

## Index

### ACCOUNTS RECEIVABLE

General assignment of, **8:3**

### ADVERTISED PRICE, SALE ABOVE

Generally, **10:24 et seq.**

### ADVERTISING

Deceptive, **10:9 et seq.**

Internet, **11:5**

Misleading, **10:11 et seq.**

### AGREEMENT, CONFIDENTIALITY

Generally, **11:9**

### ANTI-SPAM LEGISLATION

Generally, **11:10**

### ASSETS

Purchase and sale of, **2:27 et seq.**

general anti-avoidance rule, **2:51**

information circular re, **2:52**

interpretation bulletin re, **2:54**

supplement 1, **2:53**

accounts receivable, **2:29**

sale of, interpretation bulletin re, **2:30**

assumption of liabilities, **2:38**

bulk asset purchase, allocations on, **2:46**

Canada Pension Plan, **2:45**

capital assets

depreciable property, **2:35**

land and other non-depreciable property, **2:36**

cash, **2:28**

deducibility of interest, **2:40**

eligible capital property, **2:37**

existing surplus, **2:44**

### ASSETS—Cont'd

Purchase and sale of, **2:27 et seq.**

—Cont'd

GST/HST, **2:43**

info sheet, **2:50**

inventory, **2:31**

sale of, interpretation bulletin re, **2:32**

land transfer tax, **2:42**

non-tax factors, **2:55**

general perspective, **2:57**

purchaser's perspective, **2:56**

vendor's perspective, **2:58**

non-transferable assets, **2:39**

PIPEDA amendments, **2:47**

prepaid expenses, **2:33**

interpretation bulletin re, **2:34**

retail sales tax, **2:41**

### BAIT AND SWITCH

Generally, **10:18 et seq.**

### BID RIGGING

Generally, **10:4**

### BORROWING

Generally, **8:1**

### BUSINESS

Assets, purchase and sale of, **2:27 et seq.**

general anti-avoidance rule, **2:51**

information circular re, **2:52**

interpretation bulletin re, **2:54**

supplement 1, **2:53**

accounts receivable, **2:29**

sale of, interpretation bulletin re, **2:30**

assumption of liabilities, **2:38**

**BUSINESS—Cont'd**

- Assets, purchase and sale of, **2:27 et seq.**—Cont'd
  - bulk asset purchase, allocations on, **2:46**
  - Canada Pension Plan, **2:45**
  - capital assets
    - depreciable property, **2:35**
    - land and other non-depreciable property, **2:36**
  - cash, **2:28**
  - deductibility of interest, **2:40**
  - eligible capital property, **2:37**
  - existing surplus, **2:44**
  - GST/HST, **2:43**
    - info sheet, **2:50**
  - inventory, **2:31**
    - sale of, interpretation bulletin re, **2:32**
  - land transfer tax, **2:42**
  - non-tax factors, **2:55**
    - general perspective, **2:57**
    - purchaser's perspective, **2:56**
    - vendor's perspective, **2:58**
  - non-transferable assets, **2:39**
  - PIPEDA amendments, **2:47**
  - prepaid expenses, **2:33**
    - interpretation bulletin re, **2:34**
  - retail sales tax, **2:41**
- Criminal liability of, **1:40 et seq.**
  - bankruptcy and insolvency, **1:48**
  - commercial related amendments, **1:51**
  - consumer related amendments, **1:50**
  - transfers at undervalue and preferences, **1:49**
- contingency fees, **1:42**
- director's liability, **1:43**
- occupational health and safety duty, **1:40**
- Ontario business registration application, **1:47**
- organizational, **1:41**
- tax collection policies, **1:46**

**BUSINESS—Cont'd**

- Criminal liability of, **1:40 et seq.**
  - Cont'd
    - taxpayer relief, **1:44**
    - voluntary disclosures program, **1:45**
- Name of, **1:4**
- Trust, **1:38**

**BUSINESS NAMES ACT**

- Forms
  - Form 2 — Registration — Corporations, **1:93**
  - Form 1 — Registration — Sole Proprietorship/Partnership, **1:92**

**BUSINESS TRUST**

- Generally, **1:38**

**CANADIAN BUSINESS CORPORATIONS ACT**

- Forms
  - Form 22 — Annual Return, **1:112**
  - Form 9 — Articles of Amalgamation, **1:104**
  - Form 4 — Articles of Amendment, **1:101**
  - Form 14.1 — Articles of Arrangement, **1:107**
  - Form 11 — Articles of Continuance, **1:105**
  - Form 17 — Articles of Dissolution, **1:109**
  - Form 1 — Articles of Incorporation, **1:98**
  - Form 14 — Articles of Reorganization, **1:106**
  - Form 15 — Articles of Revival, **1:108**
  - Form 3 — Change of Registered Office Address, **1:100**
  - Form 6 — Changes Regarding Directors, **1:102**
  - Form 2 — Initial Registered Office Address and First Board of Directors, **1:99**

**CANADIAN BUSINESS  
CORPORATIONS ACT****—Cont'd**

## Forms—Cont'd

Form 7 — Restated Articles of  
Incorporation, **1:103**Form 19 — Statement of Intent  
to Disclose, **1:110**Form 20 — Statement of Revoca-  
tion of Intent to Dissolve,  
**1:111****CANADIAN MADE, CLAIMS OF**Generally, **10:5 et seq.****CAPITAL GAINS**Conversion into inter-corporate tax-  
free dividends, **2:14**Exemptions, **2:7**Losses, and, **2:5**Reserves, **2:8**Rollover for small business inves-  
tors, **2:6****CLOSING AGENDA**Sample, **8:18****CLOUD COMPUTING**Generally, **11C****COMPETITION ACT**Generally, **10:1**Application of to representations on  
the internet, **11F**Communication of confidential  
information under, **10:67**Consumer claims under, **10:71**Immunity program under, **10:68****COMPETITION TRIBUNAL,  
PRIVATE ACCESS TO**Generally, **10:60****COMPETITOR****COLLABORATION  
GUIDELINES**Generally, **10:69 et seq.****COMPLIANCE AND  
ENFORCEMENT,  
INFORMATION BULLETIN  
RE**Generally, **11A****CONFIDENTIALITY  
AGREEMENT**Generally, **10:11 et seq.****CONFORMITY CONTINUUM**Generally, **10:56 et seq.****CONSUMER PROTECTION**Generally, **11:4**Electronic commerce, Canadian  
Code of Practice for protection  
in, **11E**Legislation, **10:72 et seq.****CONTESTS, PROMOTIONAL**Generally, **10:47 et seq.****CONTRACTS, ELECTRONIC**Generally, **11:2****COPYRIGHT INFRINGEMENT**Generally, **10:88 et seq.****CORPORATE BORROWING**Generally, **8:1****CORPORATE COMPLIANCE  
PROGRAMS**Generally, **10:51 et seq.****CORPORATION**Generally, **1:17 et seq.**Bankruptcy and insolvency, **1:22**Borrowing, **8:1**Capital gains and losses, **2:5**Capital gains converted into inter-  
corporate tax-free dividends,  
**2:14**Capital gains exemptions, **2:7**Capital gains rollover for small  
business investors, **2:6**

**CORPORATION—Cont'd**

- Change in status, **2:20**
  - Canadian-controlled private corporation, **2:22**
  - private corporation, **2:21**
- Compliance programs, **10:51 et seq.**
- Deemed year end, **2:3**
- Depreciables and inventory, **2:26**
- Directors, liability of, **1:21**
- Earnout clause, **2:10**
  - share sale pursuant to, interpretation bulletin re, **2:11**
- Economic tort liability, **1:18**
- Excise Tax Act
  - relief under, **1:27**
- Federal corporations, changes to, **1:31**
  - corporate records, **1:36**
  - director's liability, **1:33**
  - director's residency, **1:32**
  - financial assistance, **1:35**
  - proportionate liability, **1:34**
- GST remittances, **1:26**
- HST remittances, **1:26**
- Income Tax Act
  - quasi-criminal consequences under, **1:25**
  - relief under, **1:24**
- Liability, of directors and officers, **1:21**
- Officers, liability of, **1:21**
- Payment based on production or use, interpretation bulletin re, **2:12**
- Payroll source deductions, **1:23**
- Pensions, **2:25**
- Personal service business corporation, **1:30**
- Precedents, **8:2**
- Reserves, **2:8**
- Sale of
  - non-resident vendor, **2:24**
  - purchaser's perspective, **2:15 et seq.**

**CORPORATION—Cont'd**

- Sale of—Cont'd
  - vendor's perspective, **2:4 et seq.**
- Status of, interpretation bulletin re, **2:23**
- Tax
  - advantages of, **1:28**
  - disadvantages of, **1:29**

**DECEPTIVE**

- Advertising, **10:9 et seq.**
- Guidelines for protecting consumers from fraudulent and deceptive commercial practices across borders, **10:64**
- Prize promotions, **10:44 et seq.**
- Telemarketing, **10:8**

**DOMAIN NAME**

- Dispute resolution policy under CIRA, **11H**
  - forms, **11J**
  - summary of procedure, **11I**
- Disputes over, **11:6**

**DOMINANT POSITION, ABUSE OF**

- Generally, **10:2**

**DOUBLE TICKETING**

- Generally, **10:30 et seq.**

**EARNOUT CLAUSE**

- Generally, **2:10**
- Shares sold subject to, interpretation bulletin, **2:11**

**ELECTRONIC**

- Commerce, GST/HST and, **11:7**
  - legislation, **11T**
- Contracts, **11:2**

**ELEMENTARY BUSINESS REORGANIZATIONS**

- Forms and precedents, **7:2**

**EMPLOYMENT**

- Applications, **9:1 et seq.**

**EMPLOYMENT—Cont'd**

Employee benefit programs, **9:144 et seq.**

Human rights, **9:95 et seq.**

Labour relations, **9:75 et seq.**

Occupational health and safety, **9:129 et seq.**

Standards, **9:45 et seq.**

Tort claims by employees, **9:7**

Tort liability of employees, **9:7.50**

Wrongful dismissal, **9:16 et seq.**  
reasonable notice and, **APX s PS:1 et seq.**

**ENFORCEMENT GUIDELINES, PREDATORY PRICING**

Generally, **10:49**

**EXCLUSION OF LIABILITY CLAUSES**

Generally, **10:82**

**EXTRA-PROVINCIAL CORPORATIONS ACT**

Forms

Form 3 — Application for Amendment to Extra-Provincial Licence, **1:96**

Form 1 — Application for Extra-Provincial Licence, **1:94**

Form 4 — Application for Termination of Extra-Provincial Licence, **1:97**

Form 2 — Appointment of Agent for Service/Revised Appointment of Agent for Service, **1:95**

**FAMILY TRUST**

Estate freeze considerations, **3:1 et seq.**

business issues, **3:3**

family issues, **3:2**

owner's objectives, **3:4**

Forms and precedents, **3:9 et seq.**

Income tax folio, **3:13**

Residence of, **3:8**

**FAMILY TRUST—Cont'd**

Taxation of, **3:7**

Use of in family owned business, **3:6 et seq.**

**FEDERAL CORPORATIONS, CHANGES TO**

Generally, **1:31**

Corporate records, **1:36**

Director's liability, **1:33**

Director's residency, **1:32**

Financial assistance, **1:35**

Proportionate liability, **1:34**

**FINANCIAL ASSISTANCE**

Availability of, to small and medium sized businesses

Alberta, **5:67 et seq.**

Atlantic Canada opportunities agency, **5:19 et seq.**

British Columbia, **5:69 et seq.**  
business development bank of Canada, **5:8 et seq.**

financial services, **5:9**

management services, **5:11**

other notes, **5:12**

venture capital division, **5:10**

Canada business services centre, **5:14**

Canada small business financing program, **5:15**

employment equity, **5:14 et seq.**

Federal Lobbying Act, **5:76 et seq.**

Manitoba, **5:59 et seq.**

New Brunswick, **5:38 et seq.**

Newfoundland and Labrador, **5:32 et seq.**

Northwest Territories, **5:73 et seq.**

Nova Scotia, **5:36 et seq.**

Prince Edward Island, **5:44 et seq.**

program for export development, **5:3 et seq.**

capital projects bidding, **5:6**

**FINANCIAL ASSISTANCE**

—Cont'd

Availability of, to small and medium sized businesses

—Cont'd

program for export development, **5:3 et seq.**—Cont'd  
market development strategies, **5:4**

small or new to expanding companies, **5:5**

special activities, **5:7**

Qu836483648364bec, **5:48 et seq.**

Saskatchewan, **5:63 et seq.**

targeted wage subsidy program, **5:16**

Western economic diversification program, **5:25 et seq.**

young entrepreneurship financing program, **5:13**

youth internship Canada, **5:17**

**FRANCHISE**

Generally, **1:39**

**GENERAL REGISTRATION RULES**

Generally, **11G**

**GOVERNMENT INFORMATION OFFICES, LIST OF**

Generally, **1:80**

**GUARANTEE**

Samples, **8:4-8:8**

**GUIDELINES**

Intellectual property, **10:61 et seq.**

Protecting consumers from fraudulent and deceptive commercial practices across borders, **10:64**

**HUMAN RIGHTS LAW, ONTARIO**

Generally, **9:95 et seq.**

**IMMUNITY, INFORMATION BULLETIN**

Generally, **10:54 et seq.**

**INCOME TAX FOLIO**

Generally, **3:13**

**INFORMATION BULLETIN, IMMUNITY**

Generally, **10:54 et seq.**

**INTELLECTUAL PROPERTY GUIDELINES**

Generally, **10:61 et seq.**

**INTERNAL TRADE, AGREEMENT ON**

Generally, **10:83 et seq.**

**INTERNET ADVERTISING**

Generally, **11:5**

**INVESTMENT CANADA**

Annual report, **6:26**

Foreign investment review process in Canada, **6:27**

Frequently asked questions, **6:6**

Immigrant investor program, **6:24**

Investment Canada Act

application for review under, **6:8**

background information, **6:9**

copy of the Act, **6:10**

guidelines under, **6:25**

key features of, **6:7**

Investor status, under NAFTA and CCFTA, **6:23**

Mediation guideline, **6:5**

Notification, **6:3**

Policies, **6:13 et seq.**

Regulations respecting, **6:12**

Review, **6:4**

Revised merger review process, **6:11**

Threshold for ICA review, proposed increase in, **6:2**

**INVESTMENT CANADA ACT**

Application for review under, **6:8**

**INVESTMENT CANADA ACT****—Cont'd**

- Background information, **6:9**
- Copy of the Act, **6:10**
- Guidelines under, **6:25**
- Key features of, **6:7**
- Regulations respecting, **6:12**

**JOINT VENTURE**

- Generally, **1:16**

**LABOUR RELATIONS**

- Generally, **9:75 et seq.**

**LOAN AGREEMENT**

- Sample, **8:9**

**LOBBYING ACTIVITY,  
PROHIBITED**

- Generally, **10:92 et seq.**

**MALWARE**

- Generally, **11:8**

**MARKETING PRACTICES,  
MANDATORY  
REQUIREMENTS**

- Generally, **10:33 et seq.**

**NAME OF BUSINESS**

- Generally, **1:4**

**NON-COMPETITION  
AGREEMENT**

- Generally, **2:9**
- Sample, **8:10**

**NOTIFIABLE TRANSACTIONS**

- Generally, **10:3**

**OCCUPATIONAL HEALTH AND  
SAFETY**

- Generally, **9:129 et seq.**

**ONTARIO BUSINESS  
CORPORATIONS ACT****Forms**

- Form 7 — Application for Authorization to Continue in Another Jurisdiction, **1:85**

**ONTARIO BUSINESS  
CORPORATIONS ACT****—Cont'd****Forms—Cont'd**

- Form 7.1 — Application for Authorization to Continue Under Cooperative Corporations Act, **1:86**
- Form 8 — Articles of Arrangement, **1:87**
- Form 6 — Articles of Continuation, **1:84**
- Form 10 — Articles of Dissolution, **1:89**
- Form 11 — Articles of Dissolution, **1:90**
- Form 1 — Articles of Incorporation, **1:81**
- Form 9 — Articles of Reorganization, **1:88**
- Form 15 — Articles of Revival, **1:91**
- Form 2 — Consent to Act as a First Director, **1:82**
- Form 5 — Restated Articles of Incorporation, **1:83**

**PARTNERSHIP**

- Generally, **1:6 et seq.**
- Binding of partners, **1:9**
- Dissolution, **1:10**
- Limited, **1:12 et seq.**
  - name of, **1:15**
  - participation in management, **1:13**
  - structure of, **1:14**
- Non-competition clause, **1:11**
- Tax considerations, **1:7**
  - income tax folio S4-F16-C1, **1:8**

**PENSIONS**

- Generally, **2:25**

**PERSONAL INFORMATION,  
PRIVACY OF**

- Generally, **11:3**

**PERSONAL SERVICE BUSINESS CORPORATION**

Generally, **1:30**

**PREDATORY PRICING, ENFORCEMENT GUIDELINES**

Generally, **10:49**

**PRICE CLAIMS, ORDINARY**

Generally, **10:14 et seq.**

**PRICE MAINTENANCE**

Generally, **10:7, 10:42, 10:50**

**PRIZE PROMOTIONS, DECEPTIVE**

Generally, **10:44 et seq.**

**PROMISSORY NOTE**

Sample of, **8:5, 8:11-8:12**

**PROMOTIONAL CONTESTS**

Generally, **10:47 et seq.**

**PROTECTION, CONSUMER**

Generally, **11:4**

**REGULATED CONDUCT**

Bulletin, **10:66**

Defence, **10:58 et seq.**

**REGULATORY IMPACT ANALYSIS STATEMENT**

Generally, **11B**

**REPRESENTATIONS, PRICE-RELATED**

Generally, **10:16 et seq.**

**RESTRICTIVE PRACTICES**

Generally, **10:43**

**SCANNER, PRICE ACCURACY VOLUNTARY CODE**

Generally, **10:65**

**SECURITY AGREEMENT**

Sample, **8:13-8:16**

**SERVICE ONTARIO CENTRES, LIST OF**

Generally, **1:80**

**SHAREHOLDERS**

Corporation, share capital structure of, **4:6**

Forms and precedents, **4:9**

Management, **4:7**

Spousal rights, **4:8**

Taxation of, **4:2**

use of life insurance and, **4:3**

premiums on, **4:4**

Valuation questions, **4:5**

**SHARE PLEDGE AGREEMENT**

Sample, **8:17**

**SHARE PURCHASE**

Closing documents receipt, sample, **8:19**

**SHARES**

Carry forward of losses, **2:18**

net capital losses, **2:18**

non-capital losses, **2:19**

Cost of acquired shares, **2:16**

Deductibility of interest, **2:17**

Depreciables and inventory, **2:26**

Losses, carry forward of, **2:18**

net capital losses, **2:18**

non-capital losses, **2:19**

Non-resident vendor, **2:24**

Purchase and sale of, **2:2**

non-competition agreement, **2:9**

pursuant to earnout clause, interpretation bulletin re, **2:11**

**SOLE PROPRIETORSHIP**

Generally, **1:5**

**SPYWARE**

Generally, **11:8**

**TELEMARKETING, DECEPTIVE**

Generally, **10:8**

**UNIFORM ELECTRONIC  
COMMERCE ACT**

Generally, **11D**

**WRONGFUL DISMISSAL**

Generally, **9:16 et seq.**

**WRONGFUL DISMISSAL**

—Cont'd

Reasonable notice, **APX s PS:1 et  
seq.**

