

Summary of Contents

Volume 1

PART I. NON-CORPORATE ORGANIZATIONS

Chapter 1. Start-Ups

Appendix 1A. Retainer Letter

Appendix 1B. Unanimous Shareholder Agreement

Appendix 1C. Prospecting Syndicate Agreement

Chapter 2. Registration of Business Names

Chapter 3. General Partnerships

Appendix 3A. Precedents

Appendix 3B. Table Comparing Corporations, General Partnerships and Limited Partnerships in Ontario

Appendix 3C. General Partnership or LLP Checklist

Appendix 3D. Registration of a General Partnership in Ontario

Chapter 4. Limited Liability Partnerships

Appendix 4A. Precedents

Appendix 4B. Registration of Limited Liability Partnerships and Extra-Provincial Limited Liability Partnerships

Chapter 5. Limited Partnerships

Appendix 5A. Precedents

Appendix 5B. Registration of Limited Partnerships and Extra-Provincial Limited Partnerships

Chapter 6. Partnership Taxation

Appendix 6A. Precedents

Chapter 6A. Constitutional Division of Corporate Legislative Power and Corporations Carrying on Business in a Host Jurisdiction

Chapter 6B. Obligations and Rights of Corporations under the Canadian Charter

PART II. CORPORATIONS

- Chapter 7. Corporate Personality and Liability
- Chapter 8. Jurisdiction Shopping for Business Corporations
- Chapter 9. Unlimited Liability Companies
- Chapter 10. Professional Corporations
- Chapter 10A. Cooperatives, Credit Unions, Condominiums,
Certain Other Corporations
- Chapter 11. Corporate and Shareholder Taxation
- Chapter 12. Canada Not-For-Profit Corporations
- Chapter 13. Incorporation and Import Continuance Under the
Canada Not-for-profit Corporations Act
 - Appendix 13A. Precedents
 - Appendix 13B. Incorporation Pursuant to the Canada Not-
for-Profit Corporations Act—Summary of
Procedure
- Chapter 13A. Ontario Not-for-Profit Corporations
- Chapter 13B. Incorporation and Import Continuance under the
ONCA
 - Appendix 13B-A. Precedents
- Chapter 14. Governance Framework of Not-for-profit
Corporations
- Chapter 15. ***[Reserved]***
- Chapter 16. Social Companies, Unincorporated Non-Profit
Organizations, Taxation and Regulation of
Charities

PART III. FORMATION

- Chapter 17. Incorporation
 - Appendix 17A. Precedents
 - Appendix 17B. Summary of Major Corporate Events—
Incorporation Under the Ontario *Business
Corporations Act*
- Chapter 18. Organization and By-Laws
 - Appendix 18A. Precedents
- Chapter 19. Corporate Names
- Chapter 20. Corporate Name Disputes

Volume 2

PART IV. SHAREHOLDER RIGHTS AND REMEDIES

- Chapter 21. Shareholders and Their Rights
 - Appendix 21A. Precedents
- Chapter 22. Shareholder Agreements—Governance Matters
- Chapter 23. Shareholder Agreements — Financial Matters
 - Appendix 23A. Precedents
- Chapter 24. Dissent and Appraisal Rights
 - Appendix 24A. Precedents
 - Appendix 24B. Summary of Major Corporate Events Part XIV of the *OBCA*—Appraisal Rights of Dissenting Shareholders
- Chapter 25. Oppression Proceedings — Standing and Legal Representation
 - Appendix 25A. Checklist for Oppression Claim Proceedings Brought Under the Ontario *Business Corporations Act*
- Chapter 25A. Oppression Proceedings — Grounds
- Chapter 26. Oppression Proceedings — Corporate Divorce Remedies
- Chapter 26A. Oppression Proceedings — Interim Orders and Other Final Remedies
- Chapter 27. Derivative Actions
- Chapter 27A. Investigations, Compliance and Restraining Orders and Other Shareholder Remedies

PART V. CORPORATE GOVERNANCE

- Chapter 28. Board Functions, Composition and Process
 - Appendix 28A. Precedents
- Chapter 29. Duties of Directors and Officers
- Chapter 30. Insider Liability
- Chapter 31. Liabilities of Directors to Employees
- Chapter 32. Liability of Directors for Statutory Remittances
- Chapter 33. Criminal Liabilities of Directors and Officers
- Chapter 34. Other Liabilities and Protections of Directors & Officers

PART VI. EQUITY FINANCING

- Chapter 35. Common and Preferred Share Capital

Appendix 35A.	Precedents
Chapter 36.	Warrants, Rights and Convertible Securities
Chapter 36A.	Private Equity and Venture Capital Fund Investments
Chapter 37.	Stated Capital, Dividends, Redemptions, Repurchases and Returns of Capital
Appendix 37A.	Precedents
Chapter 38.	Issuance and Ownership of Shares
Appendix 38A.	Precedents
Chapter 39.	Securities Transfers and Transmissions
Appendix 39A.	Precedents
Chapter 40.	Regulation of Securities Offerings
Appendix 40A.	Precedents

Volume 3

PART VII. DEBT FINANCING

Chapter 41.	Corporate Borrowing and Debt Obligations
Appendix 41A.	Precedents
Chapter 42.	Secured Transactions
Appendix 42A.	Precedents
Chapter 43.	Security in Investment Property
Chapter 44.	Financing Opinions
Chapter 45.	Trust Indentures
Chapter 46.	Receiverships

PART VIII. FUNDAMENTAL CHANGES

Chapter 47.	Amendments and Restatements of Articles
Appendix 47A.	Precedents
Appendix 47B.	Summary of Major Corporate Events Part XIV of the <i>OBCA</i> —Amending Articles and Restating Articles
Chapter 48.	Import and Export Continuances
Appendix 48A.	Precedents
Appendix 48B.	Summary of Major Corporate Events Part XIV of the <i>OBCA</i> —Import Continuance
Appendix 48C.	Summary of Major Corporate Events Part XIV of the <i>OBCA</i> —Export Continuance
Chapter 49.	Amalgamations

SUMMARY OF CONTENTS

- Appendix 49A. Precedents
- Appendix 49B. Summary of Major Corporate Events Part XIV
of the *OBCA*—Amalgamation
- Chapter 50. Arrangement of Solvent Companies
 - Appendix 50A. Precedents
- Chapter 51. Going-Private Transactions
- Chapter 52. Liquidation, Dissolution and Revival
 - Appendix 52A. Precedents
- Chapter 53. Reorganizations and Arrangements of Insolvent
Companies under Corporate Law
 - Appendix 53A. Articles of Arrangement, Form 8
- Chapter 54. Restructuring Companies under Insolvency Law
- Chapter 55. Tax-Deferred Corporate Transactions

PART IX. AUDITS AND MEETINGS OF SHAREHOLDERS

- Chapter 56. Auditors
 - Appendix 56A. Precedents
- Chapter 57. Audit Committees
- Chapter 58. Financial Statements
- Chapter 59. Notice of Shareholder Meetings
 - Appendix 59A. Precedents
- Chapter 60. Proxy Solicitations
 - Appendix 60A. Precedents
- Chapter 61. Shareholder Meetings

PART X. CORPORATE RECORDS AND FILINGS

- Chapter 62. Continuous Disclosure Obligations of Reporting
Issuers
- Chapter 63. Registered Office and Corporate Records
 - Appendix 63A. Precedents
- Chapter 64. Corporate Filings
 - Appendix 64A. Precedents
- Chapter 65. Corporations Returns Act

Volume 4

PART XI. EXTRA-PROVINCIAL REGISTRATIONS

- Chapter 66. Overview of the Regulation of Extra-Provincial
Entities

Chapter 67.	Alberta Extra-Provincial Registrations
Appendix 67A.	Alberta Extra-Provincial Registrations Applicable Legislation and Forms
Chapter 68.	British Columbia Extra-Provincial Registrations
Appendix 68A.	British Columbia Extra-Provincial Registrations Applicable Legislation and Forms
Chapter 69.	Manitoba Extra-Provincial Registrations
Appendix 69A.	Manitoba Extra-Provincial Registrations Applicable Legislation and Forms
Chapter 70.	New Brunswick Extra-Provincial Registrations
Appendix 70A.	New Brunswick Extra-Provincial Registrations Applicable Legislation and Forms
Chapter 71.	Newfoundland and Labrador Extra-Provincial Registrations
Appendix 71A.	Newfoundland and Labrador Extra-Provincial Registrations Applicable Legislation and Forms
Chapter 72.	Northwest Territories and Nunavut Extra-Territorial Registrations
Appendix 72A.	Northwest Territories and Nunavut Extra- Territorial Registrations Applicable Legislation and Forms
Chapter 73.	Nova Scotia Extra-Provincial Registrations
Appendix 73A.	Nova Scotia Extra-Provincial Registrations Applicable Legislation and Forms
Chapter 74.	Ontario Extra-Provincial Registrations
Appendix 74A.	Ontario Extra-Provincial Registrations Applicable Legislation and Forms
Chapter 75.	Prince Edward Island Extra-Provincial Registrations
Appendix 75A.	Prince Edward Island Extra-Provincial Registrations Applicable Legislation
Chapter 76.	Québec Extra-Provincial Registrations
Appendix 76A.	Quebec Extra-Provincial Registrations Applicable Legislation and Online Services
Chapter 77.	Saskatchewan Extraprovincial Registrations
Appendix 77A.	Saskatchewan Extra-Provincial Registrations Applicable Legislation and Forms
Chapter 78.	Yukon Extra-Territorial Registrations
Appendix 78A.	Yukon Extra-Territorial Registrations Applicable Legislation and Forms

PART XII. MERGERS AND ACQUISITIONS

Chapter 79.	Confidentiality and Standstill Agreements
Appendix 79A.	Non-Disclosure Agreement
Appendix 79B.	Standstill Provisions for NDA
Appendix 79C.	Short Form Unilateral NDA
Appendix 79D.	Due Diligence Request List—Purchase of Private Corporation Assets or Shares
Chapter 80.	Letters of Intent and Exclusivity Agreements
Appendix 80A.	Precedents
Chapter 81.	Tax Aspects of M&A Transactions
Appendix 81A.	Precedents
Chapter 82.	Negotiation of Asset or Share Purchase Agreements
Chapter 82A.	Indemnities, Representations, Warranties and Disclosure Schedules in Purchase Agreements
Appendix 82A-A.	Share Purchase Agreement
Appendix 82A-B.	Asset Purchase Agreement
Appendix 82A-C.	Additional Clauses for SPA
Chapter 83.	Price Adjustments, Escrows and Earn-Outs
Appendix 83A.	Purchase Agreement—Working Capital Price Adjustment Provisions
Appendix 83B.	Purchase Agreement—Inventory Price Adjustment Provisions
Appendix 83C.	Purchase Agreement—Debt Purchase Price Adjustment
Appendix 83D.	Locked Box Provisions
Appendix 83E.	Escrow Agreement (Working Capital Adjustments and R&W Indemnification)
Appendix 83F.	Purchase Agreement—Section 116 Certificate Under Income Tax Act
Appendix 83G.	Section 116 Certificate Escrow Agreement
Appendix 83H.	Purchase Agreement—Earn-Out (EBITDA Targets)
Appendix 83I.	Purchase Agreement—Earn-Out (Non-Financial Milestones)
Chapter 84.	Vendor Take-Back Financing
Appendix 84A.	Precedents
Chapter 85.	Non-Competition and Non-Solicitation Covenants
Appendix 85A.	Purchase Agreement – Non-Competition and Non-Solicitation Covenants

Appendix 85B.	Confidentiality, Non-Competition and Non-Solicitation Agreement
Chapter 86.	Transitional Services Agreements
Appendix 86A.	Transitional Services Agreement
Chapter 87.	Legal Opinions in M&A Transactions
Appendix 87A.	Legal Opinion for Share Purchase Transaction
Appendix 87B.	Legal Opinion for Asset Purchase Transaction
Appendix 87C.	Officer's Certificate of Vendor
Chapter 87A.	Due Diligence and Closings
Appendix 87A-A.	Precedents
Chapter 88.	Take-Over Bids, Defences to Hostile Bids and Dissenting Shareholders
Chapter 89.	Issuer Bids
Chapter 90.	Merger Control— <i>Competition Act</i> Considerations
Appendix 90A.	Notifiable Transactions—Form and Certificate
Appendix 90B.	Merger Enforcement Guidelines
Appendix 90C.	Competition Bureau Consent Agreement Template
Chapter 91.	<i>Investment Canada Act</i>
Appendix 91A.	Notification to Acquire Control of an Existing Canadian Business
Appendix 91B.	Notification to Establish a New Canadian Business
Appendix 91C.	Application for Review
Appendix 91D.	Voluntary Notification regarding the National Security Review Provisions

Volume 5

PART XIII. RECENT AND PROSPECTIVE LAW REFORM

Chapter 92. Recent and Prospective CBCA Amendments

Chapter 93. Recent and Prospective OBCA Amendments

Appendices

Appendix A. Relevant Legislation, Forms & Notices of Filing Requirements

Appendix A1. Relevant Statutes and Regulations

SUMMARY OF CONTENTS

Appendix A2. Relevant Forms

Appendix A3. Relevant Notices of Filing Requirements

Appendix TC. Tables of Concordance

Appendix WP. Words & Phrases

Table of Cases

Index