

LEGISLATIVE INDEX

*All references are to section numbers of Acts and Regulations, and not to page numbers.
The following abbreviations are used in this Index:*

BCA — *Business Corporations Act*, R.S.O. 1990, c. B.16.
 BNA — *Business Names Act*, R.S.O. 1990, c. B.17.
 BRPA — *Business Records Protection Act*, R.S.O. 1990, c. B.19.
 BRR — *Business Regulation Reform Act, 1994*, S.O. 1994, c. 32.
 CA — *Corporations Act*, R.S.O. 1990, c. C.38.
 CIA — *Corporations Information Act*, R.S.O. 1990, c. C.39.
 EPCA — *Extra-Provincial Corporations Act*, R.S.O. 1990, c. E.27.
 LPA — *Limited Partnerships Act*, R.S.O. 1990, c. L.16.
 NFPCA — *Not-for-Profit Corporations Act, 2010*, 2010 S.O. 2010, c. 15
 PA — *Partnerships Act*, R.S.O. 1990, c. P.5.
 Reg. 62 — *Business Corporations Act Regulation — General*, R.R.O. 1990, Reg. 62.
 O. Reg. 665/05 — *Business Corporations Act Regulation — Health Profession Corporations*.
 O. Reg. 398/21 — *Business Corporations Act Regulation — Names and Filings*
 O. Reg. 399/21 — *Business Names Act Regulation — General*
 O. Reg. 442/95 — *Business Regulation Reform Act, 1994 Regulation — General*.
 O. Reg. 393/21 — *Corporations Act Regulation — Filings*
 Reg. 181 — *Corporations Act Regulation — General*, R.R.O. 1990, Reg. 181.
 O. Reg. 400/21 — *Corporations Information Act Regulation — General*
 O. Reg. 401/21 — *Extra-Provincial Corporations Act Regulation — General*
 O. Reg. 402/21 — *Limited Partnerships Act Regulation — General*
 O. Reg. 406/21 — *Limited Partnerships Act Regulations — Form for Power of Attorney*
 O. Reg. 394/21 — *Not-for-Profit Corporations Act Regulation — Names and Filings*
 O. Reg. 395/21 — *Not-for-Profit Corporations Act Regulation — General*
 O. Reg. 396/21 — *Not-for-Profit Corporations Act Regulation — Corporations Sole — Application of Act to Regulations*

Index

A

Amalgamations

- agreements re
 - • termination by directors, BCA, 176(5)
 - • terms, BCA, 175
- articles re
 - • exceptions, O. Reg. 398/21, 31
 - • filing with Director, BCA, 178(1)
- • supporting documents, O. Reg. 398/21, 19
- certificate re
 - • effect of, BCA, 179
 - • endorsement on articles, BCA, 178(4)
- filing requirements
 - • articles, BCA, 178(1)
 - • director's statement, BCA, 178(2)–(3)
 - generally, BCA, 174

Legislative Index

Amalgamations (*cont'd*)

- holding corporation and subsidiary, BCA, 177(1)
- shareholders and
 - approval, BCA, 176
 - dissenters' right to be bought out, BCA, 185
- subsidiaries of same holding corporation
 - procedure, BCA, 177(2)

Articles of Incorporation

- amendments to, *see also Corporate Arrangements*, amendments to articles
 - articles re, BCA, 171(1)
 - BCA, to conform with, BCA, 277
 - certificate re, BCA, 172
 - dissenting shareholders' right to be bought out, BCA, 185
 - oppression remedy, pursuant to, BCA, 248(4)
 - proposals re, BCA, 169
 - reduction of stated capital and, BCA, 171(2)
 - shareholder approval, BCA, 168(5)
 - share class rights and, BCA, 170
 - special Act incorporations and, BCA, 168(6)
 - types of, BCA, 168(1)–(4)
- contents, BCA, 5(1), (3); NFPCA, 8
- directors' deemed borrowing powers in, BCA, 184(1)
- filings with Director
 - effective date, BCA, 273(4)
 - electronic, BCA, 273.4
 - procedure, BCA, 273
- prevailing over BCA, BCA, 5(4)
- restatement
 - certificate re, BCA, 173(3)
 - generally, BCA, 173(1)–(2)
 - original articles, BCA, 173(4)

Auditors (Ontario Business Corporations Act), *see also Corporations*, audit committees, *and* financial statements

- appointment of
 - court, by, BCA, 149(8)
 - directors, by, BCA, 149(3)
 - notice, BCA, 149(9)
 - review of by court, BCA, 107
 - shareholders, by, BCA, 149(1)–(2)
- disqualification, BCA, 152
- duties
 - examination of corporate financial statements, BCA, 153
 - report, preparation of, BCA, 153
 - shareholders' meetings, attendance at, BCA, 151(1)–(3)
- exemption from requirements, BCA, 148
- powers
 - access to records, BCA, 153(5)–(7)
- removal
 - procedure, BCA, 149(4)–(6)
 - replacement to request reasons for, BCA, 151(4)–(7)
- remuneration, BCA, 149(7)
- report
 - format, Reg. 62, 41
 - preparation of, BCA, 153
 - presentation at annual shareholders' meeting, BCA, 154(1)(c), 154(2)
- resignation, BCA, 150

Auditors (Not-for-Profit Corporations Act)

- annual financial review, NFPCA, 77
- appointment of, NFPCA, 68; O. Reg 395/21, 9
- appointment, court review of, NFPCA, 74
- audit committee, NFPCA, 80
- ceasing to hold position, NFPCA, 70; O. Reg 395/21, 7(1)

Legislative Index

Auditors (Not-for-Profit Corporations Act) (*cont'd*)

- court-appointed, NFPCA, 73; O. Reg. 395/21, 9
- dispensing with audits, NFPCA, 76
- filling vacancy, NFPCA, 72; O. Reg. 395/21, 9
- information from directors, NFPCA, 79
- notice of errors in financial statements, NFPCA, 81
- qualifications, NFPCA, 69
- qualified privilege, defamation, NFPCA, 82
- removal of, NFPCA, 71
- report on financial statements, NFPCA, 78; O. Reg. 395/21, 4
- right to attend meetings, NFPCA, 75; O. Reg. 395/21, 7(1)

B

Body corporate

- affiliated
- defined, BCA, 1(4)
- controlled
- defined, BCA, 1(5)
- holding
- defined, BCA, 1(3)
- subsidiary not permitted to hold shares in, BCA, 28
- subsidiary of
- defined, BCA, 1(2)
- not permitted to hold shares in, BCA, 28

Business Corporations Act, *see also* Director (*Business Corporations Act*)

- application of, BCA, 2
- articles of incorporation and
- to conform with, BCA, 277
- compliance with
- inquiries into, BCA, 167
- orders to, BCA, 253–254

- court order made under
- appeals re, BCA, 255
- fees under, BCA, 271.1(3)
- Minister, powers of, BCA, 271.1(1)
- offences under
- civil remedies and, BCA, 261
- informations re, BCA, 260
- generally, BCA, 258
- limitation periods, BCA, 259
- misrepresentations, BCA, 256–257
- regulations under, BCA, 271.1, 272

Business Filing Services

- delegation to, BCA, 265.1; BNA 1.2(1); CA, 2.3; CIA, 1.2–1.3; EPCA, 3.3; LPA, 35.0.1

Business Names, *see also* Business Names Registration; Corporate Names; Extra-Provincial Corporations, business names; and Registrar (*Business Names Act*)

- deceptively similar
- liabilities re, BNA, 6(1)–(2)
- original name
- required on all documents, BNA, 2(6); O. Reg. 399/21, 12
- prohibitions
- “college”, O. Reg. 399/21, 11
- corporate number names, O. Reg. 399/21, 6
- exceptions to, O. Reg. 399/21, 12
- family names, O. Reg. 399/21, 8
- federal Acts, by, O. Reg. 399/21, 5, 9
- form of organization, misrepresentation re, O. Reg. 399/21, 7
- government affiliations, suggesting, O. Reg. 399/21, 10
- illegal activities, suggesting, O. Reg. 399/21, 4(2)
- “institute”, O. Reg. 399/21, 11
- Ontario Acts, by, O. Reg. 399/21, 5, 9

Legislative Index

Business Names (*cont'd*)

- • obscene or scandalous words, O. Reg. 399/21, 4(1)
- • “university”, O. Reg. 399/21, 11
- requirements
- • punctuation marks, O. Reg. 399/21, 2
- • Roman alphabet and Arabic numbers only, BNA, 4(3)
- rules, not-for-profit corporations, NFPCA, 11
- • objectionable name, change if, NFPCA, 12
- similar names
- • liability re, BNA, 6(1)–(2)

Business Names Act, *see also Business Names; Corporate Names; and Registrar (Business Names Act)*

- exemption, O. Reg. 399/21, 25
- fees under, BNA, 10.1(3)
- Minister, powers of, BNA, 10.1
- paramountcy over *Partnership Act*, PA, 46
- regulations under, BNA, 10.1

Business Names Registration, *see also Business Names; Business Names Act; Corporate Names; Extra-Provincial Corporations, business names; Partnerships Act and Registrar (Business Names Act)*

- acceptance, date of, O. Reg. 399/21, 24
- cancellation
- • appeals re, BNA, 4(12)
- • grounds, BNA, 4(7)–(8)
- • notice of, BNA, 4(10)
- • similar names, BNA, 6(3)
- • stay pending appeal, BNA, 4(13)
- certification of
- • certificate being proof of facts therein, BNA, 8(3)
- • issuance on request, BNA, 8(1)
- changes to, BNA, 4(4); BNA, 4.1

- *Corporations Information Act*, still valid under, BNA, 12(2)
- corrections to, BNA, 4(5)–(6)
- denial of
- • non-compliance with regulations, BNA, 4(2)
- designated partner, O. Reg. 399/21, 16
- extra-provincial limited liability partnerships, PA, 44.4(1)–(3)
- failure to
- • contracts still valid, BNA, 7(3)
- • inability to sue, BNA, 7(1)–(2)
- forms
- • corporation, O. Reg. 399/21, 18
- • electronic format
- • extra-provincial limited liability company, O. Reg. 399/21, 19
- • individual, O. Reg. 399/21, 14
- • partnership, O. Reg. 399/21, 15
- • partnership, non-firm name, O. Reg. 399/21, 17
- *Partnerships Registration Act*, still valid under, BNA, 12(1)
- required if not own name, BNA, 2, 2.1

Business Records, *see also Corporate Records* must be kept in Ontario, BRPA, 1–2

Business Regulation Reform Act

- business identifier, BRR, 8; O. Reg. 442/95, 4
- business information, O. Reg. 442/95, 7
- compensation, BRR, 16(1); O. Reg. 442/95, 6
- designation of Acts, BRR, 3; O. Reg. 442/95, 1
- filing format, O. Reg. 442/95, 2.1, 3
- liability, BRR, 16
- Minister and
- • personal information, BRR, 15
- • powers, BRR, 12(2)

Legislative Index

Business Regulation Reform Act (*cont'd*)

- private career colleges, filing and,, O. Reg. 442/95, 2.1
- regulations, BRR, 18
- standards, BRR, 14
- tax information, disclosure of, O. Reg. 442/95, 5
- unified form, BRR, 6; O. Reg. 442/95, 2

By-laws, *see* Corporations, by-laws

C

Companies

- amalgamation, CA, 113
- application for incorporation, CA, 18
- arrangements, CA, 112
- audits, CA, 94–96.1
- authorized capital, CA, 25
- borrowing powers, CA, 59
- by-laws, CA, 68
- capital
 - authorized, CA, 25
 - decrease of issued, CA, 36–37
 - issued, CA, 31, 36–37
 - liability on decrease in issued, CA, 37
 - reduction of, CA, 35
- certificates
 - contents of, CA, 46
 - lost, CA, 45
 - share, CA, 44
 - signing of, CA, 47
- contraventions, CA, 115
- directors
 - cumulative voting, CA, 65
 - disclosure of interests, CA, 71
 - payment of, CA, 69
 - removal of, CA, 66–67
- dissenting shareholders, CA, 116
- dividends
 - declaring, CA, 62

- stock, CA, 63
- executive committee, CA, 70
- financial statements, CA, 97–111
- generally, CA, 17
- indemnity, CA, 80
- information circulars, CA, 86–87
- insiders
 - liability of, CA, 76
 - reports of, CA, 73–75
- letters patent, supplementary, CA, 34; O. Reg. 393/21, 1, 3–6
- liability
 - directors, of, CA, 80–81
 - insiders, of, CA, 76
 - mortgagee, CA, 58
 - shareholders, CA, 56
 - trustees, CA, 57
- “limited”, use of word, CA, 20
- loans, CA, 24
- meetings, CA, 82, 93
- financial information to be provided, CA, 97–105
- name, use of, CA, 21–22
- notice to owner, CA, 51
- orders, CA, 77, 79
- original shareholders, CA, 19
- powers of, CA, 23
- proxies, CA, 84–88
- regulations, CA, 78, 90
- reserves, CA, 107
- securities, irredeemable, CA, 60
- shares, CA, 54
 - calls on
 - certificates, CA, 44–47
 - classes of, CA, 27
 - commission on sale of, CA, 33
 - estate, deemed personal, CA, 39
 - fractional, CA, 38
 - issue of, CA, 32
 - nature of, CA, 26

Legislative Index

Companies (*cont'd*)

- • par value, CA, 31
- • preference, CA, 28–29
- • series, in, CA, 29
- • transfer of, CA, 40
- • transmission of deceased's, CA, 53
- • voting rights, CA, 29
- • warrants, CA, 49
- subsidiary, CA, 106, 111
- transfers
 - • agents, CA, 42
 - • closing registers, CA, 64
 - • directors' consent and, CA, 52
 - • register of, CA, 41
 - • shares, of, CA, 40
 - • valid only after registration, CA, 50
 - • where to be kept, CA, 43
- trusts, CA, 48
- voting, CA, 29–30, 65, 89, 91
- wages, liability for, CA, 81
- winding up, CA, 114

Continuance in Ontario

- articles re
 - • filing with Director, BCA, 180(2)
 - • supporting documents, O. Reg. 398/21, 20
- application for, BCA, 180(1)
- articles of incorporation and amendments, BCA, 180(3)
- certificate re
 - • copy to originating jurisdiction, BCA, 180(6)
 - • effect, BCA, 180(5)
 - • endorsement upon articles of continuance, BCA, 180(4)
- effect of
 - • pre-continuance rights and liabilities preserved, BCA, 180(7)
 - • shares issued prior to, BCA, 180(8)

Continuation, O. Reg. 393/21, 6, 7

Contracts

- pre-incorporation, BCA, 21

Corporate Arrangements

- amendments to articles of incorporation
 - • procedures re, BCA, 182(6)
- articles re
 - • certificate re, BCA, 183(2)
 - • effective date, BCA, 183(3)
 - • sent to Director, BCA, 183(1)
 - • supporting documents, O. Reg. 398/21, 22
- court approval required, BCA, 182(5)
- defined, BCA, 182(1)
- shareholders' approval, BCA, 182(2)–(4)

Corporate Names, *see also Business Names; Business Names Registration; and Extra-Provincial Corporations*, business names

- changes to
 - • decrease in capital requiring, BCA, 19
 - • Director requiring, BCA, 12
 - • written hearing, BCA, 12(1.1)
- Corporations Act, under, CA, 13–15; Reg. 181, 2–9
- English or French designation, BCA, 10(1), 10(2), 10(2.1)
- filing of
 - • documents required, O. Reg. 393/21, 3; 398/21, 18
- identical
 - • acquisition of
 - • amalgamating corporations, O. Reg. 398/21, 7
 - • letters patent, Reg. 181, 9.3
 - • on articles and certificate of incorporation, O. Reg. 398/21, 17
 - • when allowed, Reg. 181, 4(1), 4(2); O. Reg. 398/21, 5
- language of, BCA, 10(4)
- length, Reg. 181, 9; O. Reg. 398/21, 14

Legislative Index

- Corporate Names (*cont'd*)
 - “limited” or “corporation” designation, BCA, 10(1), 11
 - numbered, BCA, 8(2)
 - Changing, BCA, 8(3)–8(4.1)
 - objectionable
 - Director requiring change of, BCA, 12
 - prohibitions
 - already proposed, Reg. 181, 2; O. Reg. 398/21, 10
 - family names, O. Reg. 398/21, 2
 - generally, BCA, 9, 12; O. Reg. 398/21, 1
 - government affiliations, suggesting, O. Reg. 398/21, 1
 - “likely to deceive”, O. Reg. 398/21, 3
 - misdescriptive, O. Reg. 398/21, 1
 - obscene or scandalous words, O. Reg. 398/21, 1
 - Parliament, by, O. Reg. 398/21, 1
 - specific words, O. Reg. 398/21, 1
 - regulation, re, Reg. 181, 2–9
 - required on all documents, BCA, 10(5)
 - requirements
 - language, BCA, 10(2), 10(4)
 - punctuation, Reg. 181, 8(2)–(4), 8.1; O. Reg. 398/21, 13
 - Roman alphabet and Arabic numbers only, BCA, 10(3); Reg. 181, 8(1), 8.1
 - similar
 - when allowed, O. Reg. 398/21, 8
 - translations
 - permitted, BCA, 10(4)
- Corporate Records (Ontario Business Corporations Act)**, *see also Business Records*
 - continued corporation and, BCA, 140(3)
 - copies of
 - shareholders entitled to, BCA, 145(2)
 - Corporations Act, CA, 305–310
 - disposal
 - winding up of corporation, BCA, 236
 - errors in
 - rectification order, BCA, 250
 - evidence of facts stated therein, as, BCA, 139(3), 266(2)
 - examination of
 - creditors, by, BCA, 145(1)
 - directors, by, BCA, 144(1)
 - shareholders, by, BCA, 145(1)
 - court ordered upon winding up, BCA, 215(3)
 - falsification
 - duty to prevent, BCA, 139(2)
 - prohibition against, BCA, 139(4)
 - format, BCA, 139(1)
 - inspection of, *see* Corporate Records (Ontario Business Corporations Act), examination of
 - location
 - accounting records at branch office, BCA, 144(2)
 - must be kept in Ontario, BRPA, 1–2
 - registered office, at, *see* Corporate Records, removal from registered office *and* storage at registered office
 - offsite, BCA, 144(3)
 - register of individuals with significant control
 - disclosure of, BCA, 140.3
 - disposal of information, BCA, 140.2(6)
 - identification of, BCA, 140.2(7)
 - offences, re, BCA, 258.1
 - recording, BCA, 140.2(4), (5)
 - updating, BCA, 140.2(3)
 - when required, BCA, 140.2(8)
 - register of transfers, *see also Securities*, transfer of
 - documents not required for, BCA, 143(5)
 - entries into, BCA, 143(3)–(4)

Legislative Index

- Corporate Records (Ontario Business Corporations Act) (*cont'd*)
 - • location, BCA, 143(1)
 - • mandatory requirement, BCA, 141(2)
 - removal from registered office
 - • rescission of order allowing, BCA, 144(4)
 - requirements
 - • accounting records, BCA, 140(2)
 - • articles, BCA, 140(1)(a)
 - • by-laws, BCA, 140(1)(a)
 - • director's register, BCA, 140(1)(c)
 - • minutes of shareholders' meetings, BCA, 140(1)(b)
 - • register of transfers, *see Corporate Records*, register of transfers
 - • resolutions, BCA, 140(1)(b)
 - • securities register, *see Corporate Records*, securities register
 - • unanimous shareholders agreements, BCA, 140(1)(a)
 - securities register
 - • contents, BCA, 141
 - • location, BCA, 143(1)
 - • mandatory requirement, BCA, 140(1)(d)
 - shareholders' lists, *see Shareholders' Lists*
 - storage at registered office
 - • mandatory requirement, BCA, 143(1)
 - • removal, *see Corporate Records* (Ontario Business Corporations Act), removal from registered office
 - transfer agents and
 - • documents not required to produce, BCA, 143(5)
- Corporate Seal**
 - NFPCA, NFPCA, 13
 - not mandatory, BCA, 13
- Corporate Transfer to Outside Ontario**
 - application for
 - • generally, BCA, 181(1), CA 313
 - • supporting documents, O. Reg. 398/21, 21
 - Director's endorsement
 - • authorization pre-requisite, BCA, 181(3)(b), 181(4)
 - • time limits re, BCA, 181(6)
 - • effective date, BCA, 181(8)
 - • equivalent of filing, BCA, 181(7.1)
 - filing requirements
 - • approval from jurisdiction of continuance, BCA, 181(7)
 - pre-requisites to, BCA, 181(9)
 - shareholders and
 - • approval required, BCA, 181(3)(a)
 - • dissenters' right to be bought out, BCA, 185
 - • notice to, BCA, 181(2)
- Corporate Winding Up (Court Ordered),** *see also Dissolution of Corporation*
 - accounts for purposes of, BCA, 227
 - actions against corporation cease upon, BCA, 217
 - applicable provisions, BCA, 206–236
 - application for
 - • court powers upon, BCA, 207(2), 209, 229
 - • grounds, BCA, 207
 - • notice requirements, BCA, 208(2)
 - • who may apply, BCA, 208
 - commencement, BCA, 213
 - consequences of, BCA, 221
 - contributories liabilities upon
 - • estate responsible for upon death, BCA, 226
 - • nature of, BCA, 225
 - order for payment, BCA, 215(2)
 - proceedings against, BCA, 232
 - corporate records and
 - • disposal, BCA, 217(2), 236
 - • inspection of, BCA, 215(3)

Legislative Index

- Corporate Winding Up (Court Ordered) (*cont'd*)
 - costs and expenses re
 - assessment of, BCA, 212
 - payable from corporate property, BCA, 222
 - creditors and
 - payment out of corporate property, BCA, 221(1)(a)
 - priorities, BCA, 221(1)(b)
 - proof of claims, BCA, 228
 - unknown, BCA, 234
 - directors and
 - liabilities upon, BCA, 230(1)
 - loss of power upon, BCA, 221(1)(c)
 - examination of parties upon, BCA, 230(1)
 - grounds, BCA, 207
 - liquidator
 - appointment, BCA, 210(1)
 - appointment, notice of, BCA, 210(4)
 - discharge by court, BCA, 217
 - powers, BCA, 223
 - powers, exercise of where more than one, BCA, 224
 - reliance on professional reports, BCA, 223(4)
 - removal, BCA, 211
 - remuneration, BCA, 210(2)
 - vacancy, effect, BCA, 220(b)
 - vacancy, filling of, BCA, 210(3), 220(a)
 - property
 - distribution upon, BCA, 221
 - forfeiture after dissolution, BCA, 244
 - shareholders and
 - distribution of property to, BCA, 221(1)(a)
 - meetings, BCA, 215(1)
 - proceedings by, BCA, 231
 - unknown, BCA, 235
 - procedures re, BCA, 214
 - stay of, BCA, 233
 - *Trustee Act*
 - application to, BCA, 221(2)
- Corporate Winding Up (Voluntary),** *see also Dissolution of Corporation; Winding Up*
 - accounts for purposes of, BCA, 227
 - actions against corporation cease upon, BCA, 199
 - BCA applicable provisions, BCA, 192, 219
 - business ceases upon, BCA, 198
 - commencement, BCA, 197
 - completion
 - liquidator's report upon, BCA, 205
 - shareholders' meeting upon, BCA, 205
 - shareholders' meeting upon, notice, BCA, 205(2)
 - contributories' liabilities upon
 - call for payment of, BCA, 200
 - estate responsible for upon death, BCA, 226
 - nature of, BCA, 225
 - proceedings against, BCA, 232
 - settlement of, BCA, 203
 - corporate records and
 - disposal of, BCA, 236
 - courts and
 - application for directions, BCA, 229
 - creditors
 - payment out of corporate property, BCA, 221(1)(a)
 - priorities, BCA, 221(1)(b)
 - proof of claims, BCA, 228
 - settlement of claims by, BCA, 202
 - unknown, BCA, 234
 - debtors
 - proceedings against, BCA, 232

Legislative Index

- Corporate Winding Up (Voluntary) (*cont'd*)
 - • settlement of claims against, BCA, 203
 - directors and
 - • liabilities upon, BCA, 230(1)
 - • loss of power upon, BCA, 221(1)(c)
 - examination of parties, BCA, 230
 - liquidator
 - • appointment, BCA, 193(2)
 - • powers, BCA, 223
 - • powers, exercise where more than one, BCA, 224
 - • reliance on professional reports, BCA, 223(4)
 - • removal, BCA, 196
 - • remuneration, BCA, 193(3)
 - • report upon completion, BCA, 205
 - • vacancy, effect of, BCA, 220
 - • vacancy, filling of, BCA, 195, 220(a)
 - inspectors
 - • appointment, BCA, 194
 - • powers, BCA, 194
 - notice
 - • publication, BCA, 193(4)
 - property
 - • distribution upon, BCA, 221
 - • forfeiture after dissolution, BCA, 244
 - sale of assets to another body corporate
 - • approval procedure, BCA, 204(2)–(3)
 - • shares accepted as consideration, BCA, 204(1)
 - shareholders and
 - • distribution of property to, BCA, 221(1)(a)
 - • meetings during course of, BCA, 201
 - • proceedings by, BCA, 231
 - • special resolution required, BCA, 193(1)
 - • unknown, BCA, 235
 - • stay of, BCA, 233
 - *Trustee Act* and
 - • application to, BCA, 221(2)
- Corporations**, *see also Debt Obligations; Going Private Transactions; Incorporation; Indoor management rule; Professions; and Trust Indentures*
 - actions against
 - • after dissolution, BCA, 242
 - • ceasing upon winding up, BCA, 199, 214
 - • derivative action, BCA, 246–247
 - amalgamations, *see Amalgamations*
 - application of Corporations Act, CA, 2
 - arrangements re, *see Corporate Arrangements*
 - articles, *see Articles of Incorporation*
 - audit committee, *see also Auditors (Ontario Business Corporations Act)*
 - • auditors and, BCA, 158(3)–(5)
 - duties, BCA, 158(2)
 - meetings, calling of, BCA, 158(4)
 - offering company required to have, BCA, 158(1)
 - auditor, *see Auditors*
 - by-laws
 - • changes to, BCA, 116
 - capitalization, *see also Securities and Shares*
 - • regulation re, Reg. 181, 10
 - certificates issued by
 - • generally, BCA, 266(1)
 - • proof of facts therein, as, BCA, 266(2)
 - chair of the board, CA, 290
 - continuance in Ontario, *see Continuance in Ontario*
 - continuation as co-operative
 - • application, BCA, 181.1(1)
 - • authorization, BCA, 181.1(3)
 - • notice to shareholders, BCA, 181.1(2)
 - Continuation as corporation without share capital, BCA, 181.2

Legislative Index

- Corporations (*cont'd*)
 - contributories
 - • liability on winding up, BCA, 200
 - directors, *see* *Directors (Corporate)*
 - dissolution, *see* *Dissolution of Corporation*
 - documents
 - • authentication of, CA, 282
 - • corporate name to be on, BCA, 10(5)
 - • execution of, BCA, 1(7); CA, 1.1; NFPCA, 4.1
 - • format, CA, 298.1, O. Reg. 393/21, 13; O. Reg. 398/21, 29; O. Reg. 399/21, 22; O. Reg. 400/21, 8
 - extra-provincial, *see* *Extra-Provincial Corporations*
 - financial statements, *see also* *Auditors and Shareholders' Meetings*, annual
 - • approval by directors, BCA, 159
 - • filing (offering company), BCA, 156
 - • format, BCA, 155; Reg. 62, 40, 42
 - • interim (offering company), BCA, 160
 - • presentation at shareholders' meeting, BCA, 154
 - • subsidiaries and, BCA, 157
 - forms, CA, 17–25
 - head office, CA, 277
 - information circular, Reg. 181, 30–31
 - insiders
 - • defined, BCA, 138(1)–(4)
 - • liabilities, BCA, 138(5)
 - • reporting, Reg. 181, 28–29
 - investigations into
 - • application for, BCA, 161
 - • closed hearings re, BCA, 164(1)
 - • court orders re, BCA, 162(1), 163(3)
 - • privilege and, BCA, 165–166
 - • report re, BCA, 162(2)
 - • right to counsel and, BCA, 164(2)
 - meetings
 - • annual, CA, 293
 - • court ordered, CA, 297
 - • general, CA, 294
 - • generally, CA, 293
 - • member, shareholder, or proxyholder, vote at, CA, 294.2
 - • requisition for, CA, 295–305
 - • telephonic or electronic, CA, 294.1
 - names, *see* *Business Names; Business Names Registration; and Corporate Names*
 - notice to
 - • corporation, CA, 324.1
 - • procedure, BCA, 263
 - • service, CA, 324
 - • waiver, CA, 324.2
 - numbering of, BCA, 8, *see also* *Corporate Names*
 - objects, Reg. 181, 12
 - office
 - • change of address, BCA, 14(3)–(4)
 - • Ontario location required, BCA, 14(1)–(2)
 - officers
 - • appointment of, BCA, 133(a)
 - • conflict of interest and, BCA, 132
 - • directors may serve as, BCA, 133(b)
 - • duties, specification of, BCA, 133(a)
 - • duty of care, BCA, 134
 - • liability indemnification, BCA, 136
 - • qualifications, CA, 291
 - • remuneration, BCA, 137
 - • same person serving as more than one, BCA, 133(c)
 - • validity of actions of, BCA, 128
 - oppression remedy against
 - • amendment of articles of incorporation and, BCA, 248(4)
 - • court orders re, BCA, 248(3), 248(6)
 - • Director, application by, BCA, 248(1)
 - • grounds for, BCA, 248(2)

Legislative Index

- Corporations (*cont'd*)
- • shareholders not permitted to dissent, BCA, 248(5)
 - • who may apply for, BCA, 248(1)
 - power of attorney by, CA, 281
 - powers
 - • acting outside of, effect, BCA, 17(3), *see also Indoor management rule*
 - • articles limiting, BCA, 17(2)
 - • by-laws not necessary to confer, BCA, 17(1)
 - • generally, BCA, 15; CA, 274–275
 - • outside Ontario, BCA, 16
 - • restricting to bankruptcy, receivership and winding-up activities, BCA, 3(2)
 - • restricting to lending and investing mortgage money, BCA, 3(2)
 - president, CA, 289
 - records, *see* Corporate Records (Ontario Business Corporations Act)
 - registration requirements, *see Corporations Information Act; Registrations Under*
 - remedies against
 - • derivative action, BCA, 246–247
 - • oppression remedy against, *see Corporations*, oppression remedy against
 - re-organization
 - • amendment of articles of incorporation upon, BCA, 186(2), *see also Articles of Incorporation*, amendments to
 - • articles re, BCA, 186(4); O. Reg. 398/21, 23
 - • certificate re, BCA, 186(5)
 - • defined, BCA, 186(1)
 - • no dissenting shareholders' rights to be bought out, BCA, 186(6)
 - sale of assets
 - • directors' right to abandon, BCA, 184(8)
 - • dissenting shareholders' right to be bought out, BCA, 185
 - • shareholder approval required, BCA, 184(3)–(7)
 - share capital, without
 - • application for incorporation, CA, 119
 - • by-laws, CA, 129–130
 - • directors, CA, 127
 - • dissolution, CA, 132
 - • generally, CA, 118–133
 - • incorporation, CA, 118–119
 - • membership, CA, 120–125, 128
 - • members' meetings, CA, 125.1
 - • property disposition, CA, 132
 - • supplementary letters patent, CA, 131; O. Reg. 393/21, 1
 - • voting, CA, 125
 - seal
 - • contracts, written, CA, 280
 - • not mandatory, BCA, 13; CA, 279
 - social clubs cause for cancellation, CA, 316
 - surrender of charter, CA, 319; O. Reg. 393/21, 2, 9
 - termination of existence for cause, CA, 317
 - termination of existence of corporation not incorporated by letters patent, CA, 320; O. Reg. 393/21, 2, 9
 - transfers to outside Ontario, *see Corporate Transfer to Outside Ontario*
 - winding up, *see Corporate Winding Up (Court Ordered)* and *Corporate Winding Up (Voluntary)*
- Corporations Information Act**, *see also Corporations Information Act; Registrations Under*
- business names and
 - • validity of registration, BNA, 12(2)
 - documents, execution of, CIA 1.1
 - certificates re

Legislative Index

- Corporations Information Act (*cont'd*)
 - • execution of, CIA, 20
 - • proof of facts therein, CIA, 20(2)
 - • purposes for, CIA, 19
 - • corporate numbers, assignment of, CA, 326.5; CIA, 21.5
 - fees under, CIA, 21.1
 - forms, CIA, 21.3–21.4
 - information sharing, CIA 8.1
 - Minister and
 - • consent to prosecute, CIA, 15
 - • delegation of powers by, CIA, 1.2
 - • delegation to business filing service, CIA, 1.3
 - • duties, CIA, 21
 - • powers, CIA, 21.1
 - offences under
 - • contravention of Act, CIA, 14
 - • false statements, CIA, 13
 - • prosecution requiring Minister's consent, CIA, 15
 - records under
 - • electronic record database, CIA, 6
 - • examination by public, CIA, 10, 10.1
 - • form of, CIA, 9
 - regulations under, CIA, 21.1
- Corporations Information Act, Registrations Under**, *see also Corporations Information Act*
 - annual return, CIA, 3.1; O. Reg. 400/21, 3, 4
 - examination by remote means, CIA, 5(4)
 - • examination of, CIA, 5(2)
 - • verification, CIA, 5(1)
 - compliance orders, CIA, 16
 - date of receipt, CIA, 1.3(7), 8
 - failure, effect of
 - • contracts still valid, CIA, 18(3)
 - • inability to sue, CIA, 18(1)–(2)
 - filings
 - • electronic, CIA 7.2, 7.3
 - • exemptions from, O. Reg. 400/21, 11
 - initial notice
 - • changes to, notice of, CIA, 4
 - • contents, O. Reg. 400/21, 1
 - • contents, extra-provincial corporation, O. Reg. 400/21, 2
 - • examination by remote means, CIA, 5(4)
 - • examination of, CIA, 5(2)
 - • extra-provincial corporation, CIA, 3
 - • filing, timing of, CIA, 2, 3
 - • generally, CIA, 2
 - • verification by officer or director, CIA, 5(1)
 - late
 - • fees re, CIA, 17
 - Minister and
 - • requests for information, CIA, 7
 - notice of change, CIA, 4
 - • examination by remote means, CIA, 5(4)
 - • examination of, CIA, 5(2)
 - • requirements, O. Reg. 400/21, 5
 - • verification, CIA, 5(1)
 - special filings under
 - • electronic record database re, CIA, 6(1)
 - • notice of, CIA, 6(2); O. Reg. 400/21, 6

D

Debt Obligations

- cancellation and re-issuance, BCA, 44(3)
- defined, BCA, 1(1)
- redemption
 - • contingency requirement not invalid, BCA, 44(1)
 - • repayment of debt not effecting by itself, BCA, 44(2)

Legislative Index

Definitions

- “action”, BCA, 245; NFPCA, 181
- “affairs”, BCA, 1(1); NFPCA, 1(1)
- “affected security”, BCA, 190(1)
- “affiliate”, BCA, 1(1); NFPCA, 1(1)
- “affiliated” (for purposes of), CA, 140(3)
- “affiliated body corporate”, BCA, 1(4)
- “arrangement”, BCA, 182(1); NFPCA, 120(1)
- “articles”, BCA, 1(1); NFPCA, 1(1)
- “associate”, BCA, 1(1)
- “auditor”, BCA, 1(1); NFPCA, 1(1)
- “beneficial interest”, BCA, 1(1)
- “body corporate”, BCA, 1(1); NFPCA, 1(1)
- “books”, CA, 1
- “business”, (BNA, for purposes of) BNA, 1
- “business”, BRR, 2
- “business”, (EPCA, for purposes of), EPCA, 1(1)
- “business”, (LPA, for purposes of), LPA, 1
- “business”, (PA, for purposes of), PA, 1(1)
- “business filing services”, (BNA, 1.2, for purposes of), BNA 1.2(1)
- “business filing services”, (NFPCA, for purposes of), NFPCA, 206.2(1)
- “business information”, BRR, 2
- “capital security”, CA, 72(1)
- “certified copy”, BCA, 1(1); NFPCA, 1(1)
- “charitable corporation”, NFPCA, 1(1)
- “charter”, NFPCA, 115(1)
- “Chief Executive Officer”, CA, 1
- “Commission”, BCA, 1(1)
- “company”, CA, 1
- “complainant”, BCA, 245
- “contract”, NFPCA, 20(6)
- “contributory”, BCA, 191; NFPCA, 121
- “corporation”, BCA, 1(1); BNA, 1(1); NFPCA, 1(1)
- “corporation” (BCA, for purposes of), BCA, 1(1)
- “corporation” (CA, for purposes of), CA, 1
- “corporation” (BCA Insider Liability provisions), BCA, 138
- “corporation” (CIA, for purposes of), CIA, 1
- “corporation number”, BCA, 1(1)
- “court”, (BCA, for purposes of), BCA, 1(1)
- “court” (CA, for purposes of), CA, 1
- “court” (CIA, for purposes of), CIA, 1
- “court” (EPCA, for purposes of), EPCA, 1
- “court”, (NFPCA, for purposes of), NFPCA, 1(1)
- “court” (PA, for purposes of), PA, 1(1)
- “day”, BCA, 1(1); BCA, 1(8); BNA, 1; CA, 1; CA, 1(2); CIA, 1; CIA, 1(2); EPCA, 1; EPCA, 1(4); LPA, 1; LPA, 1(2); NFPCA, 1(1)
- “debt obligation”, BCA, 1(1); NFPCA, 1(1)
- “delivery shares”, Reg. 62, 23
- “Director” (BCA, for purposes of), BCA, 1(1)
- “Director” (CA, for purposes of), CA 1
- “Director” (CIA, for purposes of), CIA 1
- “Director” (EPCA, for purposes of), EPCA, 1
- “Director”, (NFPCA, for purposes of), NFPCA, 1(1)
- “director”, BCA, 1(1); NFPCA, 1(1)
- “dissident”, Reg. 62, 32
- “dissident’s information circular”, BCA, 109
- “dissenting offeree”, BCA, 187(2)
- “document”, NFPCA, 195

Legislative Index

Definitions (*cont'd*)

- “electronic”, NFPCA, 195
- “electronic signature”, BCA, 1(1); BNA, 1; BNA 1(2); CA 1; CIA 1; EPCA, 1; LPA, 1; NFPCA, 1(1)
- “endorse”, (BCA, for purposes of), BCA, 1(1)
- “endorse”, (EPCA, for purposes of), EPCA, 1(1)
- “endorse”, (NFPCA, for purposes of), NFPCA, 1(1)
- “equity security”, BCA, 187(2)
- “equity share”, CA, 72(1)
- “event of default”, BCA, 46(1)
- “extra-provincial corporation”, (CIA, for purposes of), CIA, 1
- “extra-provincial corporation”, (EPCA, for purposes of), EPCA, 1(1)
- “extra-provincial limited liability company”, BNA, 2.1
- “extra-provincial limited liability partnership”, PA, 1(1)
- “extra-provincial limited partnership”, LPA, 1
- “extraordinary resolution”, NFPCA, 76(4)
- “file”, BRR, 2
- “financial statement”, BCA, 1(1)
- “financial year”, (NFPCA for purposes of), NFPCA, 1(1)
- “form of proxy”, BCA, 109; CA, 83
- “going private transaction”, BCA, 190(1)
- “holding body corporate”, BCA, 1(3)
- “incorporator”, BCA, 1(1); NFPCA, 1(1)
- “individual”, BCA, 1(1); NFPCA, 1(1)
- “individual with significant control”, BCA, 1.1
- “information circular”, CA, 83
- “insider”, BCA, 138(1)
- “insolvency”, PA, 1(2)
- “insolvent”, PA, 1(2)
- “interested person”, BCA, 241(9.1); NFPCA, 170(6)
- “interim financial statement”, BCA, 1(1)
- “issuer bid”, BCA, 187(2)
- “liability”, BCA, 1(1); NFPCA, 1(1)
- “limited liability partnership”, PA, 1(1)
- “management information circular”, BCA, 109
- “member”, NFPCA, 172(3)
- “Minister” (BCA, for purposes of), BCA, 1(1)
- “Minister” (BNA, for purposes of), BNA, 1
- “Minister” (CA, for purposes of), CA, 1
- “Minister” (CIA, for purposes of), CIA, 1
- “Minister” (EPCA, for purposes of), EPCA, 1(1)
- “Minister” (LPA, for purposes of), LPA, 1
- “Minister” (NFPCA, for purposes of), NFPCA, 1(1)
- “Ministry” (BCA, for purposes of), BCA, 1(1)
- “Ministry” (BNA, for purposes of), BNA, 1
- “Ministry” (CIA, for purposes of), CIA, 1
- “Ministry” (EPCA, for purposes of), EPCA, 1(1)
- “name”, O. Reg. 393/21, 3(1)
- “non-resident corporation”, BCA, 1(1)
- “number name”, BCA, 1(1); O. Reg. 394/21, 1
- “offeree corporation”, BCA, 187(2)
- “offering corporation”, BCA, 1(1)
- “offeror”, BCA, 187(2)
- “officer”, BCA, 1(1); NFPCA, 1(1)
- “open-end mutual fund”, BCA, 24(11)
- “ordinary resolution”, BCA, 1(1); NFPCA, 1(1)
- “participating security”, BCA, 190(1)

Legislative Index

Definitions (*cont'd*)

- “period of days”, BCA, 1(8); BNA, 1(2); CA, 1(2); CIA, 1(2); EPCA, 1(4); LPA, 1
- “person”, (BCA, for purposes of), BCA, 1(1)
- “person”, (LPA, for purposes of), LPA, 1
- “person”, (NFPCA, for purposes of), NFPCA, 1(1)
- “person”, (O. Reg. 398/21, 3(1), for purposes of), O. Reg. 398/21, 3(2)
- “person”, (O. Reg. 401/21, 2(1), for purposes of), O. Reg. 401/21, 2(2)
- “personal representative”, BCA, 1(1)
- “prescribed”, (BCA, for purposes of), BCA, 1(1)
- “prescribed”, (BNA, for purposes of), BNA, 1
- “prescribed”, (CIA, for purposes of), CIA, 1
- “prescribed”, (EPCA, for purposes of), EPCA, 1(1)
- “prescribed”, (LPA, for purposes of), LPA, 1
- “prescribed”, (NFPCA, for purposes of), NFPCA, 1(1)
- “private company”, CA, 1
- “proceeding”, BCA, 242(1.1); NFPCA, 171(7)
- “proposal”, BCA, 99(11)
- “proxy”, BCA, 109; CA, 83; NFPCA, 63
- “public benefit corporation”, NFPCA, 1(1)
- “public company”, CA, 1
- “redeemable share”, BCA, 1(1)
- “registered”, BNA, 1
- “registered office”, BCA, 1(1); NFPCA, 1(1)
- “registers”, CA, 1
- “Registrar”, (BNA, for purposes of), BNA, 1
- “Registrar”, (LPA, for purposes of), LPA, 1
- “regulations”, (BCA, for purposes of), BCA, 1(1)
- “regulations”, (BNA, for purposes of), BNA, 1
- “regulations”, (CIA, for purposes of), CIA, 1
- “regulations”, (EPCA, for purposes of), EPCA, 1(1)
- “regulations”, (NFPCA, for purposes of), NFPCA, 1(1)
- “related person”, BCA, 1(1)
- “re-organization”, BCA, 186(1)
- “reorganization”, NFPCA, 119(1)
- “resident Canadian”, (BCA, for purposes of), BCA, 1(1)
- “resident Canadian”, (CIA, for purposes of), CIA, 1
- “resident Canadian”, (Reg. 62, for purposes of), Reg. 62, 26
- “same-sex partner”, BCA, 1(1)
- “securities”, CA, 1
- “security”, BCA, 1(1)
- “security”, (BCA Insider Liability provisions), BCA, 138(1)
- “security interest”, BCA, 1(1)
- “send”, (BCA, for purposes of), BCA, 1(1)
- “send”, (EPCA, for purposes of), EPCA, 1(1)
- “senior officer”, BCA, 1(1); CA, 72(1)
- “series”, BCA, 1(1)
- “shareholder”, BCA, 243
- “social company”, CA 1
- “solicit”, BCA, 109; CA, 83
- “solicitation”, BCA, 109
- “solicitation by or on behalf of the management of a corporation”, BCA, 109
- “special resolution”, BCA, 1(1); CA, 1(1); NFPCA, 1(1)

Legislative Index

Definitions (*cont'd*)

- “spouse”, BCA, 1(1); CA, 140; NFPCA, 1(1)
- “subsidiary body corporate”, BCA, 1(2)
- “sufficient cause”, EPCA, 7(3)
- “take-over bid”, BCA, 187(2)
- “telephonic or electronic means”, BCA, 1(1); BNA, 1; CA, 1; CIA, 1; EPCA, 1; LPA, 1; NFPCA 1(1)
- “trademark”, O. Reg. 398/21, 4(3)
- “trust indenture”, BCA, 46(1)
- “trustee”, BCA, 46(1)
- “unanimous shareholder agreement”, BCA, 1(1)
- “use”, (O. Reg. 398/21, 3(1), for purposes of), O. Reg. 398/21, 3(2)
- “use”, (O. Reg. 401/21, 2(1), for purposes of), O. Reg. 401/21, 2(2)
- “voting security”, (BCA Part I — Definitions and Application), BCA, 1(1)
- “voting security”, (BCA Part XV — Compulsory Acquisitions), BCA, 187(1)
- “warrant”, BCA, 1(1), 136(4.1)

Derivative Action, BCA, 246–247

Director (Business Corporations Act)

- appeals against decision by
 - Director to be heard, BCA, 252(4)
 - decisions after appeal, BCA, 252(6)
 - form of appeal, BCA, 252(2)
 - grounds, BCA, 252(1)
 - material to be submitted by Director, BCA, 252(3)
 - orders re, BCA, 252(5)
 - appointment, BCA, 278
- certificates issued by
 - admissibility as evidence, BCA, 265.3(2)
 - corrections to, BCA, 275
 - execution by, BCA, 265.3(1)
 - proof of facts therein, as, BCA, 266(2)

- refusal, *see* Director (*Business Corporations Act*), refusal to issue certificates
- filings with
 - articles, BCA, 273
- notices by
 - publication in *Ontario Gazette*, BCA, 269
- powers
 - administration of oaths, BCA, 268(2)
 - affidavits of verification, BCA, 268(1)
 - delegation of, BCA, 265
- records
 - admissibility as evidence, BCA, 276(2)–(3)
 - delegation to business filing service, 265.1
 - examination by public, BCA, 270, 276(4)
 - format, BCA, 276(1)
 - records as property of crown, BCA 265.2
- refusal to issue certificates
 - corporation in default, BCA, 273.2; CA 326.7
 - deemed refusal, BCA, 251(2)
 - notice, BCA, 251(1)
- signature
 - mechanical reproduction of, BCA, 263(4)

Directors (Corporate)

- ceasing to hold office, *see also* Directors (*Corporate*), removal and vacancy
- circumstances resulting in, BCA, 121(1)
- director’s right to be heard, BCA, 123
- composition of board, *see also* Directors (*Corporate*), qualifications
- failure to elect requisite number, effect, BCA, 119(8)

Legislative Index

- Directors (Corporate) (*cont'd*)
 - • non-employee requirement, BCA, 115(3)
 - • non-officer requirement, BCA, 115(3)
 - • numbers, *see Directors (Corporate)*, numbers of
 - conflicts of interest and, BCA, 132
 - consent to election or appointment, BCA, 119(9)–(12)
 - consent to resolutions, when deemed, BCA, 135(1)–(3), *see also Directors (Corporate)*, liabilities of
 - Corporations Act, under, CA, 283
 - deemed, BCA, 115(4), (5)
 - duties, *see Directors (Corporate)*, powers
 - duty of care, BCA, 134
 - election
 - • Corporations Act, under, CA, 287
 - • cumulative voting and, BCA, 120
 - • failure to elect requisite number, effect, BCA, 119(8)
 - • review of by court, BCA, 107
 - • shareholders, by, BCA, 119(4)
 - first
 - • consent to act as, BCA, 5(2)
 - • Corporations Act, under, CA, 284
 - • duties and powers, BCA, 119(3)
 - • inspection of consent to act as, BCA, 5(2.1)
 - • resignation restrictions, BCA, 119(2)
 - • term, BCA, 119(1)
 - liabilities of, *see also Directors (Corporate)*, consent to resolutions, when deemed
 - • employees' wages, BCA, 131
 - • generally, BCA, 135
 - • indemnification by corporation, BCA, 136
 - • insurance re, BCA, 136(4)
 - • reliance in good faith on third party reports, BCA, 135(4)
 - management committee
 - • Canadian resident majority requirement, BCA, 127(2)
 - • delegation of authority to, BCA, 127(1)
 - • limitations on authority, BCA, 127(3)
 - managing director
 - • delegation of authority to, BCA, 127(1)
 - • limitations on authority, BCA, 127(3)
 - meetings
 - • calling of, BCA, 126(8)
 - • first, BCA, 117
 - • Corporations Act, CA, 283.1
 - • notice of, BCA, 126(9)
 - • notice of, adjourned meeting, BCA, 126(11)
 - • notice of, waiver, BCA, 126(10)
 - • one director only, BCA, 126(12)
 - • place of, BCA, 126(1)
 - • quorum, BCA, 126(3)–(5)
 - • resolutions in lieu of, BCA, 117(2), 129
 - • telephone, by, BCA, 126(13)
 - notice to
 - • procedure re, BCA, 262
 - numbers of
 - • changes in, BCA, 125; CA, 285
 - • minimum requirements, BCA, 115(2)
 - powers
 - • amending corporate by-laws, BCA, 116
 - • borrowing powers, BCA, 184(1)–(2)
 - • manage corporation, to, BCA, 115(1)
 - qualifications, *see also Directors (Corporate)*, composition of board
 - • Corporations Act, under, CA, 286
 - • disqualifications, BCA, 118(1)
 - • share ownership not required, BCA, 118(2)
 - quorum, CA, 288

Legislative Index

Directors (Corporate) (*cont'd*)

- removal, *see also* *Directors (Corporate)*, vacancy
- • director's right to be heard, BCA, 123(1)
- • number of votes required, BCA, 5(5)
- • share class rights and, BCA, 122(2)
- remuneration, BCA, 137
- • requirements, CA, 326.3
- resignation, BCA, 119(2)
- term of office, BCA, 119(4)–(7), 124(6)
- vacancy
- • replacement procedure, BCA, 124
- validity of actions, BCA, 128; CA 292

Directors and Officers (Not-for-Profit Corporations Act)

- access to records, directors', NFPCA, 94
- appointment of directors, NFPCA, 24
- articles of amendment to be sent to director, NFPCA, 106
- cancellation of certificate of dissolution, director, NFPCA, 169
- ceasing to hold office, directors, NFPCA, 25; O. Reg. 395/21 7(1)
- change in number of directors, NFPCA, 30
- conflict of interest, disclosure, directors, NFPCA, 41; O. Reg. 395/21, 7(1)
- deemed director, NFPCA, 29
- delegation by directors, NFPCA, 36
- duties, NFPCA, 43
- election of directors, NFPCA, 24
- election or appointment of directors, court review, NFPCA, 31
- employee wages, liability for, directors, NFPCA, 40
- indemnification, NFPCA, 46
- irregularities, validity of acts despite, NFPCA, 37
- liability, money distributed or paid, directors, NFPCA, 39

- liability, property distributed or paid, directors, NFPCA, 39
- meeting, consent of director at, NFPCA, 45; O. Reg. 395/21, 7(1), 8
- meetings, directors, NFPCA, 34
- members' meetings, directors' entitlement to attend, NFPCA, 33
- number of directors, NFPCA, 22
- obligations of directors re: supervision and management, NFPCA, 21
- obligations of directors re: giving information to auditors, NFPCA, 79
- officers, NFPCA, 42
- organizational meeting, NFPCA 32
- qualifications of directors, NFPCA, 23
- reasonable diligence, NFPCA, 44
- removal of directors, NFPCA, 26
- remuneration, NFPCA, 47
- resolution, evidence of, NFPCA, 38
- resolutions, directors, NFPCA, 35
- statement of directors, NFPCA, 27; O. Reg. 395/21, 7(1)
- vacancy, filling, directors, NFPCA, 28

Dissolution of Corporation, *see also* *Incorporation*, cancellation by Director; *Corporate Winding Up (Court Ordered)* and *Corporate Winding Up (Voluntary)*

- articles re (active corporation)
 - • contents, BCA, 238(1)
- articles re (inactive corporation)
 - • contents, BCA, 238(2)
 - • incorporators to sign, BCA, 239(2)
- by director
 - • for failure to comply with other enumerated legislation, BCA, 241
 - • for sufficient cause, BCA, 240; CA, 317
- certificate re
 - • endorsement on articles, BCA, 239(1)
- creditors unknown, BCA, 238(3), 238(6)
- procedure, BCA, 237

Legislative Index

- Dissolution of Corporation (*cont'd*)
- proceedings after, BCA, 242; CA, 318
 - property
 - forfeiture to Crown, BCA, 244; CA, 322
 - revival, BCA, 241(9)–(14)
 - application for order, O. Reg. 393/21, 8
 - articles, supporting documents, O.Reg. 398/21, 25
 - certificate, BCA, 241(14)
 - time limit, BCA, 246(2.1)
 - shareholders
 - liabilities after, BCA, 243, CA 321
 - unknown, BCA, 238(4)–(6)
 - winding up of corporations and
 - court ordered, BCA, 205(5)–(6), 218
 - effective date, BCA, 205(3)
- E**
- Employment Standards Act**
- directors' (corporate) liability under, BCA, 131
- Extra-Provincial Corporations, *see also* Corporations; and Extra-Provincial Corporations Act**
- amendments to licences
 - business name, unlawful, EPCA, 11(1)
 - continuance in another jurisdiction, EPCA, 12(1)(b)
 - name change, EPCA, 12(1)(a)
 - supporting documents, O. Reg. 401/21, 9
 - agents for service
 - generally, EPCA, 19
 - application for licence
 - generally, EPCA, 5
 - format, EPCA, 5; O. Reg. 401/21, 13, 14
 - support documents, O. Reg. 401/21, 8, 11
 - business names, *see also* Business Names; Business Names Registration; and Corporate Names
 - contravention of rules re, effect, EPCA, 11
 - other than own, EPCA, 9
 - restrictions on, *see* Extra-Provincial Corporations, business names restrictions
 - business names restrictions
 - already proposed, O. Reg. 401/21, 6
 - government affiliations, suggesting, O. Reg. 401/21, 5(1)
 - "likely to deceive", EPCA, 10; O. Reg. 401/21, 2
 - misleading as to business, O. Reg. 401/21, 3(b)
 - obscene or scandalous words, O. Reg. 401/21, 3(a)
 - Parliament, prohibited by, O. Reg. 401/21, 3(c)
 - professional association affiliation, suggesting, O. Reg. 401/21, 5(2)
 - prohibited words, O. Reg. 401/21, 4
 - punctuation, O. Reg. 401/21, 7
 - cancellation of licence
 - business name, unlawful, EPCA, 11
 - ceasing to carry on business, EPCA, 12(2)
 - sufficient cause, EPCA, 7
 - carrying on business in Ontario
 - activities constituting, EPCA, 1(2)
 - activities not constituting, EPCA, 1(3)
 - licensing, *see* Extra-Provincial Corporations, licensing
 - orders prohibiting, EPCA, 14
 - classes, EPCA, 2
 - exemptions, O. Reg. 401/21, 15, 16
 - land and
 - power to hold, EPCA, 22
 - licensing

Legislative Index

Extra-Provincial Corporations (*cont'd*)

- • amendments, *see Extra-Provincial Corporations*, amendments to licences
- • appeals re, EPCA, 8
- • application, *see Extra-Provincial Corporations*, application for licence
- • cancellation, *see Extra-Provincial Corporations*, cancellation of licence
- • certificates re, EPCA, 16
- • *Corporations Act* and, EPCA, 23
- • corrections to, EPCA, 13
- • refusal, EPCA, 6
- • restrictions on, EPCA, 5(5)
- • when required, EPCA, 4(2)
- • when not required, EPCA, 4(1)
- references to in other Act, EPCA, 24

Extra-Provincial Corporations Act

- defaults under
- • inability to maintain action, EPCA, 21
- Director
- • appointment, EPCA, 3
- • delegation of powers by, EPCA, 3.1
- • delegation of powers to business filing service, EPCA 3.3
- • endorsement, EPCA, 5(4)–(4.3)
- • verification of facts by affidavit, EPCA, 18
- documents, execution of, EPCA, 1.1
- fees, EPCA, 24.1(2)
- Minister, powers of, EPCA, 24.1
- offences under, EPCA, 20
- records
- • admission as evidence, EPCA, 16.1(2)
- • examination by public, EPCA, 16.2
- • form of, EPCA, 16.1(1)
- regulations under, EPCA, 24.1

Extra-Provincial Limited Liability Company

- defined, BNA, 2.1(1)

- laws of other jurisdictions, BNA, 2.1(4)
- registration, BNA, 2.1(2)
- service, BNA, 2.1(5)
- use of registered name only, BNA, 2.1(3)

Extra-Provincial Limited Liability Partnerships

- application of laws of other jurisdiction, PA, 44.4(4)
- business name, PA, 44.4(1)–(3)
- carrying on business in Ontario, PA, 44.4(1)
- definition, PA, 1(1)
- liability, PA, 10(5)
- service, PA, 44.4(5)

Extra-Provincial Limited Partnerships

- carrying on business in Ontario
- • when deemed, LPA, 25(2)
- declaration of withdrawal, LPA, 25(8)
- declaration re
- • cancellation, *see Extra-Provincial Limited Partnerships*, declaration of withdrawal
- • change of name and, LPA, 25(5)
- • change of power of attorney and, LPA, 25(6)
- • changes to, generally, LPA, 25(7)
- • failure to file, effect, LPA, 28
- • generally, LPA, 25(1)
- • signing of, LPA, 25(3)
- laws applicable to, LPA, 27(2)
- limited partners and
- • liabilities, LPA, 27(2)
- names re
- • changes to, LPA, 25(5)
- powers of attorney and
- • generally, LPA, 25(4)
- records
- • copies to Registrar, LPA, 26(5)–(6)
- • generally, LPA, 26(1)

Legislative Index

- Extra-Provincial Limited Partnerships (*cont'd*)
 - • inspection of, LPA, 26(4)
 - • location, LPA, 26(2)–(3)
- Dissolution, Liquidation, Not-for-Profit Corporations Act**
 - application for direction, NFPCA, 158
 - arrangements with creditors, NFPCA, 132
 - cancellation of certificate of dissolution, director, NFPCA, 169
 - cessation of activities, NFPCA, 128
 - contributory, liability in case of death, NFPCA, 155
 - contributory, liability of, NFPCA, 154
 - court-ordered winding up, application of ss. 136–147, NFPCA, 135
 - definition, NFPCA, 121
 - deposit of money, NFPCA, 156
 - discharge and distribution by court, provision for, NFPCA, 146(1)
 - disposal of documents and records, NFPCA, 146(2)
 - dissolution, articles of, NFPCA, 167; O. Reg. 395/21, 7(1)
 - dissolution, certificate of, NFPCA, 168
 - dissolution, notice of, non-filing, NFPCA, 170; O. Reg. 394/21, 16, 33, 43
 - dissolution, proceedings after, NFPCA, 171
 - examination of persons as to estate, NFPCA, 159
 - inspectors, NFPCA, 124
 - liability, members to creditors, NFPCA, 172
 - liquidator, appointment by court, NFPCA, 139
 - liquidator, power to compromise with debtors and contributories, NFPCA, 133
 - liquidator, removal of by court, NFPCA, 140
 - liquidator, removal of by members, NFPCA, 126
 - liquidators, acts by more than one, NFPCA, 153
 - liquidators, powers of, NFPCA, 152
 - list of contributories and calls, NFPCA, 130
 - office of liquidator, vacancy in, NFPCA, 125
 - order for dissolution, NFPCA, 147
 - proceedings by members, NFPCA, 160
 - proving claim, NFPCA, 157
 - undisposed property, forfeiture of, NFPCA, 173
 - voluntary dissolution, NFPCA, 166; O. Reg. 395/21, 7(1)
 - voluntary winding up, account made by liquidator, NFPCA, 134
 - voluntary winding up, application of ss. 123–134, NFPCA, 122
 - voluntary winding up, commencement of, NFPCA, 127
 - voluntary winding up, meetings of members during, NFPCA, 131
 - voluntary winding up, NFPCA, 123
 - voluntary winding up, proceedings against corporations after, NFPCA, 129
 - winding up by court, assessments of costs, NFPCA, 141
 - winding up by court, commencement of, NFPCA, 142
 - winding up by court, NFPCA, 136
 - winding up by court, notice, NFPCA, 137(2)
 - winding up by court, orders following order, NFPCA, 144
 - winding up by court, powers of court, NFPCA, 138
 - winding up by court, proceedings against corporation after, NFPCA, 145
 - winding up by court, proceedings in after order, NFPCA, 143

Legislative Index

Dissolution, Liquidation, Not-for-Profit Corporations Act (*cont'd*)

- winding up by court, who may apply, NFPCA, 137(1)
- winding up, application of ss. 149–165 to, NFPCA, 148
- winding up, consequences of, NFPCA, 150
- winding up, costs of, NFPCA, 151
- winding up, disposal of records after, NFPCA, 164
- winding up, stay of proceedings, NFPCA, 162

G

Going Private Transactions

- Business Corporations Act provisions re
 - application for exemption from, BCA, 190(6)
- defined, BCA, 190(1)
- information circular re
 - contents, BCA, 190(3)
 - publication, Reg. 62, 44
- shareholders and
 - approval required, BCA, 190(4)
 - dissenters' right to be bought out, BCA, 190(7)
- valuation of securities upon, BCA, 190(2)

H

Health Profession Corporations

- exemption from *Business Corporations Act*, BCA, 3.2(6)
- general, O. Reg. 665/05
 - dentist corporations, O. Reg. 665/05, 3
 - physician corporation, O. Reg. 665/05, 2

I

Incorporation, *see also* Corporations

- articles of, *see* Articles of Incorporation
- applicants for, BCA, 4
- cancellation by Director, *see also* Dissolution of Corporation
 - for failure to comply with other enumerated legislation, BCA, 241
 - for sufficient cause, BCA, 240; CA, 317
- certificate re
 - date, BCA, 273(3)
 - endorsement on articles, BCA, 6
 - proof of incorporation, as, BCA, 7
- contracts prior to, BCA, 21
- letters patent, by, CA, 4–12.1, 16
- registration requirements upon, *see* Corporations Information Act; Registrations Under

Indoor management rule, BCA, 19; NFPCA, 19

Insurance Corporations

- accountants, security of, CA, 174
- amalgamation, CA, 146–147, 175, 180–181
- annual meetings
 - generally, CA, 159
 - information laid before, CA, 198
 - notice of, CA, 161
- applicants' rights, CA, 163
- assets
 - distributions among members, CA, 156
 - vesting of, CA, 155
- auditor's report, CA, 205
- balance sheet, CA, 201, 207
- beneficiaries' rights, CA, 190
- board of directors, CA, 141.2
- by-laws, CA, 166, 189–190, 206
- cash-mutual, CA, 148, 152–154, 162, 205

Legislative Index

- Insurance Corporations (*cont'd*)
 - claims, payment of, CA, 222
 - committees, CA, 141.3
 - contribution by parent corporation, CA, 192
 - conversion of companies, CA, 211
 - “dependants” defined, CA, 188
 - “deposit” defined, CA, 212
 - directors
 - by-laws for remuneration of, CA, 166
 - election of, CA, 171
 - eligibility, CA, 170
 - failure to elect, CA, 160
 - manager may become, CA, 169
 - number of, CA, 165
 - policyholders’, CA, 210
 - qualifications, CA, 164
 - quorum of, CA, 173
 - remuneration of, CA, 166
 - retirement of, CA, 167
 - shareholders’, CA, 210
 - society, of a, CA, 187
 - discontinuance resulting in forfeit, CA, 196
 - elections
 - failure to hold, CA, 160
 - generally, CA, 171
 - endowment fund, distribution of, CA, 225
 - evidence, CA, 227
 - exemption, CA, 141(2.1)
 - expectancy fund, distribution of, CA, 225
 - expenditure, statement of revenue and, CA, 199
 - fees, payment of, CA, 223
 - first meetings, CA, 186
 - fraternal societies
 - amalgamation by, CA, 180–182
 - foreign, CA, 178
 - incorporation of, CA, 176
 - local branch, CA, 179
 - reinsurance by, CA, 180
 - generally, CA, 140–227
 - Insurance Act definitions, CA, 140
 - insured deemed member, CA, 158
 - “insured person”, CA, 212
 - interest, assigning, CA, 193
 - joint stock, incorporation of, CA, 142, 147, 154, 205, 211
 - letters patent, charter by, CA, 185
 - liabilities, preserving, CA, 155
 - life insurance, exemption, CA, 142(4)
 - life insurance, undertaking, CA, 145, 198
 - liquidation, voluntary, CA, 217
 - liquidator, provisional
 - appointment of, CA, 215
 - remuneration of, CA, 216
 - statements of, filing, CA, 224
 - “loss” defined, CA, 212
 - “Minister” defined, CA, 212
 - “money received on account of shares” defined, CA, 143
 - mutual
 - amalgamation and, CA, 147
 - conversion from joint stock life insurer to, CA, 211, Sched.
 - fire insurance, CA, 149
 - incorporation and, CA, 148
 - livestock insurance, CA, 150
 - voting of members, CA, 162
 - weather insurance, CA, 151
 - non-use resulting in forfeit, CA, 196
 - notes to financial statements, CA, 202–203
 - offences, CA, 208
 - “Ontario contract” defined, CA, 212
 - organization meeting, CA, 177
 - “parent corporation” defined, CA, 184
 - reinsurance, CA, 218, 220

Legislative Index

Insurance Corporations (*cont'd*)

- reserves, CA, 204
- returns, CA, 195
- revenue
 - generally, CA, 191
 - statement of, CA, 199
- “shareholder”, CA, 197
- “society” defined, CA, 184
- special audit, CA, 194
- “subsidiary corporation” defined, CA, 184
- “surplus to policyholders” defined, CA, 144
- surplus, statement of, CA, 200
- taxes, payment of, CA, 223
- termination date, CA, 220–221
- vacancies
 - interim, CA, 172
- validity of decisions, CA, 141.4
- winding up, CA, 214

L

Limited Liability Partnerships

- amendments, cancellations, and renewals, PA, 44.3(2)
- business name, PA, 44.3(1)–(4)
- continuance, PA, 44.1(2), (3)
- definition, PA, 1(1)
- distribution of assets on final settlement of accounts, PA, 44.1
- formation, PA, 44.1(1)
- indemnification, PA, 24
- liability of partner, PA, 10(2), 13
- liability where negligent, PA, 10(3)
- limitation on business activity, PA, 44.2
- party to action, PA, 10(4)
- right to carry on business outside Ontario, PA, 44.3(5)

Limited Partnerships, *see also Extra-Provincial Limited Liability Partnerships; Extra-Provincial Limited*

Partnerships; Limited Liability Partnerships; Limited Partnerships Act

- composition, LPA, 2(2)
- declaration of
 - acceptance, date of, O. Reg. 402/21, 18
 - cancellation, LPA, 23.2
 - changes to, LPA, 19
 - contents, O. Reg. 402/21, 12, 13
 - consent, O. Reg. 402/21, 15, 16
 - correction, LPA, 23.4
 - defaults re, effect of, LPA, 20
 - false statements, liabilities re, LPA, 29
 - filing with Registrar, LPA, 3, 32.1
 - format, O. Reg. 402/21, 17
 - generally, LPA, 3
- dissolution
 - declaration re, LPA, 23, 23.2
 - grounds, LPA, 21
 - limited partner, by, LPA, 15(4)
 - settling accounts upon, LPA, 24
- documents re, LPA, 33
- execution of documents, LPA, 1.1
- formation, LPA, 2(1)
- general partner
 - also limited partner, LPA, 5
 - inadvertent, effect, LPA, 31
 - rights of, LPA, 8
 - signing authority, LPA, 32
- liabilities of limited partners
 - based on records, LPA, 16(1)
 - limited to value of contributions, LPA, 9
 - return of contributions not precluding, LPA, 16(3)
- limited partner
 - addition of, LPA, 17
 - also general partner, LPA, 5
 - assignment of rights, LPA, 18

Legislative Index

Limited Partnerships (*cont'd*)

- • business dealings by, LPA, 12(1)
- • contributions by, *see Limited Partnerships*, limited partner contributions
- • control of business by, effect, LPA, 13
- • death of, LPA, 22
- • dissolution of limited partnership by, LPA, 15(4)
- • liabilities, *see Limited Partnerships*, liabilities of limited partners
- • nature of rights, LPA, 7(2)
- • priority of rights as between, LPA, 14
- • record, O. Reg. 402/21, 14
- • rights, LPA, 10(1), 12(2)
- • share of profits, LPA, 11(1)
- • signing authority, LPA, 32
- • trustee of property, as, LPA, 16(2)
- limited partner contributions
- • property and not services, LPA, 7(1)
- • return of, LPA, 15
- • name, *see also Business Names and Business Names Registration*
- • change of, LPA, 19, 25(5)
- • declaration, LPA, 6.1
- • language of, LPA, 6(4), (5)
- • restrictions on, LPA, 6; O. Reg. 402/21, 1–11
- principal place of business
- • documents to be kept at, LPA, 33
- profits
- • limited partner's share, LPA, 11(1)
- • restrictions on payment, LPA, 11(2)
- records
- • contents, LPA, 4(1)
- • copies to Registrar, LPA, 4(4)–(5)
- • false statements in, liabilities re, LPA, 30
- • inspection, LPA, 4(3)
- • location, LPA, 4(2)

Limited Partnerships Act

- compliance orders re, LPA, 34
- fees under, LPA, 35.1
- Minister, powers of, LPA, 35.1
- • delegation to business filing services, LPA, 35.0.1
- • regulations, LPA, 35.1
- offences under
- • directors' and officers' liability re, LPA, 35(3)
- • false statements, LPA, 35(2)
- • generally, LPA, 35(1)
- power of attorney, form, O. Reg. 406/21, 1
- registrar, BNA, 1.1
- requirements, LPA, 36

M

Members (Not-for-Profit Corporations Act)

- access to records, NFPCA, 95
- access to register of members, NFPCA, 96
- amalgamation agreement, approval of, NFPCA, 111
- discipline a member, power to, NFPCA, 51
- meeting, called by court, NFPCA, 61
- meetings of, calling, NFPCA, 52
- meetings of, place, NFPCA, 53
- meetings, notice of, NFPCA, 55
- members' rights, no waiver of, NFPCA, 62
- membership, NFPCA, 48; O. Reg. 395/21, 7(1)
- membership, termination of, 50
- memberships, issuance of, NFPCA, 49
- non-liability, corporate finance, NFPCA, 91
- proceedings by, NFPCA, 160
- quorum, NFPCA, 57
- record date, NFPCA, 54

Legislative Index

Members (Not-for-Profit Corporations Act) (*cont'd*)

- requisition meetings of, ability to, NFPCA, 60
- resolution in lieu of meeting, NFPCA, 59
- right to submit and discuss proposals, NFPCA, 56; O. Reg. 395/21, 7(1)
- surrendered memberships, corporate finance, NFPCA, 90
- terminate a member, power to, NFPCA, 51
- voting, NFPCA, 58
- winding up, meetings during, NFPCA, 131
- distribution of property, NFPCA, 89
- surrendered memberships, NFPCA, 90
- non-liability of members, NFPCA, 91
- corporations sole, application of NFPCA to, O. Reg. 396/21, 1
- director, appointment of, NFPCA 6
- execution of documents, NFPCA 4.1
- financial disclosure
 - annual financial statements, approval of, NFPCA, 83; O. Reg. 395/21, 5
 - annual financial statements, presentation of, NFPCA, 84; O. Reg. 395/21, 5, 13
- fundamental changes
 - amalgamation agreement, member approval of, NFPCA, 111
 - amalgamation, articles of, NFPCA, 112; O. Reg. 395/21, 7(1); O. Reg. 394/21, 28
 - amalgamation, effect of, NFPCA, 113
 - amalgamation, NFPCA, 110
 - arrangement, articles of, NFPCA 120; O. Reg. 394/21, 32
 - articles of amendment, send to director, NFPCA, 106
 - articles, amendment of, NFPCA, 103
 - articles, proposal to amend, NFPCA, 104
 - certificate of amendment, NFPCA, 107
 - certificate, effect of, NFPCA, 108
 - continuance, co-operative corporation, NFPCA, 117
 - continuance, from other jurisdictions, NFPCA, 114; O. Reg. 394/21, 29
 - continuance, other Ontario bodies corporate, NFPCA, 115
 - continuance, to other jurisdictions, NFPCA, 116; O. Reg. 394/21, 30
 - extraordinary exchange, NFPCA, 118
 - extraordinary lease, NFPCA, 118
 - extraordinary sale, NFPCA, 118

N

Not-for-Profit Corporations Act, *see also Auditors (Not-for-Profit Corporations Act); Directors (Not-for-Profit Corporations Act); Dissolution, Liquidation, Not-for-Profit Corporations Act; Members (Not-for-Profit Corporations Act); Proxies (Not-for-Profit Corporations Act)*

- application of NFPCA, NFPCA 4
- capacity and powers
 - by laws, default organizational, 18
 - by-law not required, NFPCA, 16
 - by-laws, NFPCA, 17
 - corporate existence, contract prior to, 20
 - indoor management rule, 19
 - natural person, capacity of, NFPCA, 15
- conflict with other law, NFPCA 5
- corporate finance
 - borrowing powers, NFPCA, 85
 - annual contribution or dues, members', NFPCA, 86
 - ownership of property, NFPCA, 87
 - investments by corporation, NFPCA, 88

Legislative Index

Not-for-Profit Corporations Act (*cont'd*)

- • reorganization, NFPCA, 119; O. Reg. 394/21, 31
- • restated articles, NFPCA, 109
- • generally, NFPCA, 195–210.2
- incorporation
 - articles, form and content of, NFPCA, 8
 - articles, NFPCA, 7
 - certificate, NFPCA, 9
 - corporate seal, NFPCA, 13
 - corporation number, assignment of, NFPCA, 10
 - name of corporation, rules, NFPCA, 11; O. Reg. 394/21, 5(2), 7(1), 18, 20
 - objectionable name, change of, NFPCA, 12; O. Reg. 394/21, 8, 16
 - registered office, NFPCA, 14
- interpretation, period of days, NFPCA, 2
- interpretation, corporate relationships, NFPCA, 3
- investigation, NFPCA, 174; O. Reg. 395/21, 7(1)
 - exchange of information, NFPCA, 179
 - inspector, powers of, NFPCA, 176
 - investigation, court directions on, NFPCA, 177
 - order to enter a dwelling, NFPCA, 175
 - privilege, NFPCA, 180
 - right to counsel, NFPCA, 178
- offences, penalties, remedies
 - action, NFPCA, 181
 - appeals, NFPCA, 192
 - complainant, NFPCA, 182
 - compliance order, NFPCA, 191
 - derivative action, stay, dismissal, NFPCA, 185
 - derivative actions, NFPCA, 183
 - derivative actions, powers of court, NFPCA, 184

- • directions by court to, NFPCA, 188
- • director's decision, appeal from, NFPCA, 190
- • dissenting members, rights of, NFPCA, 187; O. Reg. 395/21, 7(1)
- • notice of refusal by director, NFPCA, 189
- • offence, NFPCA, 193; O. Reg. 395/21, 7(1)
- • order to comply, NFPCA, 194
- • rectify records, application to court to, NFPCA, 186
- • refusal to endorse if corporation in default, NFPCA, 188.1
- • restraining order, NFPCA, 191

Not-for-Profit Corporations Act, Names and Filings Regulation

- “incorporated”, use of, O. Reg. 394/21, 4
- identical name, O. Reg. 394/21, 9
- addition or deletion of symbols, O. Reg. 394/21, 10
- after amalgamation, O. Reg. 394/21, 11
- “limited”, unauthorized use of, O. Reg. 394/21, 4
- application for authorization, O. Reg. 394/21, 30
- articles changing purpose of charitable corporation, O. Reg. 394/21, 24
- articles changing purposes of charitable corporation, O. Reg. 394/21, 27
- articles of amalgamation, O. Reg. 394/21, 28
- articles of arrangement, O. Reg. 394/21, 32
- articles of continuance, O. Reg. 394/21, 29
- articles of incorporation, horse racing, O. Reg. 394/21, 34
- articles of reorganization, O. Reg. 394/21, 21
- articles of revival, O. Reg. 394/21, 33

Legislative Index

Not-for-Profit Corporations Act, Names and Filings Regulation (*cont'd*)

- articles or application, charitable property, O. Reg. 394/21, 26
- articles re name of corporation, O. Reg. 394/21, 25
- consent required by another Act or regulation, O. Reg. 394/21, 35
- current corporate name, O. Reg. 394/21, 23
- deceptive name, O. Reg. 394/21, 7
- direct translation, O. Reg. 394/21, 20
- documents to be filed, O. Reg. 394/21, 36
- documents to be retained; file or give on notice, O. Reg. 394/21, 37
- electronic version prevails, O. Reg. 394/21, 44
- English and French forms, O. Reg. 394/21, 21
- family name, O. Reg. 394/21, 5
- first character, O. Reg. 394/21, 17
- format of supporting documents and information, O. Reg. 394/21, 40
- full name, O. Reg. 394/21, 5
- Information to be filed, O. Reg. 394/21, 38
- legibility, O. Reg. 394/21, 22
- length, O. Reg. 394/21, 19
- name already proposed, O. Reg. 394/21, 14
- notice of dissolution, non-filing, O. Reg. 394/21, 43
- number name, O. Reg. 394/21, 16
- paper or electronic format, O. Reg. 394/21, 39
- prohibited words, O. Reg. 394/21, 2
- public servants who may sign, O. Reg. 394/21, 42
- punctuation, other marks, O. Reg. 394/21, 18
- seal, O. Reg. 394/21, 41

- similar name, another body corporate, O. Reg. 394/21, 12
- similar name, trust, association, O. Reg. 394/21, 13
- too general, O. Reg. 394/21, 15
- trademark or name, O. Reg. 394/21, 8
- veterans, O. Reg. 394/21, 6

O

Offences, *see relevant Acts*

Offering Corporation

- financial statements and, Reg. 62, 40(2), 41(2)

Open-end mutual fund

- *Business Corporations Act*
- non-applicable to, BCA, 24(11)
- defined, BCA, 24(11)

Oppression Remedy, *see Corporations*, oppression remedy against

P

Partnerships, *see also Business Names; Business Names Registration; Extra-Provincial Limited Partnerships; Extra-Provincial Limited Liability Partnerships; Limited Liability Partnerships; and Limited Partnerships*

- common law
- application of, PA, 45
- continuance
- presumption of after expiration of fixed term, PA, 27
- dissolution
- application of property, PA, 39, 44
- completion of undertaking, PA, 32(b)
- court ordered, PA, 35
- death of partner, PA, 33(1)
- distribution of profits upon, PA, 42
- expiration of term, PA, 32(a)
- fraud, PA, 41
- illegality of business, PA, 34

Legislative Index

- Partnerships (*cont'd*)
- • insolvency of partner, PA, 33(2)
 - • notice, PA, 37
 - • partner charging interest, PA, 33(2)
 - • partner wishing to end, PA, 32(c)
 - • partners' authority continuing pending completion, PA, 38
 - • return of partnership fee upon, PA, 40
 - equity
 - • application of, PA, 45
 - guarantees by
 - • revoked by changes to partnership, PA, 19
 - liabilities, PA, 15(1), *see also Partnerships*, partners and holding out as partner, upon
 - • limits on, PA, 36(3)
 - • misapplication of third party funds, PA, 12
 - • trust funds, PA, 14
 - • wrongs committed by partners, PA, 11
 - limited, *see Extra-Provincial Limited Partnerships* and *Limited Partnerships*
 - name
 - • use of after death of partner, PA, 15(2)
 - notice to
 - • effective if given to partner, PA, 17
 - partners and
 - • admissions made by, PA, 16
 - • assignment of interest by, PA, 31
 - • authority, generally, PA, 6–7
 - • authority, limits on, PA, 8–9
 - • buy-out of interest, PA, 42
 - • changes in, notice requirements, PA, 36
 - • expulsion, PA, 25
 - • holding out as, PA, 15(1)
 - • liabilities, *see Partnerships*, partners' liabilities
 - • non-competition with partnership, PA, 30
 - • notices to, PA, 17
 - • private profits and, PA, 29
 - • property ownership rights, PA, 24
 - • rendering of accounts by, PA, 29(1)
 - • retirement, PA, 26, 37
 - partners' liabilities
 - • discharge of, PA, 18(3)
 - • joint, PA, 10, 13
 - • retirement not precluding, PA, 18(2)
 - • when arising, PA, 18(1)
 - partnership property
 - • application of upon dissolution, PA, 39
 - • co-ownership not constituting, PA, 21(3)
 - • defined, PA, 21(1)
 - • devolution of land and, PA, 21(2)
 - • ownership rules re, PA, 24
 - • purchases with partnership money, effect, PA, 22–24
 - property, *see Partnerships*, partnership property
 - rules for determining existence of, PA, 3–4, *see also Partnerships*, rules for determining
 - terms of
 - • changes to, PA, 20
- Partnerships Registrations Act**
- business names and
 - • validity of registration, BNA, 12(2)
- Professions**
- practice by corporations, BCA, 3.1–3.4
- Proxies (Ontario Business Corporations Act)**
- deposit with corporation, BCA, 110(5)
 - execution, BCA, 110(2)
 - format, BCA, 110(3); Reg. 62, 27–29
 - information circulars

Legislative Index

Proxies (Ontario Business Corporations Act) (*cont'd*)

- • contents (dissidents'), Reg. 62, 33–37
- • contents (management's), Reg. 62, 30, 37
- • director's statement re, Reg. 62, 31
- • dissident's statement re, Reg. 62, 36
- • exemption from, BCA, 113
- • financial statements and, Reg. 62, 38
- • when required, BCA, 112
- management by
 - • exemption from requirement, BCA, 113
 - • mandatory, BCA, 111
- proxyholders
 - • attendance at meetings, BCA, 114(1)
 - • rights, BCA, 114(2)
 - • revocation, BCA, 110(4)–(4.1)
 - • shareholders' right to appoint, BCA, 110(1)
 - • signature, BCA, 110(2)
 - • electronic, BCA, 110(4.2)
 - • time limitations re, BCA, 110(2.1)

Proxies (Not-for-Profit Corporations Act)

- definition of, NFPCA, 63
- eligibility, NFPCA, 64(1)
- form of, NFPCA, 64(3); O. Reg. 395/21, 3
- proxyholder, NFPCA, 66
- revocation, NFPCA, 64(6); O. Reg. 395/21, 7(1)
- revocation, time of, NFPCA, 64(7)
- signature, NFPCA, 64(2)
- time for deposit, NFPCA, 64(5)
- validity, NFPCA, 64(5)
- voting, NFPCA, 67
 - • electronic means, NFPCA, 67
 - • mail, NFPCA, 67
 - • telephonic means, NFPCA, 67

R

Records (Not-for-Profit Corporations Act)

- access to, creditors, NFPCA, 95
- access to, directors, NFPCA, 94
- access to, members, NFPCA, 95
- access to, refused, court authorization, NFPCA, 99
- access to, register of members, members, NFPCA, 96
- consents of directors, NFPCA, 97
- corporate records to be kept, NFPCA, 92; O. Reg. 395/21, 6
- financial statements, NFPCA, 98
- form of, NFPCA, 100
- location of, NFPCA, 93
- no deemed notice of contents, NFPCA, 102
- register of interests in land in Ontario, NFPCA, 93
- validity, unsealed documents, NFPCA, 101

Registrar (Business Names Act)

- appointment, BNA, 1.1(1)
- delivery of notices, BNA, 9.1
- duties, O. Reg. 399/21, 26–28
 - • filing, BNA, 9.3–9.5
 - • forms, BNA, 10.2, 10.4
- powers
 - • delegation of, BNA 1.1(2)
 - • delegation to business filing service, BNA, 1.2(1)
- records, BNA 1.1(3)
 - • copies, BNA, 5.1, 8, 9(2), (5)
 - • copies, admissibility into evidence, BNA, 8(3), 9(2)
 - • destruction, BNA, 9–10
 - • examination by public, BNA, 1.1(4); BNA, 9.2
 - • form, BNA, 9(1)
 - • property of crown, BNA, 1.3

Legislative Index

S

Securities, *see also Proxies; Share Certificates; Shares and Shareholders*

- delivery, *see also Securities*, sale
- holder
 - effect of registration of, BCA, 67(1)
 - exercise of rights by representatives of, BCA, 67(2)–(9)
- over-issuance, BCA, 58
- public offering of
 - when deemed, BCA, 1(6)
- registration, *see also Securities*, transfer of
 - effect, BCA, 67(1)
- sale, *see also Securities*, transfer of; and *Shares*, sale of
 - adverse claims, *see Securities*, adverse claims against
 - deliver, *see Securities*, delivery
- signatures on, *see Securities*, endorsement; and *Share Certificates*, signatures on
- transfer of, BCA, 53
 - agents re, appointment, BCA, 142
 - registration, BCA, 143(2)–(4)

Securities Transfer Act, 2006

- application, BCA, 53
- beneficial interest and, BCA, 1(1)
- overissue and, BCA, 58
- registered form and, BCA, 1(1)
- security certificate and, BCA, 1(1)

Share Certificates, *see also Proxies; Securities; Shares; and Shareholders*

- contents
 - class rights, BCA, 56(2); Reg. 62, 23
- fee for issuance, BCA, 54(1)
- fractional share certificate, BCA, 57
- par value, BCA, 22(1)–(2), 56(6)
- scrip certificates, BCA, 57
- shareholder's entitlement to, BCA, 54(1)

- signatures on, BCA, 55, *see also Security*, signatures on

Shareholders, *see also Proxies; Securities; Share Certificates; and Shares*

- agreements between, *see Shareholders Agreements*
- by-laws and
 - approval of changes to, BCA, 116
- determination date, BCA, 95
- limited liabilities of, BCA, 92
- list, *see Shareholders' Lists*
- meetings, *see Shareholders' Meetings*
- notice to
 - procedure re, BCA, 262
- restricted shares, of, *see also Shares*, ownership restrictions
 - forced to sell by corporation, BCA, 45
- rights of
 - first refusal of new shares, BCA, 26
 - generally, BCA, 22(3)–(5)
 - voting, *see Shareholders*, voting rights
- voting rights, *see also Shareholders' Meetings*, voting
 - corporation owning shares in itself, BCA, 29(8)
 - dissenters' right to be bought out, BCA, 185
 - fractional shares and, BCA, 57(3)–(4)
 - joint shareholders, BCA, 102(4)
 - must be on shareholders' list, BCA, 100(2)
 - one share one vote, BCA, 102(1)
 - proxies, *see Proxies*
 - selection of representative by body corporate owner, BCA, 102(2)–(3)
 - subsidiary-owned shares in holding body corporate, BCA, 29(8)

Legislative Index

Shareholders Agreements, *see also Shareholders*

- generally, BCA, 108(1)–(2)
- unanimous shareholders agreements, BCA, 108(3)–(6)

Shareholders' Lists

- application for
 - parties entitled to request, BCA, 146(1)
 - statutory declaration in support, BCA, 146(1), 146(6)
- currency requirements, BCA, 146(2)
- notice of meeting, for, BCA, 100
- supplemental, BCA, 146(3)–(4)
- trafficking in prohibited, BCA, 147
- use of
 - limitations on, BCA, 146(8)

Shareholders' Meetings, *see also Shareholders and Special Resolutions*

- annual
 - information to be laid before, BCA, 154
 - timing, BCA, 94(1)
- attendance of shareholder at
 - auditor and, *see also Auditors*
 - attendance at, BCA, 151(1)–(3)
 - conduct of, BCA, 97
 - minutes
 - proof of facts, as, BCA, 103(3)
 - notice
 - determining shareholders entitled to, BCA, 95, 100
 - requirements, BCA, 96
 - waiver, BCA, 98
 - place of, BCA, 93(1), 93(2), 94(2)
 - proposals
 - circulation requirements, BCA, 99(2), 99(5)–(10)
 - defined, BCA, 99(11)
 - directors' nominations included in, BCA, 99(4)

- generally, BCA, 99(1)
- notice, non-offering corporation, BCA, 99(5.1)
- statement in support, BCA, 99(3), (5)
- quorum, BCA, 101
- requisition for
 - court, by, BCA, 106
 - shareholders, by, BCA, 105
 - resolution in lieu of, BCA, 104
- special
 - timing, BCA, 94
 - what constituting special business, BCA, 96(5)
- voting, *see also Shareholders*, voting rights and *Special Resolutions*
 - ballot, BCA, 103(2)
 - majority rules, BCA, 97(a)
 - one share one vote, BCA, 102(1)
 - proxies, *see Proxies*
 - show of hands, BCA, 103(1), 114(2), 114(3)

Shares, *see also Proxies; Share Certificates; Securities; and Shareholders*

- beneficial owner, proof of status, BCA, 146.1
- capital accounts re, *see Shares*, stated capital re
- classes
 - equality within, BCA, 22(6), 25(2)–(3)
 - notification of rights attached to, BCA, 56(7); Reg. 62, 23
 - provision for, BCA, 22(4)
- compulsory acquisition
 - going private transactions, *see Going Private Transactions*
 - take-over bids, *see Take-over Bids*
 - upon successful take-over bid, BCA, 188–189
- conversion
 - effect of, BCA, 35(8)

Legislative Index

- Shares (*cont'd*)
- • privileges, BCA, 27
 - dividends
 - • corporations with wasting assets, BCA, 39
 - • determining shareholders entitled to, BCA, 95(1)
 - • generally, BCA, 38
 - • donations of to corporation, BCA, 33
 - • issuance, *see also Securities*, issuance
 - • consideration for, BCA, 23(3)–(6)
 - • first refusal rights of existing shareholders, BCA, 26
 - • general, BCA, 23(1)
 - • restrictions on, BCA, 42(1)
 - • special shares, *see Shares*, special shares
 - lien upon, BCA, 40
 - no nominal or par value, BCA, 22(1)–(2)
 - non-assessable, BCA, 23(2)
 - option rights re, BCA, 27
 - ownership restrictions
 - • Canadian ownership and, BCA, 42(4)
 - • corporation, shares in holding body corporate, BCA, 28(1), 29
 - • corporation, shares in itself, BCA, 28(1)(a), 29
 - • generally, BCA, 42(1)
 - • notice of, BCA, 113
 - • sales in contravention of, forced, BCA, 45
 - personal property, being, BCA, 41
 - public announcement, Reg. 62, 29.1–29.3
 - purchase by corporation
 - • cancellation upon, BCA, 35(6)
 - • contracts requiring, BCA, 36
 - • exceptions to restrictions on, BCA, 31(1)–(2)
 - • generally, BCA, 30(1)
 - • restrictions on, BCA, 30(2), 31(3)
 - • redemption of
 - • cancellation upon, BCA, 35(6)
 - • generally, BCA, 32(1)
 - • restrictions on, BCA, 32(2)
 - sale, *see also Securities*, sale
 - • commission payable upon, BCA, 37
 - • public, to, restrictions on, BCA, 42(2)
 - special shares
 - • articles of amendment and, BCA, 25(4)–(5)
 - • issuance, BCA, 25(1)
 - stated capital re
 - • accounts, BCA, 24
 - • reductions in, BCA, 34–35
 - subsidiary holding shares, Reg. 62, 23, 23.1–23.4
 - transfer of, *see also Securities*, transfer of
 - • compulsory, *see Shares*, compulsory acquisition
 - • restrictions on, BCA, 42(1)
- Special Resolutions**, *see also Shareholders' Meetings*
- defined, BCA, 1(1) when required
 - • amalgamations, BCA, 176(4)
 - • amendments to articles, BCA, 169
 - • changing number of directors, BCA, 125(3)–(4)
 - • corporate arrangements, BCA, 182(3)
 - • dividend declaration, corporation with wasting asset, BCA, 39
 - • winding up, voluntary, BCA, 193(1)
- ## T
- Take-over Bids**
- compulsory acquisition of shares upon, BCA, 188–189
- Trust Indentures**
- compliance
 - • evidence of, BCA, 49
 - debt obligation holders

Legislative Index

Trust Indentures (*cont'd*)

- • application for list, BCA, 52
- default under
- • notice to holders of debt obligations, BCA, 51
- definitions
- • “event of default”, BCA, 46(1)
- • “trust indenture”, BCA, 46(1)
- • “trustee”, BCA, 46(1)
- receiver
- • not to be trustee, BCA, 50
- trustee of
- • conflicts of interest and, BCA, 48
- • duties, BCA, 47
- • receiver, not to be trustee, BCA, 50
- • residency requirements, BCA, 46(3)–(4)
- court
- • direction by, CA, 261
- • orders by, CA, 243
- • power of, CA, 245
- dissolution, order for, CA, 267
- examination of persons re estate, CA, 262
- expenses, CA, 247, 255
- generally, CA, 228–271
- inspectors, CA, 232
- insurance corporations and, CA, 214
- liquidator
- • account by, CA, 266
- • appointment of, CA, 246
- • bank deposit by, CA, 259
- • powers of, CA, 256
- • removal of, CA, 234
- • vacancy in office of, CA, 233
- • where no, CA, 253
- meetings
- • during winding up, CA, 239
- • ordered, CA, 250
- motion for directions, CA, 261
- notice of, CA, 231
- order, after, CA, 249
- procedure, rules of, CA, 271
- proceedings against corporation, CA, 237, 251
- proceedings by shareholders, CA, 263
- records, disposal of, CA, 270
- shareholders
- • proceedings by, CA, 263
- • unknown, CA, 268
- shares as consideration, CA, 242
- stay of proceedings, CA, 265
- voluntary
- • account by liquidator, CA, 266
- • generally, CA, 230
- • no proceedings after, CA, 237

W

Winding Up, *see also Corporate Winding Up (Voluntary); Dissolution of Corporation*

- applicants for order, CA, 244
- application/motion for direction, CA, 261
- arrangements with creditors, CA, 240
- business, ceasing of, CA, 236
- claims, proving, CA, 260
- commencement of, CA, 235, 248
- compromises with debtors and contributories, CA, 241
- consequences of, CA, 254
- consideration for sale of property, CA, 242
- “contributory”
- • compromise with, CA, 241
- • death of, effects of, CA, 258
- • defined, CA, 228
- • liability, nature of, CA, 257
- • list, CA, 238
- costs, CA, 247, 255