

INDEX

All references are to section numbers unless otherwise indicated.

- accounting records 171**
- actions — *see also* court; evidence; liability**
 - derivative 201
 - extraprovincial company, by 312(1)
 - limitation
 - creditors, disputed debts on winding up 285
 - information, time for buying of 346
 - registrar, against, leave to proceed 323
- affiliate**
 - defined 1(1)
- agent**
 - company, change in location of registered office 40(4)
 - extraprovincial company, of liability for unregistered company 313
 - registration requirement, exception from 298
- allotment**
 - register of 65(1)
 - shares 41
- amalgamation**
 - agreement 248
 - certificate 250
 - court approval 249
 - dissenting member, effect on 207
 - effect 251
 - extraprovincial company of 306
 - powers and liabilities 251
 - powers, general 247
- annual meetings**
 - court, calling 142
 - general 139
 - information for 145
 - location of 146
 - written consent in lieu of 140
- annual report**
 - extraprovincial company form Sched. (2)(12)
 - requirement 335
 - failure to file, effect 257(1)(a)
 - form 334, Sched. (2)(16)
 - requirement 335
- arrangement**
 - compromise 252
 - information required 253
- articles**
 - alteration of 219
 - arrangement, effect of 252
 - copies, content of 270
 - meaning 216
 - special rights, abrogation of 225
 - special rights, creation of 224
 - class meeting, provisions for, applicability 231(3)
 - copies, entitlement to 166
 - defined 1(1)
 - directors, election or appointment, provision for 110(2), (3)
 - effect of 13
 - form of 6, Sched. (1)(A)
 - registration 8
 - required 6
 - shares, provision for 20
 - shares, transfer of, provision for 58
 - signature of subscriber, requirement for 7
- associate**
 - defined 1(1)
- auditor certification board 181**
 - functions of 182(1)
 - liabilities of 182(3)
 - remuneration of members of 181(6)
- auditors Pt. 6 — *see also* financial statements**
 - access to records by 196, 197
 - appointment of 178
 - waiver of 179
 - defined 1(1)
 - examination by 188(1)
 - financial statements
 - amendment of 195
 - attachment of report to 174(2)
 - report re 188, 189
 - meetings
 - attendance at 193

COMPANY ACT

- attendance at, entitlement to 198
 - procedure at 194
 - qualifications of 180, 183
 - removal of 185
 - remuneration of 184
 - report
 - amendment of 195
 - duty to present 188, 189
 - privilege, qualified 199
 - reporting company
 - audit committee, appearance before 187(5)
 - audit committee, request for meeting of 187(6)
 - statements of, qualified privilege 199
 - vacancies 178
 - waiver of appointment of 178
- bankruptcy — see also solvency**
- directors, qualifications of 114(1)(d)
 - liability of members on 57
 - receivers, qualifications of 275(1)
 - shares, documents required for transmission of 63(d)
 - trustee — *see* **trustee**
- beneficial ownership**
- defined 1(6)
 - investigation of 212(1)
 - share to be voted by registrant 152
- bills of exchange 100(5)**
- borrowing Pt. 3 Div. (2)**
- debenture
 - debentureholders, register of 77, 89
 - defined 1(1)
 - issuing of 80
 - perpetual, validity of 83
 - redemption of 84
 - register of 76
 - signature on 81
 - debt obligations, defined 1(1)
 - mortgage defined 1(1)
- business, carrying on**
- defined 1(8)
 - extraprovincial company, by duty of registration 297(1)
 - exception from registration 298
 - restrictions on 22(1), 23
 - restrictions on, alteration of 221
 - restrictions of specially limited companies, on 27, Sched. (2)(2)
- capacity**
- company of 21
 - continuation on winding up 282
 - extraprovincial company of registration, effect of 301(3)
 - unregistered 312
 - extraterritorial, of company 34
- capital**
- alterations of 240
 - authorized
 - consisting of 19(1)
 - increase in 230(1)
 - company, of 42(2)
 - diminution of 232
 - reduction of 233
 - shares
 - purchase of 239
 - redemption of 239
- certificate**
- amalgamation, of 250
 - amalgamation of, supplementary 306(1)
 - change of name, of 18(3)
 - charter of, amendment of 307(1)
 - conclusive evidence, as 11
 - conversion of specially limited company, of 243(2)
 - conversion of Special Act company, of 245(2)
 - extraprovincial company of, registration of 300(1)
 - incorporation, of 9
- charter**
- defined 1(1)
 - amendment of 307(1)
- class meeting**
- defined 1(1)
- club**
- capacity to operate as 21(2)(b)
- commission**
- appeal to 332
 - defined 1(1)
- company — see also amalgamation; annual report; affiliate; articles; capacity; extra-**

INDEX

- provincial company; dissolution; offences and penalties; records; winding up**
acquiring company, defined 255(1)
acquisition of 255
amalgamating companies — *see*
amalgamation
continuation of
into province 36
out of province 37
effect of 38
contracts by
form and effect of 100
validity where director has interest 122
conversion of 243, 245
court application by — *see* **court**
defined 1(1)
derivative action in name of 201
disposal of whole undertaking of 126
financial assistance by, prohibited 102
financial assistance by, restricted 103
holding company, defined 1(5)
investigation of 209
non-reporting, allotment of shares of 41(1)
reporting
audit committee 187
defined 1(1)
examination of records of 164(3)
financial statements of 172
information for annual general meeting of 145(1)(b)
notice of meeting for election of directors of 111
restoration of
change of name on 264
court, power of 263
effect of 262(2)
to register 262
service on 204(1)
specially limited 27-30
subject, defined 255(1)
subsidiary — *see* **subsidiary corporation**
- Company Act — see also offences and penalties**
fees payable to registrar 349, Sched. (3)
fines imposed under 347
Offence Act, application 344
offence against, generally 345
prosecution under, limitation of time for 346
- compromise**
arrangement, or 252
court approval of 254
inapplicability of provisions for alteration of special rights 228
information required as to 253
- conflict of interest**
directors, of 120
trustees, of 88(2)
- continuation — see capacity; company**
- contracts**
debenture, enforcement of 82
director, disclosure of interest in 120
director, liability to account for 121
enforceability of, by lender 104
financial assistance, of 102 form and effect of 100
- conversion — see also company**
defined 1(1)
- copy**
defined 1(1)
- corporate purposes**
defined 1(1)
- corporation — see also company**
defined 1(1)
- costs**
application, of failure to deliver debenture, for 80(3)
failure to file documents, for 339(2)(b)
derivative action, in 201(4)
security for, by plaintiff corporation 205
- court — see also actions; costs; evidence**
amalgamation, approval of 249
appeal to, from order of registrar 18(2)
application to
appointment of auditor, re 178(5)
appointment of inspector, re 209(1)
approval of indemnification of director, re 128(2)
declaration of insolvency, re 127(2)
disposition of whole undertaking of company, re 126(2)

COMPANY ACT

- enforcement of duty to make returns, re 339(2)
- exemption from mandatory solicitation of proxies, re 155(1)
- fixing price of shares of dissenting member, re 255(4)
- form of 203
- rectification of registrar, re 68
- restricted business and powers, re 25
- validation of improper issuance of shares, re 242
- Court of Appeal
 - appeal to, from exemption from mandatory proxy solicitation 155(2)
- defined 1(1)
- liquidator, fixing remuneration of 279
- order of
 - acquisition procedure, re 254(4)
 - director's interest in contract, re 122
 - effect on third party, 263
 - general meeting, re 149(1)
 - oppression action, in 200(2)
 - reduction of capital, re 233(1)
 - remedy of irregularities, re 206(1)(d)
 - restoration to register, re 262(1), (3)
 - winding up of company, re 272
- powers of
 - generally 290
 - in derivative action 201(4)
 - in oppression action 200(2)
- creditors**
 - action by, limitation of 285
 - application by
 - appointment of auditor, for 179(1)
 - audits, for 290(b)
 - enforcement of duty to make returns, re 339(1)
 - validation of improperly issued shares, for 242
 - winding up, for 271(2)
 - compromise with company, of 276(1)
 - meeting of
 - in compromise 252(2)
 - in liquidation 284
 - notice to
 - amalgamation, re 249(2)
 - removal of liquidator, re 276(2)
 - objection to reduction of capital by 234
- debenture — see borrowing**
- debt obligation — see borrowing**
- definitions 1(1), Pt. 1**
 - acquiring company 255(1)
 - alter 216
 - event of default 86
 - liabilities 254(1)
 - property 254(1)
 - subject company 255(1)
 - trustee 86 trust indenture 86
- derivative action — see actions — derivative**
- diminution of capital — see capital — diminution of**
- directors Pt. 4 Div. (2)**
 - appointment — *see* **directors** — election
 - audit committee 187
 - defined 1(1)
 - disposition of whole undertaking of company by 126
 - dissenting as to form of resolution 127(4)
 - duty of
 - account for profits, to 121(1)
 - care, of 128(1)(b)
 - disclosure of conflict of office or property, of 123
 - disclosure of interest in contract, of 120
 - financial statements, placement of before general meeting, of 145(1)
 - good faith, of 118(1)(a)
 - information of liquidator, of 291(1)
 - election or appointment of additional directors, of 110(3)
 - conditions of 112
 - first directors, of 110(1)
 - notice of meeting of 111
 - indemnification by company of 128
 - liability of
 - carrying on business without member, for 14
 - exculpatory clauses, effect on 119
 - failure to deliver debenture 80
 - generally 127
 - improper allotment or issuance of shares 45
 - improper use of name 106(4)
 - relief from 202
 - survival of 260
 - meetings
 - notice of, to elect director 111

INDEX

- quorum of when approving contract 121(2)
 - requisition of, by member 147
 - notice of
 - appointment of 113, Sched. (2)(8)
 - registration or removal of 132, Sched. (2)(10)
 - number of 108
 - obligations of, *see* **directors** — duty of
 - powers of
 - allotment of shares 41
 - approval of financial statements for publication 174(1)
 - cessation of 98, 282(b)
 - examination of records 164(1)
 - fixing time for delivery of proxies 151(9)
 - general 117
 - inspection of accounting records 171(3)
 - limitations on 117(2)
 - management of affairs of company 117(1)
 - sale of undertaking 126(1)
 - qualifications of 114
 - register of 116
 - removal of 130(3)
 - residency requirements for 109
 - resignation of 130
 - resolutions of 125
 - service on 204(1)(b)
 - share qualification of 115
 - shares, declaration of dividend by 43(3)(d)
 - validity of acts of 124
 - validity of appointment of 112(1)
 - validity of contract where director has interest 122
- dissolution Pt. 9 — *see also* liquidator;**
- winding up**
- care and custody of corporate records on 295
 - deferring date of, in liquidation 293(2)
 - Lieutenant Governor in Council, by 256(1)
 - liquidation, on 293(4)
 - registrar, by 257(4)
 - request of company, by 258
- dividends**
- consideration for shares 43(3)(d)
- cumulative, rateable participation of series members in 229(2)
 - determination of record date of 73
 - entitlement to 73(3)
 - payment of
 - discharge of company liability, by 74
 - liability of director if company insolvent 127(1)(c)
- documents**
- authentication of 101
 - copy of
 - admissibility in evidence 336(2)
 - certified by registrar 336(2)
 - definition 1(1)
 - enforcement of filing of 339
 - form of 338
 - inspection of 336
 - microfilm 329
 - misleading statement in 342(1)
 - records office 163
 - registrar
 - imposition of requirements, by 338(3)(b)
 - issuance of documents, by 330
 - refusal to register, by 337(1), 338(3), 340
 - signature of 331
 - registration not notice of 26
 - reproduction of 329
 - service of — *see* **service**
 - surrender to liquidator of 291(1)(c)
 - validity of documents issued by liquidator 330
- employee**
- delinquency by, notification of 287
 - financial assistance to 103(2)(b)
 - preferential payment of wages and salary of 85
- Escheat Act**
- effect of when company restored to register 266
- evidence — *see also* documents**
- certificate
 - amalgamation, of 250
 - conversion, of 243, 245
 - officer, of 227(5)(c)
 - registrar, of 327
 - registration, of 300
 - compliance with trust indenture, of 91-93

COMPANY ACT

- report of inspector, admissibility of 214
- existing company**
 - defined 1(1)
- extraordinary resolution**
 - defined 1(1)
- extraprovincial company Pt. 10**
 - amalgamation of
 - amalgamation agreement of 306(1)
 - records of 309(3)
 - supplementary certificate of 306(2)
 - annual report by
 - form of 335, Sched. (2)(17)
 - requirement for 335
 - attorney in province, for 304(1)
 - cancellation of registration of 259
 - capacity of 301
 - carrying on business in province, definition 1(8)
 - court action by 312
 - defined 1(1)
 - defunct 259
 - financial statements of, requirements re 311
 - liquidator
 - account of 300(1)
 - appointment of 316(1)
 - mailing address of 257(5)
 - name of
 - change of 308
 - registrar's discretion as to 18(1)
 - notice of changes to 305
 - offences 313, 314
 - prosecution, burden of proof 315
 - records to be kept in province 309
 - registration
 - application for 299(1), Sched. (2)(13)
 - cancellation of 259
 - effect of 301
 - exception from 293
 - refusal by registrar of 302
 - requirement of 297(1)
 - restoration to register of 262
 - service on 204(2)
 - winding up of 318
- federal company**
 - applicability to
 - name, provisions re 18(5), 308(3)
 - extraprovincial companies, provisions re 303
- court action, provisions re 312(4)
 - defined 1(1)
- fees**
 - copies of records, for 165
 - inspection of documents, for 164
 - issuance of share certificate for 50, Reg. 7 prescribed 349, Sched. (3)
 - replacement of share certificate, for 54
- financial assistance by corporation — see company**
- financial statements — see also auditors**
 - amendment of 195
 - approval of, by directors 174(1)
 - auditor's report re 188
 - consolidation of 176
 - comparative interim 168
 - copy of 172(3)
 - defined 1(1)
 - extraprovincial company, of 311
 - form of 145
 - holding company of 176(2)(a)
 - interim 173
 - mailing of 172
 - offences 172-174
 - publication of 174
 - subsidiaries, re 176, 177
 - unconsolidated 176
- forms**
 - publication, amendment, deletion of 348
 - regulations re 350(2)(d)
 - use of 348
- general meeting**
 - defined 1(1)
- guarantee**
 - by company 102
- holding company**
 - defined 1(5)
- incorporation Pt. 2**
 - act, by 3
 - cancellation of 256
 - certificate of 9
 - effect of 12
- insider**
 - defined 1(1)
 - disqualified from acting as receiver or liquidator 275(1)

INDEX

- liability of 129
- insolvent company — see also bankruptcy**
 - defined 1(1)
 - financial assistance by 103
 - redemption, purchase, acquisition of shares by 236(1)
- inspection — see investigation**
- inspector — see investigation**
- insurance**
 - liability of directors, for 128(4)
- investigation Pt. 7 Div. (3)**
 - inspector
 - access to records by 211
 - appointment of
 - company, by 210(1)
 - court, by 209(1)
 - minister, by 212
 - examination under oath, by 209(5)
 - report as evidence, of 214
 - solicitor-client privilege not affected 213
- land**
 - acquisition or holding by unregistered extraprovincial company 312(1)(a)
 - escheat of 266
 - joint tenancy, holding by company in 32(1)
- liability — see court; directors; liquidator; members; officers**
- limitation — see actions**
- liquidation — see dissolution; liquidator**
- liquidator**
 - application by
 - deferral of dissolution, for 293(2)
 - release, for 290(f)
 - remuneration, for 279(2)
 - appointment of
 - company, by 225
 - court, by 274, 290(d)
 - control of unclaimed assets by 294(1)
 - custody of property by 286
 - discharge of 296
 - duties of 286
 - notice by
 - appointment of 283(1), Sched. (2) (11)
 - ceasing to act, of 277, Sched. (2) (10)
 - offences by 281
 - powers of 288
 - qualifications of 275
 - release of 290(f)
 - removal of 276(2)
 - remuneration of 279
 - resignation of 276(1)
 - vacancy in office of 278
 - validity of acts of 280
- list of members 167**
- loan by company — see company — financial assistance**
- meeting — see creditors; directors; members**
- members**
 - action by 201
 - approval by
 - alteration of articles, of 219(1)
 - amalgamation agreement, of 248(4)
 - arrangement or compromise, of 252(1)
 - disposal of whole undertaking, of 126(1)
 - auditor, appointment of 178(3)
 - carrying on business without 14
 - court application by
 - amalgamation, re 249(5)
 - appointment of
 - auditor, re 178(5)
 - liquidator, re 290(d)
 - calling of general meeting, re 148
 - compromise or arrangement, re 252(6)
 - deferral of dissolution, re 293(2)
 - derivative action, re 201
 - disposal of whole undertaking, re 126(2)
 - enforcement of duty to make returns, re 339(2)
 - oppressive conduct, re 200
 - removal of liquidator, re 290(e)
 - restoration to register, re 262(1)
 - waiver of regular meeting, re 149
 - winding up, re 271
 - death of, effect on joint tenancy 60(2)
 - defined 1(1)
 - derivative action by 201
 - directors

COMPANY ACT

- election of 111
- removal of 130(3)
- dissenting
 - amalgamation, re 249(2)
 - compulsory acquisition of shares of 207(4)
 - defined 207(1)(a)
 - disposal of whole undertaking, re 126(5)
 - fair price for shares of 207(5)
 - financial assistance, re 103(4)
 - procedure to be used by 207
 - transfer of incorporation, re 37(4)
- distributing property to, on winding up 282(d)
- examination of company records by 164
- index of 72
- inspection of accounting records by 171(4)
- liability of
 - dissolution, after 260
 - limited 55
 - past and present members 57
- list of 167
- loans by company to 103(1)(a)
- meetings of
 - adjourned, effect of 158(6)
 - annual general 139
 - annual general, within consent in lieu of 140
 - class meeting
 - defined 1(1)
 - general 148
 - court calling 149
 - general meeting, defined 1(1)
 - location of 146
 - minutes of 160
 - notice of 143, 161, Sched. (1)(A)
 - oppressive conduct against 200
 - payments to 105
 - personal representative of 60, 61
 - proxy — *see* **proxy**
 - register of 67(1)
 - requisitioned by member 147
 - resolution — *see* **resolution**
 - series meetings, defined 1(1)
 - voting at
 - eligibility 73
 - form 158
 - shares, pro rata offers of 237(1)
 - solicitation of proxies of 154
 - written consent in lieu of annual general meeting 140
- memorandum**
 - alteration of
 - change of name by 223
 - defined 216
 - diminution of capital, re 232(1)
 - powers of insurance company, re 217(2)
 - powers of company, re 217
 - procedure for 217
 - subdivision, cancellation and change of shares, re 231(1)
 - copies to include alterations 218
 - defined 1(1)
 - effect of 13
 - form of 5(2), Sched. (2)(1)
 - keeping of 163
 - restrictions in 27
 - shares, description of 19, 20
 - signatures required on 7
 - transitional provisions, re 23, 24
- mines and mining**
 - especially limited companies concerned with 27, 29, Sched. (2)(2)
- minister**
 - defined 1(1)
- mortgage — *see also* borrowing**
 - defined 1(1)
- name**
 - appeal from decision of registrar to disapprove 18(2)
 - approval of, by registrar 17
 - change of
 - effect of 223
 - extraprovincial company, by 308(1)
 - procedure for 223
 - restoration, on 264
 - display of 106(1)
 - extraprovincial company, of 18(1)
 - form of 16
 - “limited” 16(3)
 - registrar’s discretion as to
 - after incorporation 18
 - before incorporation 17
 - reservation of 15
- notice — *see also* members — meetings; directors — meetings, notice of**

INDEX

- application, of
 - amalgamation, for 249(2)
 - exemption from proxy solicitation requirements, re 155
 - reduction of capital, re 234(2)
 - appointment of
 - auditor 178
 - director 113, Sched. (2)(8)
 - inspector 209
 - liquidator 283, Sched. (2)(11)
 - receiver 99(a), Sched. (2)(5)
 - change of
 - address of liquidator, of 316(1)(b)
 - addresses of extraprovincial company, of 305
 - location of registered office, in 40, Sched. (2)(4)
 - name of 223(2)
 - dissenting member, by
 - alterations of restrictions on carrying on business, re 222
 - disposal of whole undertaking, re 126(5)
 - financial assistance for share purchase, re 103(4)
 - procedure 207(1)(a)
 - transfer of incorporation 37
 - documents, of 26
 - enforcement of filing of returns, of 339(1)
 - meetings, of — *see* **members** — meetings; **directors** — meetings
 - registration of, from other jurisdictions 341
 - service of 204
- Offence Act**
- application of 344
- offences and penalties**
- access to records, failure to provide 169
 - accounting records, failure to keep 171(5)
 - court order, failure to file with registrar 200(5)
 - defences 342(2)
 - director, by
 - affidavit of solvency on winding up, re 268(4)
 - disqualified person as 114(3)
 - notice of ceasing to hold office, re 132
 - financial statements
 - failure to include auditor's report 174(3)
 - failure to provide 172
 - inspector, refusal to comply with 211
 - liquidator, failure to inform 291
 - list of members
 - failure to maintain 72
 - improper use of 168
 - mandatory buy-out provisions, re 255(8)
 - misleading statements 342(1)
 - officer, prohibited person acting as 133(3)
 - proxies, failure to solicit 153
 - records, failure to keep 170(4)
 - reduction of capital, concealment of creditors in 234(4)
 - register of
 - allotment, failure to maintain 65(2)
 - debentures, failure to maintain 75
 - members, failure to maintain 67(3), 70(8)
 - registered and records office, failure to maintain 39(3)
 - transfers, failure to maintain 66(2)
 - share certificate, unauthorized issuance of 48(3)
 - solicitation of proxies, failure to provide information circular re 154(3)
- office**
- registered and records
 - change of 40
 - extraprovincial company, of 304(1)
 - mandatory 39
 - registrar, of
 - hours of 321
 - seal of 322
- officers Pt. 4 Div. (3)**
- appointment of 133
 - chairman 134
 - conflict of interest of 137
 - duties of
 - care, of 135
 - compliance with rules, of 136
 - disclosure of conflict of interest, of 137
 - informing liquidator, of 291
 - indemnification by company, of 128(5)
 - liability of
 - acquiescence in offence of company, for 343

COMPANY ACT

- display of name, for 106(3)
- relief from 202
- survival of 260
- powers upon appointment of receiver of 98
- president 133, 134
- qualifications of 133(2), 114
- removal of 133(4)
- secretary
 - appointment of 133
 - duties of 138
- senior officer, defined 1(1)
- service on 204(1)
- signatory, as
 - debenture, on 81
 - share certificate, on 53
- penalties — see offences and penalties**
- personal representative**
 - application for rectification of register by 68(1)
 - powers of 60(1)
 - transfer of interest of member by 61
- president — see officers**
- printed**
 - defined 1(1)
- priorities — see borrowing — mortgage; wages and salary**
- privilege**
 - auditor's report or statement, qualified 199
 - solicitor-client 213
- promissory note by company**
 - form and effect of 100(5)
- proxy**
 - appointment by 151(2)
 - defined 1(1)
 - delivery to company 151(9)
 - discretionary authority in 157(c)
 - execution of 151(3)
 - exemption from solicitation requirements 155(1)
 - form of 151(5), 157
 - form of, defined 1(1)
 - holder of
 - alternate 151(7)
 - appointment of 151(1)
 - rights of 151(2)
 - information circular required 154, 156
 - revocation of 151(8)
 - solicitation of
 - defined 1(1)
 - exemption from requirement for 155(1)
 - mandatory 153(1)
 - special form of 157
 - validity of 151(4)
- Public Service Act**
 - appointments under
 - Auditor Certification Board 181(5)
 - Registrar of Companies 320
- railway**
 - capacity to carry on business as 21(2)(a)
 - deemed to carry on business as 1(8)(e)
- receiver and receiver manager**
 - accounts of 99(b)
 - application to restrain company's ultra vires activity 25
 - appointment of
 - notice of 99(a), Sched. (2)(5)
 - record of 163(1)(y)
 - court application by
 - winding up, for 271(1)
 - duty of
 - fiduciary 118
 - general 99
 - liability of
 - relief from 202
 - qualifications of 275(1)
 - wages and salary, preferential payment of 85(1)
- records — see also annual report; auditors — report; documents; financial statements**
 - access to
 - auditors, by 196
 - debentureholder, by 164(2)
 - director, by 164(1)
 - member, by 164(2)
 - refusal by corporation of 169
 - accounting records required 171
 - copies of 165
 - form of 170
 - location of 163
 - maintenance of 170(3)
 - records office — see **office**

- redemption** — *see* shares
- register**
- allotments, of 65(1)
 - debentureholders, of 77(1)
 - branch register 78
 - form of 79
 - directors, of 116
 - members, of
 - branch register 70
 - index of 72
 - location of Reg. s. 7.2
 - rectification of 68
 - transfers, of 66(1)
- registered office** — *see* office
- registrant**
- defined 1(1)
- registrar Pt. 11 Div. (1)**
- action against 323
 - administrative staff, appointment of 320
 - appeal from decision of 332
 - appointment of 320
 - approval by
 - amalgamation agreement, of 248(1)
 - change of name 308
 - name 17, 18
 - certificate of
 - amalgamation, of 250
 - continuance, of 36
 - conversion, of 243, 245
 - evidence, as 328
 - incorporation 9(a)
 - registration of extraprovincial company, of 300(1)
 - supplementary, of registration 306(2)
 - certification by 336(2)
 - correction of register by 326(1)
 - declarations by, as evidence 327
 - deferral order re dissolution of company 293(2)
 - defined 1(1)
 - discretion of
 - change of name, re 18
 - correction of incorporation documents, re 10
 - correction of register, re 326(1)
 - name, re 17
 - documents
 - certified copy of 336(2)
 - copy of 336(1)
 - enforcement of duty to file 339(1)
 - filing of, no notice 26
 - inspection of 336
 - issuance of 330
 - production of 335
 - refusal to accept 337, 340
 - requirements as to 338
- evidence
- certificate as 328
 - declaration as 327
 - document as 329, 336(2)
 - registrar, by 325
- examination of 325
- extraprovincial company, re — *see* **extraprovincial company**
- fees
- calculation of 349
 - paid to 349
- inquiry by, on winding up of company 257(2)
- notice from
- changes to memorandum and articles, re 10
 - conversion of specially limited company, re 243(3)
 - enforcement of duty to make returns, re 339(1)
 - registrar of other jurisdiction, to 341(b)
- notice to
- appointment of
 - director, of 113, Sched. (2) (8)
 - inspector, of 209(2)
 - liquidator, of 283
 - branch register, of 70(4)
 - extraprovincial agent, by 298(2)
 - mortgage, change in 77
 - register of debentures of trust company, of 79
 - register of members of trust company, of 69, 70(4)
 - registered office, change in location of 40
- office hours of 321
- records of 336
- refusal by
- accept documents, to 340
 - appeal from 337(2)
 - issue certificate, to 340
 - register, to 337(1)
- restoration of company by

COMPANY ACT

change of name, re 264
extraprovincial company, of 312(3)
seal of office of 322
service on 324
witness, as 325

regulations

financial statements, re 175
forms, re 350, Sched. (1)(A)

remedies — see actions; court

**report — see annual report; auditors —
report**

reporting company — see also company

residency — see directors

resolution

auditor
removal of 185
waiver of appointment of 179(1)
consent to, deemed to be proceeding at
meeting 160(4)
directors, of
change of location of registered of-
fice, re 40(1)
consented to in writing 125
determining value of property or ser-
vices for shares, re 43(3)(c)
shares in series, alteration of 229(1),
(6)
dissent to 207(1)
extraordinary, defined 1(1)
memorandum, alteration of 217(1)
ordinary
defined 1(1)
diminution of capital, re 232(1)
directions to liquidator, re 288(2)
removal of auditor, re 185
remuneration of auditor, re 184
request for dissolution, re 258(a)
procedure for passing 158
separate
defined 1(1)
subdivision, consolidation and change
of shares, re 231(2)
special
consideration for shares, re 42(2)(b)
defined 1(1)
financial assistance, re 103(2)
increase in authorized capital, re
230(1)

reduction of capital, re 233(1)
subdivision, consolidation and change
of shares, re 231(1)
voting on 158

**restoration Pt. 9 — see also company —
restoration**

salary — see wages and salary

**sale of company — see company — disposal
of**

seal

corporate seal
authentication of document, for 101
authorization re 35(2)
contract, on 100(1)
effect of 35(5)
name on 106(2)
official 35
registrar, of 322

secretary — see officers

securities — see also borrowing

application of Securities Act to restora-
tion 262(4)(c)
registrant, defined 1(1)

security for costs — see costs

senior officer

defined 1(1)

series — see also shares

series meeting defined 1(1)

service

company, on 204(1)
extraprovincial company, on
attorney of 304(1)
general 204(2)
registrar, on 324

shareholder — see members

oppression, 227(2)

shares Pt. 3 Div. (1)

acquisition of, by company 238(3)
allotment of
consideration for 42
non-reporting company, by 41(1)
register of 65
reporting company, by 41(6)
alteration of

INDEX

- cancellation, by 232(1)
- procedure for 240
- subdivision, consolidation and change, by 231
- amalgamation agreement dealing with 248(2)(c), (3)
- authorized capital 19
- beneficially owned
 - solicitation of proxy of 154(2)(c)
 - voting by registrant of 152
- cancellation of
 - amalgamation, on 249(3)
 - diminution of authorized capital, for 232
 - redeemed shares, of 238(3)
- certificate of — *see* share certificate
- change in rights attached to 226(1)
- class
 - meeting, defined 1(1)
 - members, separate resolution of 226(1)
- classes of 20
- commission on sale of 47
- consolidation of 231
- conversion of 42-44
- deceased member, of 63
- discount for 47
- dissenting member, purchase from 207(5)
- evidence of title to 52, 53
- exchange, right of 44
- fractional
 - issuance of 241(1)
 - prohibition of 46
 - purchase of 241(2)
- fully paid 43
- increase in number of 230(1)(b)
- issuance of
 - consideration or price for 42
 - invalid, validation of 242
 - power of directors re 41
- kinds of 19
- mandatory buy-out of 255(3)
- no par value 19
- offer to members of 41(1)
- par value 19
- partly paid
 - exceptions re 44(1)
 - liability for 56
 - share certificate for 51(2)
- price or consideration for 43, 43(2)
- property as consideration for 43(3)
- purchase of
 - company, by 235(b)
 - dissenting member, from 207(4)
 - employee, from 237(1)(b)
 - pro rata offer, re 237
 - prohibited where company insolvent 236(1)
- redemption of
 - company, by 235(a)
 - pro rata 237(1)
 - prohibited where company insolvent 236(1)
- registrant, defined 1(1)
- reissuance of 238(1)(a)
- restrictions on 212(3), 224
- series of
 - interference with 226
 - issuance in 229(1)
 - meeting, defined 1(1)
- services as consideration for 43(3)
- share certificate
 - contents of 51
 - evidence, as 52
 - issuance of 49
 - lost or destroyed 54
 - right to 48
 - signature on 53
 - splitting of 50
- special rights and restrictions re
 - abrogation and variation of 225
 - creation of 224
 - defined 1(1)
 - interference with 226
- subdivision of 231(1)
- transfer of
 - acquiring company, to 255(6)
 - documents for 63
 - instrument of 59
 - personal representative, by 61
 - register of 66
 - registration of 62
 - winding up, after 282(c)
- transmission, documents required for 63
- voting of 161(c)
- solicitation of proxies — *see* proxy**
- solvency — *see* bankruptcy; insolvent company**
- Special Act company — *see also* company**
 - defined application to 3

COMPANY ACT

- special resolution** — *see* **resolution**
- special rights and restrictions** — *see also* **shares**
defined 1(1)
- statements** — *see* **financial statements**
- strike off** — *see* **dissolution; liquidator**
- subject company**
defined 255(1)
- subpoena**
registrar not bound by 325(1)
- subscriber** — *see* **members**
- subsidiary corporation**
auditor's access to records of 196
defined 1(3)
financial assistance to 103(5)
financial statements of 176(2)
foreign, information as to 197
voting of shares in holding company by 159
- suit** — *see* **actions**
- superintendent**
defined 1(1)
- take-over** — *see* **arrangement; company — acquisition of**
- transfer of incorporation** — *see* **capacity; company — continuation**
- transfer of shares** — *see* **shares**
- transmission of shares** — *see* **shares**
- trust company**
eligibility as trustee 88(1)
register of debentureholders, keeping of 79(1)
- trust indenture** — *see also* **trustee**
certificate of compliance with 93(2)
default under 94
defined 86
event of default, defined 86
evidence of compliance 91
exculpatory clause in 97
guarantor's evidence of compliance with 91
issuer's evidence of compliance with 91
record of registered holders of 89
- trustee** — *see also* **personal representative; trust indenture**
bankruptcy, in
application to restrain company's ultra vires activity 25
defined 86
duty of care of 95, 96, 97
eligibility of 88
holding moneys from mandatory buy-out 255(7)
information to 90
notice of default by 94
registrant, as 152(8)
removal of in conflict of interest 88(5)
- ultra vires** — *see* **capacity**
- Unclaimed Property Act**
applicability to unclaimed or undistributed assets, of
on distribution of assets to members on liquidation 294(2)
- venture capital corporations**
name of 16(6), 18(3)
- voting** — *see* **members — meetings; proxy; resolution; shares — voting; subsidiary corporation**
- wages and salary**
defined 1(1)
preferential payment of 85
- winding up Pt. 9 Div. (3)** — *see also* **dissolution; liquidator**
affidavit of solvency by directors 268
applicability to corporations 4
class shares, priority between 229(3)
court application by dissenting member for 272
court order, by
application by member re 272
commencement of 273
liquidator, appointment of 274
effect of 282
effect on dissenting member of 207(6)
extraprovincial company, of 318
final meeting 292
liability of members on 55, 57
powers of court re 272

INDEX

sale of company for shares or debentures 289(1)	voluntary
solvency, affidavit of 268	affidavit of solvency re 268
unclaimed assets on 294	commencement of 269
	special resolution re 267