations restricting, **474, 936**

Schedule I bank, former, **378**

Significant interest in, **372, 373, 380 to 384, 874, 875, 888 to 892**

prohibitions, **376.1 to 376.2, 880 to 881**

Tainting rule, **376, 876**

**PAID-IN CAPITAL**

Deposit of, **51**

Minimum amount, **29(1), 52(1)(b)**

**PARTICIPATING SHARE**

Defined, **464(1), 925(1)**

**PARTNERSHIP**

Restriction on being general partner, **421, 553.1**

**PATRONAGE ALLOCATION**

Defined, **2**

**PAYMENT CARD**

Disclosure of charges, **SOR/2021-181, 627.89(3)**

Handling complaints, **SOR/2021-181, (f), 157(2)(e)**

Power to issue, **409(2)(d), 538(2)(d)**

Promotion of merchandise and services to, **410(1)(d), 539(1)(c)**

**PERMITTED CANADIAN  
ENTITY**

Approval required, **522.21**

**PERMITTED CANADIAN  
ENTITY—Cont'd**

Defined, **507(1)**

Investment in, **522.08**

**PERSON**

As major owner, **(11), 507(8)**

Defined, **2, 110**

Prudent standard, **157(2)(g), 465, 465.1, 747(2)(d), 927, 927.1**

**PERSONAL DEPOSIT ACCOUNT**

Access to, **549 to 554**

Defined, **627.01**

Disclosure of charges, **1244 to 1247**

**PERSONAL REPRESENTATIVE**

Defined, **2**

**PILLAR 3 DISCLOSURE  
REQUIREMENTS**

Generally, **307**

Procedures for, **157(2)(e)**

Regulations, **627.998**

Related party transaction, **504**

Report on, **612, 642**

Status, **948(2) to (6)**

**PLEDGING**

See Security interest

**PORTFOLIO LIMITS ON  
INVESTMENTS**

Generally, **475 to 479, 937 to 941**

**PORTFOLIO MANAGEMENT  
SERVICES**

See Investment services

**POWERS**

See also Business powers

Generally, **preamble**

**PREFERRED SHARES**

See also Shares

Authority to issue, **61, 705**

**PRESCRIBED**

Defined, **2**

Regulation making authority, **978(a)**

**PRINCIPAL OFFICE**

Change of, **535(2), 535(3)**  
 Defined, **2**  
 Establishment of, **535(1)**

**PRINCIPAL OFFICER**

Appointment of, **536(1)**  
 Audit reports for, **595**  
 Defined, **2**  
 Disqualification of, **617.1(4) to 617.1(7)**  
 Power of attorney of, **536(2)**  
 Removal of, **617.2**  
 Reports to, **595**  
 Vacancy of, **536(3)**

**PRIORITY**

Insolvency, **369**  
 Of Superintendent's claim, **655**

**PROCESSING OF RECORDS**

Generally, **245, 822**

**PROPERTY**

See Real property

**PROSPECTUS**

Distribution, **273, 835**  
     federal credit union, **273.1**  
 Order of exemption, **274, 835**  
 Requirements, **273**  
 Use of name in, **983**

**PROXY**

Appointment of proxyholders, **156.02, 746**  
 Contents of, (b), **156.04(1), 156.05(1)(a), 746**  
 Defined, **2**  
 Deposit of, **156.03, 746**  
 Duty of intermediary, **156.07, 746**  
 General, **156.02, 746**  
 Mandatory solicitation, **156.04, 156.05, 746**  
 Restraining order, **156.08, 746**  
 Restrictions on voting, **156.09, 746**  
 Revocation of, **156.02(6), 746**

**PROXY—Cont'd**

Right of beneficial owners, **156.07, 746**  
 Rights of holder, **156.06, 746**  
 Soliciting of, **156.04, 156.05, 746**

**PROXYHOLDER**

Appointment of, **156.02(1), 746**  
 Attendance at meeting, **156.06, 746**  
 Authority, **156.02(3), 746**  
 Defined, **2**  
 Exemption, **156.071**  
 Restriction on, **156.09(3), 746**  
 Rights of, **156.06, 746**

**PRUDENT PERSON STANDARD**

General requirements, **157(2)(g), 465, 465.1, 747(2)(d), 927, 927.1**

**PUBLIC ACCOUNTABILITY STATEMENTS**

Statements, **SOR/2021-181, 627.996**

**PUBLICATION**

See Canada Gazette

**PUBLIC INQUIRY**

On establishing an authorized foreign bank, **525(5)**  
 On incorporation of bank, **26(3)**  
 Rules, **26(5), 525(5)**

**PURCHASER**

Adverse claim notice, **105, 724**  
 Bona fide, defined, **81, 724**  
 Defined, **81, 724**  
 Fiduciary duty notice, **106, 724**  
 Security  
     delivery, **119, 724**  
     ownership, **120, 724**  
     title of, **104, 724**  
     warranty, **108, 724**

**PUT**

Defined, **265(1), 834**  
 Insider trading of, **270(4), 834**

**REALIZATIONS**

Acquisition through, **473, 935**  
 Exception to, **466(3), 928(3)**

**REAL PROPERTY**

See also Real property brokerage entity  
 Absolute title to, **434, 555**  
 Combined limit with equity, **478, 940**  
 Defined, **2**  
 Limit of, **475, 476, 478, 937 to 938, 940**  
 Power to hold, manage and deal with, **410(1)(a), 510.1, 539(1)(a)**  
 Prohibited activities respecting, regulations, **510.1**

**REAL PROPERTY BROKERAGE ENTITY**

Defined, **464(1), 925(1)**  
 Permitted investment, **(3)(b), 468(2)(e), 522.08(1), 930(2)(e), 930(3)(b)**  
 Undertakings, **470, 932**

**REAL PROPERTY INTERESTS VALUATION**

Investment limits, **476, 478, 938, 940**

**RECEIVER**

Power to act as, **410(1)(g), 539(1)(f)**  
 Prohibition on appointment of, **420, 553**

**RECIPROCITY WITH FOREIGN APPLICANTS**

Generally, **24, 396(3), 673, 906(3)**

**RECORDED ADDRESS**

Defined, **2**

**RECORDS**

Access to  
 creditors, **597(6)**  
 directors, **239(4), 240, 816(3), 817**

**RECORDS—Cont'd**

Access to—Cont'd  
 shareholder, **239(5), 240, 816(4), 817**  
 subsidiaries, **470(4), 932(4)**  
 substantial investment, **470(4), 932(4)**  
 Superintendent, **643, 957**  
 Contents of, **238, 597(1), 815**  
 Copies of forms, **245, 598, 822**  
 Custody after dissolution, **368, 871**  
 Form of, **45(1)(b), 243, 597(4), 597(5), 700(1)(b), 820**  
 Location, **237, 239, 245, 597(2), 597(3), 598, 814, 816, 822**  
 Processing of, **245, 598, 822**  
 Protection of, **244, 598, 821**  
 Regulations, **247, 598, 824**  
 Retention of, **246, 598, 823**  
 Sent to Minister, **366(2)**  
 Shareholder list, **240 to 242, 817 to 819**

**REDEMPTION**

Adjustment to capital, **77, 720**  
 Director liability for, **207(2)(a), 211, 794(2)(a), 798**  
 Of shares, **71, 715**

**REGISTERED FORM**

Defined, **2**  
 Security in, **83(4), 724**

**REGISTERED HOLDER**

Treatment of, **93, 724**

**REGULATION**

Commissioner, **657 to 661**  
 Prudential agreements, **614.1, 644.1, 959**  
 Remedial powers, **615 to 626, 645 to 656, 960 to 964**  
 asset maintenance, **617**  
 directions of compliance, **615 to 616, 645 to 646, 960, 961**  
 supervisory intervention, **618 to 627, 648 to 656**

**REGULATION—Cont'd**

- Superintendent, **600 to 626, 628 to 656**
- Supervision, **600 to 614, 628 to 644, 950 to 958**
  - inspection, **613 to 614, 643, 644, 957, 958**
  - returns, **600 to 612, 628 to 642, 950 to 956**

**REGULATIONS**

- Access to basic banking services, **SOR/2021-181, 627.17**
- Access to funds, **SOR/2012-24**
- Activities
  - banks, **627.998**
- Adequate capital and liquidity, **485(2), 949(2)**
- Affiliated persons, **SOR/92-325**
- Aggregate financial exposure, **SOR/2001-363, 495.2**
- Aircraft objects, **436.1**
- Bank holding company proposal, **SOR/2004-199, 678(1)**
- Bank recapitalization (bail-in) issuance, **SOR/2018-58, 485.01, 485(1.21)**
- Business powers, **410(3), 539(3)**
- Civil remedies, **SOR/2006-299**
- Consumer protection, **SOR/2021-181**
- Control in fact, **SOR/2012-278**
- Corporate interrelationships, **SOR/2008-57**
- Credit business practices, **SOR/2009-257**
- Deposit type instruments, **SOR/2001-98**
- Disclosure, **SOR/2012-267**
- Disclosure of cheque holding policy, **SOR/2012-24**
- Disclosure of information re capacity of domestic systemically important bank to absorb losses, **485.02**

**REGULATIONS—Cont'd**

- Distributing bank or bank holding company, **SOR/2006-303**
- Electronic documents, **SOR/2010-239, 1003**
- Entity associated with a foreign bank, **SOR/2001-376, 507(17), 521, 522.23**
- Entity member of group, **SOR/2002-132**
- Equity limits, **467, 477 to 478, 929, 939 to 940**
- Equity of a bank or a bank holding company, **SOR/2001-377, 978**
- Exchange rate, **SOR/99-273**
- Exempt classes of foreign banks, **SOR/2001-381, 14.2**
- Exempt debt obligation transactions (banks and bank holding companies), **SOR/2001-382, 482(2), 944(2)**
- Exemption from approval for certain investments in intragroup service entities, **SOR/2010-238, 468(5) to (6), 522.22, 930(5), 930(6)**
- Exemption from restrictions on investments, 474(a) and (b), **SOR/2001-383, 522.23(b)**
- Factoring entity, **SOR/2001-387, 464(1), 925(1)**
- Federal credit union conversion, **SOR/2012-268**
- Finance entity, **SOR/2001-388, 464(1), 507(1), 925(1)**
- Financial leasing entity, **SOR/2001-389, 464(1), 507(1), 925(1)**
- Financial planning, **410(3)(b)**
- Foreign banks, **14.2, 522.23 to 522.24**
- Going-private transactions, **SOR/2006-307**
- Guarantees, **414(3)**
- Holding own shares, **70, 714, 716.1**
- Information processing activities, **SOR/2001-391, 410(3), 539(3)**

**REGULATIONS—Cont'd**

Information services, **410(3), 539(3)**  
Information technology activities,  
**SOR/2003-62, SOR/2008-161,**  
**SOR/2008-168**  
Insider reports, **SOR/2006-310, 834**  
Insider reports exemptions, **834**  
Insurance business, **SOR/99-270,**  
**416(3)**  
Investment counselling and  
portfolio management services,  
**410(3)(b), 539(3)(b)**  
Investment limits (bank holding  
companies), **SOR/2001-392,**  
**929, 941, 978**  
Investment limits (banks), **SOR/**  
**2001-393, 467, 479, 978**  
Manner of calculation (foreign  
banks), **SOR/2001-399, 978**  
Material banking group percent-  
ages, **SOR/2008-163, 508(2)**  
Meetings and proposals, **SOR/**  
**2006-314**  
Minority investment, **SOR/2001-**  
**401, SOR/2001-402, 468(5),**  
**474, 930(5), 936**  
Mortgage insurance business, **SOR/**  
**2010-68**  
Mortgage insurance disclosure,  
**SOR/2010-69**  
Name use, **SOR/2001-408, SOR/**  
**2001-409, SOR/2008-156,**  
**SOR/2008-158, 983**  
Negative option billing, **SOR/**  
**2012-23**  
Networking, **411(2), 543(2)**  
Notice of branch closure, **SOR/**  
**2002-104**  
Notices of uninsured deposits,  
**545(6)**  
Power to make, **978**  
Prepaid payment products, **SOR/**  
**2013-209**  
Prescribed deposits, **SOR/2000-53,**  
**SOR/2000-54, (6), 413(5),**  
**545(3)**

**REGULATIONS—Cont'd**

Prescribed products, **SOR/2011-100**  
Principal protected notes, **SOR/**  
**2008-180**  
Prohibited activities respecting real  
property, **SOR/2001-411,**  
**510.1**  
Protection of assets, **978(g)**  
Proxy, **SOR/2024-150**  
Proxy (Banks and Bank Holding  
Companies) Regulations, **2023**  
**(SOR/2024-150), 156.04(1),**  
**746, 978**  
Public accountability statements,  
**SOR/2002-133**  
Public inquiry, **SOR/99-276**  
Registered products, **SOR/2011-99,**  
**427(6)**  
Registration of security, **SOR/92-**  
**301, 427(6)**  
Regulatory capital, **SOR/92-531, 2,**  
**938 to 940**  
Related party transactions, **SOR/92-**  
**309**  
Representative office, **978**  
Resident Canadian, **SOR/92-282**  
Retention of records, **247, 824**  
Sales or trades, **SOR/2000-52,**  
**540(6)**  
Securities dealing restrictions,  
**SOR/92-364, 415**  
Security certificate transfer fee,  
**SOR/2001-426**  
Service charges, **627.998**  
Shared premises, **SOR/2002-339,**  
**413.3(4)(a)**  
Specialized financing entity, **SOR/**  
**2001-477, 464(1), 507(1),**  
**925(1)**  
Special security, **SOR/92-301, 426,**  
**427**  
Subsidiaries holding bank shares,  
**SOR/92-313, 70(c), 714(c)**  
Supervisory information, **SOR/**  
**2001-58, SOR/2001-480,**  
**SOR/2001-481, 607, 637, 956**

**REGULATIONS—Cont'd**

- Support orders and provisions, **SOR/2002-264**
- Total assets, **SOR/2001-436, 54.1(4), 386(3), 895(3)**
- Use of information, **627.998**
- Use of name, **SOR/2001-408, SOR/2001-409, SOR/2008-156, SOR/2008-158, 983**

**REGULATORY APPROVALS**

- Acquisition of control or substantial investment, **468, 522.22, 930**
- Acquisition of significant interest and/or acquisition of legal control of FRe, **373(1), 395(2), 875(1), 905(2)**
- Amalgamation
  - agreement, **225, 805**
  - letters patent of, **229, 809**
- Assets, sale of all or substantially all, **236, 537**
- Continuance of body corporate, **35**
- Discontinuance as a bank holding company, **689**
- Extension of period
  - for divestiture of control or substantial investment, **472(7), 473(5), 522.12(3), 522.15(2), 934(6), 935(4)**
  - for holding of temporary investments, **471(4), 522.14(2), 522.14(3), 933(3)**
- Liabilities, transfer of all or substantially all, **236, 537**
- Liquidation, simple, **343 to 345, 869**
- Name
  - change of, **216**
  - reservation of, **43, 697**
  - substantially the same as affiliate, **41, 694**
- Non-banking branch, foreign bank, **522.22(1)(f), 522.22(1)(h)**
- Termination of banking branch, **599**

**REGULATORY CAPITAL**

- Defined, **2**
- Equity limit, **SOR/92-531, SOR/2001-420**
- Loans greater than one-half of one percent, **328(1)(b)**
- Real property limit, **478**
- Regulation making authority, **978(f)**
- Related party transactions, **497**

**RELATED PARTY**

- Assets transactions, **494, 495.3, 976**
- Borrowing from, **493**
- Defined, **486**
- Deposits, **492**
- Directors' interests, **496, 497(2)**
- Disclosure, **504**
- Holding company transaction, **495.1 to 495.3**
- Margin loans, **496(3), 498**
- Nominal value transactions, **490, 976**
- Notice to superintendent, **505**
- Officers' interests, **496, 497(2)**
- Permitted transactions with, **490 to 500**
  - see also Related party transactions permitted
- Prescribed transactions, **500**
- Prohibited transactions with, **489**
- Remedial actions, **506**
- Restrictions, **495.2, 501**
- Secured loans, **491**
- Senior officer, defined, **485.1**
- Services, **495**
- Transactions, defined, **488**
- Transactions exempted, **487**

**RELATED PARTY  
TRANSACTIONS  
PERMITTED**

- See also Related party and Restrictions on permitted related party transactions
- Acquisition or sale of certain assets, **494**

**RELATED PARTY**

**TRANSACTIONS**

**PERMITTED—Cont'd**

- Borrowing of bank, **493**
- Deposits with direct clearer, **492**
- Directors' and officers' interests, **496, 497**
- Exemption by Superintendent, **499**
- Foreign bank subsidiary and its parent, **SOR/92-309**
- Holding company transactions, **495.1 to 495.3, 557**
- Loans secured by government, **491(a)**
- Margin loan, **496(3), 498**
- Nominal or immaterial transactions, **490**
- Prescribed transactions, **500**
- Residential mortgage, **491(b)**
- Services, **495**

**REMEDIAL ACTION**

- Generally, **334 to 338, 865**

**REMUNERATION**

- Auditors, **314(3), 846(2)**
- Before commencement of business, **50, 58**
- Bylaw for directors, **191**
- Fixed by directors, **199, 786**
- Not special business, **141, 730**
- Related party exemption, **487(2)(c)**

**REPRESENTATIVE OFFICE**

- Cancellation of registration, **522.02**
- Defined, **507(1)**
- Examination of, **522.01**
- Name of, **522.011**
- Permission for, **522(a)**

**RESIDENT**

- WTO Member, **2, 11.1**

**RESIDENT CANADIAN**

- See also Resident
- Defined, **2**

**RESIDENT CANADIAN—Cont'd**

- Requirement for directors, **159(2), 749(2)**

**RESIDENTIAL PROPERTY**

- Defined, **2**
- Restriction on mortgages on, **418, 551**

**RESOLUTION**

- See Directors' meeting, Ordinary resolution and Special resolution

**RESTRICTIONS ON BUSINESS POWERS**

- See also Business powers
- Branches, **422.2, 554(2)**
- Deposit taking, **413, 540(1)(a), 546** acting as agent in, **540(1)(b)**
- Fiduciary activities, **412, 544**
- Financial leasing, **417, 550**
- Foreign banks, **510**
- Goods, wares and merchandise, **410(2), 539(2)**
- Guarantees, **414, 540(1)(c), 923**
- Insurance business, **SOR/92-330, 416, 549**
- Leasing, **417, 550**
- Partnership, **421, 553.1, 924**
- Receivers, **420, 553**
- Residential mortgage, **418, 551**
- Securities activities, **415, 548**
- Security interest, **419**
- Shared premises, **413.3, 547**

**RESTRICTIONS ON PERMITTED RELATED PARTY TRANSACTIONS**

- Approval of board of directors, **497**
- Market terms and conditions, **501**
- Procedures of conduct review committee, **195(3)**

**RETAIL DEPOSIT ACCOUNT**

- Defined, **627.01**
- Opening, **672.17**

**RETAIL DEPOSIT ACCOUNT**

—Cont'd

Regulations, **627.998****RETURNS**Audit committee report, **194(4)**Copy of by-laws, **633, 952**Names of directors and auditors,  
**632, 951**Presumption from latest, **966****SALE OF SUBSTANTIALLY ALL  
ASSETS**Agreement, **232**Approval of Minister, **236**Approval of shareholders, **234**Approval of Superintendent, **233****SALES OR TRADES**In debt securities, **540(4)(b),  
540(5)(b)**Regulations, **540(6)****SANCTIONS**

See Offences and penalties

**SCHEDULE I**Amalgamation restriction, **223(2)**Amending, **14(2), 14(3)**Contents of, **14(1)**Financial year, **307**Ownership, **372 to 401.3****SCHEDULE II**Amending, **14(2), 14(3)**Contents of, **14(1)****SCHEDULE III**Amending, **14.1(2), 14.1(3)**Contents of, **14.1(1)****SCHEDULE IV**Amending, **14.11****SCRIP CERTIFICATES**Conditions on, **91, 724**Rights of, **92(2), 724****SEAL**

See Corporate seal

**SECURITIES**Networking, **411, 543**Restriction on activities, **415, 548**Use of bank name, **SOR/2001-408****SECURITIES BROKER**Defined, **81, 724**Security delivery, **121(3), 724**Warranty of, **108(5), 724****SECURITIES REGISTER**

See Central securities register

**SECURITIES UNDERWRITER**Defined, **2****SECURITY**

See also Security certificate, Security interest, Shares and Special security

Acquisition, subsidiary, **72.1**Adverse claim, **105, 724**Alterations to, **102, 724**Bearer form, **83(2), 724**Burden of proof in action, **98, 724**Completion, **102, 724**Contents of, **87, 724**Conversion, **125, 724**Defect in transfer, **100, 724**Defined, **2, 81, 724**Delivery, **119, 121, 724**Divestiture order, **480, 942**Endorsement, **109 to 118, 724**Enforceability, **102, 724**Exchange of, **429**Extended meaning, **271(2)**Fiduciary duty, **106, 724**Foreign bank guarantee, restriction  
on, **518**Fractional certificates, **90, 724**Fungible, **99, 724**Guarantor of, **84, 724**Holders of, **85, 301, 724, 838**Hydrocarbon and mineral, **426**Lost, **133, 724**Minors, **94, 724**

**SECURITY—Cont'd**

- Negotiable instrument, **83(1), 724**
- Order form, **83(3), 724**
- Over-issue, **97, 724**
- Ownership, constructive, **120, 724**
- Particulars of class, **89, 724**
- Purchase, ownership, **120, 724**
- Registered form, **83(4), 724**
- Restrictions and constraints on, **88, 724**
- Sale of, **428, 431, 555**
- Scrip certificates, **91, 724**
- Seizure of, **124, 724**
- Special, **426 to 428, 555**
- Stolen, **133, 724**
- Substitution, **426(12), 555**
- Taking of, **429, 555**
- Title of purchaser, **104, 724**
- Transfer of, **82, 85(2), 93(2), 96, 724**
- Unauthorized signature, **101, 724**
- Underwriter, **404, 918**
- Warranties, **103, 108, 724**

**SECURITY CERTIFICATE**

- Contents of, **87, 724**
- Defined, **81, 724**
- Destruction of, **254, 831**
- Entitlement to receive, **85, 724**
- Exchange of, **29(6), 677(6)**
- Fee for issuance, **85(2), 724, 1861**
- Fractional, **90, 92(1), 724**
- Joint holders of, **85(3), 724**
- Minors, **94**
- Particulars of class, **89, 724**
- Restrictions on, **88, 724**
- Scrip, **91, 92(2), 724**
- Signature on, **86, 724**

**SECURITY INTEREST**

- Defined, **2**
- In shares of the bank, **72(2), 716(2)**
- Related party transaction, **488(1)(d), 488(4)**
- Restriction on, **419**

**SECURITY INTEREST—Cont'd**

- Unperfected, **425**

**SELF DEALING**

- See Related party

**SEND**

- Defined, **2**

**SENIOR OFFICER**

- Defined, **485.1, 646.1, 962**
- Disqualification or removal of, **647.1, 964**

**SEQUESTRATOR**

- Power to act as, **410(1)(g), 539(1)(f)**

**SERVICE CHARGES**

- See also Cost of borrowing
- Disclosure of rate increases or new charges, **566, 627.72, 627.93**
- Disclosure to borrower, **627.89, 627.992**
- Disclosure to customers and public, **Part XII.2**
- Handling complaints, **SOR/2021-181, 547 to 549**
- Set out in agreement, **627.89, 627.99**

**SERVICE ENTITIES**

- Exemption from related party transactions, **495(3)**
- Permitted investment, **(d), 468(2)(c), 468(5)(c)**
- Undertaking, **470**

**SERVICE ON A BANK, BANK HOLDING COMPANY OR AUTHORIZED FOREIGN BANK**

- Generally, **362(2), 871, 968**

**SHARE FOR SHARE EXCHANGE**

- See Incorporation

**SHAREHOLDER**

- Access to disclosure of conflict of interest, **204(2), 791(2)**
- Access to records, **239(5), 816(4)**

**SHAREHOLDER—Cont'd**

Approval  
 amalgamation, **226, 806**  
 by-laws, **188, 191, 217(2), 778, 802**  
 sale, **234, 813**  
 status of, **336, 865**

Attendance at directors' meeting, **186, 776**

Auditor's statement, **321, 853**

By-laws  
 amendment, **217, 802**  
 general, **188 to 192, 778 to 780**  
 proposal to amend, **221, 802**

Cumulative voting, **167, 168, 755, 756**

Defined, **7, 361, 871**

Director vacancy, **176, 764**

Disposition of shareholdings, **402, 915**

Interpretation, **7**

Joint, **150, 739**

Joint holders, **95, 724**

Liability, **18, 363, 871**

List, **145, 240 to 242, 817 to 819**

Major, **2.2**

Minor, **94, 724**

Notice, **137(3), 727(1), 965**

Not personally liable, **18, 667**

Powers, **153, 742**

Proposal, **143, 144, 189, 732, 733, 779**

Registered holder, **93, 724**

Representative, **149, 738**

Requisitioned meeting, **153, 742**

Statement of director, **174, 175, 762, 763**

Voting rights, **218, 226, 234, 802, 806, 813**  
 restriction, **156.09, 392, 746, 901**

Winding-up  
 proposal, **343, 869**  
 resolution, **344, 869**

**SHAREHOLDERS' MEETING**

Approval of by-laws, **217(2), 218 to 222, 802**

Auditor's attendance at, **320, 852**

Calling of, **137(1), 171(4), 726(1), 759(4)**

Cumulative voting at, **167, 168, 755, 756**

Directors' election, **46(2)(b), 167 to 171, 755 to 759**

Financial statements, **308, 840**

First meeting, **46, 701**

Meeting called by court, **154 to 156, 743 to 745**

Notice of, **138 to 140, 727 to 729**

Place, **136, 725**

Quorum, **146, 147, 735, 736**

Record date, **137, 726**

Requisitioned meeting, **153, 742**

Resolutions in lieu of meeting, **152, 741**

Right of director to attend, **201, 788**

Shareholder list, **145, 240 to 242, 734, 817 to 819**

Shareholder proposals, **732, 733, 1434**

Special business, **141, 730**

**SHARES**

See also Common shares, Foreign bank, Security and Security certificates

Acquisition, subsidiary, **72.1**

Approval of certificate, **45(1)(b), 700(1)(b)**

Authorizing issuance, **45(1)(c), 59, 207, 211, 700(1)(c), 703, 794, 798**

Cancellation, **73, 717**

Classes of, **61, 89, 217 to 222, 705, 724, 802**

Common, **60, 704**

Consideration for, **65, 709**

Conversion into, **69, 78, 713, 721**

Cross ownership on amalgamation, **224(3), 804(3)**

**SHARES—Cont'd**

Defined, **2, 265(1), 283(1), 834, 836**  
 Director liability for issuance of,  
**207, 794**  
 Disposition of, **402**  
 Dividend, **79, 722**  
 Donated, **71(3)**  
 Fractional, **90, 724**  
 Holding of own shares, **SOR/92-313, 70, 714, 716.1, 978(j)**  
     as of proclamation date by subsidiary, **74**  
     as personal representative, **72(1), 716(1)**  
     as security interest, **72(2), 72(3), 716(2)**  
     by redemption, **71, 715**  
     for cancellation, **73(1), 717(1)**  
     upon realization, **73(2), 717(2)**  
 Non-assessable, **64, 708**  
 Power to issue, **59, 703**  
 Pre-emptive right, **68, 712**  
 Purchase of, **71, 715**  
 Redemption, **71, 77, 715, 720**  
 Registration constraints, **373, 401.2, 875, 913**  
 Requirement to sell, **73, 717, 734**  
 Reserved, **69(3), 713(3)**  
 Right to acquire, **284, 836**  
 Series, **62, 217 to 222, 706, 802**  
 Stated capital account, **66, 67, 710, 711**  
     reduction of, **75**  
 Voting, **63, 148, 707, 737**

**SIGNATURE**

Guarantee of, **127(2), 724**

**SIGNIFICANT INTEREST**

Acquisition of, **373**  
 Approval of the Minister to acquire,  
**396**  
 Defined, **2, 8**  
 Prohibition against, **376.1, 376.2**  
 Related party, **486(1)**

**SOLICITATION ON BEHALF OF MANAGEMENT**

Defined, **156.01, 746**

**SOLICIT OR SOLICITATION**

Defined, **156.01, 746**

**SPECIALIZED FINANCING ENTITY**

Defined, **SOR/2001-477, 464(1), 507(1), 925(1)**  
 Restricted investment in, **468(4)(d), 468(6), 468(7), 928(2), 930(4)(d), 930(6), 930(7)**  
 Undertakings, **470, 932**

**SPECIAL RESOLUTION**

Amalgamation, **226 to 227, 806 to 807**  
 Amendments to certain bylaws, **217(2), 219, 220, 802**  
 Amendments to incorporating instruments, **215, 802**  
 Continuance, **34(2), 683(2)**  
 Defined, **2**  
 Dissolution, **344, 869**  
 In lieu of meeting, **152, 741**  
 Reduction of capital, **75, 718**  
 Sale of substantially all assets, **234(4), 813(6)**  
 Special business, **141, 730**

**SPECIAL SECURITY**

Assignment of rights, **428(14), 555**  
 Conditions of, **429(1), 555**  
 Definitions, **425, 555**  
 Exchange of securities, **429(2), 555**  
 For certain borrowers, **427(1), 555**  
 Loans on hydrocarbons and minerals, **426, 555**  
 Power to take possession, **(12), 427(3), 428(11), 555**  
 Priority of, **428(1) to (6), 555**  
 Registering against land, **(4), 428(3), 555**  
 Registration of notice of intention, **427(4) to 427(6), 555**

**SPECIAL SECURITY—Cont'd**

- Regulations, **SOR/92-301**
- Rights with respect to, **427(2), 428(12), 555**
- Sale on non-payment, **428(7) to 428(10), 555**
- Subordination of, **427(7), 555**
- Subrogation of security, **428(13), 555**

**SQUEEZE-OUT TRANSACTION**

- Approval of shareholders, **276, 835.1**
- Defined, **2**
- Right to dissent, **276, 835.1**

**SUBORDINATED****INDEBTEDNESS**

- See also Capital-tier 2
- Consideration for, **80, 723**
- Defined, **2, 663**
- Director's liability for issuance of, **207, 211, 794, 798**
- Priority on insolvency, **369**
- Trust indenture, **294 to 306, 838**

**SUBSIDIARY**

- See also Minority interest investments and Substantial investments
- Auditor, **329, 860**
- Defined, **2, 5**
- Foreign bank, **24**
- Holding bank holding company shares, **SOR/2001-433, 714, 716.1**
- Holding bank shares, **SOR/92-313, 70, 74**
- Interpretation, **5**
- Related party, **486, 487(4)**

**SUBSTANTIAL INVESTMENT**

- See also Minority interest investments
- Approvals, **468(5) to 468(6), 469, 930(5) to 930(7), 931**

**SUBSTANTIAL INVESTMENT****—Cont'd**

- Auditor's right to information on, **324(1)(a), 856(1)(a)**
- Deemed by
  - entity associated with foreign bank, **507(5)**
  - foreign bank, **507(4)**
- Defined, **2, 10**
- Divestiture of, **480, 942**
- Exception, **468(7)**
  - no exception, **468(7.1)**
- Interpretation, **10**
- Loan workout/realizations, **472, 473, 522.15, 934, 935**
- Networking with, **411, 543**
- Permitted, **468(1), 468(2), 930(1), 930(2)**
- Related party, **486, 495(1)(c)**
- Restrictions on, **466, 468(3), 468(4), 928, 930(3), 930(4)**
- Temporary, **471, 481, 933, 943**
- Undertakings, **470, 932**

**SUNSET CLAUSE**

- Generally, **21, 670**

**SUPERINTENDENT**

- Access to records, **470(4), 613(2), 643(2), 932(4), 957(2)**
- Acting in concert, designated by, **9(4)**
- Advisory committee, **623, 653**
- Affiliated director designation, **162.1**
- Agreements with, **614.1, 644.1**
- Agreements with other jurisdiction, **470(3), 932(3)**
- Annual returns to, **522.27, 601, 632, 951**
- Annual statements filed with, **312(1), 844(1)**
  - application for certain approvals, **976.1**
- Applications to, **25, 525, 674, 976**

**SUPERINTENDENT—Cont'd**

Application to court, notice to, **144(4), 156, 214(2), 334(3), 338(2), 347(3), 733(4), 745, 801(2), 865, 870**

Approval, see also Deemed approvals

classes of shares, **62(5), 706(5)**

conditions, **973**

investments, **468(6), 468(7), 930(6), 930(7)**

reductions in capital, **75(4), 718(4)**

series of transactions, **482(1.1)**

termination of business in Canada, **599**

terms, **973**

undertakings, **973**

Assessments by, **696 to 698**

Asset maintenance, **617**

Assets, taking control of, **619 to 626, 648 to 656**

Auditor, appointment of, **585**

Auditor, filling vacancy of, **319, 589, 851**

Authority, **49**

By-laws, copy of, **633, 971**

Capital adequacy, **485, 949**

Certificate, **634.1**

Commencement of business, **48 to 54, 534**

Conditions on margin loans, **498**

Conduct review committee, report of, **195**

Control of authorized foreign bank, **619 to 624**

Control of bank, **649 to 652**

Defined, **2**

Direction of compliance, **615 to 616, 645 to 646, 960 to 961, 989.2, 989.3**

Directors, report of, **195(6)**

Director's meeting, **187, 777**

Divestment order, **480, 942**

**SUPERINTENDENT—Cont'd**

Dividend declaration, notification of, **79(2), 722(2)**

Documents, **605, 635, 954**

Encumbered property, **419(2)**

Examination of authorized foreign banks, **613**

Examination of banks, **613, 643, 957, 982**

Examination of representative offices, **522.01**

Financial statement, copy to, **312, 844**

Foreign bank, examination of offices, **522.01**

Information

confidential, **606, 636, 955**

direction to produce, **635, 954**

disclosure by, **609, 612, 636, 642, 955**

disclosure to, **607, 637, 956**

evidentiary privilege, **608, 638, 956.1**

required to be filed, **600, 628, 950**

Inquiry by, **614, 644, 958**

Insider reporting, **266 to 269, 834**

Intervention by, **619, 626, 648 to 656**

Loan workouts/realization, **472, 473, 934, 935**

Maintenance of bank register, **634, 953**

Margin loan conditions, **498**

Meetings, attendance, **320, 852**

Nominal or immaterial transactions, **490**

Notice of

change in head office, **237(3), 814(3)**

change in principal office, **535(3)**

commencement of business, **56**

contesting of rejected proposals, **144(4), 733(4)**

establishing a foreign bank branch, **527(4)**

**SUPERINTENDENT—Cont'd**

- Notice of—Cont'd
  - issue of letters patent, **30, 37(2), 229(3), 679, 686(2), 809(3)**
  - prohibited related party transaction, **505**
- Order to change name, **44(1)**
- Permission to open representative offices, **522**
- Powers of, **522.01, 614, 619, 644, 648, 958**
- Principal officer, **536(2), 536(3)**
- Production of, **605, 635, 954**
- Proxy, **156.05, 156.08, 746**
- Records, **239, 245, 597(3), 614, 643(2), 816, 822, 958**
- Reduction of capital, **75(4), 718(4)**
- Register, **634, 953, 978(k)**
- Related parties, designation of, **486(3)**
- Remedial action, **334 to 338, 865**
- Remedial powers, **614.1 to 627, 644.1 to 656, 959 to 964**
- Report
  - auditor's, **592(3), 595(2)**
  - disclosure, **612, 642**
- Security interest, **72(2), 419(1), 716(2)**
- Statement of director, **174(2), 175, 762(2), 763**
- Supervisory intervention, **600, 619 to 626, 628, 648 to 656**
- Temporary investments, **471, 481, 933, 943**
- Undertakings, **470, 932**
- Verification of documents or facts, **971**
- Winding-up, report of liquidator, **341, 868**
- Winding-up, request, **621 to 622, 624, 651, 652, 654**

**SUPERINTENDENT  
ATTENDANCE**

- Generally, **320, 852**
- Voting, **148 to 151, 737 to 740**

**SUPERINTENDENT****ATTENDANCE—Cont'd**

- Waiver of notice, **142, 731**

**SUPERINTENDENT'S  
DISCRETIONARY POWER  
TO DESIGNATE**

- Generally, **162.1**

**TAKEOVER BID**

- Application to court, **289 to 291, 836**
- Date of, **283(3), 836**
- Deemed election, **286.1**
- Defined, **283(1), 836**
- Dissenting offeree, **283(1), 285, 836**
- Fiduciary capacity of bank, **287.1**
- Obligation to acquire shares, **292.1**
- Right to acquire shares of, **284 to 292, 836**
- Use of bank name, **SOR/2001-408**

**TEMPORARY INVESTMENTS**

- Deemed temporary, **481, 943**
- Exemption for, **466(3), 928(3)**
- Permission to hold, **471, 933**

**TERMINATION OF BUSINESS IN  
CANADA**

- Of authorized foreign banks, **599**

**TICKETS**

- Power to sell, **410(1)(e), 539(1)(d)**

**TIPPING**

- Compensation, **271.1**

**TRADE**

- Defined, **2**
- Sales or trades, **SOR/200-52**

**TRANSACTION**

- Defined, **488**

**TRANSFER**

- Generally, **81 to 135, 724**
- Defect in, **100, 724**
- Defined, **2**
- Duty to register, **126 to 127, 724**

**TRANSFER—Cont'd**

- Fee for security certificate, **85(2), 724**
- In case of death, **460, 577**
- Liabilities, **537**
- Restrictions on, **88, 724**
- Right to compel endorsement, **109, 724**
- Transmission of securities, **93(2), 96, 724**
- Warranties, **108, 724**

**TRANSMISSION OF SECURITIES**

See Transfer

**TRANSMISSION ON DEATH**

Generally, **460, 577**

**TRUST AND LOAN COMPANY**

See Financial institution

**TRUSTEE**

- Compliance with trust indenture, **302, 838**
- Conflict of interest of, **297 to 299, 838**
- Defined, **294, 838**
- Duty of care, **305, 838**
- Evidence of compliance, **302 to 303, 838**
- Exculpation, **306, 838**
- List of security holders, **301, 838**
- Notice of default, **304, 838**
- Prohibition on acting as, **412(b)**
- Qualifications of, **300, 838**
- Registered holder, treatment of, **93, 724**
- Removal of, **299, 838**
- Share certificate, signature on, **86(1)(c), 724**
- Trust indenture, compliance with, **302 to 303, 838**

**TRUST INDENTURE**

- Application of, **295, 838**
- Compliance with, **302, 838**
- Defined, **81, 294, 724, 838**

**TRUST INDENTURE—Cont'd**

- Exemption for, **296, 838**
- Notice of default, **304, 838**
- Validity despite conflict, **298, 838**

**ULTRA VIRES**

Capacity, **15, 664**

**UNAUTHORIZED**

- Defined, **81, 724**
- Endorsement, **117, 724**
- Name, **983(2) to (2.04)**
- Signature, **101, 724**
- Use of “bank,” “banker” or “banking,” **983(2.1) to 983(2.11)**

**UNCERTIFICATED SECURITY**

Defined, **81, 724**

**UNCLAIMED BALANCE**

- Authorized foreign bank, **557**
- Exchange rate, **438(1), 557(1.1)**
- Notice of, **558**
- Payment of, **438**

**UNCLAIMED MONEY**

Generally, **366, 367**

**UNDERTAKINGS**

Generally, **470, 932**

**UNPERFECTED**

Defined, **425**

**VALID**

Defined, **81, 724**

**VOTING**

- Cumulative, **167, 168, 755, 756**
- Restriction on, **156.09, 746**

**VOTING SHARE**

Defined, **2**

**WAGES**

Director’s liability for, **210, 211, 797, 798**

**WAREHOUSE RECEIPT**

- Defined, **425**
- False statement in, **984**

**WARRANTIES**

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

**WHISTLEBLOWING**

- Generally, **979.1 to 979.4**

**WIDELY DISTRIBUTED**

- Defined, **SOR/2001-382, 482(2)(d)**

**WIDELY HELD**

- Defined, **2.3**
- Obligations, **376 to 376.01, 879, 879.1**

**WINDING-UP**

- Ceasing business and powers, **350, 870**
- Costs, **356, 870**
  - final order, **358, 870**
- Custody of records, **368, 871**
- Final accounts, **357, 870**

**WINDING-UP—Cont'd**

- Letters patent, **342, 360, 869**
  - Liquidator
    - appointment, **351, 870**
    - delegation of powers, **350(2), 870**
    - duties, **353(1), 870**
    - examination, **355, 870**
    - loans, **430**
    - powers of, **353(2), 870**
    - reliance on statements, **354, 870**
    - report to superintendent, **341, 868**
    - vacancy, **352, 870**
  - No liabilities, **342, 869**
  - No property, **342, 869**
  - Priorities, **369, 625, 627, 655**
  - Process, **345, 869**
  - Proposing, **343, 869**
  - Resolution of shareholders, **344, 869**
  - Superintendent, application to court, **651**
  - Unclaimed money, **366, 367**
- WTO MEMBER RESIDENT**
- Defined, **2, 11.1**