TABLE OF CONTENTS

|  |  |  |
| --- | --- | --- |
| **Ch.** | **Topic** | **Pages** |
| **15** | Methods of carrying on business | 111-120 |
| **16** | Partnerships | 121-128 |
| **17** | Taxation of corporations and their shareholders | 129-145 |
|  | *Appendix:* Tax Terms Gloss. | 146-154 |
| **18** | Income tax administration and enforcement | 157-167 |
| **19** | The creation of the corporation | 169-177 |
| **20** | Directors, officers, and shareholders of a corp. | 177-186 |
| **21** | Shareholder agreements | 187-190 |
| **22** | Share capital | 191-200 |
| **23** | Corporate changes | 201-226 |
| **24** | Securities law implications | 227-234 |
| **25** | Debt financing and secured transactions | 235-249 |
| **26** | Searches and Opinions | 251-260 |
| **27** | Unsecured creditors’ rights and remedies | 261-284 |
| **28** | Secured creditors’ rights and remedies | 285-314 |
| **29** | Employees | 315-338 |
| **30** | Domestic and international sale of goods | 339-358 |
| **31** | Privacy Law | 359-364 |
| **32** | Aboriginal business law | 367-371 |
| **33** | Corporate reorganizations under the BIA and the CCAA | 371-389 |
| **34** | The purchase and sale of a business | 391-421 |

**SECTION INDEX**

|  |  |  |
| --- | --- | --- |
| 60 day presumption - Attacking unjust preferences - Assignment and preferences act (APA) | 277(R) | 16.2.2 |
| **A** | | |
| Abandonment of employment | 324(R) | 4.4 |
| ABI - Active business income - definition & advantages of earning income through | 141(L)-143(R); 129(L) | 6.1;6.2;6.4; 2.2 |
| ABIL - Allowable Business Investment Losses | 140(LR); 143(LR); 147(R) | 5.3.2(d); 6.6; Gloss. |
| Aboriginal - “connecting factors” - on-reserve income (Williams v. Canada) | 367(R)-368(LR) | 1.2; 1.4 |
| Aboriginal - bankruptcy | 368(R) | 2.6 |
| Aboriginal - bankruptcy - trustee and assignee (Sequin v Pelletier) | 368(R) | 2.6 |
| Aboriginal - business income - income tax | 366(LR) | 1.4 |
| Aboriginal - business law - First Nations goods and services tax (FNGST) | 367(L) | 1.7 |
| Aboriginal - business law - insolvency | 367(LR) | 2 |
| Aboriginal - business vehicles - business law | 369(R) | 3 |
| Aboriginal - corporations | 367(R) | 3.4 |
| Aboriginal - corporations - tax exemptions | 367(R) | 3.4 |
| Aboriginal - deemed property on reserve - “situated on a reserve” | 366(L) | 1.3 |
| Aboriginal - deeming provision - business law | 366(L) | 1.3 |
| Aboriginal - elements of the Indian Act exemption | 365(LR) | 1.1 |
| Aboriginal - First Nations goods and services tax (FNGST) | 367(L) | 1.7 |
| Aboriginal - income tax - business income | 366(LR) | 1.4 |
| Aboriginal - income tax - employment income | 365(R)-366(L) | 1.2 |
| Aboriginal - income tax - investment and interest income) | 366(R) | 1.5 |
| Aboriginal - Indian Act, s. 4 - waiver from s.89 | 368(LR) | 2.5 |
| Aboriginal - Indian Act, s. 89 - insolvency - application of laws | 367(LR) | 2 |
| Aboriginal - Indian Act, s. 90 - deeming provision | 366(L) | 1.3 |
| Aboriginal - insolvency - bankruptcy | 368(R) | 2.6 |
| Aboriginal - insolvency - business planning | 368(LR) | 2.5 |
| Aboriginal - insolvency - criminal seizure | 367(R)-368(L) | 2.2 |
| Aboriginal - insolvency - exemption from seizure | 367(LR) | 2 |
| Aboriginal - insolvency - garnishment | 368(L) | 2.3 |
| Aboriginal - insolvency - personal property - paramount location test | 367(R) | 2.1 |
| Aboriginal - insolvency - seizure by another Indian or band | 368(L) | 2.4 |
| Aboriginal - investment and interest income - income tax | 366(R) | 1.5 |
| Aboriginal - joint ventures | 369(R) | 3.3 |
| Aboriginal - municipally-owned corporation - government activities - Indian Act ss. 81 & 83 | 369(R) | 3.4 |
| Aboriginal - municipally-owned corporation - tax exemption - ITA s. 149(1) | 369(R) | 3.4 |
| Aboriginal - non-profit corporation | 369(R) | 3.4 |
| Aboriginal - non-profit corporation - tax exemption - ITA s. 149.1 | 369(R) | 3.4 |
| Aboriginal - paramount location test - insolvency | 367(R) | 2.1 |
| Aboriginal - partnerships | 369(L) | 3.2 |
| Aboriginal - sole proprietorships | 369(L) | 3.1 |
| Aboriginal - sole proprietorships - “connecting factors” | 369(L) | 3.1 |
| Aboriginal - tax exemption for property - situated on a reserve | 365(LR);366(L) | 1.1; 1.3 |
| Aboriginal - taxation - “band empowered entities” | 366(R)-367(L) | 1.6 |
| Aboriginal - taxation - GST and HST | 366(R)-367(L) | 1.6 |
| Aboriginal - taxation issues | 365(L) | 1 |
| Aboriginal business law - SEE: aboriginal | 365(L) | 1 |
| ACB - adjusted cost base | 147(R) | Gloss. |
| ACB - differences from paid-up capital (PUC) | 194(L) | 6.4 |
| ACB of shares - arrangement and reorganizations | 218(R)-219(L) | 7.2; Ex. 1 |
| Acceleration of deferred payments - payment - sell-side terms - key provisions - sale of goods | 348(R) | 3.2.2(d) |
| Acceleration of Deferred Payments - Payment - Sell-side terms - Key provisions - Sale of Goods - BIA or CCAA | 348(R) | 3.2.2(d) |
| Acceleration of deferred payments - payment - sell-side terms - key provisions - sale of goods - Leave of Court | 349(L) | 3.2.2(d) |
| Acceptance - buy-side terms - key provisions - sale of goods | 345(R)-346(L) | 3.1.4 |
| Acceptance - buyer's satisfaction | 345(R) | 3.1.4 |
| Acceptance - deemed acceptance - 3 ways | 345(R)-346(L) | 3.1.4 |
| Acceptance - default - reasonable time to examine | 345(R) | 3.1.4 |
| Acceptance - type of goods matters | 345(R) | 3.1.4 |
| Accessibility for Ontarians with Disabilities Act (AODA) - employment standards | 321(R) | 3.2.4 |
| Accessibility standards - disabled employees - employer obligations | 321(R) | 3.2.4 |
| Accessions - always subordinate to, PPSA, s. 35(2) | 288(R)-289(L) | 5.1.7(b) |
| Accessions - PPSA - s.35(1) | 288(R)-289(L) | 5.1.7(b) |
| Accessions and fixtures - special priority rules - PPSA | 288(L)-289(L) | 5.1.7(a, b) |
| Accessions, removal of - special notice required, PPSA, s. 35(6) | 305(LR) | 22.1.4(e)(v) |
| Accountability - 10 principles of personal information protection - privacy law | 362(L) | 4.1 |
| Accountant-client privilege - not recognized by courts | 166(L) | 3.4 |
| Accountants - privilege - not recognized by courts | 166(L) | 3.4 |
| Accounting Principles - International Financial Reporting Standards | 181(R) | 4.2.3 |
| Accounts payable - assumed liabilities - asset purchase | 402(R) | 4.3.8 |
| Accounts receivable - see: purchase and sale - asset purchase - assets to be acquired - accounts receivable | 398(R)-400(R) | 4.3.4 |
| Accounts receivable - asset purchase - accommodations - assurance accounts receivable are collectible | 398(R)-399(L) | 4.3.4(a) |
| Accounts receivable - asset purchase - corporate considerations | 398(R)-399(L) | 4.3.4(a) |
| Accounts receivable - asset purchase - tax considerations | 399(L) | 4.3.4(b) |
| Accounts receivable - asset purchase - tax considerations - other taxes | 400(R) | 4.3.4(c) |
| Accounts receivable - asset purchase - tax considerations - purchaser | 399(R) | 4.3.4(b)(ii) |
| Accounts receivable - asset purchase - tax considerations - section 22 election - benefits/consequences | 399(R)-400(L) | 4.3.4(b)(iii); Ex |
| Accounts receivable - asset purchase - tax considerations - vendor (consequences of selling accounts receivable) | 399(LR) | 4.3.4(b)(i); Ex |
| Accounts receivable - assignment of | 239(L) | 2.3 |
| Accounts receivable - assignments - registrations - purchase and sale | 419(R) | 9.1 |
| Accredited investor - prospectus exemptions - s.2.3 of ni-45-106 | 232(L) | 2.3.2(c) |
| Accrued Bonus - Corporate Tax - Legal Liability to Pay Bonus | 144(LR) | 7.2.2 |
| Accrued Bonus - Tax - Timing of Payment | 144(R) | 7.2.3 |
| Accrued Bonus - Tax – Test for Reasonableness | 144(L) | 7.2.1 |
| Accrued Bonus - Taxation of corporations | 144(L) | 7.2 |
| Accuracy - principles of personal information protection - privacy law | 363(L) | 4.6 |
| Acknowledgements and renewals of limitation periods | 248(R) | 8.4 |
| Acquisition of control | 147(L) | Gloss. |
| Acquisition of corporation’s own shares SEE: share capital - acquisition | 199(R)-200(R) | 12 |
| Acquisition of corporation’s own shares - purchase or redemption of shares in accordance with conditions specified in articles | 200(LR) | 12.3 |
| Acquisition of corporation’s own shares - shares by private contract | 199(R)-200(L) | 12.2 |
| Acquisition of corporation’s own shares - tax consequences | 200(R) | 12.4 |
| Act to amend the Bankruptcy and Insolvency Act, etc | 371(R) | 1.1 |
| Active Business Income (“ABI”) - definition & advantages of earning income through | 141(L)-143(R); 129(L) | 6.1;6.2;6.4; 2.2 |
| Active Business Income (ABI) vs. passive income - Corporations – Taxation | 129(LR) | 2.2 |
| Acts of bankruptcy | 264(R) | 5.3.2 |
| Address of corporation: see Corporation - address of corporation | 171(L) | 3.2 |
| Adjourned Meeting of Shareholders | 184(L) | 4.3.4 |
| Adjournment of creditors’ meetings - proposals - BIA | 379(L) | 4.11.2(c) |
| Adjusted Cost Base (ACB) of asset | 147(R) | Gloss. |
| administration and enforcement - tax - income tax | 163(L)-167(R) | 3 |
| Administration of bankrupt’s estate | 266(R)-267(L) | 7 |
| Administration of creditors’ meetings - BIA | 379(L) | 4.11.2 |
| Admissibility issues - foreign workers - residence | 338(LR) | 17 |
| Advance ruling mechanism - Competition Act - purchase and sale | 418(LR) | 7.1 |
| Advance Tax Rulings (ATRs) - CRA | 148(R)-149(L) | Gloss. |
| Advantages - share capital | 198(R)-199(L) | 11.1; 11.3 |
| Advantages and disadvantages of share capitalization | 198(R)-199(R) | 11.1-11.4 |
| Advantages to shareholders - share capital | 199(LR) | 11.3 |
| Advise - securities - registration requirements | 228(LR)-299(L) | 2.2 |
| Affidavit of truth - bankruptcy | 264(R)-265(L) | 5.3.3; 5.3.4 |
| Affiliated debtors - CCAA - restructuring | 382(R) | 5.2.2 |
| Affirmation of trustee in bankruptcy | 266(R)-267(L) | 7.1; 7.2 |
| Agency - characteristics of general partnership | 122(L) | 1.3.2 |
| Agency - General Partnerships | 122(L) | 1.3.2 |
| agent or bailiff - taking possession of collateral - security enforcement | 302(R) | 20.2 |
| Agents of corporation: see Corporation - officers and agents | 173(R) | 4.4 |
| Agreement to sell - Sale of Goods Act - sale of goods | 339(R) | 2.2 |
| Agreements binding on others - assumptions | 258(R) | 7.5 |
| Agreements, partnership | 127(LR) | 5 |
| Aircraft objects - BIA - exemption to stay of termination proceedings | 377(R)-378(L) | 4.7.7(d) |
| Aircraft objects - CCAA - stay of proceedings | 385(R) | 5.4.10 |
| Aircraft Protocol - CCAA - Aircraft objects | 385(R) | 5.4.10 |
| Alexander v Padinox Inc - probationary employee | 323(L) | 4.1.4 |
| Allen-Vanguard decision - compromise against directors - CCAA | 386(LR) | 5.6; 5.7 |
| Allocating the consideration - tax considerations - asset purchase - purchase and sale | 395(R)-396(L) | 4.2.2 |
| Allocating the consideration (money/property) - tax considerations - asset purchase - purchase and sale | 395(R)-396(L) | 4.2.2 |
| Allocating the purchase price - tax considerations - asset purchase - purchase and sale | 395(LR) | 4.2.1 |
| Allowable business investment losses (ABIL)(taxation of corporations) | 140(LR); 143(LR); 147(R) | 5.3.2(d); 6.6; Gloss. |
| Amalgamation | 147(R) - 148(L) | Gloss. |
| Amalgamation | 174(R)-175(L) | 6.2 |
| Amalgamation - agreement | 214(L)-215(L) | 6.1.1 |
| Amalgamation - articles of | 215(R) | 6.1.3 |
| Amalgamation - cancellation of shares | 214(LR) | 6.1.1 |
| Amalgamation - certificate of | 215(R)-216(L) | 6.1.3 |
| Amalgamation - corporate considerations | 214(L)-216(L) | 6.1 |
| Amalgamation - deeming rules - tax | 216(LR) | 6.2.2 |
| Amalgamation - depreciable and non-depreciable assets | 217(R)-218(L) | 6.2.2 |
| Amalgamation - horizontal amalgamation requirements | 215(LR) | 6.1.2 |
| Amalgamation - income tax aspects | 216(L)-218(L) | 6.2 |
| Amalgamation - income tax aspects - deemed year-end | 216(L) | 6.2.1 |
| Amalgamation - income tax aspects - tax deferral (ACB of shares) | 216(R)-217(L) | 6.2.2\* Ex. 1\* |
| Amalgamation - income tax aspects - tax deferral (PUC of shares) | 217(L)-218(L) | 6.2.2\* Ex. 2\* |
| Amalgamation - post-approval of amalgamation | 215(R)-216(L) | 6.1.3 |
| Amalgamation - rollover - non-capital losses | 217(LR) | 6.2.2 |
| Amalgamation - rollover, ITA, s. 87, requirements | 216(R)-217(L) | 6.2.2 |
| Amalgamation - short-form agreement | 215(L) | 6.1.2 |
| Amalgamation - squeeze-out - going private transactions | 220(L) | 8 |
| Amalgamation - tax deferral - rollover | 216(L)-217(L) | 6.2.2 |
| Amalgamation - valuation of shares | 214(R) | 6.1.1 |
| Amalgamation - vertical amalgamation requirements | 215(L) | 6.1.2 |
| Amalgamation - voting and dissent rights | 214(R)-215(L) | 6.1.1 |
| Amendments or modifications - CCAA - plan | 388(L) | 5.12 |
| Amendments or revisions - proposals – BIA | 379(R) | 4.13 |
| Amendments to CCAA - fraudulent conveyances | 274(LR) | Part II |
| Amendments to CCAA (2009 CCAA amendments) - wage priority | 292(R)-293(L) | 7 |
| Annual and Special Meeting of Shareholders | 183(LR) | 4.3.1 |
| Annual meetings - shareholders - mandatory proxies | 184(L) | 4.3.5 |
| Annual Meetings of Shareholders - Topics that must be considered | 183(L) | 4.3.1 |
| Annual rate of interest - Criminal Rate of Interest (in excess of 60%) | 348(R) | 3.2.2(c) |
| Annual rate of interest - Overdue payments - Sell-Side Terms - Sale of Goods - Interest Act (5%) | 348(R) | 3.2.2(c) |
| Annual rate of interest - Overdue payments - Sell-Side Terms - Sale of Goods - Not monthly | 348(R) | 3.2.2(c) |
| Annual rate requirement under interest act - debt financing | 236(R)-237(L) | 1.3.1(f)(iii) |
| Annual returns - corporate search | 252(R)-253(L) | 2.4 |
| Annulment - approved proposal - BIA | 381(L) | 4.17 |
| Anti-avoidance rule - share purchase - deferral - capital gain recognition - s.44.1(12) ITA | 413(R)-414(L) | 5.2.2 |
| Anti-avoidance rule – taxation of dividends to corp. shareholders (and 2016 amendment) | 133(R) | 3.2 |
| Anti-dilution provision - convertible shares | 195(R) | 7.4.1 |
| APA - attacking fraudulent conveyances under the APA | 276(R) | 16.1 |
| APA - attacking unjust preferences | 277(L) | 16.2 |
| APA - attacking unjust preferences - 60-day presumption | 277(R) | 16.2.2 |
| APA - attacking unjust preferences - exemptions | 277(R)-278(L) | 16.2.4 |
| APA - attacking unjust preferences - intent and concurrent intent | 277(R) | 16.2.3 |
| APA - attacking unjust preferences - proper parties | 278(L) | 16.3 |
| APA - attacking unjust preferences - remedy | 278(L) | 16.4 |
| APA - exemptions for fraudulent conveyance | 277(L) | 16.1.2 |
| APA - exemptions for unjust preferences | 277(R)-278(L) | 16.2.4 |
| APA - intent and concurrent intent | 277(R) | 16.2.3 |
| APA - limitation period - unjust preferences | 278(L) | 16.5 |
| APA - proper parties - unjust preferences | 278(L) | 16.3 |
| APA - proper parties (fraudulent conveyances) | 278(L) | 16.3 |
| APA - required elements (4) - fraudulent conveyance | 276(R)-277(L) | 16.1.1 |
| APA - required elements of unjust preference | 277(LR) | 16.2.1 |
| Appeals - corporate tax - procedure | 157(R) | 1.2 |
| Appeals (tax) - see Tax - appeals |  |  |
| Application - Bulk Sales Act | 282(L) | 18.1.2 |
| Application for termination of bargaining rights - labour law | 332(R)-333(L) | 14 |
| Application of stay against the crown - BIA | 376(R) | 4.7.4 |
| Application of stay to directors - BIA | 376(R)-377(L) | 4.7.6 |
| Application of stay to regulatory bodies - BIA | 376(R) | 4.7.5 |
| Application of stay to secured creditors - BIA | 376(L) | 4.7.2 |
| Application to continue corporation in Ontario | 212(R)-213(L) | 5.1 |
| Application to continue in another jurisdiction - Form 7 - export | 231(R) | 5.2 |
| Application, response, vote - union certification | 328(R)-329(R) | 9.2 |
| Appointment - Officers | 180(L) | 3.1 |
| Appointment and types of court receivers | 307(R)-308(L) | 22.2.2 |
| Appointment letter - private receiver - security enforcement | 303(R) | 22.1.2 |
| Appointment of auditor | 181(R)-182(L) | 4.2.3 |
| Appointment of court appointed receiver (when is it appropriate?) | 307(LR) | 22.2.1 |
| Appointment of interim receivers | 301(R)-302(L) | 19.3.2 |
| Appointment of private receiver by secured creditors - security enforcement | 303(R) | 22.1.1 |
| Appraisal evidence - duties of secured creditor or receiver | 304(LR) | 22.1.4(c) |
| Approval - court approval of proposal - CCAA | 379(R)-380(L) | 4.14 |
| Approval - going private transactions | 220(R) | 8 |
| Approval - voluntary dissolution | 221(L)-222(L) | 9.1 |
| Approval of arrangement | 218(LR) | 7.1 |
| Approval of Fundamental Changes - Shareholder | 182(L) | 4.2.4 |
| Approved proposal - annulment of - BIA | 381(L) | 4.17 |
| Approved proposal - binding on all creditors in the class - BIA | 380(R)-381(L) | 4.16.1 |
| Approved proposal - claims not released in a proposal – BIA | 381(L) | 4.16.3 |
| Approved proposal - effect - BIA | 380(R)-381(L) | 4.16 |
| Approved proposal - release of pre-filing claims - BIA | 381(L) | 4.16.2 |
| Approved proposal - undisclosed creditors - BIA | 381(L) | 4.16.4 |
| Arbitration - first contract | 330(R)- 331(L) | 11.1 |
| Arbitration - Foreign Arbitral Award - Enforcement - New York Convention | 351(L) | 3.3.11 |
| Arbitration - Other Provisions - Key provisions - sale of goods | 351(LR) | 3.3.11 |
| Arbitration - Other Provisions - Key provisions - sale of goods - Bill 27 | Appendix P. 5 (351(R)) | 3.3.11 |
| Arbitration - Other Provisions - Key provisions - sale of goods - Factors to Consider | 351(L) | 3.3.11 |
| Arbitration Act - Arbitration - Other Provisions - Key provisions - sale of goods | 351(LR) | 3.3.11 |
| Arbitrator - selection - collective bargaining | 332(LR) | 13 |
| Arbitrator (powers of) - collective bargaining | 332(LR) | 13 |
| Arm’s length - definition - BIA | 279(L);280(R) | 17.2.4;17.3.3 |
| Arm’s length - transfer at undervalue - BIA | 280(L);280(R) | 17.3.2(b); 17.3.3 |
| Arrangement - approval of | 218(LR) | 7.1 |
| Arrangement - definition | 218(L) | 7.1 |
| Arrangement - s. 86 rollover | 218(R)-219(L) | 7.2 |
| Arrangement and reorganizations - ACB of shares | 218(R)-219(L) | 7.2; Ex. 1 |
| Arrangement and reorganizations - ACB of shares and non-share consideration | 218(R)-219(LR) | 7.2; Ex. 2 |
| Arrangement and reorganizations - income tax: deemed consideration | 219 (LR) | 7.2; Ex. 2 |
| Arrangements and reorganizations | 218(LR) | 7 |
| Arrangements and reorganizations - articles of reorganization | 218(R) | 7.1 |
| Arrangements and reorganizations - income tax aspects | 218(R)-219(LR) | 7.2 |
| Arrangements and reorganizations - ITA consequences: non-share consideration | 219(LR) | 7.2; Ex. 2 |
| Arrangements and reorganizations - no automatic dissent rights OBCA | 218(L) | 7.1 |
| Arrangements and reorganizations - tax | 218(R)-219(LR) | 7.2 |
| Arrangements under BIA proposals or CCAA plans | 218(R) | 7.1 |
| Arthur Wishart Act - franchise legislation - consequences of non-exempt franchise relationship | 357(R)-358(L) | 7.3 |
| Arthur Wishart Act - franchise legislation - exemptions | 357(R) | 7.2 |
| Arthur Wishart Act (Franchise Disclosure) - Franchise | 115(L) | 6.1 |
| Arthur Wishart Art - Franchise - Sale of Goods | 357(LR) | 7.1 |
| Articles - conflict with Unanimous Shareholder Agreement (USA) | 187(R) | 2 |
| Articles - purchase of shares - acquisition of corporation’s own shares | 200(LR) | 12.3 |
| Articles - RSLA - definition | 298(R) | 15 |
| Articles of Amalgamation | 174(R); 215(R) | 6.2; 6.1.3 |
| Articles of continuance | 212(R)-213(L) | 5.1 |
| Articles of dissolution - Form 10 | 221(R) | 9.1 |
| Articles of Incorporation - change process | 201(L)-202(L) | 1.2 |
| Articles of incorporation - possible additional provisions | 172(L) | 3.7 |
| Articles of incorporation - proposals to amend by shareholders | 182(LR) | 4.2.5 |
| Articles of incorporation: see Corporation - articles of incorporation | 169(R) | 3 |
| Articles of reorganization | 218(R) | 7.1 |
| Articles of revival | 226(R) | 10 |
| Assessments - income tax | 159(L) | 2.2 |
| Asset distribution - bankruptcy | 271(LR) | 11 |
| Asset purchase - commercial considerations | 395(L) | 4.1 |
| asset purchase - employee-related costs | 403(R) | 4.3.9 |
| Asset purchase - goodwill and related assets | 401(L)-402(L) | 4.3.7 |
| Asset purchase - payment of purchase price - non-competition agreements | 406(R)-407(L) | 4.4.3(a) |
| Asset purchase - payment of the purchase price - harmonized sales tax (HST) | 406(R)-407(R) | 4.4.5 |
| Asset Purchase - Purchase and Sale - Bulk Sales Act | 407(R)-408(L) | 4.4.4 |
| Asset purchase - Purchase and Sale - consulting agreements | 407(LR) | 4.4.3(b) |
| Asset purchase - purchase and sale - employee considerations - common law position | 403(R)-404(L) | 4.3.9(a) |
| asset purchase - purchase and sale - employees - Canada Pension Plan | 404(R) | 4.3.9(d) |
| Asset Purchase - Purchase and Sale - Non-competition Agreements | 406(R)-407(L) | 4.4.3(a) |
| Asset Purchase - Purchase and Sale - Non-competition and Consulting Agreements | 406(R) | 4.4.3 |
| Asset purchase - purchase and sale - notice when terminating employees | 404(LR) | 4.3.9(b) |
| Asset purchase - purchase and sale - payment of purchase price, 3 methods of | 404(R)-405(L) | 4.4.1(a) |
| Asset Purchase - Purchase and Sale - Risk of loss | 406(LR) | 4.4.2 |
| Asset purchase - purchase and sale - severance when terminating employees | 404(LR) | 4.3.9(b) |
| Asset Purchase - Purchase and Sale - tax considerations - bad debts | 405(R) | 4.4.1(b) |
| Asset purchase - purchaser’s preference - assets vs shares - purchase and sale | 393(R) | 3.2.3 |
| asset purchase - reducing employment, related costs of | 403(R) | 4.3.9 |
| Asset purchase - Successor Employer - Collective Agreement - Position under the Labour Relations Act | 404(R) | 4.3.9(c) |
| Asset purchase - tax considerations | 395(L) | 4.2 |
| Asset purchase considerations - assets to be acquired | 396(L)-404(R) 4.3 | 4.3 |
| Asset purchase considerations - assets to be acquired - inventories | 396(LR) | 4.3.1 |
| Asset purchase from shareholders | 206(L)-211(L) | 3 |
| Asset purchase from shareholders qualifying assets (s. 85 rollover) | 206(R)-207(L) | 3.2 |
| Asset purchase from shareholders - by rollover - qualifying parties | 206(L) | 3.1 |
| Asset purchase from shareholders - by rollover (s. 85 Rollover) | 206(L)-211(L) | 3 |
| Asset Sale - Purchase and Sale of Business - HST Implications | 409(L) | 4.4.5 |
| Asset transaction - choice of assets/liabilities - corporate considerations - purchase and sale | 391(R)-392(L) | 3.1.1 |
| Asset type and “cost” under ITA | 207(LR) | Figure 1 |
| Assets to the Crown - Forfeiture | 226(R) | 10.1 |
| Assets vs. shares - corporate considerations - purchase and sale | 391(R) | 3.1 |
| Assets vs. Shares - purchase and sale | 391(R) | 3 |
| Assets vs. shares - tax considerations - preferences | 392(R) | 3.2 |
| assignment (not allowed) - contracts of personal service - employment | 315(R)-316(L) | 1.4.1 |
| Assignment and preferences act (APA) - SEE: APA | 276(R) | 16 |
| Assignment of accounts receivable - registrations - purchase and sale | 419(R) | 9.1 |
| Assignment of Interest - Limited Partner’s interest | 124(LR) | 2.2 |
| Assignment of leases - bankruptcy | 270(R)-271(L) | 10 |
| Assignment of leases (bankruptcy) | 271(L) | 10.2 |
| Assignment of Property - security | 244(R) | 4.4 |
| Assignments and preferences act (APA) - Bankruptcy - differences between FCA and APA fraudulent conveyances | 276(R)-277(L) | 16.1.1 |
| Associated corporation – small business deduction (SBD) - shared | 137(R)-138(L) | 5.3.1(a) (iii) |
| Associated corporation – taxation | 137(R)-138(L) | 5.3.1(a)(iii) |
| Assumed liabilities - asset purchase - accounts payable, sales orders, indebtedness for borrowed money, warranty claims | 402(L)-403(L) | 4.3.8 |
| Assumed liabilities - asset purchase - purchase and sale - value of liabilities | 402(L)-403(L) | 4.3.8; Ex |
| Assumed liabilities - asset purchase - third party contracts/approvals, liabilities not ordinarily assumed, licences and permits | 402(L)-403(L) | 4.3.8 |
| Assurance fund - PPSA | 254(R)-255(L) | 3.1.7 |
| ATR: CRA - publications - Advance Tax Rulings (ATR) | 157(L) | 1.1 |
| Attachment - security interest | 241(LR) | 3.1 |
| Attachment - when occurs | 241(LR) | 3.1 |
| Attachment of security interest - PPSA | 285(R) | 3.1 |
| attacking unjust preferences - Assignments and preferences act (APA) | 277(L) | 16.2 |
| attendance - employee obligations | 316(R) | 2.1.1 |
| Auditor - (Un)qualified Report | 181(R) | 4.2.3 |
| Auditor - appointment by shareholders | 181(R)-182(L) | 4.2.3 |
| Auditor - Appointment of Auditor | 181(R)-182(L) | 4.2.3 |
| Auditor - right to attend shareholder meetings | 181(R) | 4.2.3 |
| Auditor - time periods - reports to shareholders | 181(R)-182(L) | 4.2.3 |
| Auditor, corporate: see Corporation - auditors | 174(LR) | 5 |
| Audits, tax: see Tax - demands for information | 163(R)-165(L) | 3.2 |
| Authenticity of documents - assumptions (opinions) | 258(L) | 7.1 |
| Authority of Officers | 180(L) | 3.4 |
| Authorization, execution and delivery - opinions - standard opinions | 259(R) | 8.2 |
| Authorized capital - increase in | 205(L) | 1.3.5 |
| Authorized capital - share capital | 191(L); 205(L) | 2; 1.3.5 |
| Authorized share capital - opinions - standard opinions | 260(R) | 8.6 |
| Automatic acknowledgements of debt - automatic renewal (limitation periods) | 248(R)-249(L) | 8.4.2 |
| Automatic discharge - Individual bankrupt | 272(LR) | 13.2.2 |
| Automatic renewal - limitation periods | 248(R)-249(L) | 8.4.2 |
| Automatic stay of proceedings - BIA | 376(L) | 4.7 |
| Autonomy principle - LoC - payment - Sell-Side Terms - sale of goods | 347(R) | 3.2.2(b) |
| Autonomy principle (Fraud Exception) - LoC - payment - Sell-Side Terms - Sale of Goods | 348(L) | 3.2.2(b) |
| Availability of losses - purchaser preference change - assets vs shares - purchase and sale | 394(LR) | 3.2.4(b)(i) |
| Availability of losses - vendor preference change - assets vs shares - purchase and sale | 394(L) | 3.2.4(a)(i) |
| **B** | | |
| Bad debts - accounts receivable - tax considerations - asset purchase | 398(R)-399(L) | 4.3.4(a) |
| Bad debts - tax considerations - purchase price deferral - asset purchase | 404(L) | 4.4.1(b) |
| Bad debts - tax issues - share purchase | 414(L) | 5.2.3 |
| Badges of fraud - fraudulent conveyances | 275(R) | 15.4 |
| Bailiff or agent - taking possession of collateral - security enforcement | 302(R) | 20.2 |
| Bailment/Lease contract - distinct from sale of goods contract | 340(L) | 3.1.1(a) |
| Balance sheet test - who can become bankrupt | 264(L) | 5.2 |
| Band-empowered entities - Aboriginal - taxation | 366(R)-367(L) | 1.6 |
| Bank Act - enforcement - notice requirements (s.428(8)) security) | 311(R) | 23.1.2 |
| Bank Act - enforcement - power to sell (s.427 security) | 311(R) | 23.1.1 |
| Bank Act - enforcement - right to appoint receiver (s.427 security) | 312(L) | 23.1.4 |
| Bank Act - s. 418 real property security (individual debtor) | 246(R) | 6 |
| Bank Act - s. 427 - security, subordinate to conditional sale vendor | 289(R) | 5.1.9 |
| Bank Act - s.427 - security, secured creditors priority | 289(R) | 5.1.9 |
| Bank Act - s.427 security searches | 255(R) | 3.3 |
| Bank Act - security - agreement concerning loans and advances | 245(L) | 4.5 |
| Bank Act - security - application for credit | 244(R) | 4.2 |
| Bank Act - security - elements | 244(LR) | 4.1 |
| Bank Act - security - notice of intention | 244(R) | 4.3 |
| Bank Act - security - transfer of title | 245(L) | 4.6 |
| Bank Act - security (s.427) | 244(LR) | 4 |
| Bank Act - security enforcement - maximize recovery, but no obligation to realize ‘true market value’ of collateral) [same as PPSA] | 312(L) | 23.1.3 |
| Bank Act - security enforcement - standard of care of bank (S. 428(10)-(11)) | 312(L) | 23.1.3 |
| Bank Act - taking security under s.427 | 244(LR) | 4 |
| Bank Act Security, enforcement of | 311(R) | 23.1 |
| Bank act vs PPSA - priorities - secured creditor priority | 289(R) | 5.1.9 |
| Bank guarantees - debt financing | 237(R) | 1.3.4 |
| Banker's acceptances - bill of exchange | 237(L) | 1.3.2 |
| Bankruptcy - SEE: also “BIA” | 263(R)-264(L) | 5 |
| Bankruptcy - aboriginal | 368(R) | 2.6 |
| Bankruptcy - acts of bankruptcy | 264(R) | 5.3.2 |
| Bankruptcy - administration - affirmation of trustee | 267(L) | 7.2 |
| Bankruptcy - administration - first meeting of creditors | 266(R)-267(L) | 7.1 |
| Bankruptcy - administration - inspectors | 267(R)-268(L) | 7.4 |
| Bankruptcy - administration - review of bankrupt’s affairs | 267(LR) | 7.3 |
| Bankruptcy - administration of bankrupt’s estate | 266(R)-267(L) | 7 |
| Bankruptcy - assignment of leases | 270(R)-271(L) | 10 |
| Bankruptcy - bankrupt - definition | 263(R)-264(L) | 5.1; 5.2 |
| Bankruptcy - BIA remedies | 278(LR) | 17.1 |
| Bankruptcy - discharge of bankrupt | 272(L) | 13 |
| Bankruptcy - discharge of corporate bankrupt | 272(L) | 13.1 |
| Bankruptcy - discharge of individual bankrupt | 272(L) | 13.2 |
| Bankruptcy - discharge of individual bankrupt - automatic discharge | 272(LR) | 13.2.2 |
| Bankruptcy - discharge of individual bankrupt - conditional | 273(R) | 13.2.8 |
| Bankruptcy - discharge of individual bankrupt - debts not released | 274(L) | 13.2.10 |
| Bankruptcy - discharge of individual bankrupt - debts not released by discharge order | 274(L) | 13.2.10 |
| Bankruptcy - discharge of individual bankrupt - facts (refused, suspended, conditional) | 273(LR) | 13.2.7 |
| Bankruptcy - discharge of individual bankrupt - mandatory mediation | 273(L) | 13.2.6 |
| Bankruptcy - discharge of individual bankrupt - non- automatic | 272(R) | 13.2.3 |
| Bankruptcy - discharge of individual bankrupt - notice to creditors | 273(L) | 13.2.5 |
| Bankruptcy - discharge of individual bankrupt - personal income tax debtors | 272(R) | 13.2.4 |
| Bankruptcy - discharge of individual bankrupt - suspension of discharge | 273(R)-274(L) | 13.2.9 |
| Bankruptcy - discharge of trustee | 274(L) | 14 |
| Bankruptcy - distribution of assets | 271(LR) | 11 |
| Bankruptcy - effect of bankruptcy - landlord against secured creditors | 294(R) | 9.3 |
| Bankruptcy - effect of bankruptcy - preventing landlord right to distress | 294(R) | 9.3 |
| Bankruptcy - effect of bankruptcy - preventing termination of leases | 294(R) | 9.3 |
| Bankruptcy - effect of bankruptcy - right to terminate leases | 295(L) | 9.3.3 |
| Bankruptcy - effect of bankruptcy - trustee right to acclaim or disclaim lease | 295(L) | 9.3.3 |
| Bankruptcy - effect of bankruptcy on non-possessory lien | 299(R) | 17.4 |
| Bankruptcy - effect of bankruptcy on possessory lien | 299(R) | 17.4 |
| Bankruptcy - inspectors - conflicts in directions to inspectors | 268(L) | 7.4.3 |
| Bankruptcy - inspectors - powers of trustee requiring inspector approval | 268(L) | 7.4.2 |
| Bankruptcy - interim receivers | 271(R)-272(L) | 12 |
| Bankruptcy - involuntary - disputed applications | 265(L) | 5.3.4 |
| Bankruptcy - involuntary - remedies | 265(L) | 5.3.5 |
| Bankruptcy - involuntary bankruptcy - procedure | 264(R) | 5.3.3 |
| Bankruptcy - involuntary bankruptcy & application | 264(LR) | 5.3 |
| Bankruptcy - leased premises | 270(R)-271(L) | 10 |
| Bankruptcy - leased premises - disclaimer of leases | 271(L) | 10.3 |
| Bankruptcy - leased premises - election to retain | 271(L) | 10.2 |
| Bankruptcy - leased premises - landlord consent | 271(L) | 10.2 |
| Bankruptcy - leased premises - occupation rights | 270(R)-271(L) | 10.1 |
| Bankruptcy - leased premises - right to assign | 271(L) | 10.2 |
| Bankruptcy - liquidation - matrimonial home | 270(R) | 9.2.2 |
| Bankruptcy - liquidation - sale of real property | 270(R) | 9.2 |
| bankruptcy - liquidation of bankrupt's assets - court approval for sale to related parties | 270(LR) | 9 |
| Bankruptcy - liquidation of bankrupt’s assets | 270(LR) | 9 |
| bankruptcy - orders available at discharge hearng | 273(LR) | 13.2.7 |
| Bankruptcy - other creditors' remedies SEE: unsecured creditors | 261(L) | Part I |
| Bankruptcy - personal liability of trustee | 269(L) | 8 |
| Bankruptcy - personal liability of trustee - environmental | 269(R) | 8.2 |
| Bankruptcy - personal liability of trustee - labour & employment | 269(L) | 8.1 |
| Bankruptcy - personal liability of trustee - protections from liability | 269(R) | 8.2.2 |
| bankruptcy - priority charge for remediation costs - trustee liability | 270(L) | 8.2.4 |
| Bankruptcy - priority in bankruptcy | 261(R) | 2.3 |
| Bankruptcy - proof of claim - rights to share in distribution | 268(R) | 7.5.3 |
| Bankruptcy - proof of claims and voting at first creditors’ meeting | 268(R) | 7.5 |
| Bankruptcy - proof of claims, restricted parties | 268(R) | 7.5.4 |
| Bankruptcy - proof of claims, secured creditors | 268(R) | 7.5.2 |
| Bankruptcy - remedies | 265(L) | 5.3.5 |
| Bankruptcy - removing trustee | 267(L) | 7.2 |
| Bankruptcy - restricted parties - administration of bankrupt’s estate | 268(R) | 7.5.4 |
| Bankruptcy - reversal of priority of landlord's right of distress | 294(R) | 9.3.2 |
| Bankruptcy - rights of occupation of leased premises | 270(R)-271(L) | 10 |
| Bankruptcy - rights to share in distribution | 268(R) | 7.5.3 |
| Bankruptcy - s. 46 - interim receivers | 271(R)-272(L) | 12 |
| Bankruptcy - sale of real property - matrimonial home | 270(R) | 9.2.2 |
| Bankruptcy - searches | 255(R)-256(L) | 3.4 |
| Bankruptcy - searches - court searches | 256(L) | 3.4.2 |
| Bankruptcy - searches - search limitations | 256(R) | 3.4.4 |
| Bankruptcy - searches - superintendent of bankruptcy searches | 256(LR) | 3.4.3 |
| Bankruptcy - secured creditors, treatment of | 266(L) | 5.4.3 |
| Bankruptcy - status of a bankrupt | 263(R)-264(L) | 5.1 |
| Bankruptcy - stay of proceedings | 266(LR) | 6 |
| Bankruptcy - stay of proceedings - leave to lift stay | 266(R) | 6.2 |
| Bankruptcy - Three ways to become bankrupt | 263(R)-264(L) | 5.1 |
| bankruptcy - trustee - duties and powers - redemption of security | 266(L) | 5.4.3 |
| Bankruptcy - trustee - personal liability | 269(L) | 8 |
| Bankruptcy - trustee - personal liability - environmental | 269(R) | 8.2 |
| Bankruptcy - trustee - personal liability - labour and employment liabilities | 269(L) | 8.1 |
| bankruptcy - trustee liability - environmental remediation order | 269(R)-270(L) | 8.2.3 |
| Bankruptcy - trustee, discharge of | 274(L) | 14 |
| Bankruptcy - trustee’s duties and powers | 265(R)-266(L) | 5.4.2 |
| Bankruptcy - trustees in bankruptcy | 265(R) | 5.4 |
| bankruptcy - unsecured creditors - first meeting of inspectors | 267(R)-268(L) | 7.4.1 |
| Bankruptcy - unsecured creditors - inspectors - generally | 267(R)-268(L) | 7.4.1 |
| Bankruptcy - Unsecured creditors - Inspectors, electing of | 267(R)-268(L) | 7.4.1 |
| Bankruptcy - Unsecured Creditors - proof of claim | 268(R) | 7.5.1 |
| Bankruptcy - unsecured creditors - timeline for first meeting of creditors | 266(R)-267(L) | 7.1 |
| Bankruptcy - who can become bankrupt | 264(L) | 5.2 |
| Bankruptcy and Insolvency Act - Sale of Goods - Sell-Side Terms - Acceleration of Deferred Payments | 348(R) | 3.2.2(d) |
| Bankruptcy and Insolvency Act (BIA) - corporate reorganizations SEE: restructuring | 371(LR) | 1 |
| Bardal v The Globe and Mail - reasonable notice of termination - basic factors | 322(LR) | 4.1.1 |
| Bargaining rights - labour law, unions | 327(R)-328(L) | 9 |
| Bargaining unit - labour law, unions | 328(LR) | 9.1 |
| Bargaining unit - membership under OLRA | 328(LR) | 9.1 |
| Basic limitation period - secured transactions | 247(R) | 8.1.1 |
| Basket compromise – restructuring | 373(L) | 2 |
| Bastien Estate v. Canada - Aboriginal - income tax - investment income | 366(R) | 1.5 |
| BCGSEU v British Columbia (Public Service Employees Relations Commission) | 319(R) | 3.2.2(b) |
| Becoming a shareholder | 180(R)-181(L) | 4.1 |
| Beggs v Westport Foods Ltd - resignation of employment | 324(R) | 4.4 |
| Belton v Liberty Insurance Co. of Canada - constructive dismissial - condonation by employee | 324(R) | 4.3 |
| Benefits-conferring legislation - employment | 319(L) | 3.2.1 |
| best interests - BIA - Receivership duties | 311(R) | 22.4 |
| BIA - “arms length” or related person | 279(L) | 17.2.4 |
| BIA - “insolvent person” - preferences | 279(L) | 17.2.3 |
| BIA - “person who is privy” - remedies - transfer at undervalue | 281(L) | 17.3.6 |
| BIA - “person” | 264(L) | 5.2 |
| BIA - “receiver” - definition | 306(L) | 22.1.5(a) |
| BIA - 2009 BIA amendments - receivers’ statutory protections | 310(L) | 22.3.2(d) |
| BIA - application of stay against the crown | 376(R) | 4.7.4 |
| BIA - application of stay to directors | 376(R)-377(L) | 4.7.6 |
| BIA - application of stay to regulatory bodies | 376(R) | 4.7.5 |
| BIA - automatic stay of proceedings | 376(L) | 4.7 |
| BIA - bankruptcy and insolvency act - Priority | 261(R) | 2.3 |
| BIA - best interests - Receivership duties | 311(R) | 22.4 |
| BIA - claims against directors | 378(L) | 4.8 |
| BIA - consideration conspicuously less than free market value | 280(R)-281(L) | 17.3.5 |
| BIA - creditor s.244 demand notice - insolvent debtor | 300(R)-301(L) | 19.1.2 |
| BIA - creditor approval | 379(LR) | 4.12 |
| BIA - creditors - lifting of stay of proceedings | 376(L) | 4.7.3 |
| BIA - date of initial bankruptcy event | 279(R) | 17.2.6 |
| BIA - demand notice (s.244) where insolvent debtor | 300(R)-301(L) | 19.1.2 |
| BIA - duties of secured creditor and receivers - act honestly, good faith, commercially reasonable | 306(L) | 22.1.5(b) |
| BIA - duties of secured creditor and receivers - court review | 307(L) | 22.1.7 |
| BIA - enforcement of security see: security enforcement | 299(R) | Part III |
| BIA - environmental issues - protection for receivers and trustees | 310(R) | 22.3.3(a) |
| BIA - ereceiver liability - protection from environmental issues | 310(R) | 22.3.3(b) |
| BIA - initial bankruptcy event | 279(R) | 17.2.6 |
| BIA - intention to prefer - preferences | 278(R)-279(L) | 17.2.2 |
| BIA - interim receivers - s.47(1) - appointment conditions | 301(R)-302(L) | 19.3.2 |
| BIA - interim receivers - s.47(1) - powers | 302(L) | 19.3.3 |
| BIA - notice (s.244) - exemptions | 301(L) | 19.1.3 |
| BIA - payment for goods and services - stay against termination of agreement with debtor | 377(LR) | 4.7.7(b) |
| BIA - payment of dividend or redemption of shares | 281(LR) | 17.4 |
| BIA - payment of dividend or redemption of shares - exemptions | 282(L) | 17.4.4 |
| BIA - payment of dividend or redemption of shares - remedy | 281(R) | 17.4.3 |
| BIA - payment of dividend or redemption of shares - required elements | 281(R) | 17.4.2 |
| BIA - preferences - required elements | 278(R) | 17.2.1 |
| BIA - preferences under the BIA | 278(R) | 17.2 |
| BIA - preferences under the BIA - arms length | 279(L) | 17.2.4 |
| BIA - preferences under the BIA - initial bankruptcy event | 277(R) | 17.2.6 |
| BIA - preferences under the BIA - Insolvent person | 279(L) | 17.2.3 |
| BIA - preferences under the BIA - limitation periods | 280(L) | 17.2.8 |
| BIA - preferences under the BIA - remedy | 279(R) | 17.2.7 |
| BIA - preferences under the BIA - s. 95 (2) presumption | 279(LR) | 17.2.5 |
| BIA - priority - Pension contribution claims | 293(R) | 8.1 |
| BIA - proposals - advantages and disadvantages | 381(LR) | 4.18 |
| BIA - proposals - annulment of approved proposal | 381(L) | 4.17 |
| BIA - proposals - automatic stay of proceedings | 376(L) | 4.7 |
| BIA - proposals - cash flow statements & related reports, filing | 374(R)-375(L) | 4.4.3 |
| BIA - proposals - claims against directors | 378(L) | 4.8 |
| BIA - proposals - classification of creditors | 378(R)-379(L) | 4.10 |
| BIA - proposals - commencing the process – restructuring | 374(LR) | 4.4 |
| BIA - proposals - court approval | 379(R)-380(L) | 4.14 |
| BIA - proposals - creditors’ meetings | 379(L) | 4.11 |
| BIA - proposals - disclaimer of commercial leases | 378(LR) | 4.9 |
| BIA - proposals - effect of approved proposal | 380(R)-381(L) | 4.16 |
| BIA - proposals - equal treatment of creditors and secret deals | 374(L) | 4.3 |
| BIA - proposals - failure to file, consequences | 375(L) | 4.4.4 |
| BIA - proposals - notice of intention - requirements | 374(R)-375(L) | 4.4.1 |
| BIA - proposals - notice to creditors | 372(R) | 4.4.2 |
| BIA - proposals - proposal trustee - role & obligations | 372(R); 373(L) | 4.54.1.1 |
| BIA - proposals - required creditor approval | 379(LR) | 4.12 |
| BIA - proposals - required statutory terms | 380(LR) | 4.15 |
| BIA - proposals - revisions or amendments | 379(R) | 4.13 |
| BIA - proposals - timelines for filing | 375(R) | 4.6 |
| BIA - proposals - who may make | 374(L) | 4.2 |
| BIA - proposals under the BIA SEE ALSO: restructuring – BIA | 373(R) | 4 |
| BIA - receiver reports | 306(R) | 22.1.5(c)(ii) |
| BIA - receivers - s.243 receivers | 302(L) | 19.4 |
| BIA - receivers - s.243 receivers - powers | 302(L) | 19.4.1 |
| BIA - Redemption of shares | 281(LR) | 17.4 |
| BIA - redemption of shares - exemptions | 282(L) | 17.4.4 |
| BIA - redemption of shares - remedy | 281(R) | 17.4.3 |
| BIA - redemption of shares - required elements | 281(R) | 17.4.2 |
| BIA - remedies under the | 278(LR) | 17.1 |
| BIA - remedy for preference | 279(R) | 17.2.7 |
| BIA - remedy for preference - limitation periods | 280(L) | 17.2.8 |
| BIA - remedy for transfers under value | 281(L) | 17.3.6 |
| BIA - reporting obligations | 306(L)-307(L) | 22.1.5(c) |
| BIA - reporting obligations - general obligation to give notice | 306(LR) | 22.1.5(c)(i) |
| BIA - requirement for notice, s.244 | 300(R)-301(L) | 19.1.2 |
| BIA - s.47(1) interim receivers - appointment conditions | 301(R)-302(L) | 19.3.2 |
| BIA - s.47(1) interim receivers - powers | 302(L) | 19.3.3 |
| BIA - s.50(1.4) - classification of creditors - commonality of interest | 378(R)-379(L) | 4.10 |
| BIA - statutory duties of secured creditors and receivers under BIA (enforcement of a security) | 306(L)-307(L) | 22.1.5 |
| BIA - stay against termination of agreements with debtor | 377(L) | 4.7.7 |
| BIA - transfers under value | 280(L) | 17.3 |
| BIA - transfers under value - “arms length” | 280(L);280(R) | 17.3.2(b); 17.3.3 |
| BIA - transfers under value - consideration conspicuously less than free market value | 280(R)-281(L) | 17.3.5 |
| BIA - transfers under value - fraudulent intent | 280(R) | 17.3.4 |
| BIA - transfers under value - remedy | 281(L) | 17.3.6 |
| BIA - transfers under value - required elements | 280(LR) | 17.3.2 |
| BIA (Bankruptcy and Insolvency Act) - corporate reorganizationsSEE: restructuring | 369(LR) | 1 |
| BIA (Repossession under) - Seller’s Security for Payment and In Rem Rights - Sale of Goods | 352(L) | 4.2 |
| BIA and CCAA - arrangements | 218(R) | 7.1 |
| BIA proposals or CCAA plans - compromising debt | 373(L) | 2 |
| BIA- Pension contribution claims | 293(LR) | 8 |
| Bill 27 - Arbitration - Sale of Goods | Appendix P. 5 (351(R)) | 3.3.11 |
| Bill C-29 - Cumulative eligbile captial account (CEC) - replaces CEC with new class of depreciable property Class 14.1 | 150(R)-152(L) | Gloss. |
| Bill C-29 - repeal existing eligible capital property regime - replace with CCA class, transfer CEC pools to new class | 401(R) | 4.3.7(b)(i) |
| Bill C-29 - tax - taxation of eligible capital property - taxed in same way other depreciable capital property | 401(R) | 4.3.7(b)(i) |
| Bill C-43 (Economic Action Plan 2014 Act, No 2) | 158(R) | 2.1.3 |
| Bill of exchange - Banker's acceptance | 237(L) | 1.3.2 |
| Bill of Landing | 345(L) | 3.1.3(d) |
| Bills of lading (clean vs. foul) - Bills of Lading - delivery - buy-side terms - key provisions - sale of goods | 345(R) | 3.1.3(d) |
| Bills of lading (negotiable or order) - Delivery - Buy-side terms - Key provisions - sale of goods | 345(L) | 3.1.3(d) |
| Bills of lading (straight) - Bills of Lading - Delivery - Buy-side terms - Key provisions - sale of goods | 345(L-R) | 3.1.3(d) |
| Binding interest arbitration - first contract arbitration - collective bargaining | 330(R) | 11.1 |
| Blanket rulings - OSC - securities | 227(LR) | 2 |
| BNA - Business Names Act | 112(L) | 1 |
| BNA (ON) - partnerships | 121(R) | 1.2 |
| Board of directors - meetings | 178(L)-179(R) | 2.7 |
| Board of Directors - meetings - location | 178(L) | 2.7 |
| Board of Directors - Vacancies | 178(R) | 2.6 |
| Bona fide occupational requirement - employer obligations - justifying discrimination | 319(R) | 3.2.2(b) |
| Bona fide purchaser (bfp) for value without notice (PPSA) | 305(R) | 22.1.4(e)(vi) |
| Bona fide purchaser of real property - GSA - equitable charge | 238(LR) | 2.2.2 |
| Bona fide subsequent purchaser of goods - priority over unpaid supplier | 262(R) | 3.4 |
| Bonus - Owner-manager ($500,000) | 143(R)-144(L) | 7.1 |
| Boot Consideration - s. 85 rollover transfer | 207(L) | 3.3 |
| breach of common law implied obligations - employees | 316(R) | 2.1 |
| Breach of Condition - Consequence - whether express under contract or implied under law | 341(L) | 3.1.2 |
| Breach of condition - Seller's Conditions and Warranties - Buy-side terms - Key provisions - sale of goods | 341(L) | 3.1.2 |
| Breach of contract - liquidated damages - buy-side terms - Key provisions - sale of goods | 346(L) | 3.1.5 |
| Breach of Warranties - Consequences - whether express under contract or implied under law | 341(L) | 3.1.2 |
| Breach of warranty - Buyer’s Remedies - contract remedies under SGA - sale of goods | 354(R) | 5.2 |
| Breach of warranty - Seller's Conditions and Warranties - Buy-side terms - Key provisions - sale of goods | 341(L) | 3.1.2 |
| Breaches of Security Safeguards - Notification Requirements - PIPEDA | 363(R) | 5 |
| Breaches of Security Safeguards - PIPEDA - Privacy Law | 363(R)-364(L) | 5 |
| BSA - Bulk Sales Act - purpose of | 282(L) | 18.1 |
| Bulk sales act - application of | 282(L) | 18.1.2 |
| Bulk sales act - compliance (3 steps) | 282(R)-283(L) | 18.1.5 |
| Bulk sales act - compliance, waiver or exemption | 282(R) | 18.1.4 |
| Bulk Sales Act - corporate considerations - purchase and sale | 392(L) | 3.1.3 |
| Bulk sales act - elements of bulk sales | 282(LR) | 18.1.3 |
| Bulk sales act - judicial exemption order | 283(LR) | 18.1.6 |
| Bulk Sales Act - methods of compliance - asset purchase considerations - payment purchase price | 407(R)-408(L) | 4.4.4 |
| Bulk Sales Act - Puchase and Sale - Sale in bulk, defn of | 407(L) | 4.4.4 |
| Bulk Sales Act - purchase and sale - asset purchase | 407(R)-408(L) | 4.4.4 |
| Bulk Sales Act - purchase and sale - assets vs. shares - corporate considerations | 392(L) | 3.1.3 |
| Bulk Sales Act - Purchase and Sale - Stock, defn of | 407(L) | 4.4.4 |
| Bulk sales act - remedies | 283(R) | 18.1.7 |
| Bulk sales act - required elements | 282(LR) | 18.1.3 |
| Bulk sales act - required elements of bulk sales | 282(LR) | 18.1.3 |
| Bulk sales act - searches | 257(L) | 3.6 |
| Bulk sales act - stock in bulk | 282(LR) | 18.1.3 |
| Bulk sales act - three step compliance process | 282(R)-283(L) | 18.1.5 |
| Bulk sales act - trade creditors under bulk sales act (BSA) | 282(L) | 18.1 |
| Bulk sales act - unsecured creditors’ remedy | 283(R) | 18.1.7 |
| Bulk Sales Act - vendor compliance (3 methods) - asset purchase | 407(R)-408(L) | 4.4.4 |
| Bulk Sales Act - Vendor Compliance: Disclosure of Creditors - Purchase and Sale | 407(R)-408(L) | 4.4.4 |
| Bulk Sales Act - Vendor Compliance: Exemption Order - Purchase and Sale | 407(R) | 4.4.4 |
| Bulk Sales Act - Vendor Compliance: Formal Trustee Procedures - Purchase and Sale | 408(L) | 4.4.4 |
| Bulk sales act - waiver of | 282(R) | 18.1.4 |
| Business - Choosing the Best Method | 117(L) | 8 |
| Business - Definition | 112(L) | 1 |
| Business - immigration - introduction | 333(LR) | 15 |
| Business - income - income tax - Aboriginal | 366(LR) | 1.4 |
| Business - Losses (Non-capital losses) | 134(R)-135(L) | 4.2.3 |
| Business - name search | 252(LR) | 2.2 |
| Business - non-capital losses – partnerships | 126(R) | 4 |
| Business - planning - insolvency - Aboriginal | 368(LR) | 2.5 |
| Business - vehicles - aboriginal | 368(R) | 3 |
| Business - visitors - business immigration | 334(L) | 16.1.1 |
| Business - visitors vs. temporary foreign workers - business immigration | 334(LR) | 16.1.1 |
| Business Contract Information - PIPEDA - does not apply | 359(R) | 2.1 |
| Business Names Act | 169(R) | 2.2 |
| Business Names Act - sole proprietorship | 112(L) | 1 |
| Business visitorss | 336(L) | 16.1.1 |
| Buy-sell/Shotgun Clause | 189(L) | 3.4.2 |
| Buy-side terms - sale of goods | 340(L) | 3.1 |
| Buyer - expectations - purchase free from | 340(R) | 3.1.1(a) |
| Buyer - satisfaction - acceptance - buy-side terms - key provisions - sale of goods | 345(R) | 3.1.4 |
| Buyer’s remedies - contract remedies under SGA - sale of goods | 354(LR) | 5.2 |
| By-laws - (corporation): see Corporation - by-laws | 172(R)-173(L) | 4.1 |
| By-laws - changes in | 205(LR) | 2 |
| By-Laws - Directors’ ability to amend or repeal (cannot be delegated) | 179(R) | 2.7 |
| **C** | | |
| Calculation - paid-up capital - for a particular share | 192(L)-193(L) | 6.1 |
| Calculation - safe income - tax planning - pre-sale dividend | 415(R)-416(L) | 5.3.1 |
| Canada Border Services Agency | 148(L) | Gloss. |
| Canada Customs and Revenue Agency | 148(L) | Gloss. |
| Canada dollar loans - debt financing | 236(R) | 1.3.1(f)(i) |
| Canada Labour Code - statutory employment standards | 319(L) | 3.2.1 |
| Canada Labour Code (CLC) - occupational health and safety | 320(R) | 3.2.3 |
| Canada Pension Plan - employee considerations - asset purchase | 404(R) | 4.3.9(d) |
| Canada Revenue Agency | 148(LR)-149(L) | Gloss. |
| Canada Revenue Agency - Advance Tax Rulings (ATRs) | 148(R)-149(L) | Gloss. |
| Canada Revenue Agency - Folios | 148(R) | Gloss. |
| Canada Revenue Agency - Information Circulars (ICs) | 148(R)-149(L) | Gloss. |
| Canada Revenue Agency - Interpretation Bulletins (ITs) | 148(R) | Gloss. |
| Canada shipping act - security searches | 257(LR) | 3.7 |
| Canada v Guindon - culpable conduct by third parties (tax) | 167(LR) | 3.7 |
| Canadian corporation | 149(L) | Gloss. |
| Canadian Depository for Securities Limited ("CDS") | 239(R)-240(L) | 2.5 |
| Canadian dollar loans - cost of funds | 236(R) | 1.3.1(f)(i) |
| Canadian dollar loans - fixed rate | 236(R) | 1.3.1(f)(i) |
| Canadian dollar loans - floating or variable rate | 236(R) | 1.3.1(f)(i) |
| Canadian Experience Class - permanent residence - foreign workers | 338(L) | 16.2.3 |
| Canadian Human Rights Act (CHRA) - employer obligations (federal) | 319(LR) | 3.2.2 |
| Canadian Human Rights Act (CHRA) - federal jurisdiction | 319(LR) | 3.2.2 |
| Canadian partnership | 149(L) | Gloss. |
| Canadian resident - definition re qualifications - director | 177(R) | 2.2 |
| Canadian-controlled private corporations (CCPC) – definition & e.g. | 136(L); 149(L) | 5.2.3; Gloss. |
| Canadianize - sale of goods | 339(L) | 1 |
| Cancellation of shares | 203(R)-204(R) | 1.3.3 |
| Cancellation of shares - amalgamation | 214(LR) | 6.1.1 |
| Cape Town Convention - CCAA - Aircraft objects | 385(R) | 5.4.10 |
| Capital - return of | 195(LR) | 7.3 |
| Capital Clause - classes of shares - more than one | 191(R) | 4.1.2 |
| Capital Clause - classes of shares - one class | 191(R) | 4.1.1 |
| Capital Clause - shares - number of | 191(R)-192(L) | 4.2 |
| Capital Clause, The | 191(R)-192(L) | 4 |
| Capital contributions in a partnership | 128(L) | 5.7 |
| Capital cost allowance (CCA) | 149(LR) | Gloss. |
| Capital Dividend | 140(R); 149(R) | 5.3.2(d); Gloss. |
| Capital Dividend Account (CDA) – (notional tax account) | 140(R); 149(R) | 5.3.2(d); Gloss. |
| Capital gain - exemption (CGE) | 140(LR); 149(R)-150(L) | 5.3.2(d); Gloss. |
| Capital gain - exemption (vendor) - share transaction - purchase and sale | 391(R)-392(L) | 3.1.1 |
| Capital gain - inclusion rate (and effects) | 140(L) | 5.3.2(d) |
| Capital gain - paid-up capital (PUC) - keeping PUC low | 193(L) | 6.2 |
| Capital Gain - Taxable Capital Gain | 140(LR); 149(R)-150(L) | 5.3.2(d): Gloss. |
| Capital gain - taxation of corporations | 140(LR) | 5.3.2(d) |
| Capital gain - vendor’s share sale - tax considerations - purchase and sale | 393(L) | 3.2.2(a) |
| Capital gain / loss - share redemption | 203(R)-204(R) | 1.3.3(b) |
| Capital gain/capital loss/capital gains exemption (lifetime) | 149(R)-150(L) | Gloss. |
| Capital Loss - Allowable Capital Loss | 140(R); 149(R)-150(L) | 5.3.2(d); 149(R)-150(L) |
| Capital loss – partnerships | 126(R) | 4 |
| Capital market - securities | 227(L) | 1 |
| Capital property | 150(L) | Gloss. |
| Capital tax - Ontario corporate – eliminated > 30 June 2010 | 135(R) | 4.5 |
| Capitalize surplus - increase in stated capital | 204(R) | 1.3.4(a) |
| Card-based certification - construction industry - union certification | 329(R) | 9.2 |
| Carryback and carryforward periods for capital losses | 140(R) | 5.3.2(d) |
| Carrying on business - choosing the best method | 117(L) | 8 |
| carrying on debtor/bankrupt's business - receiver liabilty - successor employer and labour issues | 308(R) | 22.3.2(a) |
| Carryovers (tax) - partnerships vs. corporations | 118(R) | 8.11 |
| Cash and earn-out - tax considerations - purchase price deferral - asset purchase | 405(R)-406(L) | 4.4.1(b) |
| Cash flow test - who can become bankrupt | 264(L) | 5.2 |
| Cash-flow statement - failure to file - BIA | 375(L) | 4.4.4 |
| Cash-flow statement - liability of proposal trustee | 373(L) | 4.4.3; 4.5 |
| Cash-flow statement and related reports - BIA - requirement to file | 374(R)-375(L) | 4.4.3 |
| CBCA - oppression remedy - unsecured creditors’ remedies SEE: oppression remedy | 284(R) | 18.2.4 |
| CBSA - Canada Border Services Agency | 148(L) | Gloss. |
| CCA - Capital Cost Allowance | 149(LR) | Gloss. |
| CCA - tax considerations - land and building - asset purchase | 397(LR) | 4.3.2(b) |
| CCA - tax considerations - machinery - asset purchase | 398(LR) | 4.3.3(b); Ex |
| CCAA - “debtor company” - definition | 382(L) | 5.2.1(a) |
| CCAA - advantages and disadvantages (versus BIA) | 381(LR) | 4.18 |
| CCAA - affiliated debtors | 382(R) | 5.2.2 |
| CCAA - amendments or modifications to plan | 388(L) | 5.12 |
| CCAA - and BIA - arrangements | 218(R) | 7.1 |
| CCAA - classification of creditors | 386(R) | 5.8 |
| CCAA - comeback clause - the initial order - restructuring | 383(R) | 5.3.3 |
| CCAA - Companies Creditors Arrangement Act -reorganizationsSEE: restructuring | 374(R)-375(L) | 1 |
| CCAA - Companies' Creditors Arrangement Act - SEE: restructuring - CCAA | 381(R) | 5 |
| CCAA - compromises against 3rd parties | 386(LR) | 5.7 |
| CCAA - compromises against directors | 386(L) | 5.6 |
| CCAA - conversion of proceedings - BIA and CCAA | 389(R) | 5.17 |
| CCAA - court approval | 387(L) | 5.11.1 |
| CCAA - court approval - common law test for court sanction | 387(R) | 5.11.2 |
| CCAA - court approval - terms authorized by CCAA | 387(R)-388(L) | 5.11.2(a) |
| CCAA - court approval - test for court sanction - fair and reasonable | 388(L) | 5.11.2(b) |
| CCAA - court ordered stay of proceedings - initial order | 384(LR) | 5.4.1 |
| CCAA - court-ordered charges - restructuring | 385(R)-386(L) | 5.5 |
| CCAA - creditor approval | 387(L) | 5.10 |
| CCAA - creditor approval - BIA comparison | 387(L) | 5.10 |
| CCAA - creditors’ meeting | 386(R)-387(L) | 5.9 |
| CCAA - effect of a plan | 388(L) | 5.13 |
| CCAA - effect of a plan | 388(L) | 5.13 |
| CCAA - five million dollar debt threshold | 382(R) | 5.2.1(d) |
| CCAA - initial order - comeback clause | 383(R) | 5.3.3 |
| CCAA - initial order - paramountcy of CCAA | 383(R) | 5.3.3 |
| CCAA - initial order - role of the monitor | 383(R)-384(L) | 5.3.4 |
| CCAA - initial order - superiority charge - restructuring | 383(R) | 5.3.3 |
| CCAA - initial order (standard form template CCAA order) | 383(LR) | 5.3.3 |
| CCAA - insolvent/bankrupt test | 382(R) | 5.2.1(c) |
| CCAA - monitor - role of | 383(R)-384(L) | 5.3.4 |
| CCAA - notice to creditors of bankruptcy | 273(L) | 13.2.5 |
| CCAA - Part IV - international insolvency proceedings | 388(R) - 389(L) | 5.15 |
| CCAA - plan - binding on the crown | 388(R) | 5.14 |
| CCAA - Plan – advantages | 389(LR) | 5.16.1 |
| CCAA - Plan – disadvantages | 389(R) | 5.16.2 |
| CCAA - plans - compromising debt | 373(L) | 2 |
| CCAA - proceeding commenced - restructuring | 382(R) - 383(L) | 5.3.1 |
| CCAA - process | 382(R) | 5.3 |
| CCAA - process - commercial list (Toronto) | 383(L) | 5.3.2 |
| CCAA - process - initial application (s 11, CCAA) | 383(L) | 5.3.2 |
| CCAA - process - jurisdiction | 382(R) - 383(L) | 5.3.1 |
| CCAA - recognition of international insolvency proceedings | 388(R) - 389(L) | 5.15 |
| CCAA - s 6(1) - discretionary | 387(L) | 5.11.1 |
| CCAA - stay of claims - directors | 384(R) | 5.4.4 |
| CCAA - stay of proceedings - duration | 384(R) | 5.4.2 |
| CCAA - stay of proceedings - eligible financial contracts | 385(L) | 5.4.7 |
| CCAA - stay of proceedings - government claims | 384(R)-385(L) | 5.4.5 |
| CCAA - stay of proceedings - guarantees and letters of credit | 385(L) | 5.4.8 |
| CCAA - stay of proceedings - immediate payment for goods and services | 385(L) | 5.4.6 |
| CCAA - stay of proceedings - lifting of stay by creditors | 385(R) | 5.4.11 |
| CCAA - stay of proceedings - regulatory matters affecting life, health and safety | 385(LR) | 5.4.9 |
| CCAA - stay of proceedings - test for granting and extending | 384(R) | 5.4.3 |
| CCAA - stay of proceedings (court-ordered) | 384(L) | 5.4 |
| CCAA - who may use the CCAA | 381(R)-382(L) | 5.2 |
| CCPCs - Canadian-Controlled Private Corporation – definition & e.g. | 136(L); 149(L) | 5.2.3; Gloss. |
| CCRA - Canada Customs and Revenue Agency | 148(L) | Gloss. |
| CDA - Capital Dividend Account | 140(R); 149(R) | 5.3.2(d); Gloss. |
| CDS - Canadian Depository for Securities Limited | 239(R)-240(L) | 2.5 |
| Ceasing to be a Director | 179(R) | 2.9 |
| CEC - account - Cumulative eligible capital account | 150(R)-152(L) | Gloss. |
| CEC - goodwill - transfer existing CEC pools to new class - 2017 changes | 401(R) | 4.3.7(b)(i) |
| Central Alberta Dairy Pool v Alberta - duty to accommodate | 319(R)-320(L) | 3.2.2 (c) |
| Central Okanagan School District No 23 v Renaud - duty to accommodate | 319(R)-320(L) | 3.2.2 (c) |
| Centre of main interests (COMI) - international insolvency proceedings - CCAA | 388(R) - 389(L) | 5.15 |
| Cents on the dollar (compromising debt) – restructuring | 373(L) | 2 |
| Certificate of Amalgamation | 215(R)-216(L) | 6.1.3 |
| Certificate of Incorporation | 169(R) | 3 |
| Certificate search - PPSA system | 254(R)-255(L) | 3.1.7 |
| Certificate searches (PPSA - standard security search) | 254(R)-255(L) | 3.1.7 |
| Certificated securities and direct holding system | 239(LR) | 2.4 |
| Certification application - unfair labour practices | 330(L) | 10.1 |
| Certification process - labour law, OLRA | 327(R)-328(L) | 9 |
| Certified/uncertified search - PPSA - securities | 254(R)-255(L) | 3.1.7 |
| Challenging compliance - principles of personal information protection - privacy law | 363(R) | 4.10 |
| Change Directive or Request - Price and Price escalation - sell-side terms - key provisions - sale of goods | 346(R) | 3.2.1 |
| Change in directors: see Corporation - directors - change in directors | 174(L) | 5 |
| Change in Number of Directors | 178(L) | 2.4 |
| Change of control - corporate control - share purchase - purchase and sale | 414(L)-415(R) | 5.2.5 |
| Change of control - deemed year-end - share purchase | 414(L)-415(L) | 5.2.5(a) |
| Change of control clasue - approval - third parties or regulatory authority | 412(LR) | 5.1.3 |
| Change of jurisdiction (incorporation) | 174(R) | 6.1 |
| Change of name | 202(L) | 1.3.1 |
| Change Request - Price and Price escalation - sell-side terms - key provisions - sale of goods | 346(R) | 3.2.1 |
| Changing articles of incorporation | 201(L)-202(L) | 1.2 |
| Changing priorities - correcting errors and re-perfecting security | 296(R)-297(L) | 10.3 |
| Changing priorities - implied subordination | 296(L) | 10.2 |
| Changing priorities - perfection by repossession | 297(LR) | 10.4 |
| Changing priorities - priority, subordination and inter-creditor agreements | 295(L)-296(L) | 10.1 |
| Changing priorities - secured creditors | 295(L) | 10 |
| Changing priorities - strategic bankruptcy | 297(R) | 10.5 |
| Changing priorities - subordination, inter-creditor agreements - holding in trust | 295(L)-296(L) | 10.1 |
| Changing priorities - subordination, inter-creditor agreements - typical provisions | 295(L)-296(L) | 10.1 |
| Characteristics of a limited partnership | 123(R)-124(R) | 2.2 |
| Characteristics of general partnerships | 121(R)-122(L) | 1.3 |
| Characteristics of general partnerships - no separate legal existence | 121(R)-122(L) | 1.3.1 |
| Charities, application of privacy law to - Application - Privacy | 359(R) | 2.1 |
| Charity and non-profit - form of organization – considerations | 116(L) | 7 |
| Charity and non-profit - liability - form of organization | 116(L) | 7 |
| Charter - search and seizure in tax context: see Tax - search and seizure | 165(R) | 3.3 |
| Charter - tax context: see Canada v Guindon | 167(LR) | 3.7 |
| Chattel paper - PPSA registration | 253(R) | 3.1.2 |
| Chattel Security - Outside of SGA | 340(L) | 3 |
| Choice of language - Other Provisions - Key provisions - sale of goods | 350(L) | 3.3.7 |
| Choice of law - Other Provisions - Key provisions - sale of goods | 350(R) | 3.3.8 |
| Choosing corporate name: see Corporation - name selection | 169(L)-171(L) | 3.1 |
| Circulation of information - shareholder meeting | 184(LR) | 4.3.5 |
| Circulation of Shareholder Proposals | 182(R) | 4.2.5 |
| Citizenship requirements – Incorporation | 118(L) | 8.9 |
| Civil action for damages - employer remedies | 326(R)-327(L) | 6.3 |
| Civil action for damages - wrongful dismissal - employee remedies | 325(L) | 5.1 |
| Civil Code of Quebec - Forum Selection - Other Provisions - Key provisions - Sale of Goods | 350(R) | 3.3.9 |
| Civil Code of Quebec - forum selection - sale of goods | 350(R) | 3.3.9 |
| Civil penalties - tax: see Canada v Guindon | 167(LR) | 3.7 |
| Claim - definition - basic limitation period | 247(R) | 8.1.1 |
| Claiming the rollover | 207(R)-208(L) | 3.4 |
| Claims against directors - BIA | 378(L) | 4.8 |
| Claims not released in proposal - approved proposal – BIA | 381(L) | 4.16.3 |
| Class 14.1 - CCA - definition of capital property in ETA for HST/GST will be amended to exclude property described in new class 4.1 | 402(L) | 4.3.7(c) |
| Class 14.1 - CCA - all eligible capital property becomes capital property under ITA effective January 1 2017 | 402(L) | 4.3.7(c) |
| Class 14.1 - goodwill and other intangible property- purchase after 2016 now treated as purchase of depreciable property in Class 14.1 | 401(R) | 4.3.7(b)(ii) |
| Class 14.1 property - Bill C-29 - Cumulative eligbile captial account (CEC) | 150(R)-152(L) | Gloss. |
| Class 14.1 property - depreciation - 2017 changes - intellectual property - asset purchase - CCA rules 5% declining basis (ex: franchise, concession, licence, patent, etc.) | 401(L) | 4.3.6(b) |
| Class conditions - shares | 198(LR) | 10 |
| Classes and series of shares | 198(LR) | 10 |
| Classes of Shares | 191(R); 171(R) | 4.1: 3.5 |
| Classes of shares - common shares | 191(R) | 4.1.1 |
| Classes of shares - conditions, rights and restrictions | 194(R)-197(L) | 7 |
| Classes of Shares - More than One | 191(R) | 4.1.2 |
| Classes of Shares - One class | 191(R) | 4.1.1 |
| Classes of shares: see Corporate capital - classes of shares | 171(R) | 3.5 |
| Classification of creditors - CCAA | 386(R) | 5.8 |
| Clawback – small business deduction (SBD) | 136(R) | 5.3.1(a) |
| Clearance certificate | 150(R) | Gloss. |
| Closed work permit - temporary foreign workers | 334(R) | 16.1.2 |
| CMT - Corporate minimum tax - Ontario | 135(L) | 4.4 |
| CNIL - Cumulative net investment loss (CNIL) | 152(R) | Gloss. |
| Co-ownership | 113(LR) | 3 |
| Co-ownership - partnership (compared to) | 113(LR) | 3 |
| Co-ownership - tax | 113(LR) | 3 |
| Co-ownership - tax - flexibility to claim CCA | 113(LR) | 3 |
| Co-sale rights - piggy-backs | 189(R) | 3.4.4 |
| Collateral classification and descriptions - PPSA - financing statement | 242(R) | 3.3.3 |
| Collective agreement - arbitration | 332(LR) | 13 |
| collective agreement - BIA - statutory protection of receivers from liability | 310(L) | 22.3.2(d) |
| Collective agreement - contents | 332(L) | 12 |
| Collective agreement - deemed terms | 332(L) | 12 |
| Collective agreement - expiration - strikes and lockouts | 331(R) | 11.2 |
| collective agreement - unionized business - successor employer | 309(L)-310(L) | 22.3.2(c) |
| Collective agreement, bound by - Successor employer - Labour Relations Act | 404(R) | 4.3.9(c) |
| Collective bargaining | 330(LR) | 11 |
| Collective bargaining - first contract arbitration | 330(R)- 331(L) | 11.1 |
| Collective bargaining - strikes and lockouts | 331(L)-332(L) | 11.2 |
| Comeback Clause - CCAA - the initial order - restructuring | 383(R) | 5.3.3 |
| Commercial Activity - definition - privacy law | 360(R)-361(L) | 2.2.3 |
| Commercial considerations - asset purchase - purchase and sale | 395(L) | 4.1 |
| Commercial insolvency - Assignments and preferences Act (APA) | 276(R)-277(L) | 16.1.1 |
| Commercial leases - disclaimer of - BIA | 378(LR) | 4.9 |
| Commercial List (Toronto) - CCAA proceedings | 383(L) | 5.3.2 |
| Commercial Seller - implied condition under SGA | 342(L) | 3.1.2(b) |
| Commercially reasonable (PPSA), defined | 304(LR) | 22.1.4(c) |
| Commercially reasonable manner (duty and factors) - secured creditors, agents and receivers | 304(LR) | 22.1.4(c) |
| Commissioner (Office of Privacy Commissioner) - Enforcement and administration - PIPEDA - privacy law | 361(LR) | 3 |
| Commissioner of Competition - Competition Act - purchase and sale | 417(R)-419(L) | 7 |
| commissions or secret profits - employee obligations | 317(L) | 2.1.2(c) |
| Commitment letters - formal loan or credit agreement | 235(LR) | 1.2 |
| Commitment letters - terms and conditions | 235(LR) | 1.2 |
| Committee of directors - Appointment of | 179(L) | 2.7 |
| Common control - employer status | 316(L) | 1.4.2 |
| Common employer - employer status | 316(L) | 1.4.2 |
| Common Law - Sale of Goods Act - Continues to apply (except to extent they are inconsistent with SGA) | 340(L) | 3 |
| common law position on employment reduction - purchase and sale - asset purchase | 403(R)-404(L) | 4.3.9(a) |
| Common-law implied obligations - employees | 316(R) | 2.1 |
| Common-law implied obligations of employer | 318(R) | 3.1 |
| Common-law spouses - Family Law Act - Unanimous Shareholder Agreements - common provisions | 190(LR) | 3.5 |
| Community privacy - OCAP - First Nations - Privacy law | 364(LR) | 6 |
| Companies' Creditors Arrangement Act - SEE: Restructuring - CCAA | 381(R) | 5 |
| Companies' Creditors Arrangement Act - Sale of Goods - Sell-Side Terms - Acceleration of Deferred Payments | 348(R) | 3.2.2(d) |
| Companies’ Creditors Arrangement Act (CCAA) - corporate reorganizationsSEE: restructuring | 371(LR) | 1 |
| Company (definition) - CCAA - restructuring | 382(L) | 5.2.1(b) |
| Compensating the owner-manager (taxation of corporations) | 143(L) | 7 |
| competence - employee obligations | 316(R) | 2.1.1 |
| Competition Act - advance ruling mechanism - purchase and sale | 418(LR) | 7.1 |
| Competition Act - general merger provisions - purchase and sale | 417(R)-418(L) | 7.1 |
| Competition Act - notifiable transactions | 418(R)-419(L) | 7.2 |
| Competition Act - notification - long form or short form | 419(L) | 7.2 |
| Competition Act - purchase and sale | 417(R)-419(L) | 7 |
| Competition Tribunal - orders - Competition Act | 418(L) | 7.1 |
| Competition watchdog - Commissioner of Competition - purchase and sale | 417(R) | 7 |
| Complainant - definition - Derivative Actions | 185(R) | 4.5.2 |
| Complainant - definition - oppression remedy | 185(R) | 4.5.3 |
| Completion of Sale - Bulk Sales Act - Compliance | 282(R)-283(L) | 18.1.5(b) |
| compliance - environmental remediation orders - receivership | 310(R)-311(L) | 22.3.3(c) |
| Compliance (3 steps) - Bulk Sales Act | 282(R)-283(L) | 18.1.5 |
| Compliance orders - shareholder remedies | 185(L) | 4.5.1 |
| Compliance with environmental remediation order | 269(R)-270(L) | 8.2.3 |
| Compliance, of vendor (3 methods) - Bulk Sales Act - Purchase and Sale | 407(R)-408(L) | 4.4.4 |
| compliance, waiver or exemption -- Bulk sales act | 282(R) | 18.1.4 |
| Compromise of claims - directors - CCAA | 386(L) | 5.6 |
| Compromises or arrangements under BIA proposals or CCAA plans | 371(LR) | 2 |
| Compromising debt - BIA, CCAA - restructuring | 373(L) | 2 |
| Compulsory winding-up - court order | 222(R)-223(L) | 9.2.2 |
| Computation of paid-up capital (PUC) - tax rules | 193(L)-194(L) | 6.3 |
| Conciliation - lockouts and strikes - collective bargaining | 331(LR) | 11.2 |
| Concurrent intent - FCA & APA | 276(L)-277(R) | 15.5(b)-16.2.3 |
| concurrent intent - Fraudulent conveyance - exemptions | 276(L) | 15.5(b) |
| Conditional discharge of bankrupt | 273(R) | 13.2.8 |
| Conditions - share purchase - purchase and sale | 412(R) | 5.1.6 |
| Conditions - shares - selection of | 197(R)-198(L) | 9 |
| Conditions and warranties - implied terms - seller's conditions and warranties - buy-side terms - key provisions - sale of goods | 341(R)-342(LR) | 3.1.2(b) |
| Conditions and warranties (of seller) - Buy-side terms - Key provisions - sale of goods | 341(L) | 3.1.2 |
| Condonation - dismissal for cause - employees | 324(L) | 4.2.3 |
| Conduct - shareholders meetings | 184(R) | 4.3.7 |
| Confidentiality - employee obligations | 316(R)-317(L) | 2.1.2(a) |
| Confirmations of guarantees | 246(LR) | 5.6 |
| Confirming bank - payment - LoC - Sell-Side Terms - sale of goods | 347(R) | 3.2.2(b) |
| Conflict - between Unanimous Shareholder Agreement (USA) and Articles | 187(R) | 2 |
| Conflict between partners - general partnerships | 123(L) | 1.4 |
| Conflicts in directions to inspector - bankruptcy | 268(L) | 7.4.3 |
| Conforming Goods to Contract - Default Provisions - CISG - Sale of Goods | 355(R)-356(L) | 6.2 |
| Connecting factors - business income on-reserve - Aboriginal - business law | 366(LR) | 1.4 |
| Connecting factors - employment income on-reserve - Aboriginal - business law | 365(R)-366(L) | 1.2 |
| Consent - principles of personal information protection - privacy law | 362(LR) | 4.3 |
| consequences of non-compliance with notice requirements - PPSA | 305(R) | 22.1.4(e)(vi) |
| Consequences of non-exempt franchise relationship - franchise legislation - sale of goods | 357(R)-358(L) | 7.3 |
| Consideration - allocation - tax considerations - asset purchase | 395(R)-396(L) | 4.2.2 |
| Consideration (failed) - Buyer’s Remedies - Contract Remedies under SGA - Sale of Goods | 354(R) | 5.2 |
| Consideration (money/property) - allocation - tax considerations - asset purchase | 395(R)-396(L) | 4.2.2 |
| Consideration (money/property) - tax considerations - asset purchase - purchase and sale | 395(R)-396(L) | 4.2.2 |
| Considerations prior to restructuring | 372(R)-373(L) | 1.3 |
| conspicuously less than fair market value - BIA - Transfers under value | 280(R)-281(L) | 17.3.5 |
| Constructive dismissal - termination of employment relationship | 324(R) | 4.3 |
| Consulting agreements - payment of purchase price asset purchase | 407(LR) | 4.4.3(b) |
| Consulting Agreements - Purchase and Sale - Asset Purchase - HST | 407(R) | 4.4.3(b) |
| Consulting Agreements and Non-Competition Agreements - Purchase and Sale - Asset Purchase | 406(R) | 4.4.3 |
| Consulting arrangement post-sale - tax planning - share purchase | 416(LR) | 5.3.2 |
| Consumer agreement - cannot negate implied condition or warranty under SGA | 342(L) | 3.1.2(b) |
| Consumer agreement - definition for CPA purposes | 342(L) | 3.1.2(b) |
| Consumer agreement - Implied Terms - Seller's conditions and warranties - buy-side terms - key provisions - sale of goods | 342(L) | 3.1.2(b) |
| Consumer debtors - BIA - proposals - restructuring | 373(R)-374(L) | 4.1 |
| Consumer goods - definition | 242(L) | 3.3.1 |
| Consumer goods - limits on foreclosure under PPSA | 303(LR) | 21 |
| Consumer goods - PMSI - seller’s security for payment and in rem rights - sale of goods | 353(R)-354(L) | 4.3.3 |
| Consumer proposals - BIA - restructuring | 373(R)-374(L) | 4.1 |
| Consumer Protection Act - cannot negate implied condition or warranty under the SGA 342(L) | 342(L) | 3.1.2(b) |
| Consumer protection act - repairs of vehicles | 298(R) | 16 |
| Contents of share purchase agreement - share purchase | 411(L) | 5.1.1 |
| Continuance | 212(L)-214(L) | 5 |
| Continuance - export | 213(L)-214(L) | 5.2 |
| Continuance - export - Form 7 authorization to continue corporation | 213(R) | 5.2 |
| Continuance - export - Form 7 filing requirements | 213(R) | 5.2 |
| Continuance - export - notice of meeting and dissenting shareholder’s rights | 213(LR) | 5.2 |
| Continuance - export, shareholder special resolution | 213(LR) | 5.2 |
| Continuance - import from another jurisdiction | 212(R)-213(L) | 5.1 |
| Continuance - import, application requirements | 212(R)-213(L) | 5.1 |
| Continuance - name change of corporation | 213(L) | 5.1 |
| Continuing a corporation under another jurisdiction | 174(R) | 6.1 |
| Continuing obligation (vendor) - assumed liabilities - asset purchase | 402(L)-403(L) | 4.3.8; Ex |
| Continuing under another jurisdiction | 174(R) | 6.1 |
| Continuity of employment | 315(R)-316(L) | 1.4.1 |
| Continuous disclosure - publicly-held corporations | 233(R)-234 | 3 |
| Contract for Services - Sales of Goods - cannot consist merely of | 340(L-R) | 3.1.1(a) |
| Contract of employment | 315(L) | 1 |
| Contract of personal service - no assignment - employment | 315(R)-316(L) | 1.4.1 |
| Contract of sale – Sale of Goods Act - sale of goods | 339(R) | 2.2 |
| Contracting out (no) - limitation periods - secured transactions | 249(R) | 8.5 |
| contracting out (not allowed) - PPSA - duties of secured creditor or receiver while in possesion | 304(L) | 22.1.4(b) |
| Contracting Out of an employment standard | 319(L) | 3.2.1 |
| Contracts - third party - approvals - purchase and sale | 412(L) | 5.1.3 |
| Contracts for the International Sale of Goods (CISG) - CISG - Sale of Goods | 354(R)-355(R) | 6.1 |
| Contracts for the International Sale of Goods (CISG) - excluding CISG (when to) | 356(R)-357(L) | 6.4 |
| Contracts for the International Sale of Goods (CISG) - exclusions - “local domestic law” | 355(LR) | 6.1 |
| Contracts for the International Sale of Goods (CISG) - opting out of CISG (when to) | 356(R)-357(L) | 6.4 |
| Contracts for the International Sale of Goods (CISG) - remedies - fixing price (measurement of damages) | 356(LR) | 6.3 |
| Contracts for the International Sale of Goods (CISG) - Remedies for breach | 356(LR) | 6.3 |
| Contracts for the International Sale of Goods (CISG) - remedies for breach - passing of risk | 356(LR) | 6.3 |
| Contractual notice periods or other pre-conditions to enforcement - enforcing security | 301(LR) | 19.1.4 |
| Contractual obligations to restrict competition or solicitation | 318(L) | 2.3 |
| Contractual obligations to restrict competition or solicitation - requirements | 318(LR) | 2.3.1 |
| Contractual remedies under SGA - sale of goods | 354(LR) | 5 |
| Control - Definition - Perfection by control | 243(LR) | 3.4 |
| Control agreement - uncertificated securities | 239(R)-240(L) | 2.5 |
| Controlling interest - definition - WEPPA | 262(R)-263(LR) | 3.5 |
| Controlling shareholder - going private transactions | 220(LR) | 8 |
| Conversion - anti-dilution provision | 195(R) | 7.4.1 |
| Conversion - share capital | 195(R)-196(L) | 7.4 |
| Conversion of proceedings - BIA and CCAA | 389(R) | 5.17 |
| Conversion of shares | 195(R)-196(L) | 7.4 |
| Convertible securities | 196(L) | 7.4.2 |
| Convertible shares | 195(R) | 7.4.1 |
| Conveyance, defn of - FCA - bankruptcy SEE also: FCA | 275(L) | 15.2 |
| Corporate address: see Corporation - address of corporation | 171(L) | 3.2 |
| Corporate capital - classes of shares | 171(R): 191(R) | 3.5: 4.1 |
| Corporate capital - number of shares in a class | 171(R) | 3.5 |
| Corporate capital - series of shares | 171(R)-172(L) | 3.5 |
| Corporate capital - share capital | 171(R)-172(L) | 3.5 |
| Corporate capital - share transfer - restrictions | 172(L) | 3.6 |
| Corporate capital - share transfer - restrictions | 172(L) | 3.6 |
| Corporate capital - share transfer restrictions - Private issuer exemption | 172(L) | 3.6 |
| Corporate capital - shareholders’ rights | 171(R) | 3.5 |
| Corporate capital - shareholders’ rights - where only one class of shares exists | 171(R) | 3.5 |
| Corporate capital - stated capital account | 171(R)-172(L) | 3.5 |
| Corporate capital - stated capital account - additions to stated capital | 171(R) | 3.5 |
| Corporate capital - stated capital account - shares issued in consideration of property or past services | 172(L) | 3.5 |
| Corporate changes - amalgamations - corporate considerations - SEE: Amalgamations | 214(L)-216(L) | 6.1 |
| Corporate changes - arrangements and reorganizations | 218(LR) | 7 |
| Corporate changes - arrangements and reorganizations - corporate aspects | 218(LR) | 7 |
| Corporate changes - arrangements and reorganizations - income tax aspects | 218(R)-219(LR) | 7.2 |
| Corporate changes - asset purchase - double taxation: elected amount of asset purchase from shareholder | 210(LR) | 3.7.4 |
| Corporate changes - asset purchase - value of consideration received: benefit conferred on non-arm’s length person | 209(R)-210(L) | 3.7.2 |
| Corporate changes - asset purchase - value of consideration received: price-adjustment clause (PAC) | 209(R)-210(L) | 3.7.2 |
| Corporate changes - asset purchase - value of consideration: shareholder benefit | 209(R) | 3.7.1 |
| Corporate changes - asset purchase from shareholders | 206(L)-211(L) | 3 |
| Corporate changes - change in by-laws | 205(LR) | 2 |
| Corporate changes - change in number of directors | 205(L) | 1.3.6 |
| Corporate changes - change of name | 202(L) | 1.3.1 |
| Corporate changes - changing articles of incorporation | 201(L)-202(L) | 1.2 |
| Corporate changes - continuance | 212(L)-214(L) | 5 |
| Corporate changes - continuance - export | 213(L)-214(L) | 5.2 |
| Corporate changes - continuance - import from another jurisdiction | 212(R)-213(L) | 5.1 |
| Corporate changes - corporate name | 202(L) | 1.3.1 |
| Corporate changes - dissolution of corporation - by director | 223(L) | 9.3 |
| Corporate changes - dissolution of corporation - land transfer tax | 226(LR) | 9.5 |
| Corporate changes - dissolution of corporation - tax aspects | 223(LR) | 9.4 |
| Corporate changes - dissolution of corporation - winding up | 222(LR) | 9.2.1 |
| Corporate changes - general winding-up | 223(R)-224(R) | 9.4.1 |
| Corporate changes - going private transactions SEE: Going private transactions | 219(R)-220(LR) | 8 |
| Corporate changes - increase in authorized capital | 205(L) | 1.3.5 |
| Corporate changes - increase in stated capital | 204(R)-205(L) | 1.3.4 |
| Corporate changes - paid-up capital (PUC)-computing | 202(L)-203(R) | 1.3.2(b) |
| Corporate changes - paid-up capital (PUC)-reduction and consequences for private corporations | 202(R)-203(L) | 1.3.2(b)(i) |
| Corporate changes - paid-up capital (PUC)-tax grind | 203(L) | 1.3.2(b)(i) |
| Corporate changes - redemption, cancellation and purchase of shares | 203(R)-204(R) | 1.3.3 |
| Corporate changes - reduction in stated capital | 202(L)-203(R) | 1.3.2 |
| Corporate changes - revival - of a corporation after termination | 226(R) | 10 |
| Corporate changes - rollover - limit on elected amount | 208(L)-209(L) | 3.5 |
| Corporate changes - rollover - non-share consideration for lower limit of rollover | 208(R)-209(L) | 3.5.2(b) |
| Corporate changes - rollover - required share consideration | 207(L) | 3.3 |
| Corporate changes - rollover - vendor's cost-base of the shares | 209(L) | 3.6 |
| Corporate changes - share purchases from shareholders | 211(L)-212(L) | 4 |
| Corporate changes - termination of corporation | 221(L) | 9 |
| Corporate changes - winding-up of wholly owned (90% or more) subsidiary into parent | 224(R) | 9.4.2 |
| Corporate changes- rollover - claiming the rollover | 207(R)-208(L) | 3.4 |
| Corporate characteristics | 201(L)-202(L) | 1.2 |
| Corporate characteristics - change process | 201(R)-202(L) | 1.2 |
| Corporate characteristics - changing of | 201(R)-202(L) | 1.2 |
| Corporate characteristics - exceptions to special resolution | 201(R)-202(L) | 1.2 |
| Corporate characteristics - how established | 201(L) | 1.1 |
| Corporate characteristics - special resolution definition | 201(L) | 1.2 |
| Corporate considerations - machinery and other depreciable assets - asset purchase - schedule or generic description | 398(L) | 4.3.3(a) |
| Corporate Considerations - Purchase and Sale - Payment | 404(R)-405(L) | 4.4.1(a) |
| Corporate considerations - share purchase - purchased and sale | 411(L)-413(L) | 5.1 |
| Corporate control - change of control - share purchase - purchase and sale | 414(L)-415(R) | 5.2.5 |
| Corporate directors: see also Corporation - directors | 171(L) | 3.3 |
| Corporate filings - registrations - purchase and sale | 420(L) | 9.6 |
| Corporate loans to shareholders (or persons connected thereto) | 145(LR) | 7.3.2; Ex 1; Ex 2 |
| Corporate minimum tax (CMT) | 135(L) | 4.4 |
| Corporate minimum tax (CMT) - Ontario | 135(L) | 4.4 |
| Corporate name - change | 202(L) | 1.3.1 |
| Corporate name - see Corporation - name selection | 169(L)-171(L) | 3.1 |
| Corporate reorganizations - SEE: restructuring | 369 | 1 |
| Corporate reorganizations under the Bankruptcy and Insolvency Act and the Companies’ Creditors Arrangement Act - SEE: restructuring | 371(LR) | 1 |
| Corporate Restructuring - temporary foreign workers | 336(R) | 16.1.2 |
| Corporate Revival and Recovery - Forfeiture of Assets to the Crown | 226(R) | 10.1 |
| Corporate searches - certificate of compliance | 251(R)-252(L) | 2.1 |
| Corporate searches - certificate of status | 251(R)-252(L) | 2.1 |
| Corporate structure - assets vs shares - purchase and sale | 392(R) | 3.1.6 |
| Corporate tax - “refundable dividend tax on hand” (RDTOH) - (notional tax account) | 139(L)-140(L) | 5.3.2(b) & (c) |
| Corporate tax - Accrue Bonus, Reasonableness | 144(L) | 7.2.1 |
| Corporate tax - Accrued Bonus - Legal Liability to Pay Bonus | 144(LR) | 7.2.2 |
| Corporate tax - acquisition of control - tax implications | 147(L) | Gloss. |
| Corporate Tax - active business income - estate planning and income splitting | 141(L) | 6.3 |
| Corporate Tax - active business income - rollovers | 141(L); 154(R)-155(L) | 6.4; Gloss. |
| Corporate Tax - active business income - Tax savings and deferral | 141(L) | 6.2 |
| Corporate Tax - active business income (ABI) - advantage and uses of incorporating businesses earning active business income | 141(L)-143(R) | 6.1; 6.2: 6.4 |
| Corporate Tax - Adjusted Cost Base of asset | 147(R) | Gloss. |
| Corporate Tax - Advance Tax Rulings (ATRs) - CRA | 148(R)-149(L) | Gloss. |
| Corporate tax - allowable business investment losses (ABIL) | 140(LR); 143(LR); 147(R) | 5.3.2(d); 6.6; Gloss. |
| Corporate Tax - Amalgamation - Types and tax implications (e.g. deemed year-end) | 147(R) - 148(L) | Gloss. |
| Corporate tax - associated corporations | 137(R)-138(L) | 5.3.1(a)(iii) |
| Corporate Tax - business income (generally; including SBD and M&P) | 136(LR)-137(L) | 5.3.1 |
| Corporate Tax - Canada Border Services Agency | 148(L) | Gloss. |
| Corporate Tax - Canada Customs and Revenue Agency | 148(LR)-149(L) | Gloss. |
| Corporate Tax - Canada Revenue Agency | 148(LR)-149(L) | Gloss. |
| Corporate Tax - Canadian-controlled private corporations – definition & e.g. | 136(L); 149(L) | 5.2.3; Gloss. |
| Corporate Tax - Capital Cost Allowance (CCA) | 149(LR) | Gloss. |
| Corporate Tax - Capital Dividend | 140(R); 149(R) | 5.3.2(d); Gloss. |
| Corporate Tax - Capital Dividend Account (CDA) – (notional tax account) | 140(R); 149(R) | 5.3.2(d); Gloss. |
| Corporate tax - Capital gain exemption (CGE) | 140(LR) | 5.3.2(d) |
| Corporate tax - Capital gain inclusion rate (and effects) | 140(L) | 5.3.2(d) |
| Corporate Tax - capital gain/capital loss/capital gains exemption (lifetime) | 149(R)-150(L) | Gloss. |
| Corporate tax - capital gains and losses | 140(LR) | 5.3.2(d) |
| Corporate Tax - Capital property | 150(L) | Gloss. |
| Corporate Tax - Clearance Certificate | 150(R) | Gloss. |
| Corporate tax - compensating the owner-manager | 143(L) | 7 |
| Corporate tax - compensating the owner-manager - Accrue Bonus | 144(L) | 7.2 |
| Corporate Tax - compensating the owner-manager - year-end bonus down to $500,000 | 143(R)-144(L) | 7.1 |
| Corporate Tax - Cumulative eligible capital (CEC) account | 150(R)-152(L) | Gloss. |
| Corporate Tax - Cumulative net investment loss (CNIL) | 152(R) | Gloss. |
| Corporate Tax - Deferred profit sharing plan | 143(R) | 6.7 |
| Corporate Tax - Depreciable property | 152(R) | Gloss. |
| Corporate tax - dividend refund | 139(R) | 5.3.2(b) |
| Corporate Tax - Dividend Tax Credit | 132(L)-133(R); 152(R); 129(LR) | 3.1; 3.1.1; 3.1.2; Gloss.; 2.2 |
| Corporate Tax - Eligible capital expenditure (ECE) | 152(R) | Gloss. |
| Corporate Tax - employee stock options - CCPC | 142(R) | 6.5.1 |
| Corporate Tax - employee stock options - non-CCPCs | 142(R)-143(L) | 6.5.2 |
| Corporate Tax - Folios - CRA | 148(R) | Gloss. |
| Corporate Tax - General anti-avoidance rule (GAAR) | 152(R)-153(L) | Gloss. |
| Corporate Tax - Information Circulars (ICs) - CRA | 148(R)-149(L) | Gloss. |
| Corporate Tax - Intergenerational Rollover (farm/fishing property) | 153(L) | Gloss. |
| Corporate Tax - Interpretation Bulletins (ITs) - CRA | 148(R) | Gloss. |
| Corporate tax - investment income | 139(LR) | 5.3.2 |
| Corporate Tax - loans to shareholders (i.e. low/no interest) | 145(R) | 7.3.4 |
| Corporate Tax - Manufacturing and processing profits deduction | 139(L) | 5.3.1(b) |
| Corporate Tax - Net Capital Loss | 153(R) | Gloss. |
| Corporate Tax - Net operating loss (NOL) (non-capital loss) | 153(R) | Gloss. |
| Corporate Tax - NOL - Net Operating Loss (non-capital loss) | 153(R) | Gloss. |
| Corporate Tax - Non-capital loss - (net operating loss (NOL)) | 153(R) | Gloss. |
| Corporate Tax - Non-depreciable property | 150(L) | Gloss. |
| Corporate Tax - Paid-up capital (PUC) | 153(R) | Gloss. |
| Corporate tax - Part IV tax (i.e. inter-corporate dividend received deduction) and Bill C-2 | 139(R)-140(L) | 5.3.2(c) |
| Corporate tax - personal services business (PSB) | 137(LR) | 5.3.1(a)(i) |
| Corporate Tax - Preferred Shares | 153(R)-154(L) | Gloss. |
| Corporate Tax - Private Corporations - definition & e.g. | 136(L); 154(L) | 5.2.2; Gloss. |
| Corporate Tax - Public Corporations | 135(R); 154(L) | 5.2.1; Gloss. |
| Corporate Tax - PUC - Paid-up capital | 153(R) | Gloss. |
| Corporate Tax - QFP (Qualified Farm/Fishing Property) | 154(LR) | Gloss. |
| Corporate Tax - QSBC - Qualified small business corporation (QSBC) shares - Eligibility for capital gains exemption | 154(R) | Gloss. |
| Corporate Tax - Qualified Farm/Fishing Property (QFP) | 154(LR) | Gloss. |
| Corporate Tax - Qualified small business corporation (QSBC) shares - Eligibility for capital gains exemption | 154(R) | Gloss. |
| Corporate Tax - Redemption (of shares) | 154(R) | Gloss. |
| Corporate Tax - Registered pension plans | 143(R) | 6.7 |
| Corporate Tax - Retraction (of shares) | 154(R) | Gloss. |
| Corporate Tax - Rollover | 141(L)-143(R); 154(R)-155(L) | 6.4; Gloss. |
| Corporate Tax - rollovers - s. 55(3) (ITA) (“butterfly: reorganization) | 142(L); 148(L) | 6.4.5; Gloss. |
| Corporate Tax - rollovers - s. 85 (ITA - transfer at elected amount) | 141(LR)-142(L) | 6.4.1 |
| Corporate Tax - rollovers - s. 85.1 (ITA) (share-for-share exchange/take-over) | 142(L) | 6.4.4 |
| Corporate Tax - rollovers - s. 86 and 51 (ITA - share capital) | 142(L) | 6.4.2 |
| Corporate Tax - rollovers - s. 87 and 88(1) (ITA) (combination/merger/amalgamation) | 142(L) | 6.4.3 |
| Corporate tax - see also Tax - corporate |  |  |
| Corporate Tax - Shareholder benefits (i.e. unauthorized under ITA, s. 15(1)) | 145(LR) | 7.4 |
| Corporate Tax - Shareholder loans | 144(R)-146(L) | 7.3 |
| Corporate tax - shareholder loans - exceptions | 144(LR) | 7.3.3 |
| Corporate Tax - shareholders - dividend tax credit (DTC) rules - new "eligible" DTC rules | 132(R)-133(R) | 3.1.2 |
| Corporate Tax - Small business corporation (SBC) | 155(L) | Gloss. |
| Corporate Tax - Small business deduction (SBD) (Ontario & Canada) | 136(LR)-137(L); 155(L) | 5.3.1(a); Gloss. |
| Corporate tax - specified investment business | 137(R) | 5.3.1 (a)(ii) |
| Corporate Tax - Taxable Canadian corporation | 155(LR) | Gloss. |
| Corporate Tax - Taxable Canadian property (TCP) | 155(R) | Gloss. |
| Corporate Tax - Taxable dividend | 155(R) | Gloss. |
| Corporate Tax - Timing of Accrued Bonus Payment | 144(R) | 7.2.3 |
| Corporate Tax - Treaty-protected property | 155(R) | Gloss. |
| Corporate tax - types of income | 136(L) | 5.3 |
| Corporate Tax - Undepreciated Capital Cost (UCC) | 155(R)-156(L) | Gloss. |
| Corporate Tax - Wind-Up | 156(LR) | Gloss. |
| Corporate Tax – Depreciable Property | 152(R) | Gloss. |
| Corporation - aboriginal - business vehicles | 369(R) | 3.4 |
| Corporation - Active Business Income (“ABI”) - taxation of dividends vs. passive income | 129(LR) | 2.2 |
| Corporation - address of corporation | 171(L) | 3.2 |
| Corporation - amalgamation | 174(R)-175(L) | 6.2 |
| Corporation - approvals by other government departments & admin agencies of incorporation | 172(L) | 3.8 |
| Corporation - articles of incorporation | 169(R) | 3 |
| Corporation - articles of incorporation - form provided in OBCA and CBCA | 169(R) | 3 |
| Corporation - articles of incorporation - other provisions they may contain | 172(L) | 3.7 |
| Corporation - auditors - notice of appointment | 174(L) | 5 |
| Corporation - by-laws | 172(R)-173(L) | 4.1 |
| Corporation - by-laws | 172(R)-173(L) | 4.1 |
| Corporation - capital structure: see Corporate capital | 171(R)-172(L) | 3.5 |
| Corporation - continuing under another jurisdiction | 174(R) | 6.1 |
| Corporation - creation of |  | Ch 19 |
| Corporation - date of incorporation = date on certificate | 172(LR) | 3.9 |
| Corporation - directors | 171(L) | 3.3 |
| Corporation - directors - change in directors | 174(L) | 5 |
| Corporation - directors - change in directors - Form 1 | 174(L) | 5 |
| Corporation - directors - change in directors - Form 6 (Changes Regarding Directors) | 174(L) | 5 |
| Corporation - directors - delegation by | 173(R) | 4.4 |
| Corporation - directors - duties | 171(L) | 3.3 |
| Corporation - directors - powers of | 171(L) | 3.3 |
| Corporation - directors - qualifications - over 18, sound mind, not bankrupt | 171(L) | 3.3 |
| Corporation - directors - standard of care | 171(L) | 3.3 |
| Corporation - directors’ meetings - first meeting | 173(R) | 4.6 |
| Corporation - directors’ meetings - frequency | 174(LR) | 5 |
| Corporation - directors’ meetings - location | 169(R) | 2.3 |
| Corporation - directors’ meetings - quorum | 173(R) | 4.6 |
| Corporation - Dissolution | 113(R) | 4 |
| Corporation - Dividends | 114(L) | 4 |
| Corporation - filing | 172(LR) | 3.9 |
| Corporation - filing requirements upon incorporation | 169(LR) | 2.2 |
| Corporation - financial statements - approval of | 174(LR) | 5 |
| Corporation - government approvals of incorporation | 172(L) | 3.8 |
| Corporation - Income: Two (2) categories | 135(R) | 5.1 |
| Corporation - incorporation - prestige of federal incorporation | 169(R) | 2.4 |
| Corporation - incorporation - where to incorporate - need for most directors’ meetings to occur in Canada under OBCA (no similar CBCA provision) | 169(R) | 2.3 |
| Corporation - incorporation procedure | 169(R) | 3 |
| Corporation - jurisdiction - ability to carry on business in different jurisdictions | 169(L) | 2.1 |
| Corporation - minutes of meetings required to be kept | 172(R) | 4 |
| Corporation - name selection | 169(L)-171(L) | 3.1 |
| Corporation - name selection - abbreviations | 170(L) | 3.1 |
| Corporation - name selection - abbreviations - SARF | 170(L) | 3.1 |
| Corporation - name selection - abbreviations - SCC | 170(L) | 3.1 |
| Corporation - name selection - federal | 170(R) | 3.1 |
| Corporation - name selection - number name | 169(L)-171(L) | 3.1 |
| Corporation - name selection - provincial | 170(LR) | 3.1 |
| Corporation - nature of business - restrictions | 171(R) | 3.4 |
| Corporation - officers and agents | 173(R) | 4.4 |
| Corporation - officers and agents | 173(R) | 4.4 |
| Corporation - organization (See also: Corporation - minutes, by-laws etc) | 172(R) | 4 |
| Corporation - Owner-Manager – definition | 143(L) | 6.6 |
| Corporation - perfect integration - tax | 129(R) | 2.3.1 |
| Corporation - post-organization issues | 174(LR) | 5 |
| Corporation - powers - of a natural person | 171(R) | 3.4 |
| Corporation - powers - restrictions on | 171(R) | 3.4 |
| Corporation - predecessor - business search | 251(LR) | 1.3 |
| Corporation - prior name - business search | 251(LR) | 1.3 |
| Corporation - records of corporation | 172(R) | 4 |
| Corporation - records to be kept (articles, by-laws, minutes, etc.) | 172(R) | 4 |
| Corporation - resolutions | 173(L) | 4.2 |
| Corporation - resolutions - special resolution: 2/3 of votes cast | 173(L) | 4.2 |
| Corporation - resolutions - written (in lieu of meeting) | 173(L) | 4.3 |
| Corporation - Rights and Liabilities | 113(R)-114(L) | 4 |
| Corporation - seal - not required by CBCA or OBCA | 173(R) | 4.5 |
| Corporation - second meeting - shareholders | 173(R)-174(L) | 4.7 |
| Corporation - second meeting (shareholders) - written waiver of notice | 173(R)-174(L) | 4.7 |
| Corporation - share certificates | 174(L) | 5 |
| Corporation - Shareholders’ liability | 113(R) | 4 |
| Corporation - shareholders’ meetings | 174(LR) | 5 |
| Corporation - shareholders’ meetings - required frequency | 174(LR) | 5 |
| Corporation - Tax | 114(L) | 4 |
| Corporation - tax on a corporation’s income and dividends | 129(L) | 1.2 |
| Corporation - two (2) categories of income | 135(R) | 5.2 |
| Corporation - where to incorporate | 169(L) | 2 |
| Corporation - where to incorporate - ability to carry on business in different jurisdictions | 169(L) | 2.1 |
| Corporation - where to incorporate - advantages of incorporating federally | 169(R) | 2.4 |
| Corporation - written resolutions | 173(L) | 4.3 |
| Corporation profile report - corporate searches | 251(R)-252(L) | 2.1 |
| Corporations Information Act | 169(LR) | 2.2 |
| Corporations Information Act - annual returns search | 252(R)-253(L) | 2.4 |
| Corporations Information Act - annual returns, failure to file | 252(R)-253(L) | 2.4 |
| Corporations Tax Act - basis for provincial income tax | 157(R) | 1.2 |
| Corporations Tax Act - tax on income and taxable paid-up capital | 118(R)-120(L) | 8.11 |
| Corporations Tax Act (CTA) - Ontario provincial income tax (corporate, small business, M&P) | 135(L) | 4.3 |
| Corporations vs. Individuals - differences in taxation | 129(L) | 1.1 |
| Corporations, Types | 135(R) | 5.2 |
| Corportation - records - Forfeited Corporate Property Act - register of interests in land in Ontario | 172(R) | 4 |
| Correcting errors and re-perfecting security - PPSA | 296(R)-297(L) | 10.3 |
| Correcting errors in PPSA | 296(R)-297(L) | 10.3 |
| Cost - exercising remedies under Mortgages act: power of sale, judicial sale and foreclosure | 313(R) | 23.2.3(c)(iii) |
| Cost of living adjustment - Price and Price escalation - sell-side terms - key provisions - sale of goods | 346(R) | 3.2.1 |
| Costs & funding - restructuring | 372(R) | 1.3 |
| Court - calling a shareholder meeting | 184(R) | 4.3.6 |
| Court appointed receiver (mortgages act) - appointed under CJA s 101 | 314(R) | 23.2.6(b) |
| court appointed receivership - instructions and directions from court order | 308(L) | 22.2.3(a) |
| Court appointed receivership - powers of a court-appointed receiver | 308(L) | 22.2.3 |
| court appointed receivership - standard receivership order | 308(LR) | 22.2.3(b) |
| court appointed receiverships - appointment and types of court receivers | 307(R)-308(L) | 22.2.2 |
| court approval - judicial sale (when is it preferred) - mortgages act security | 314(L) | 23.2.3(c)(viii) |
| Court approval - plan - CCAA | 387(L) | 5.11 |
| Court approval - proposal - BIA - refusal by court | 379(R)-380(L);381(L) | 4.14; 4.17 |
| court approval for sale to related parties - bankruptcy - liquidation of bankrupt's assets | 270(LR) | 9 |
| Court directions - private and court appointed receivers - PPSA | 307(L) | 22.1.6 |
| Court order - winding-up - compulsory | 222(R)-223(L) | 9.2.2 |
| court orders where non-compliance with secured creditor/receiver duties | 307(L) | 22.1.7 |
| Court receiverships | 307(L) | 22.2 |
| Court review of secure creditor/receiver compliance with duties under BIA | 307(L) | 22.1.7 |
| Court sanction - common law test for court sanction - CCAA | 387(R) | 5.11.2 |
| Court searches - bankruptcy - searches | 256(L) | 3.4.2 |
| court supervision of sale - judicial sale (when is it preferred) - mortgages act security | 314(L) | 23.2.3(c)(viii) |
| Court-ordered charges – CCAA - restructuring | 385(R)-386(L) | 5.5 |
| Courts Administration Service Act - administrative changes affecting Tax Court of Canada | 163(L) | 2.5.5 |
| Courts of Justice Act - powers of interim receiver | 302(L) | 19.3.3 |
| CRA - Advance Tax Rulings (ATRs) | 148(R)-149(L) | Gloss. |
| CRA - Canada Revenue Agency | 148(LR)-149(L) | Gloss. |
| CRA - Folios | 148(R) | Gloss. |
| CRA - Information Circulars (ICs) | 148(R)-149(L) | Gloss. |
| CRA - Interpretation Bulletins (ITs) | 148(R) | Gloss. |
| CRA - publications - Advance Tax Rulings (ATR) | 157(L) | 1.1 |
| CRA - publications - Information Circulars (IC) | 157(L) | 1.1 |
| CRA - publications - Interpretation Bulletins (IT) | 157(L) | 1.1 |
| CRA - publications - View letters | 157(R) | 1 |
| Creation of the corporation |  | Ch 19 |
| Credit agreement or formal loan - debt financing - commitment letters | 235(LR) | 1.2 |
| Creditor approval - plan – CCAA | 387(L) | 5.10 |
| Creditor approval - proposals - BIA | 380(R)-381(L) | 4.16 |
| Creditor approval – BIA | 379(LR) | 4.12 |
| Creditor-sponsored plans - CCAA - restructuring | 381(R)-382(L) | 5.2 |
| Creditors - classification - CCAA | 386(R) | 5.8 |
| Creditors - classification - restructuring - commonality of interest | 378(R)-379(L) | 4.10 |
| Creditors - classification – restructuring | 378(R)-379(L) | 4.10 |
| Creditors - lifting of stay of proceedings - BIA | 376(L) | 4.7.3 |
| Creditors - meetings - BIA - restructuring | 379(L) | 4.11 |
| Creditors meeting - adjournment – BIA | 379(L) | 4.11.2(c) |
| Creditors meeting - administration - BIA | 379(L) | 4.11.2 |
| Creditors meeting - CCAA - application to court | 386(R)-387(L) | 5.9 |
| Creditors meeting - CCAA reorganization | 386(R)-387(L) | 5.9 |
| Creditors meeting - proposal trustee’s duties and obligations | 379(L) | 4.11.1 |
| Creditors’ Relief Act - unperfected security interests | 287(L) | 5.1.5 |
| Creditors’ Relief Act - unsecured creditors’ remedies | 261(LR) | 2.1 |
| Criminal offences (possible) - tax: see Tax - offences | 166(L) | 3.5 |
| Criminal rate of interest - overdue payments - payment - sell-side terms - Key provisions - sale of goods | 348(R) | 3.2.2(c) |
| Criminal seizure - insolvency - aboriginal | 367(R)-368(L) | 2.2 |
| Crown - CCAA - plan | 388(R) | 5.14 |
| Crown - stay of proceedings against - BIA – restructuring | 376(R) | 4.7.4 |
| Crystallization of floating charge | 240(R) | 2.6.3 |
| CTA - Corporations Tax Act (Ontario provincial income tax - corporate, small business, M&P) | 135(L) | 4.3 |
| Culpable conduct in tax context | 167(L) | 3.7 |
| Cumulative eligible capital (CEC) account | 150(R)-152(L) | Gloss. |
| Cumulative net investment loss (CNIL) | 152(R) | Gloss. |
| Cumulative or non-cumulative dividends | 194(R)-195(L) | 7.2 |
| Cumulative voting - election of directors | 177(R)-178(L) | 2.3; 2.4 |
| curing deficient security - PPSA - priorities | 296(R)-297(L) | 10.3 |
| Currency date - PPSA search | 255(L) | 3.1.8 |
| Currency of Price - Price and Price escalation - sell-side terms - key provisions - sale of goods | 346(R) | 3.2.1 |
| Currency of searches - assumptions (opinions) | 258(L) | 7.2 |
| Currency of the loan - direct loan - debt financing | 236(L) | 1.3.1(a) |
| Custom or usage - court's power to find implied terms | 342(R) | 3.1.2(b) |
| **D** | | |
| Date of incorporation: see Corporation - date of incorporation | 172(LR) | 3.9 |
| Death of partner | 122(L) | 1.3.3 |
| Death of partner - dissolution of partnership | 128(LR) | 5.8 |
| Death of Shareholder - Fair Market Value of shares | 190(L) | 3.4.6 |
| Death of Shareholder - Share Transfers and Issuances - Unanimous Shareholder Agreement (USA) | 190(L) | 3.4.6 |
| Debenture registration | 242(L) | 3.3.1 |
| Debenture security | 240(LR) | 2.6 |
| Debenture security - differentiated from general security agreement in 3 ways | 240(LR) | 2.6.1 |
| Debenture security - fixed and floating charges | 240(R) | 2.6.3 |
| Debenture security - pledge agreement | 240(R) | 2.6.2 |
| Debt conversion - restructuring | 373(L) | 2 |
| Debt financing - certificated securities and the direct holding system - taking PPSA interest | 239(LR) | 2.4 |
| Debt financing - commitment letters and loan/credit agreements | 235(LR) | 1.2 |
| Debt financing - direct loan - demand or term loan | 236(L) | 1.3.1(c) |
| Debt financing - direct loan - evidence of a loan | 236(L) | 1.3.1(b) |
| Debt financing - direct loan - promissory notes | 236(R) | 1.3.1(e) |
| Debt financing - direct loan - repayment provisions | 236(LR) | 1.3.1(d) |
| Debt financing - direct loans | 236(L) | 1.3.1 |
| Debt financing - direct loans - currency of the loan | 236(L) | 1.3.1(a) |
| Debt financing - impact of limitations act | 247(R) | 8 |
| Debt financing - insurance | 247(L) | 7.3 |
| Debt financing - interest rates, alternatives of | 236(R) | 1.3.1(f) |
| Debt financing - limitation periods - acknowledgements and renewals of limitation periods | 248(R) | 8.4 |
| Debt financing - limitation periods - automatic acknowledgements | 248(R)-249(L) | 8.4.2 |
| Debt financing - limitation periods - basic limitation period | 247(R) | 8.1.1 |
| Debt financing - limitation periods - borrower's performance under security agreement | 248(R)-249(L) | 8.4.2(b) |
| Debt financing - limitation periods - demand loans/notes | 248(L) | 8.2 |
| Debt financing - limitation periods - guarantees | 249(R) | 8.4.4 |
| debt financing - limitation periods - no contracting out | 249(R) | 8.5 |
| Debt financing - limitation periods - part payment of debt | 248(R) | 8.4.2(a) |
| Debt financing - limitation periods - term loans | 248(LR) | 8.3 |
| Debt financing - limitation periods - term loans | 248(LR) | 8.3 |
| Debt financing - limitation periods - ultimate limitation period | 247(R) | 8.1.2 |
| Debt financing - limitation periods - written acknowledgements | 249(LR) | 8.4.3 |
| Debt financing - negative pledge | 247(L) | 7.2 |
| Debt financing - real property security (mortgage) | 246(R) | 6 |
| Debt financing - structuring loan arrangements | 236(L) | 1.3 |
| Debt financing - structuring loan arrangements - bank guarantees | 237(R) | 1.3.4 |
| Debt financing - structuring loan arrangements - bankers’ acceptances | 237(L) | 1.3.2 |
| Debt financing - structuring loan arrangements - letters of credit | 237(L) | 1.3.3 |
| Debt financing - uncertificated securities and the indirect holding system (taking PPSA) | 239(R)-240(L) | 2.5 |
| Debt financing and Secured Transactions - intro | 235(L) | 1.1 |
| Debt threshold - 5 million dollars - CCAA - restructuring | 382(R) | 5.2.1(d) |
| Debtor company definition - CCAA - Restructuring | 382(L) | 5.2.1(a) |
| Debtor in possession financing (DIP) - restructuring | 372(R) | 1.3 |
| Debts not released by discharge order - discharge of personal bankrupt | 274(L) | 13.2.10 |
| Deceased individual - failure to file prev year’s tax return | 158(R) | 2.1.3 |
| Deceased individual - tax filing deadlines - depend on date of death | 158(R) | 2.1.3 |
| Declaration of dissolution – limited partnership | 125 (L) | 2.3 |
| Deductibility of Accrued Bonuses - Unpaid Amounts - Interpretation Bulletin IT-109R2 | 144(R) | 7.2.2 |
| Deductibility of Dividends and Interest (Tax) | 199(L) | 11.2 |
| Deductions available - purchaser preference change - assets vs shares - purchase and sale | 394(R) | 3.2.4(b)(ii) |
| Deemed acceptance - 3 ways | 345(R)-346(L) | 3.1.4 |
| Deemed acceptance (SGA) - Acceptance - Buy-side terms - Key provisions - sale of goods | 345(R)-346(L) | 3.1.4 |
| Deemed dividend - income tax consequences - purchase or redemption of shares | 196(L)-197(L) | 7.6 |
| Deemed dividend - paid-up capital (PUC) | 193(L) | 6.2 |
| Deemed dividend - reduction in stated capital | 202(R)-203(R) | 1.3.2(b) |
| Deemed dividend - winding-up - tax | 223(R)-224(L) | 9.4.1(b) |
| Deemed dividend rules - share purchase from shareholder | 211(R) | 4 |
| Deemed trusts - PPSA - priorities | 286(R) | 5.1.4 |
| Deemed trusts for crown claims - SEE: Statutuory liens - deemed trusts | 291(L) | 6 |
| Deemed trusts, types of SEE: Statutuory liens - deemed trusts | 291(LR) | 6.3 |
| Deemed year-end - share purchase - change of control | 414(L)-415(L) | 5.2.5(a) |
| Deeming provision - Aboriginal business law - property on aboriginal reserve (s.90) | 366(L) | 1.3 |
| Deeming rules - arrangements and reorganizations | 219(LR) | 7.2; Ex. 2 |
| Deeming rules - tax - amalgamation | 216(LR) | 6.2.2 |
| Default - Acceptance - reasonable time to examine | 345(R) | 3.1.4 |
| Default - risk transfer - SGA | 344(R) | 3.1.3(c) |
| Default of borrower - floating charge - crystallize - debentures | 240(R) | 2.6.3 |
| Default rule - delivery – sale of goods | 342(R) | 3.1.3(a) |
| Default rule - delivery – sale of goods | 342(R) | 3.1.3(a) |
| Default rule - delivery by installments | 344(L) | 3.1.3(b) |
| Default rules - subject to two principles | 345(L) | 3.1.3(c) |
| defences - rebutting S 95(2) BIA presumption of preference | 279(LR) | 17.2.5 |
| Deferral - reserves - capital gain recognition | 413(R)-414(L) | 5.2.2 |
| Deferral (of purchase price) - Purchase and Sale - Tax Considerations - Interest | 405(R) | 4.4.1(b) |
| Deferral and savings figures for 2017 | 131(LR) | 2.3.4 |
| Deferral of purchase price - tax considerations - asset purchase | 405(L)-406(L) | 4.4.1(b) |
| Deferral of tax through incorporation (generally) | 141(L) | 6.2 |
| Deferral of tax using corporation | 131(L) | 2.3.3 |
| Deferral rules - Purchase and Sale - Tax Considerations - ITA s 40(1) | 405(LR) | 4.4.1(b) |
| Deferred payments (acceleration of) - payment - sell-side terms - key provisions - sale of goods | 348(R) | 3.2.2(d) |
| Deferred Profit Sharing Plan | 143(R) | 6.7 |
| Deficiency after sale - power of sale, judicial sale and foreclosure | 313(R) | 23.2.3(c)(v) |
| Definition - Canadian resident - qualifications to be director of a corporation | 177(R) | 2.2 |
| Definition - complainant - Derivative Actions | 185(R) | 4.5.2 |
| Definition - Consumer agreement - for CPA purposes | 342(L) | 3.1.2(b) |
| Definition - dissident | 184(L) | 4.3.5 |
| Definition - paid-up capital (PUC) | 192(LR); 153(R) | 6.1; Gloss. |
| Definition - personal information - privacy law | 360(L) | 2.2.1 |
| Definition - security interest - PPSA | 237(R) | 2.1 |
| Definition: complainant - oppression remedy | 185(R) | 4.5.3 |
| Delay of disposition - PPSA | 305(R) | 22.1.4(f) |
| Delegation - directors’ powers | 179(LR) | 2.7 |
| Delegation - non-profit - trustees compared to directors | 116(L) | 7 |
| Delegation by corporate directors: see Corporation - directors - delegation by | 173(R) | 4.4 |
| Delivery - Buy-side terms - key provisions - sale of goods | 342(R) | 3.1.3 |
| Delivery - by installments - default rule | 344(L) | 3.1.3(b) |
| Delivery - default rule | 342(R) | 3.1.3(a) |
| Delivery - exceeds that stipulated in contract - buyer has 3 options 344(L) | 344(L) | 3.1.3(b) |
| Delivery - implied term if not stipulated | 342(R) | 3.1.3 |
| Delivery - of goods different than contracted for | 344(L) | 3.1.3(b) |
| Delivery - sale of goods - default rule | 342(R) | 3.1.3(a) |
| Delivery - time of the essence | 343(L) | 3.1.3(b) |
| Delivery - unspecified time of delivery - reasonable time is implied | 343(L) | 3.1.3(b) |
| Delivery and Payment Rule (Default) - Payment - Sell-Side Terms - Key provisions - Sale of Goods | 348L) | 3.2.2(c) |
| Delivery of statement of trade - Bulk Sales Act - Compliance | 282(R) | 18.1.5(a) |
| Demand loan - debt financing | 236(L) | 1.3.1(c) |
| Demand notes - promissory notes - debt financing | 236(R) | 1.3.1(e) |
| Demand or term loans | 248(LR) | 8.2; 8.3 |
| Demanding repayment - common law requirement for reasonable notice | 300(R) | 19.1.1 |
| Demanding repayment - contractual notice periods or other pre-conditions to enforcement | 301(LR) | 19.1.4 |
| Demanding repayment - exemptions from s. 244 notice | 301(L) | 19.1.3 |
| Demanding repayment - interim receivers | 301(R) | 19.3 |
| Demanding repayment - interim receivers, pre-conditions to appointment | 301(R)-302(L) | 19.3.2 |
| Demanding repayment - reasonable notice | 301(R) | 19.2 |
| Demanding repayment of a loan (common law + BIA) | 300(R) | 19 |
| demands - mortgages act security - enforcing security | 312(LR) | 23.2.1 |
| Deposit - payment - sell-side terms - key provisions - sale of goods | 347(L) | 3.2.2(a) |
| Depreciable and non-depreciable assets - amalgamation | 217(R)-218(L) | 6.2.2 |
| Depreciable and non-depreciable capital properties - tax considerations - asset purchase - purchase and sale | 397(L) | 4.3.2(b) |
| Depreciable assets - in asset purchase transaction - list - ex: machinery, transportation equipment, goodwill, office equipment, etc. | 398(L) | 4.3.3(b) |
| Depreciable Property | 152(R); 150(L) | Gloss. |
| Depreciable property | 152(R); 150(L) | Gloss. |
| Depreciable property and machinery - purchase and sale - asset purchase - assets to be acquired | 398(LR) | 4.3.3 |
| Depreciation - Class 14.1 property - 2017 changes - intellectual property - asset purchase - CCA rules 5% declining basis (ex: franchise, concession, licence, patent, etc.) | 401(L) | 4.3.6(b) |
| Derivative Actions | 185(R) | 4.5.2 |
| Derivative Actions - 4 conditions for court to grant leave | 185(R) | 4.5.2 |
| Derivative Actions - Complainant - definition | 185(R) | 4.5.2 |
| Derivative actions - shareholder remedies | 185(R) | 4.5.2 |
| Determination of priorities - enforcing priorities | 297(R)-298(L) | 11.1 |
| differences between FCA and APA Fraudulent Conveyances - Bankruptcy - Unsecured Creditors | 276(R)-277(L) | 16.1.1 |
| Differences between partners - general partnerships | 123(L) | 1.4 |
| Differences in taxation - individuals vs. corporations | 129(L) | 1.1 |
| DIP financing - restructuring | 372(R) | 1.3 |
| Direct loans - currency of the loan - debt financing | 236(L) | 1.3.1(a) |
| Direct loans - debt financing | 236(L) | 1.3.1 |
| director - dual capacities | 315(R) | 1.3.1 |
| Director vs. employee - relationship | 315(R) | 1.3.1 |
| Directors - board of - vacancies | 178(R) | 2.6 |
| Directors - Ceasing to be a Director | 179(R) | 2.9 |
| Directors - change in number of | 205(L) | 1.3.6 |
| Directors - citizenship requirements - incorporation | 118(L) | 8.9 |
| Directors - claims against - BIA | 378(L) | 4.8 |
| Directors - committee of directors | 179(L) | 2.7 |
| Directors - compromise of claims - CCAA | 386(L) | 5.6 |
| Directors - Duties and responsibilities | 177(L) | 2.1 |
| Directors - election of | 177(R)-178(L); 181(L) | 2.3; 4.2.1 |
| Directors - election of - cumulative voting | 177(R)-178(L) | 2.3; 2.4 |
| Directors - election of - minority holders - voting shares | 177(R)-178(L) | 2.3 |
| Directors - indemnification and insurance | 180(R) | 3.6 |
| Directors - liability - BIA - bankrupt corporation redeemed shares | 281(LR) | 17.4.1 |
| Directors - liability in tax context: see Tax - directors’ liability | 166(LR) | 3.6 |
| Directors - Liability insurance | 180(R) | 3.6 |
| Directors - managing director | 179(L) | 2.7 |
| Directors - meetings - majority must occur in Canada - under OBCA (no similar CBCA provision) | 169(R) | 2.3 |
| Directors - meetings by - location | 178(L) | 2.7 |
| Directors - meetings by - transaction of business - residency standards | 178(LR) | 2.5 |
| Directors - meetings by the board of | 178(L)-179(R) | 2.7 |
| Directors - meetings: see Corporation - directors’ meetings |  |  |
| Directors - notice of meeting | 179(R) | 2.7 |
| Directors - Number of | 178(L) | 2.4 |
| Directors - number of - non-offering corporations | 178(L) | 2.4 |
| Directors - number of - offering corporations | 178(L) | 2.4 |
| Directors - Officers and Shareholders of a Corporation | 177(L) | 1 |
| Directors - powers of - delegation | 179(LR) | 2.7 |
| Directors - Qualifications | 177(LR) | 2.2 |
| Directors - qualifications - Canadian Resident | 177(R) | 2.2 |
| Directors - qualifications - re officers/employees | 177(LR) | 2.2 |
| Directors - quitting, resigning | 179(R) | 2.9 |
| Directors - Quorum of Directors | 178(LR) | 2.5 |
| Directors - Quorum of Directors - requirements | 178(LR) | 2.5 |
| Directors - reliance on financial statements and reports of independent experts | 180(L) | 3.1 |
| Directors - removal - rules against removal of directors elected by cumulative voting) | 179(R) | 2.9 |
| Directors - removal of | 179(R) | 2.9 |
| Directors - Remuneration | 179(R) | 2.8 |
| Directors - resolutions by | 178(L) | 2.7 |
| Directors - restriction of powers - Unanimous Shareholder Agreements (USA) | 188(LR) | 3.2 |
| Directors - stay of proceedings against - BIA | 376(R)-377(L) | 4.7.6 |
| Directors - stay of proceedings against - CCAA | 384(R) | 5.4.4 |
| Directors - transaction of business | 178(L)-179(R) | 2.7 |
| Directors - Vacancies in the Board of Directors | 178(R) | 2.6 |
| Directors (corporate): see also Corporation - directors | 171(L) | 3.3 |
| Directors of corporations: see also Corporation - directors | 171(L) | 3.3 |
| Directors, officers, and shareholders of a corporation | 177(L) | 1 |
| Disability of a Shareholder - Share Transfers and Issuances - Unanimous Shareholder Agreement (USA) | 190(L) | 3.4.6 |
| Disability of Shareholder - Fair Market Value of shares | 190(L) | 3.4.6 |
| Disabled employees - accessibility standards - employer obligations | 321(R) | 3.2.4 |
| Disadvantages and advantages of share capitalization | 198(R)-199(R) | 11.1-11.4 |
| Disadvantages of share capital to corporation | 199(L) | 11.2 |
| Disadvantages of share capital to shareholders | 199(R) | 11.4 |
| Discharge hearing - orders available | 273(LR) | 13.2.7 |
| Discharge of bankrupt | 272(L) | 13 |
| Discharge of bankruptcy trustee | 274(L) | 14 |
| Discharge of corporate bankrupt | 272(L) | 13.1 |
| Discharge of individual bankrupt | 272(L) | 13.2 |
| Discharge of individual bankrupt - conditional discharges | 273(R) | 13.2.8 |
| Discharge of individual bankrupt - facts for which a discharge may be refused, suspended or granted conditionally | 273(LR) | 13.2.7 |
| Discharge of individual bankrupt - mandatory mediation | 273(L) | 13.2.6 |
| Discharge of individual bankrupt - suspension of discharges | 273(R)-274(L) | 13.2.9 |
| Discharge of individual bankrupt, automatic discharge | 272(LR) | 13.2.2 |
| Discharge of individual bankrupt, debts not released by discharge order | 274(L) | 13.2.10 |
| Discharge of individual bankrupt, non-automatic discharge | 272(R) | 13.2.3 |
| Disciplinary sanctions - employer remedies | 326(R) | 6.2 |
| Disclaimer - commercial leases - BIA | 378(LR) | 4.9 |
| Disclaimer - commercial leases - BIA s 65.2 - test | 378(L) | 4.9 |
| Disclaimer of leases - bankruptcy - unsecured creditors | 271(L) | 10.3 |
| Disclosure of Creditors - Bulk Sales Act, Vendor Compliance - Purchase and Sale | 407(R)-408(L) | 4.4.4 |
| discrimination and harassment - duty to investigate - employer obligations | 320(L) | 3.2.2 (d) |
| Discrimination, meaning of - human rights - employee obligations | 319(R) | 3.2.2(a) |
| discrimination, meaning of - legal burden: prima facie case | 319(R) | 3.2.2(a) |
| Dismissal - fixed term employee | 323(L) | 4.1.4 |
| Dismissal - for cause | 323(R) | 4.2 |
| Dismissal - probationary employee | 323(L) | 4.1.4 |
| Dismissal - without cause | 322(L) | 4.1 |
| Dismissal - without cause - compensation “in lieu” | 322(L) | 4.1 |
| Dissent Rights - corporate changes | 197(LR) | 8 |
| Dissent rights - going private transactions | 220(R) | 8 |
| Dissent Rights (Shareholders) - Fundamental Changes | 182(L) | 4.2.4 |
| Dissident - definition | 184(L) | 4.3.5 |
| Dissident - information circular | 184(LR) | 4.3.5 |
| Dissolution - approval | 221(L) | 9.1 |
| Dissolution - articles of - Form 10 | 221(R) | 9.1 |
| Dissolution - business - partnership vs. corporation | 116(R) | 8.3 |
| Dissolution - payment of liabilities | 221(L) | 9.1 |
| Dissolution - payments to Public Trustee | 221(L) | 9.1 |
| Dissolution - return of capital to shareholder | 195(L) | 7.3 |
| Dissolution - series of shares (rights) | 198(LR) | 10 |
| Dissolution - tax requirements | 221(R) | 9.1 |
| Dissolution by the Director | 223(L) | 9.3 |
| Dissolution of a limited partnership | 124(R)-125(L) | 2.3 |
| Dissolution of corporation | 113(R) | 4 |
| Dissolution of corporation - by director | 223(L) | 9.3 |
| Dissolution of corporation - land transfer tax (LTT) | 226(LR) | 9.5 |
| Dissolution of corporation - tax aspects | 223(LR) | 9.4 |
| Dissolution of corporation - tax, general wind-up | 223(R)-224(R) | 9.4.1 |
| Dissolution of corporation - tax, subsidiary into parent (cost amount = subsidiary wind-up) | 224(R) | 9.4.2(a) |
| Dissolution of corporation - voluntary | 221(L)-222(L) | 9.1 |
| Dissolution of corporation - winding up | 222(LR) | 9.2.1 |
| Dissolution of corporation - winding up, court order | 222(R)-223(L) | 9.2.2 |
| Dissolution of corporation - winding up, voluntary | 222(LR) | 9.2.1 |
| Dissolution of corporation (termination) | 221(L) | 9 |
| Dissolution of General Partnership | 123(L) | 1.5 |
| Dissolution of partnerships | 123(L) | 1.5 |
| Dissolution vs. Winding-up SEE ALSO: WInding-up vs Dissolution | 221(L) | 9 |
| Distinguishing other relationships - employees (ex: director and partner) | 315(R) | 1.3 |
| Distress right of landlord | 263(R) | 4 |
| Distribution of the assets of the bankrupt estate | 271(LR) | 11 |
| Divestment of assets/”Spin-off” - corporate tax - butterfly reorganization | 142(L); 148(L) | 6.4.5; Gloss. |
| Dividend - payment of or redemption of (share purchase) - BIA - director liability | 281(LR) | 17.4 |
| Dividend Gross-up and Dividend Tax Credit (DTC) - Taxation of Corporations | 129(LR); 132(L) | 2.2; 3.1 |
| Dividend pre-sale - tax planning - share purchase | 415(R)-416(L) | 5.3.1 |
| Dividend Refund (Corporation) | 139(R) | 5.3.2(b) |
| Dividend refund (taxation of corporations) | 139(R) | 5.3.2(b) |
| Dividend Tax Credit | 132(L)-133(R); 152(R); 129(LR) | 3.1; 3.1.1; 3.1.2; Gloss.; 2.2 |
| Dividend Tax Credit - New “eligible “ DTC rules | 132(R)-133(R) | 3.1.2 |
| dividend, recovery of - BIA | 281(LR) | 17.4 |
| Dividends - cumulative vs. non-cumulative | 194(R)-195(L) | 7.2 |
| Dividends - preferential | 194(R) | 7.1 |
| Dividends - Tax Deductibility | 199(L) | 11.2 |
| Domestic and international sale of goods - introduction | 339(L) | 1 |
| Double majority - secured creditors - BIA - restructuring | 378(R) | 4.10 |
| Double majority test- creditor approval - CCAA | 387(L) | 5.10 |
| Double taxation - redemption - prevention | 196(L)-197(L) | 7.6 |
| Double taxation: elected amount of asset purchase from shareholder | 210(LR) | 3.7.4 |
| Doubtful debt reserve - tax considerations - accounts receivable - asset purchase | 399(L)-400(L) | 4.3.4(b) |
| Douglas v. R - criminal seizure - aboriginal | 367(R)-368(L) | 2.2 |
| DPSP - Deferred Profit Sharing Plan | 143(R) | 6.7 |
| Drag-alongs - unanimous shareholder agreements | 189(R)-190(L) | 3.4.5 |
| DTC - Dividend Tax Credit | 132(L)-133(R); 152(R); 129(LR) | 3.1; 3.1.1; 3.1.2; Gloss.; 2.2 |
| dual agency - mortgages act - private receiver | 314(LR) | 23.2.6(a) |
| Dubé v. Canada - Aboriginal - income tax - investment income | 366(R) | 1.5 |
| Due date - Form T2057 - rollover election | 210(R)-211(L) | 3.7.5 |
| Due diligence - prospectus | 230(R) | 2.3.1 |
| Duly incorporated or organized - opinion - standard opinions | 259(L) | 8.1 |
| Dunsmuir v NB - employees’ rights | 316(LR) | 1.5.2 |
| Duration - stay of proceedings - CCA | 384(R) | 5.4.2 |
| Duties - Officers | 180(L) | 3.1 |
| Duties and responsibilities - Directors | 177(L) | 2.1 |
| Duties of a secured creditor or receiver while in possession - no contracting out / waiver | 304(L) | 22.1.4(b) |
| Duties of a secured creditor or receiver while in possession - PPSA S 17(1) | 304(L)-306(L) | 22.1.4 |
| Duties of corporate directors: see Corporation - directors - duties | 171(L) | 3.3 |
| Duties of court-appointed receiver (standard form template receivership) | 311(LR) | 22.3.4; 22.4 |
| duties of receiver - receivership (private) - commercially reasonable manner | 304(LR) | 22.1.4(c) |
| duties of secured creditor or receiver while in possession - PPSA - reasonable care | 304(L) | 22.1.4(a) |
| Duties under BIA - secured creditors & receivers | 306(L)-307(L) | 22.1.5 |
| Duty not to compete - employee obligations | 317(L) | 2.1.2(b) |
| Duty not to take secret profits or commissions - employee obligations | 317(L) | 2.1.2(c) |
| Duty of care - officers | 180(L) | 3.1 |
| Duty of confidentiality - employee obligations | 316(R)-317(L) | 2.1.2(a) |
| Duty of good faith and fidelity - employee obligations | 316(R) | 2.1.2 |
| Duty to accommodate - employer obligations | 319(R)-320(L) | 3.2.2(c) |
| duty to accomodate - employer obligations - procedural and substantive | 319(R)-320(L) | 3.2.2(c) |
| Duty to act loyally and in good faith - characteristics of general partnership | 122(R) | 1.3.4 |
| Duty to bargain in good faith - collective bargaining | 330(L) | 11 |
| Duty to carry on a debtor’s business (PPSA) | 306(L) | 22.1.4(h) |
| Duty to investigate - employer obligations - harassment and discrimination | 320(L) | 3.2.2 (d) |
| Duty to mitigate - employee remedies | 326(LR) | 5.6 |
| Duty to provide notice of resignation - employee obligations | 317(LR) | 2.1.3 |
| Duty to provide notice of termination (employer obligations) | 318(R) | 3.1.3 |
| Duty to provide safe work environment (employer obligations) | 318(R) | 3.1.2 |
| Duty to provide safe workplace, employer - OHSA | 320(R) | 3.2.3 |
| Duty to provide work and pay for work done (employer obligations) | 318(R) | 3.1.1 |
| Duty to take reasonable care, employee - OHSA | 320(R) | 3.2.3 |
| Duty to warn - dismissal for cause - employees | 324(L) | 4.2.2 |
| **E** | | |
| Earn-out - tax issues - share purchase | 414(L) | 5.2.4 |
| earn-out clause - Purchase and Sale - Tax Considerations | 405(R)-406(L) | 4.4.1(b) |
| earn-out, reverse - purchase and sale - tax considerations | 406(L) | 4.4.1(b) |
| Earn-out, structuring - Purchase and Sale - Tax Considerations | 406(L) | 4.4.1(b) |
| ECE - Eligible capital expenditure | 152(R) | Gloss. |
| EFCs (eligible financial contracts) - definition - BIA | 377(R) | 4.7.7(c) |
| effect - remedies - mortgages act: foreclosure, judicial sale, power of sale | 313(L) | 23.2.3(c)(i) |
| Effect of approved proposal - proposals - BIA | 380(R)-381(L) | 4.16 |
| Effective date - share purchase - purchase and sale | 412(R)-413(L) | 5.1.8 |
| Elected amount - rollover - limits on amount | 208(L)-209(L) | 3.5 |
| Elected amount - rollover - type of asset | 207(LR) | Figure 1 |
| Election of directors | 177(R)-178(L); 181(L) | 2.3; 4.2.1 |
| Election of directors - cumulative voting | 177(R)-178(L) | 2.3; 2.4 |
| Election of directors - minority holders - voting shares | 177(R)-178(L) | 2.3 |
| Elements of a fraudulent conveyance under the fraudulent conveyances act (FCA) | 275(L) | 15.1 |
| elements of bulk sales - bulk sales act (BSA) | 282(LR) | 18.1.3 |
| Eligible capital expenditure (ECE) | 152(R) | Gloss. |
| Eligible capital property - Bill C-29 - repeal existing eligible capital property regime - replace with CCA class, transfer CEC pools to new class | 401(R) | 4.3.7(b)(i) |
| Eligible capital property - purchase of assets from shareholders | 206(R)-207(L) | 3.2 |
| Eligible financial contracts - CCAA - stay of proceedings | 385(L) | 5.4.7 |
| Eligible financial contracts (EFCs) - definition - BIA | 377(R) | 4.7.7(c) |
| Eligible Property - s. 85 rollover | 206(R)-207(L) | 3.2 |
| Elsley v J.G. Collins Insurance Agencies - reasonableness of restrictive covenant - employees | 318(L) | 2.3 |
| Employee exemptions - Prospectus exemption | 233(L) | 2.3.2(f) |
| Employee obligations | 316(R) | 2 |
| employee obligations - confidentiality (duty of) | 316(R)-317(L) | 2.1.2(a) |
| employee obligations - duty not to compete | 317(L) | 2.1.2(b) |
| employee obligations - duty not to take secret profits or commissions | 317(L) | 2.1.2(c) |
| employee obligations - fidelity | 316(R) | 2.1.2 |
| employee obligations - good faith | 316(R) | 2.1.2 |
| employee obligations - human rights - discrimination, meaning of | 319(R) | 3.2.2(a) |
| employee obligations - notice of resignation, duty to provide | 317(LR) | 2.1.3 |
| employee obligations - obedience, attendance, competence | 316(R) | 2.1.1 |
| employee obligations - post-employment | 317(R) | 2.1.4 |
| employee status - probationary employee | 316(L) | 1.5.1 |
| employee status - special cases | 316(L) | 1.5 |
| employee vs directior - relationship | 315(R) | 1.3.1 |
| employee vs partner - relationship | 315(R) | 1.3.2 |
| Employee vs. Independent contractor | 315(L) | 1.1 |
| employee-related costs - purchase and sale - asset purchase | 403(R) | 4.3.9 |
| Employees - and officers - director qualifications | 177(LR) | 2.2 |
| Employees - asset purchase - Employment Standards Act - notice when terminating | 404(LR) | 4.3.9(b) |
| Employees - asset purchase - purchase and sale - common law position | 403(R)-404(L) | 4.3.9(a) |
| employees - breach of common law implied obligations | 316(R) | 2.1 |
| employees - common law implied obligations | 316(R) | 2.1 |
| Employees - distinguishing other relationship (ex: director and partner) | 315(R) | 1.3 |
| Employees - employee stock options - Non-CCPC | 142(R)-143(L) | 6.5.2 |
| Employees - employee Stock Options – Exercise Price – non-CCPCs | 142(R)-143(L) | 6.5.2 |
| Employees - employee stock options (taxation of corporations) | 142(R) | 6.5 |
| Employees - fiduciary or “key” employees | 317(R) | 2.2 |
| Employees - purchase and sale - corporate considerations | 392(L) | 3.1.4 |
| Employees - purchase of a business - Canada Pension Plan | 404(R) | 4.3.9(d) |
| Employees - purchase of a business - Labour Relations Act | 404(R) | 4.3.9(c) |
| Employees - purchase of a business - Workplace Safety and Insurance Act | 404(R) | 4.3.9(e) |
| Employees - purchase of business - asset purchase | 403(R) | 4.3.9 |
| Employees - severance pay - termination under Employment Standards Act - asset purchase | 404(LR) | 4.3.9(b) |
| Employees - termination under Employment Standards Act - asset purchase | 404(LR) | 4.3.9(b) |
| Employees - unions - restructuring, impact on | 372(LR) | 1.2.6 |
| Employees - wage priority claims - BIA / CCAA - secured creditors’ rights | 292(R)-293(L) | 7 |
| Employees – employee remedies | 325(L) | 5 |
| Employees – employee stock options | 142(R) | 6.5 |
| Employees – employee stock options - CCPC | 142(R) | 6.5.1 |
| Employer Obligations | 318(R) | 3 |
| employer obligations - constructive dismissal | 318(R) | 3.1.1 |
| employer obligations - duty to accomodate | 319(R)-320(L) | 3.2.2(c) |
| Employer obligations - duty to investigate - harassment and discrimination | 320(L) | 3.2.2 (d) |
| employer obligations - factors - duty to accomodate | 319(R)-320(L) | 3.2.2(c) |
| Employer obligations - Human Rights | 319(LR) | 3.2.2 |
| employer obligations - justifying discrimination - bona fide occupational requirement | 319(R) | 3.2.2(b) |
| employer obligations - reaosnable notice of termination - factors | 318(R) | 3.1.3 |
| employer obligations - reasonable notice of termination, duty to provide | 318(R) | 3.1.3 |
| employer obligations - safe owrk environment | 318(R) | 3.1.2 |
| Employer Obligations, Statutory | 319(L) | 3.2 |
| Employer remedies | 326(R) | 6 |
| employer status - common control | 316(L) | 1.4.2 |
| employer status - common employer | 316(L) | 1.4.2 |
| employer status - special cases | 315(R) | 1.4 |
| Employer, successor - ESA - liabiity of receivers and trustees | 309(L) | 22.3.2(b) |
| Employment |  |  |
| employment - federal jurisdiction employees | 319(L) | 3.2.1 |
| employment - restrictive covenant | 318(L) | 2.3 |
| Employment Contract | 315(L) | 1 |
| Employment Contract - breach by employee - civil action | 326(R)-327(L) | 6.3 |
| Employment Contract - fixed term vs indefinite | 315(LR) | 1.2 |
| Employment contract - obligations to restrict competition or solicitation | 318(L) | 2.3 |
| Employment income - Aboriginal - tax exemption | 365(R)-366(L) | 1.2 |
| Employment Law | 315(L) | 1 |
| Employment reduction, common law position on - purchase and sale - asset purchase | 403(R)-404(L) | 4.3.9(a) |
| employment reduction, related costs of - purchase and sale - asset purchase | 403(R) | 4.3.9 |
| Employment relationship | 315(L) | 1 |
| Employment relationship - Director vs. Employee | 315(R) | 1.3.1 |
| Employment relationship - Partner vs. Employee | 315(R) | 1.3.2 |
| Employment standards - benefits-conferring legislation | 319(L) | 3.2.1 |
| employment standards - Canada Labour Code | 319(L) | 3.2.1 |
| Employment Standards - Contracting out of | 319(L) | 3.2.1 |
| Employment Standards - Examples of | 319(L) | 3.2.1 |
| Employment Standards - Officer - ESA - employee remedies | 325(R) | 5.4 |
| Employment Standards Act - continuity of employment | 315(R)-316(L) | 1.4.1 |
| Employment Standards Act - exclusion and non-application | 319(L) | 3.2.1 |
| Employment Standards Act - notice and severance - termination of employment | 319(L) | 3.2.1 |
| Employment Standards Act - termination | 319(L) | 3.2.1 |
| Employment Standards Act (ESA) - asset purchase - notice when terminating employees | 404(LR) | 4.3.9(b) |
| Employment Standards Act (ESA) - receiver - successor employer liabilities | 309(L) | 22.3.2(b) |
| Enforcement - Foreign Arbitral Award - New York Convention | 351(L) | 3.3.11 |
| enforcement - Mortgages Act security - comparing remedies: power of sale, judicial sale, foreclosure | 313(L) | 23.2.3(c) |
| Enforcement and Administration - PIPEDA - privacy law | 361(LR) | 3 |
| enforcement and administration - tax - income tax | 163(L)-167(R) | 3 |
| Enforcement of mortgage security - Mortgages Act | 312(L) | 23.2 |
| Enforcement of Bank Act security | 311(R) | 23 |
| Enforcement of Bank Act security - notice requirements | 311(R) | 23.1.2 |
| Enforcement of Bank Act security - right to appoint receiver | 312(L) | 23.1.4 |
| Enforcement of Bank Act security, power to sell | 311(R) | 23.1.1 |
| Enforcement of Bank Act security, standard of care | 312(L) | 23.1.3 |
| enforcement of mortgage security - Obtaining possession | 312(R) | 23.2.3(a) |
| Enforcement of Mortgages Act security - demands | 312(LR) | 23.2.1 |
| Enforcement of Mortgages Act security - selection of the appropriate realization remedy | 312(R) | 23.2.3 |
| Enforcement of Mortgages Act security, the requirement for a section 244 notice | 312(R) | 23.2.2 |
| Enforcement of Mortgages against real property | 311(R) | 23 |
| Enforcement of other types of security | 311(R) | 23 |
| Enforcement of security | 299(R) | Part III |
| Enforcement of Security see: security enforcement | 299(R)-300(L) | 18 |
| enforcement of security - right of seizure and sale - PPSA | 302(LR) | 20 |
| Enforcement subject to creditors’ rights and equitable remedies - assumptions | 258(LR) | 7.3 |
| Enforcing priority - determination of priorities | 297(R)-298(L) | 11.1 |
| Enforcing priority - determination of priorities | 297(R)-298(L) | 11.1 |
| Enforcing priority - determination of priorities, evidence | 297(R)-298(L) | 11.1 |
| Enforcing priority - judicial determination of priority | 298(L) | 11.2 |
| Enforcing priority - secured | 297(R) | 11 |
| Enforcing priority - secured creditor’s rights | 297(R) | 11 |
| enforcing security, notice of - BIA s. 244 notice - secured creditors | 300(R)-301(L) | 19.1.2 |
| Entire agreement clause (Integration Clause) - Other Provisions - Key provisions - sale of goods | 350(L) | 3.3.5 |
| Entire situation - duty to accommodate - employer obligations | 319(R)-320(L) | 3.2.2 (c) |
| Environmental issues - receiver liability | 310(R)-311(L) | 22.3.3 |
| Environmental liabilities - land and buildings - asset purchase - purchase and sale | 396(R)-397(L) | 4.3.2(a) |
| Environmental liability for receiver | 269(R) | 8.2 |
| Environmental Protection Act - trustee liability | 269(R) | 8.2.1 |
| environmental remediation (paid by govt) - PPSA - First priority charge | 311(L) | 22.3.3(d) |
| Environmental remediation order - bankruptcy - trustee liability | 269(R)-270(L) | 8.2.3 |
| Environmental remediation orders, compliance with | 310(R)-311(L) | 22.3.3(c) |
| EPA - Environmental protection act | 269(R) | 8.2.1 |
| Equipment - PMSI - seller’s security for payment and in rem rights - sale of goods | 352(R)-353(L) | 4.3.1 |
| Equipment description - PPSA financial statement | 242(L) | 3.3.1 |
| Equitable adjustment - Price and Price escalation - sell-side terms - key provisions - sale of goods | 347(7) | 3.2.1 |
| Equitable charge - real property interests | 238(LR) | 2.2.2 |
| Equitable set-off - Other Provisions - Sell-side terms - Key provisions - sale of goods provisions | 349(R) | 3.3.1 |
| Error - original PPSA statement | 243(R)-244(L) | 3.5 |
| Error - priority loss - PPSA | 296(R)-297(L) | 10.3 |
| ESA Remedies - employee remedies | 325(R) | 5.4 |
| Estate - tax: see Tax - estates |  |  |
| Estate planning and income splitting through incorporation (generally) | 141(L) | 6.3 |
| ETA - tax considerations - accounts receivable - asset purchase | 400(R) | 4.3.4(c) |
| Evans v Teamsters Local Union No 31 - duty to mitigate - employees | 326(LR) | 5.6 |
| Evidence of loan - grid note - debt financing | 236(L) | 1.3.1(b) |
| Evidence of loan - promissory notes | 236(R) | 1.3.1(e) |
| Evidence outside of written contract (excluding) - Integration Clause - Other Provisions - Key provisions - Sale of Goods | 350(L) | 3.3.5 |
| Ex parte orders - Tax: see Tax - ex parte orders | 164(R)-165(L) | 3.2.2 |
| Examination of Goods - Default Provisions - CISG - Sale of Goods | 355(R)-356(L) | 6.2 |
| exception - public employees and public office holders | 316(LR) | 1.5.2 |
| Excess quantity - Time of Delivery - Delivery - Buy-side terms - Key provisions - Sale of Goods | 344(L) | 3.1.3(b) |
| Exchange, lease, sale of all/substantially all property - shareholder approval, OBCA, s. 184 | 410(LR) | 4.4.8 |
| Excise Tax Act - asset purchase - land and building | 397(R)-398(L) | 4.3.2(c) |
| Excise Tax Act - tax considerations - asset purchase - inventory | 396(R) | 4.3.1(b)(iii) |
| Exclude implied conditions - must be explicit | 342(L) | 3.1.2(b) |
| Exclude implied conditions - not possible under consumer transactions | 342(L) | 3.1.2(b) |
| Excluding CISG (when to) - CISG - Sale of goods | 356(R)-357(L) | 6.4 |
| Exclusion of CISG (how to) - Scope and Application - CISG - sale of goods | 355(LR) | 6.1 |
| Exclusion of outside evidence (from contract) - Integration Clause - Other Provisions - Key provisions - Sale of Goods | 350(L) | 3.3.5 |
| Exclusions - Scope and Application - CISG - Sale of Goods | 354(R)-355(R) | 6.1 |
| Exclusive bargaining agent - collective agreement | 332(L) | 12 |
| Exclusive Jurisdiction Clause - Forum Selection - Other Provisions - Key provisions - Sale of Goods | 350(R) | 3.3.9 |
| Exculpatory and disclaimer clauses - Payment - Sell-side terms - Key provisions - sale of goods | 349(L) | 3.2.3 |
| Execution act searches | 256(R)-257(L) | 3.5 |
| Execution creditors - PPSA | 290(R) | 5.3 |
| execution creditors - PPSA - Priorities | 290(R) | 5.3 |
| Executions - unsecured creditors’ remedies | 261(LR) | 2.1 |
| Exempt distributions - rule 45-501 / NI 45-106 | 230(R)-231(L) | 2.3.2(a) |
| Exempt supplies - Purchase and Sale of Business - HST implications | 408(R) | 4.4.5 |
| exemption for employee source deductions - statutory liens and deemed trusts - effect of bankruptcy | 292(L) | 6.4.2 |
| Exemption from Prospectus - minimum amount investor exemption - securities | 232(LR) | 2.3.2(d) |
| Exemption on property for tax (test) - Indian Act – Aboriginal | 365(LR) | 1; 1.1 |
| Exemption Order - Bulk Sales Act, Vendor Compliance - Purchase and Sale | 407(R) | 4.4.4 |
| Exemption- tax and seizure- Indian Act | 365(L) | Preamble |
| Exemptions - APA fraudulent conveyance | 277(L) | 16.1.2 |
| Exemptions - APA unjust preferences | 277(R)-278(L) | 16.2.4 |
| Exemptions - BIA payment of dividend or redemption of shares | 282(L) | 17.4.4 |
| Exemptions - BIA S. 244 - requirement for notice | 301(L) | 19.1.3 |
| Exemptions - fraudulent conveyances act | 275(R)-276(L) | 15.5 |
| Exemptions - from registration - securities | 228(LR)-299(L) | 2.2 |
| Exemptions - prospectus requirement | 230(R) | 2.3.2 |
| exemptions from notice of disposition requirement - PPSA | 305(L) | 22.1.4(e)(iv) |
| Exercise Price – Employee Stock Options – non-CCPCs | 142(R)-143(L) | 6.5.2 |
| Existing goods - sale of goods | 339(R) | 2.2 |
| Expiry Date - LoC - payment - Sell-Side Terms - Sale of Goods | 347(R) | 3.2.2(b) |
| Export - articles of continuance require special resolution | 213(LR) | 5.2 |
| Export - continuance to another jurisdiction | 213(L)-214(L) | 5.2 |
| Export - continuing a corporation under another jurisdiction | 174(R) | 6.1 |
| Express Submission - Forum selection - Sale of Goods - Contract Terms | 350(R) | 3.3.9 |
| Express terms - seller’s conditions and warranties - Buy-side terms - key provisions - sale of goods | 341(R) | 3.1.2(a) |
| Extra-Provincial Corporations Act (Ontario) | 169(L) | 2.1 |
| Extra-provincial limited partnerships | 125(L) | 2.4 |
| Extra-provincial limited partnerships – Manitoba & Que | 125(LR) | 2.4 |
| **F** | | |
| Factor or mercantile agent - ownership - title to goods - buy-side terms - key provisions - sale of goods | 340(R) | 3.1.1(a) |
| factors - duty to accommodate - employer obligations | 319(R)-320(L) | 3.2.2(c) |
| factors - duty to investigate - employer obligations | 320(L) | 3.2.2 (d) |
| factors - reasoable notice of termination - employer obligations | 318(R) | 3.1.3 |
| factors - reasonable notice of resignation | 317(LR) | 2.1.3 |
| Factors (Non-Competition Agreements) - Purchase and Sale - Asset Purchase | 406(R) | 4.4.3(a) |
| Fair Market Value - Death/Disability of USA shareholder | 190(L) | 3.4.6 |
| Fair market value - less than tax cost - purchaser preference change - assets vs shares - purchase and sale | 394(R) | 3.2.4(b)(iii) |
| Fair market value (FMV) - tax - s. 85 (ITA) | 141(L) | 6.4.1 |
| Family Law Act - Unanimous Shareholder Agreements - common provisions | 190(LR) | 3.5 |
| Family Law Act - Unanimous Shareholder Agreements - common provisions - common-law spouses | 190(LR) | 3.5 |
| Family Law Act - Unanimous Shareholder Agreements - common provisions - spouses | 190(LR) | 3.5 |
| Fasken Martineau v BC (Human Rights Tribunal) | 315(R) | 1.3.2 |
| FCA - “conveyance” | 275(L) | 15.1 |
| FCA - badges of fraud | 275(R) | 15.4 |
| FCA - concurrent intent and good faith | 276(L) | 15.5(b) |
| FCA - conveyance definition | 275(L) | 15.2 |
| FCA - differences between FCA and APA - claiming before or after transaction | 276(R)-277(L) | 16.1.1 |
| FCA - exemptions | 275(R)-276(L) | 15.5 |
| FCA - exemptions - concurrent intent and good faith | 276(L) | 15.5(b) |
| FCA - exemptions - good consideration | 276(L) | 15.5(a) |
| FCA - exemptions - good faith | 276(L) | 15.5(b) |
| FCA - fraudulent conveyances act | 275(L) | 15 |
| FCA - good consideration | 276(L) | 15.5(a) |
| FCA - good faith - exemptions | 276(L) | 15.5(b) |
| FCA - intent | 275(R) | 15.4 |
| FCA - limitation period | 276(R) | 15.8 |
| FCA - meaning of "property" | 275(L) | 15.3 |
| FCA - meaning of “conveyance” | 275(L) | 15.2 |
| FCA - personal property | 275(L) | 15.3 |
| FCA - proper parties - creditors and others | 276(R) | 15.7 |
| FCA - property definition | 275(L) | 15.3 |
| FCA - real property | 275(L) | 15.3 |
| FCA - remedy - transfer is void | 276(LR) | 15.6 |
| FCA - required elements of a fraudulent conveyance | 275(L) | 15.1 |
| Feasibility - restructuring | 372(R) | 1.3 |
| Federal corporate income tax rate | 134(LR) | 4.2.1 |
| Federal corporate surtax - repealed 2008 | 134(L) | 4.2 |
| Federal employees - employment | 319(L) | 3.2.1 |
| Federal income tax - see Tax - federal |  |  |
| Federal income tax, corporations | 134(L) | 4.2 |
| Federal Jurisdiction, employees under | 319(L) | 3.2.1 |
| Federal Skilled Worker Program - permanent residence - foreign workers | 337(R) | 16.2.1 |
| Felker v Cunningham - fiduciary must disclose intent to compete | 317(R) | 2.2 |
| Fiduciary employees | 317(R) | 2.2 |
| Fiduciary employees - determining status | 317(R) | 2.2.1 |
| Fiduciary employees - identifying | 317(R) | 2.2; 2.2.1 |
| Fiduciary employees - post-employment obligations | 317(R)-318(L) | 2.2.2 |
| Filing after incorporation | 174(L) | 5 |
| Filing Date - Form T2057 - rollover election | 210(R)-211(L) | 3.7.5 |
| Filing requirements upon incorporation | 169(LR) | 2.2 |
| Final Prospectus - s. 56 of Act | 229(R)-230(LR) | 2.3.1 |
| Finality - mortgages act remedies - power of sale, judicial sale and foreclosure | 313(R) | 23.2.3(c)(vi) |
| Financial instruments - Purchase and Sale of Business - HST implications | 408(R) | 4.4.5 |
| Financial statements - filing of - Ontario Securities Commission | 182(L) | 4.2.3 |
| Financial statements - received by shareholders | 181(L) | 4.2.2 |
| Financing Lease - PPSA application | 285(R)-286(L) | 3.2 |
| Financing lease - PPSA applies | 290(LR) | 5.2 |
| Financing statement - maintaining perfection | 244(L) | 3.6 |
| Financing statement - registration - registration periods | 243(L) | 3.3.4 |
| Financing statement - registration (PPSA) - debtor name | 242(LR) | 3.3.2 |
| Financing statement - registration (PPSA) -avoiding errors | 242(R) | 3.3.3 |
| Financing statement - registration periods | 243(L) | 3.3.4 |
| Financing statement - Sale of Goods - Seller’s Security for Payment and In Rem Rights - PMSI - Equipment | 353(L) | 4.3.1 |
| Financing statement - Sale of Goods - Seller’s Security for Payment and In Rem Rights - PMSI - Inventory | 353(L) | 4.3.2 |
| Financing statement (PPSA) | 241(LR) | 3.1 |
| Financing statement (PPSA)-registration period exemption for consumer goods | 243(L) | 3.3.4 |
| First contract arbitration - collective bargaining | 330(R)- 331(L) | 11.1 |
| First Contract Arbitration - reason for unsuccessful bargaining | 331(L) | 11.1 |
| First meeting of creditors - bankruptcy | 266(R)-267(L) | 7.1 |
| First meeting of directors: see Corporation - directors’ meetings - first meeting | 173(R) | 4.6 |
| first meeting of inspectors - bankruptcy - unsecured creditors | 267(R)-268(L) | 7.4.1 |
| First Nations - privacy law - federalism | 357(LR) | 6 |
| First Nations - privacy law - PIPEDA application | 357(LR) | 6 |
| First Nations goods and services tax (FNGST) - Aboriginal | 367(L) | 1.7 |
| First to attach rule - PPSA priorities | 286(R) | 5.1.3 |
| First to perfect rule - perfection by registration versus perfection by possession - PPSA priorities | 286(R) | 5.1.2 |
| First to register rule - PPSA priorities | 286(LR) | 5.1.1 |
| Fitness - implied condition of fitness under SGA - when it does and does not apply | 342(L) | 3.1.2(b) |
| Fixed and floating charges | 240(R) | 2.6.3 |
| Fixed charge | 240(R) | 2.6.3 |
| Fixed rate - Canadian dollar loans | 236(R) | 1.3.1(f)(i) |
| Fixed record date - shareholders meetings | 183(R) | 4.3.3 |
| Fixed-term employee - dismissal | 323(L) | 4.1.4 |
| Fixed-term employment contract | 315(LR) | 1.2 |
| Fixtures - PPSA | 254(L) | 3.1.5 |
| Fixtures - PPSA test | 254(L) | 3.1.5 |
| Fixtures - subsequent purchasers - PPSA SEE: PPSA | 288(LR) | 5.1.7(a) |
| fixtures and real property interests - searches - PPSA | 254(L) | 3.1.5 |
| Fixtures, removal of - special notice required (PPSA s 34(5) | 305(LR) | 22.1.4(e)(v) |
| Flexibility of structure - Partnerships Act | 118(L) | 8.10 |
| Floating charge | 240(R) | 2.6.3 |
| Floating charge - crystallization | 240(R) | 2.6.3 |
| Floating or variable rate - Canadian dollar loans | 236(R) | 1.3.1(f)(i) |
| Flow-through entities – income trust - taxation of distributions to investors | 132(R) | 3.1.2 |
| FMV - Fair market value (FMV) - tax - s. 85 (ITA) | 141(L) | 6.4.1 |
| FNGST (First nations goods and services tax) - Aboriginal | 367(L) | 1.7 |
| Folios - CRA | 148(R) | Gloss. |
| Force majeure - time of delivery - delivery - buy-side terms - key provisions - sale of goods | 343(R) | 3.1.3(b) |
| Force majeure provision - delivery - unforeseen conseqeunces | 343(R) | 3.1.3(b) |
| Foreclosure - PPSA - notice requirements | 303(LR) | 21 |
| Foreclosure - PPSA - security enforcement | 303(LR) | 21 |
| foreclosure remedies - remedy - mortgages act security | 313(L) | 23.2.3(c) |
| foreclosure remedies - remedy under mortgages act | 312(R) | 23.2.3(b) |
| foreclosure, judicial sale, power of sale - deficiency after sale - mortgages act | 313(R) | 23.2.3(c)(v) |
| foreclosure, judicial sale, power of sale - effect | 313(L) | 23.2.3(c)(i) |
| foreclosure, judicial sale, power of sale - mortgages act - service | 313(R) | 23.2.3(c)(iv) |
| Foreclosure, limits on - PPSA - consumer goods | 303(LR) | 21 |
| foreclosure, power of sale, judicial sale - cost | 313(R) | 23.2.3(c)(iii) |
| foreclosure, power of sale, judicial sale - finality - mortgages act | 313(R) | 23.2.3(c)(vi) |
| foreclosure, power of sale, judicial sale - mortgages act - land transfer tax | 313(R)-314(L) | 23.2.3(c)(vii) |
| foreclosure, power of sale, judicial sale - notice periods and other procedures | 313(L) | 23.2.3(c)(ii) |
| Foreign Nationals - business immigration | 334(LR) | 16.1.1 |
| Foreign workers - Admissibility issues | 338(LR) | 17 |
| Foreign Workers - Temporary vs. Permanent - business immigration | 333(R) | 16 |
| Foreign Workers - work permit exceptions | 334(L) | 16.1.1 |
| Forfeiture of Assets to the Crown | 226(R) | 10.1 |
| Forfeiture of Assets to the Crown - Corporate Revival and recovery | 226(R) | 10.1 |
| Form 1 (re change of directors): see Corporation - directors - change in directors - Form 1 | 174(L) | 5 |
| Form 10 - articles of dissolution | 221(R) | 9.1 |
| Form 6 (Changes Regarding Directors): see Corporation - directors - change in directors - Form 6 | 174(L) | 5 |
| Form 7 filing requirements - export | 213(R) | 5.2 |
| Form of information - personal information | 360(R) | 2.2.1(c) |
| Form of organization - choosing best method - non-profit and charities organization | 116(L) | 8 |
| Form T1135 (Foreign Income Verification Statement) | 159(L) | 2.3 |
| Form T2057 - rollover election - due date | 210(R)-211(L) | 3.7.5 |
| Form T5004 (tax) - failure to file | 159(L) | 2.3 |
| Formal loan or credit agreement - commitment letter | 235(LR) | 1.2 |
| Formal Trustee Procedures - Bulk Sales Act, Vendor Compliance - Purchase and Sale | 408(L) | 4.4.4 |
| Formation of a partnership - requirements | 121(LR) | 1.1 |
| Formation of limited partnerships | 123(R) | 2.1 |
| Forum selection - Other Provisions Key provisions - sale of goods | 350(R) | 3.3.9 |
| Forum selection - Other Provisions Key provisions - sale of goods - express submission | 350(R) | 3.3.9 |
| Forum selection - Other Provisions Key provisions - sale of goods - real and substantial connection | 350(R) | 3.3.9 |
| Four-year cap - temporary foreign workers | 336(R) | 16.1.2(a) |
| Franchise - \*generally, def’n | 114(R) | 6.1 |
| Franchise - advantages and disadvantages | 115(L) | 6.1 |
| Franchise - Arthur Wishart Act (Franchise Disclosure) | 115(L) | 6.1 |
| Franchise - control by franchisor | 115(LR) | 6.1 |
| Franchise - elements of - Scope of a Franchise - Franchise Legislation - Sale of Goods | 357(LR) | 7.1 |
| Franchise - franchisor rights | 114(R)-115(L) | 6.1 |
| Franchise - goodwill | 115(L) | 6.1 |
| Franchise - legislation - exemptions | 357(R) | 7.2 |
| Franchise - legislation - sale of goods | 357(L)-358(L) | 7 |
| Franchise - legislation - Scope of a Franchise - Arthur Wishart Act | 357(LR) | 7.1 |
| Franchise - restraint of trade | 115(R) | 6.1 |
| Franchise - scope of - Franchise Legslation - sale of goods | 357(LR) | 7.1 |
| Franchise - Tax | 115(R) | 6.2 |
| Franchise - vs. licence | 115(R) | 6.1 |
| FRANK system - court searches | 256(L) | 3.4.2 |
| Fraud Exception - Autonomy Principle - LoC - payment - Sell-Side Terms - Sale of Goods | 348(L) | 3.2.2(b) |
| Fraudulent conveyance - APA - proper parties | 278(L) | 16.3 |
| Fraudulent conveyance - APA - required elements of a fraudulent conveyance under the APA | 276(R)-277(L) | 16.1.1 |
| Fraudulent conveyance - APA, exemptions | 277(L) | 16.1.2 |
| Fraudulent conveyance - assignment and preferences act (APA)- SEE: APA | 276(R) | 16 |
| Fraudulent conveyance - attacking fraudulent conveyances under the APA | 276(R) | 16.1 |
| Fraudulent conveyance - elements | 275(L) | 15.1 |
| Fraudulent conveyance - exemptions - FCA | 275(R)-276(L) | 15.5 |
| Fraudulent conveyance - intent and the “badges of fraud” FCA | 275(R) | 15.4 |
| Fraudulent conveyance - limitation period FCA | 276(R) | 15.8 |
| Fraudulent conveyance - preferences and transfers at undervalue - SEE: FCA | 274(LR) | Part II |
| Fraudulent conveyance - proper parties - FCA - Creditors or others | 276(R) | 15.7 |
| Fraudulent conveyance - remedy FCA | 276(LR) | 15.6 |
| Fraudulent conveyances - fraudulent preferences, reviewable transactions and other transactions subject to attack by creditors | 274(LR) | Part II |
| Fraudulent conveyances act - “property” | 275(L) | 15.3 |
| Fraudulent Conveyances Act (FCA) - SEE: FCA | 275(L) | 15 |
| Fraudulent intent - BIA - transfers under value | 280(R) | 17.3.4 |
| Freed-up losses - loss carryforwards - tax issues - share purchase | 415(LR) | 5.2.5(b) |
| Full and frank disclosure by CRA: see Tax - ex parte orders | 164(R)-165(L) | 3.2.2 |
| Function - shareholder agreements | 187(L)-188(L) | 2 |
| Function - Unanimous Shareholder Agreement (USA) - function | 187(L)-188(L) | 2 |
| Fundamental Change - approval by shareholders | 182(L) | 4.2.4 |
| Fundamental Change - Shareholder dissent rights | 182(L) | 4.2.4 |
| Future goods - sale of goods | 339(R) | 2.2 |
| **G** | | |
| GAAR - General Anti-Avoidance Rule | 152(R)-153(L) | Gloss. |
| GAAR - General Anti-Avoidance Rule - burden of proof, reassessments, requirements for application | 161(R)-162(L) | 2.5.2 |
| GAAR (general anti-avoidance rule): see Tax - GAAR |  |  |
| Garnishment - insolvency - Aboriginal | 368(L) | 2.3 |
| Garnishment - unsecured creditor remedy | 261(R) | 2.2 |
| General Anti-Avoidance Rule (GAAR) | 152(R)-153(L) | Gloss. |
| General Anti-Avoidance Rule (GAAR) - burden of proof, reassessments, requirements for application | 161(R)-162(L) | 2.5.2 |
| General anti-avoidance rule (tax) - see Tax - GAAR |  |  |
| General assignment of accounts receivable | 239(L) | 2.3 |
| General federal corporate income tax rate | 134(LR) | 4.2.1 |
| general obligation to give notice - BIA - Reporting obligations | 306(LR) | 22.1.5(c)(i) |
| General Partnerships | 121(L) | 1 |
| General Partnerships - Agency | 122(L) | 1.3.2 |
| General Partnerships - Dissolution | 123(L) | 1.5 |
| General Partnerships - division of profits/proceeds of partnership property upon dissolution | 122(R) | 1.3.5 |
| General Partnerships - Duty to act loyally and in good faith | 122(R) | 1.3.4 |
| General Partnerships - indemnify partner | 122(R) | 1.4 |
| General Partnerships - Liability | 112(R); 122(L) | 2; 1.3.3 |
| General Partnerships - No Separate Legal Existence | 121(R)-122(L) | 1.3.1 |
| General Partnerships - Partnership Property | 122(R) | 1.3.5 |
| General Partnerships - relation of partners to one another | 122(R)-123(L) | 1.4 |
| General principles - paid-up capital (PUC) | 192(LR) | 6.1 |
| General procedure (tax appeals): see Tax - appeals - general procedure |  |  |
| General Rate Income Pool (GRIP) - new "eligible" DTC rules | 133(L) | 3.1.2 |
| General security agreement | 238(L) | 2.2 |
| General security agreement - real property interests | 238(LR) | 2.2.2 |
| General security agreement - representations, warranties and covenants | 238(R)-239(L) | 2.2.3 |
| Generally accepted accounting principles - International Financial Reporting Standards | 181(R) | 4.2.3 |
| Going private transactions | 219(R)-220(LR) | 8 |
| Going private transactions - “participating security” | 219(R)-220(LR) | 8 |
| Going private transactions - amalgamation squeeze-out | 220(L) | 8 |
| Going private transactions - approval | 220(R) | 8 |
| Going private transactions - approval by requisite majority - amalgamation | 220(R) | 8 |
| Going private transactions - dissent rights | 220(R) | 8 |
| Going private transactions - income tax implications | 220(L) | 8 |
| Going private transactions - independent valuator - securities | 220(L) | 8 |
| Going private transactions - management information circular | 220(R) | 8 |
| Going private transactions - minority shareholders | 220(L) | 8 |
| Going private transactions - share consolidation | 220(L) | 8 |
| Going private transactions - share consolidation arrangement | 220(L) | 8 |
| Going public - procedure re prospectus | 229(R)-230(LR) | 2.3.1 |
| Good considerations - FCA - exemptions | 276(L) | 15.5(a) |
| Good faith - collective bargaining | 330(L) | 11 |
| Good faith - FCA - exemptions | 276(L) | 15.5(b) |
| good faith (subjective) - Mortgages Act - standard of care (while enforcing) | 314(L) | 23.2.5 |
| Good faith and fidelity (duty of) - employee obligations | 316(R) | 2.1.2 |
| Good faith buyer - ownership - title to goods - buy-side terms - key provisions - sale of goods | 340(R) | 3.1.1(a) |
| Good title - land and buildings - asset purchase - purchase and sale | 396(R)-397(L) | 4.3.2(a) |
| Goods by Description - Implied Condition under SGA | 341(R) | 3.1.2(b) |
| Goodwill - see: purchase and sale - asset purchase - assets to be acquired - goodwill and related assets | 401(L)-402(L) | 4.3.7 |
| Goodwill - definition - asset purchase - purchase and sale | 401(LR) | 4.3.7(a) |
| Goodwill - purchaser - tax considerations - asset purchase | 401(R) | 4.3.7(b)(ii) |
| Goodwill - related assets - asset purchase - purchase and sale | 401(L)-402(L) | 4.3.7 |
| Goodwill - vendor - tax considerations - asset purchase | 401(R) | 4.3.7(b)(i) |
| Goodwill and other intangible property - purchase after 2016 now treated as purchase of depreciable property in Class 14.1 | 401(R) | 4.3.7(b)(ii) |
| Goodwill and related assets - asset purchase - corporate considerations - purchase and sale | 401(LR) | 4.3.7(b) |
| Government claims - stay of proceedings - CCAA | 384(R)-385(L) | 5.4.5 |
| Grant of security/assignment of inventory - security on all property of specified kinds | 244(R) | 4.4 |
| Grant of security/assignment of inventory - security on particular property | 244(R) | 4.4 |
| Grid note - evidence of a loan - debt financing | 236(L) | 1.3.1(b) |
| GRIP - General Rate Income Pool - new "eligible" DTC rules | 133(L) | 3.1.2 |
| GSA - General security agreement SEE: General Security Agreement | 238(L) | 2.2 |
| GST - Aboriginal - application | 366(R)-367(L) | 1.6; 1.7 |
| Guarantees | 245(R) | 5 |
| Guarantees - confirmations of guarantees, material variation in risk | 246(LR) | 5.6 |
| Guarantees - guarantor defences | 245(R) | 5.4 |
| Guarantees - guarantors - special considerations relating to individual guarantors | 246(L) | 5.5 |
| Guarantees - loans - Unanimous shareholder agreement (USA) - common provisions | 188(R) | 3.3 |
| Guarantees - requirement to register under PPSA | 246(R) | 5.7 |
| Guarantees - types of | 245(R) | 5.2 |
| Guarantees - types of - secured and unsecured guarantees | 245(R) | 5.2.2 |
| Guarantees - types of - unlimited and limited guarantees | 245(R) | 5.2.1 |
| Guarantees - types of guarantors | 245(R) | 5.3 |
| Guarantees and letters of credit - CCAA - stay of proceedings | 385(L) | 5.4.8 |
| Guarantors - defences | 245(R) | 5.4 |
| Guarantors - individual, special considerations and independent legal advice | 246(L) | 5.5 |
| Guarantors - individual, types of | 245(R) | 5.3 |
| Guarantors - special considerations relating to individual guarantors | 246(L) | 5.5 |
| Guarantors - types of | 245(R) | 5.3 |
| Guindon v Canada - culpable conduct by third parties (tax) | 167(LR) | 3.7 |
| Gull bay development corporation v. R - tax status of aboriginal corporation | 369(R) | 3.4 |
| **H** | | |
| harassment and discrimination - duty to investigate - employer obligations | 320(L) | 3.2.2 (d) |
| Hard bargaining - collective bargaining | 330(R) | 11 |
| Hard right - right of first refusal | 189(LR) | 3.4.3 |
| Hare v Hare - Limitation periods - demand loans/notes | 248(L) | 8.2 |
| Harmonized sales tax (purchase and sale)SEE ALSO: HST, HST implications | 406(R)-407(R) | 4.4.5 |
| Harmonized Sales Tax Implications - Purchase and Sale of Business | 408(L)-409(L) | 4.4.5 |
| Head office of Federal corporations - perfecting PPSA security | 241(R) | 3.2 |
| Health and safety committees - OHSA | 320(R) | 3.2.3 |
| Health and safety representative - OHSA | 320(R) | 3.2.3 |
| Highway traffic act - repairs of vehicles | 298(R) | 16 |
| Holding corporation – investment income - definition | 139 (LR) | 5.3.2(a) |
| Honda Canada v Keays - termination of employment | 322(L) | 4 |
| Horizontal amalgamation - requirements | 215(LR) | 6.1.2 |
| HST - Aboriginal - exemptions | 366(R)-367(L) | 1.6 |
| HST - asset purchase - land and building | 397(R)-398(L) | 4.3.2(c) |
| HST - assets vs shares - tax considerations - purchase and sale | 394(R) | 3.2.5 |
| HST - consulting agreements - asset purchase | 407(R) | 4.4.3(b) |
| HST - filings - registrations - purchase and sale | 420(L) | 9.8 |
| HST - implications - election - Excise Tax Act s. 167 - asset purchase | 409(L) | 4.4.5 |
| HST - implications - tangible personal property (TPP) - asset purchase | 406(R)-407(L) | 4.4.5 |
| HST - implications - taxable supply - asset purchase | 406(R)-407(R) | 4.4.5 |
| HST - joint election - goodwill - asset purchase - ETA - sale of goodwill is part of all or substantially all of assets | 402(L) | 4.3.7(c) |
| HST - purchase price deferral - asset purchase | 406(R)-407(R) | 4.4.5 |
| HST - tax considerations - accounts receivable - asset purchase | 400(R) | 4.3.4(c) |
| HST - tax considerations - asset purchase - inventory | 396(R) | 4.3.1(b)(iii) |
| HST - tax considerations - goodwill - asset purchase | 402(L) | 4.3.7(c) |
| HST - wind-up | 226(LR) | 9.5 |
| HST and ETA - Machinery and other depreciable property - other taxes - asset purchase | 398(R) | 4.3.3(c) |
| HST/GST: Class 4.1 changes - definition of capital property in ETA for HST/GST will be amended to exclude property described in new Class 4.1 | 402(L) | 4.3.7(c) |
| Human Rights - Employer obligations | 319(LR) | 3.2.2 |
| Human Rights Act, Canadian (CHRA) - federal jurisdiction | 319(LR) | 3.2.2 |
| Human Rights Code, grounds | 319(LR) | 3.2.2 |
| Human Rights Tribunal - employee remedies | 325(R)- 326(L) | 5.5 |
| **I** | | |
| IC : see CRA - publications - Information Circulars (IC) | 157(L) | 1.1 |
| ICA (Investment Canada Act) - purchase and sale | 417(LR) | 6 |
| Identifiable - definition - personal information | 360(R) | 2.2.1(b) |
| identifying fiduciary employees | 317(R) | 2.2; 2.2.1 |
| identifying key employees | 317(R) | 2.2; 2.2.1 |
| Identifying purpose - principles of personal information protection | 362(L) | 4.2 |
| Immediate payment for goods and services - CCAA - stay of proceedings | 385(L) | 5.4.6 |
| Immigration and Refugee Protection Act - business immigration | 333(LR) | 15 |
| Immigration and Refugee Protection Regulations - business immigration | 333(LR) | 15 |
| Impact on stakeholders - restructuring | 371(R) | 1.2 |
| Imperial Sheet Metal v Landry - fiduciary employee status | 317(R) | 2.2.1 |
| Implied - Delivery - reasonable delivery (if not stipulated) | 342(R) | 3.1.3 |
| Implied Condition - Goods by description - sale by sample - commercial seller | 341(R) | 3.1.2(b) |
| Implied condition and warranty - court's power - 3 bases | 342(R) | 3.1.2(b) |
| Implied condition or warranty under SGA - cannot negate - consumer agreement | 342(L) | 3.1.2(b) |
| Implied Conditions or Warranty - SGA | 341(R) | 3.1.2(b) |
| Implied subordination - changing secured creditor priorities | 296(L) | 10.2 |
| Implied terms - seller’s conditions and warranties - buy-side terms - key provisions - sale of goods | 341(R)-342(LR) | 3.1.2(b) |
| Implied Warranty - SGA - Every sale contract includes implied warranty | 341(R) | 3.1.2(b) |
| Implied warranty and condition - court's power - 3 bases | 342(R) | 3.1.2(b) |
| Import - continuance from another jurisdiction | 212(R)-213(L) | 5.1 |
| Import - continuing a corporation under another jurisdiction | 174(R) | 6.1 |
| In transitu - unpaid seller’s lien - Seller’s security for payment and in rem rights - sale of goods | 352(L) | 4.1 |
| Income - corporations - two (2) categories of income | 135(R) | 5.1 |
| Income - flow through - partnership | 112(R)-113(L) | 2 |
| Income tax - aboriginal - corporations - exemptions | 369(R) | 3.4 |
| Income tax - Aboriginal - employment income | 365(R)-366(L) | 1.2 |
| Income tax - accounts receivable - asset purchase - section 22 election - benefits/consequences/availability | 399(R)-400(L) | 4.3.4(b)(iii); Ex |
| Income tax - acquisition of corporation’s own shares - consequences of | 200(R) | 12.4 |
| Income tax - amalgamations - deemed year end | 216(L) | 6.2.1 |
| Income Tax - arrangements and reorganizations | 218(R)-219(LR) | 7.2 |
| Income tax - asset purchase - tax considerations | 395(L) | 4.2 |
| Income tax - assets vs shares - tax considerations - purchase and sale | 392(R) | 3.2 |
| Income tax - consequences of purchase or redemption of shares | 196(L)-197(L) | 7.6 |
| Income tax - corporations | 134(L) | 4 |
| Income tax - dissolution | 221(R) | 9.1 |
| Income tax - filings - registrations - purchase and sale | 420(L) | 9.7 |
| Income tax - implications - going private transactions | 220(L) | 8 |
| Income tax - increase in stated capital | 204(R)-205(L) | 1.3.4(b) |
| Income tax - inventories (sale of) - ITA s. 23 - asset purchase | 396(R) | 4.3.1(b)(i) |
| Income tax - issues and considerations - share purchase - purchase and sale | 413(L)-415(R) | 5.2 |
| Income tax - minimizing tax on the sale - share purchase | 415(R)-417(L) | 5.3 |
| Income tax - purchase or redemption of shares | 196(L)-197(L) | 7.6 |
| Income tax - redemption, cancellation, and purchase of shares | 203(R)-204(R) | 1.3.3(b) |
| Income tax - reduction in stated capital | 202(R) | 1.3.2(b) |
| Income tax - see also Tax |  |  |
| Income tax - winding-up or dissolution | 223(LR) | 9.4 |
| Income Tax Act (ITA) - interpretive assistance from CRA | 157(LR) | 1.1 |
| Income tax- inventories (sale of) - asset purchase - purchaser | 396(R) | 4.3.1(b)(ii) |
| Income tax: see also Tax |  |  |
| Income trusts - taxation of distributions to investors | 132(R) | 3.1.2 |
| Incorporation |  | Ch 19 |
| Incorporation - certificate of | 169(R) | 3 |
| Incorporation - citizenship requirements | 118(L) | 8.9 |
| Incorporation - costs of a corporation | 118(L) | 8.8 |
| Incorporation - employees | 117(R)-118(L) | 8.7 |
| Incorporation - estate planning | 117(R) | 8.4 |
| Incorporation - filing requirements | 169(LR) | 2.2 |
| Incorporation - income tax | 118(R)-120(L) | 8.11 |
| Incorporation - limited liability | 117(L) | 8.2 |
| Incorporation - minority shareholder disadvantage | 117(R) | 8.6 |
| Incorporation - name of corporation - federal | 170(R) | 3.1 |
| Incorporation - name of corporation - provincial | 170(LR) | 3.1 |
| Incorporation - non-profit | 115(R)-116 (L) | 7 |
| Incorporation - perpetual existence - desirability of | 117(L) | 8.3 |
| Incorporation - procedure | 169(R) | 3 |
| Incorporation - proprietors - number of | 117(R) | 8.5 |
| Incorporation - proprietors - relationship of | 117(R) | 8.6 |
| Incorporation - relationship of proposed proprietors | 117(R) | 8.6 |
| Incorporation - selection of share structure | 197(R)-198(L) | 9 |
| Incoterms - trade terms | 342(R) | 3.1.3(a) |
| Incoterms 2010 - place of delivery - delivery - buy-side terms - key provisions - sale of goods | 342(R)-343(R) | 3.1.3(a) |
| Increase in authorized capital | 205(L) | 1.3.5 |
| Increase in stated capital - corporate considerations | 204(R) | 1.3.4(a) |
| Increased tax cost - purchaser’s preference - asset purchase - assets vs shares - purchase and sale | 393(R) | 3.2.3(a) |
| Indebtedness for borrowed money - assumed liabilities - asset purchase | 403(L) | 4.3.8 |
| indefinite employment contract | 315(LR) | 1.2 |
| Indefinite vs. fixed-term employment contracts | 315(LR) | 1.2 |
| Indemnification and Insurance for Directors and Officers | 180(R) | 3.6 |
| Indemnity - general partnership | 122(R) | 1.4 |
| indemnity (of court receiver) - personal liability | 308(R) | 22.3.1 |
| Indemnity agreement - bank guarantees (debt financing) | 237(R) | 1.3.4 |
| Indemnity of receiver - receivership (private) | 303(R) | 22.1.3 |
| Independent Bank Guarantee - Performance and Other Bonds - Other Provisions - Key provisions - Sale of Goods | 349(R) | 3.3.3 |
| Independent Contractor - factors for determining | 315(L) | 1.1 |
| independent contracts vs employee | 315(L) | 1.1 |
| Independent legal advice - individual guarantor | 246(L) | 5.5 |
| Independent valuation of securities - going private transactions | 220(L) | 8 |
| Indian Act - s. 87 - taxation issues | 365(L) | 1 |
| Indian Act - s. 90 - deeming provision - “situated on a reserve” | 366(L) | 1.3 |
| Indian Act - tax exemptions - SEE: aboriginal | 365(L) | 1 |
| Indian Act- exemption- tax and seizure | 365(L) | Preamble |
| Indian exemption from taxation and seizure- Indian Act | 365(L) | Preamble |
| Indirect holding system | 239(R)-240(L) | 2.5 |
| Individual access - principles of personal information protection - privacy law | 363(R) | 4.9 |
| Individual guarantors - special considerations | 246(L) | 5.5 |
| Individual tax returns | 158(LR) | 2.1.2 |
| Individual tax returns - exceptions to filing requirement | 158(LR) | 2.1.2 |
| Individual tax returns - filing deadline: April 30 | 158(LR) | 2.1.2 |
| Individualized workplace emergency response information - accessibility standards - employer obligations | 321(R) | 3.2.4 |
| Individuals vs. Corporations - differences in taxation | 129(L) | 1.1 |
| Indoor Management Rule | 180(R) | 3.5 |
| Informal procedure (tax appeals): see Tax - appeals - informal procedure |  |  |
| Informal restructuring - generally | 373(R) | 3.1 |
| Informal restructuring - key weaknesses | 374(L) | 3.2 |
| Information Circular - CRA Publication | 157(L) | 1.1 |
| Information Circular - dissident | 184(LR) | 4.3.5 |
| Information Circular - shareholder meeting | 184(LR) | 4.3.5 |
| Information Circular : see CRA - publications - Information Circulars (IC) | 157(L) | 1.1 |
| Information Circular (ICs) - CRA | 148(R)-149(L) | Gloss. |
| Informational disclosure - future oriented financial information | 233(L) | 2.3.2(e) |
| Informational disclosure - notice of trade | 233(L) | 2.3.2(e) |
| Informational disclosure - prospectus exemption | 232(R)-233(L) | 2.3.2(e) |
| Initial application - CCAA proceedings - restructuring | 383(L) | 5.3.2 |
| Initial bankruptcy event - timelines - BIA - bankruptcy | 279(R) | 17.2.6 |
| Initial order - CCAA – restructuring | 383(LR) | 5.3.3 |
| Initial order - stay of proceedings - CCAA | 384(L) | 5.4.1 |
| Injunction - employer remedies | 327(L) | 6.4 |
| Injunctive relief - employer remedies | 327(L) | 6.4 |
| Insolvency - SEE: restructuring | 369 | 1 |
| Insolvency - “in proximity to” - BIA | 374(L) | 4.2 |
| Insolvency - Aboriginal | 367(LR) | 2 |
| Insolvency - international proceedings - CCAA | 388(R) - 389(L) | 5.15 |
| Insolvency of a shareholder - Share Transfers and Issuances - Unanimous Shareholder Agreement (USA) | 190(L) | 3.4.6 |
| Insolvency of Shareholder - Fair Market Value of shares | 190(L) | 3.4.6 |
| Insolvency test - test for - CCAA - restructuring | 382(R) | 5.2.1(c) |
| Insolvent “person” - BIA | 264(L) | 5.2 |
| Insolvent person - BIA - proposals | 374(L) | 4.2 |
| Insolvent person, defn of - BIA - preferences | 279(L) | 17.2.3 |
| Inspections, tax: see Tax - inspections | 163(R)-164(L) | 3.2; 3.2.1 |
| Inspectors - bankruptcy | 267(R)-268(L) | 7.4 |
| Inspectors, electing of - bankruptcy - unsecured creditors | 267(R)-268(L) | 7.4.1 |
| Instalments (payment in) - Time of delivery - delivery - buy-side terms - key provisions - sale of goods | 344(L) | 3.1.3(b) |
| Insufficient Quantity (delivered by seller) - Time of Delivery - Delivery - buy-side terms - key provisions - sale of goods | 344(L) | 3.1.3(b) |
| Insurance - lenders in secured transactions | 247(L) | 7.3 |
| Insurance (provisions) - Other Provisions - Key provisions - sale of goods | 349(R) | 3.3.2 |
| Intangible assets - goodwill - asset purchase - purchase and sale | 401(L)-402(L) | 4.3.7 |
| Intangible assets - jurisdiction - perfecting security | 241(R) | 3.2 |
| Intangible property including goodwill - purchase after 2016 now treated as purchase of depreciable property in Class 14.1 | 401(R) | 4.3.7(b)(ii) |
| Integrated Accessibility Standards (IAS) - Accessibility for Ontarians with Disabilities Act | 321(R) | 3.2.4 |
| Integration - clause - Other Provisions - Key provisions - sale of goods | 350(L) | 3.3.5 |
| Integration - Deferral and savings figures for 2017 | 131(LR) | 2.3.4 |
| Integration - deferral of tax using corporation | 131(L) | 2.3.3 |
| Integration - dividend tax credit | 152(R) | Gloss. |
| Integration - effect of tax reductions on | 139(L) | 5.3.1(c) |
| Integration - Income Tax – definition - between corporate and individual tax systems | 129(L) | 2.1 |
| Integration - taxation of dividends | 129(R)-130(R) | 2.3.1; 2.3.2 |
| Integration - taxation of dividends - corporations | 129(LR) | 2.2 |
| Integration - why perfect integration does not occur | 129(R) | 2.3 |
| Integration – over- and under- | 129(R)-131(R) | 2.3.2 |
| Integration – perfect | 129(R) | 2.3.1 |
| Integration – summary | 131(R)-132(L) | 2.3.5 |
| Integration – tax – definition - between corporate and individual tax systems | 129(L) | 2.1 |
| Intellectual property - asset purchase - corporate considerations - purchase and sale | 400(R)-401(L) | 4.3.6(a) |
| Intellectual property - other searches | 257(LR) | 3.7 |
| Intellectual property - purchase and sale see: - purchase and sale - asset purchase - assets to be acquired - intellectual property | 400(R)-401(L) | 4.3.6 |
| Intellectual property - rights (provisions) - Other Provisions - Key provisions - sale of goods | 349(R)-350(L) | 3.3.4 |
| Intellectual property - tax considerations - asset purchase - purchase and sale | 401(L) | 4.3.6(b) |
| Intent to defraud - fraudulent conveyances act - badges of fraud | 275(R) | 15.4 |
| intention to prefer - Preferences under BIA - BIA | 278(R)-279(L) | 17.2.2 |
| Inter-corporate dividend deduction | 129(R), 133(R) | 2.2; 3.2 |
| Inter-corporate Dividends | 139(R)-140(L); 140(R)-141(L) | 5.3.2(c) & (e) |
| Inter-creditor agreement (PPSA) | 295(L)-296(L) | 10.1 |
| inter-creditor agreement, def'n of - secured creditors - changing priorities | 295(R) | 10.1 |
| Interest - income - income tax - aboriginal | 366(R) | 1.5 |
| Interest - interest rate, alternatives of - debt financing | 236(R)-237(L) | 1.3.1(f) |
| Interest - on capital - general partnerships | 122(R) | 1.4 |
| Interest - on overdue payments - Payment - sell-side terms - Sale of goods | 348(LR) | 3.2.2(c) |
| Interest - rates - Canadian dollar loans - cost of funds | 236(R) | 1.3.1(f)(i) |
| Interest - rates - Canadian dollar loans - fixed rate | 236(R) | 1.3.1(f)(i) |
| Interest - rates - Canadian dollar loans - floating or variable rate | 236(R) | 1.3.1(f)(i) |
| Interest - rates - LIBOR - US dollar loans | 236(R) | 1.3.1(f)(ii) |
| Interest - rates - US base rate - US dollar loans | 236(R) | 1.3.1(f)(ii) |
| Interest - tax considerations - purchase price deferral- asset purchase | 405(R) | 4.4.1(b) |
| Interest Act - overdue payments - payment - Sell-Side Terms - key provisions - sale of goods | 348(R) | 3.2.2(c) |
| Interest act - s.4 annual rate requirement - debt financing | 236(R)-237(L) | 1.3.1(f)(iii) |
| Interest benefit (i.e. low/no interest) - loans to shareholders | 145(R) | 7.3.4 |
| Intergenerational Rollover (farm/fishing property) | 153(L) | Gloss. |
| Interim distributions in bankruptcy | 271(LR) | 11 |
| Interim order for possession - security enforcement | 302(R)-303(L) | 20.3 |
| Interim receivers - powers of the interim receiver - security enforcement | 302(L) | 19.3.3 |
| Interim receivers - pre-conditions to appointment | 301(R)-302(L) | 19.3.2 |
| Interim receivers - security enforcement | 301(R) | 19.3 |
| Interim receivers - under s. 46 BIA | 271(R)-272(L) | 12 |
| Interlocutory injunction - employer remedies | 327(L) | 6.4 |
| Internal Responsibility - occupational health and safety | 320(LR) | 3.2.3 |
| International arbitral institutes - Arbitration - Other Provisions - Key provisions - sale of goods | 351(R) | 3.3.11 |
| International Commercial Arbitration Act - Arbitration - Other Provisions - Key provisions - sale of goods | 351(R) | 3.3.11 |
| International Commercial Arbitration Act, 2016 - Arbitration - Other Provisions - Key provisions - sale of goods | Appendix P. 5 (351(R)) | 3.3.11 |
| International Financial Reporting Standards | 181(R) | 4.2.3 |
| International insolvency - CCAA | 388(R) - 389(L) | 5.15 |
| International money transfers | 165(LR) | 3.2.3 |
| International Sale of Goods Act | 339(R) | 2.1 |
| International Sale of Goods Act - application | 339(R) | 2.1 |
| International tax evasion | 165(LR) | 3.2.3 |
| Interpretation Bulletin IT-109R2 – Deductibility of Accrued Bonuses - Unpaid Amounts | 144(R) | 7.2.2 |
| Interpretation Bulletin IT-119R4 – Debts of Shareholders & Certain Persons Connected with Shareholders | 145(L) | 7.3.2; Ex 2 |
| Interpretation Bulletins | 157(L) | 1.1 |
| Interpretation Bulletins : see CRA - publications - Interpretation Bulletins (IT) | 157(L) | 1.1 |
| Interpretation Bulletins (ITs) – CRA | 148(R) | Gloss. |
| Intra-company transferees - temporary foreign workers | 336(L) | 16.1.2 |
| Inventory - asset purchase - tax considerations | 396(R) | 4.3.1(b) |
| Inventory - assets to be acquired - asset purchase | 396(L)-404(R) | 4.3 |
| Inventory - Grant of security/assignment of inv. | 244(R) | 4.4 |
| Inventory - holdback - asset purchase - purchase and sale | 396(L) | 4.3.1(a) |
| Inventory - HST - tax considerations - asset purchase | 396(R) | 4.3.1(b)(iii) |
| Inventory - obsolete/useless inventory - asset purchase - purchase and sale | 396(L) | 4.3.1(a) |
| Inventory - PMSI - seller’s security for payment and in rem rights - sale of goods | 353(LR) | 4.3.2 |
| Inventory - PMSI - seller’s security for payment and in rem rights - sale of goods - Impediment | 353(R) | 4.3.2 |
| Inventory - PMSI - seller’s security for payment and in rem rights - sale of goods - Written Notice | 353(L) | 4.3.2 |
| Inventory - PMSI collateral | 287(L)-288(L) | 5.1.6 |
| Inventory - purchase and sale - asset purchase - assets to be acquired - inventories | 396(LR) | 4.3.1 |
| Inventory - valuation - asset purchase - purchase and sale | 396(L) | 4.3.1(a) |
| Investigations - shareholder remedies | 185(L) | 4.5.1 |
| Investigations - tax - powers of Minister | 163(R)-164(L) | 3.2; 3.2.1 |
| Investigations - tax: see Tax - investigations and demands for information |  |  |
| Investment and interest income - income tax - aboriginal | 366(R) | 1.5 |
| Investment Canada Act (ICA) - purchase and sale | 417(LR) | 6 |
| Investment Canada Act (ICA) - purchase and sale - Non-Canadian investor - notifiable transaction | 417(LR) | 6.1 |
| Investment contract - Pacific Coast Coin Exchange of Canada v. OSC | 227(R)-228(L) | 2.1 |
| Investment contract - securities | 227(R)-228(L) | 2.1 |
| Investment income - “refundable dividend tax on hand” (RDTOH) – (notional tax account) | 139(L)-140(L) | 5.3.2(b) & (c) |
| Investment income - dividends - Part IV tax (i.e. inter-corporate dividend received deduction) and Bill C-2 | 139(R)-140(L) | 5.3.2(c) |
| Investment income - general purpose and operation | 139(LR) | 5.3.2(a) |
| Investment income - refundable tax on | 134(R) | 4.2.2 |
| Investment income - taxation of corporations | 139(LR) | 5.3.2 |
| Investment income – holding corporation –definition | 139(LR) | 5.3.2(a) |
| Investment Property - definition | 243(LR) | 3.4 |
| Investment Property - perfecting | 243(LR) | 3.4 |
| Investment property - perfection of security interest - PPSA | 243(LR) | 3.4 |
| Investment property - special priority rules | 289(LR) | 5.1.8 |
| Invitation letter - business visitor - business immigration | 334(R) | 16.1.1 |
| Involuntary bankruptcy and the bankruptcy application | 264(LR) | 5.3 |
| Irreparable harm - injunctive relief - employer remedies | 327(L) | 6.4 |
| Irrevocable documentary letter of credit - bills of lading - Delivery - buy-side terms - key provisions - sale of goods | 345(L) | 3.1.3(d) |
| Irrevocable documentary letter of credit - Payment - Sell-Side terms - sale of goods | 347(LR)-348(L) | 3.2.2(b) |
| Irrevocable standby LoC - Performance and Other Bonds - Other Provisions - Key provisions - Sale of Goods | 349(R) | 3.3.3 |
| Issued capital - Share capital | 191(R) | 3 |
| Issuing bank - payment - LoC - Sell-Side Terms - sale of goods | 347(R) | 3.2.2(b) |
| Issuing shares for property - PUC Issues | 194(LR) | 6.5 |
| IT - Interpretation Bulletins | 157(L) | 1.1 |
| IT : see CRA - publications - Interpretation Bulletins (IT) | 157(L) | 1.1 |
| ITA - Capital (non-business) losses for sole proprietorship | 112(L) | 1 |
| ITA - interpretive assistance from CRA | 157(LR) | 1.1 |
| ITA - Section 111(1)(a) - Business (non-capital) losses for sole proprietorship | 111(R)-112(L) | 1 |
| ITA - Section 34.1 - Preventing Tax Deferral for Sole Proprietorship | 111(LR) | 1 |
| **J** | | |
| Jeopardy assessment: see Tax - collections - jeopardy assessment |  |  |
| Joint election - HST - asset purchase - land and building | 397(R)-398(L) | 4.3.2(c) |
| Joint election – Excise Tax Act – asset purchase – land and building | 397(R)-398(L) | 4.3.2(c) |
| Joint liability – partnerships | 122(L) | 1.3.3 |
| Joint ventures - aboriginal - business vehicles | 369(LR) | 3.3 |
| Joint ventures - partnership (compared to) | 114(R) | 5 |
| Joint ventures - tax on sale of assets | 114(R) | 5 |
| Judgements and executions - distinction from secured creditors | 261(R)-262(L) | 2.4 |
| Judgment currency - opinions | 258(R) | 7.4 |
| Judicial determination of priority - secured creditor | 298(L) | 11.2 |
| Judicial exemption order - Bulk Sales Act | 283(LR) | 18.1.6 |
| judicial sale - remedy - Mortgages Act security | 313(L) | 23.2.3(c) |
| judicial sale (when is it preferred) - court approval - mortgages act security | 314(L) | 23.2.3(c)(viii) |
| judicial sale vs power of sale - court approval - mortgages act | 314(L) | 23.2.3(c)(viii) |
| judicial sale, foreclosure, power of sale - cost | 313(R) | 23.2.3(c)(iii) |
| judicial sale, foreclosure, power of sale - deficiency after sale - mortgages act | 313(R) | 23.2.3(c)(v) |
| judicial sale, foreclosure, power of sale - finality - mortgages act | 313(R) | 23.2.3(c)(vi) |
| judicial sale, foreclosure, power of sale - mortgages act - land transfer tax | 313(R)-314(L) | 23.2.3(c)(vii) |
| judicial sale, foreclosure, power of sale - notice periods and other procedures | 313(L) | 23.2.3(c)(ii) |
| judicial sale, power of sale, foreclosure - effect | 313(L) | 23.2.3(c)(i) |
| judicial sale, power of sale, foreclosure - mortgages act - service | 313(R) | 23.2.3(c)(iv) |
| Jurisdiction - CCAA proceedings | 382(R) - 383(L) | 5.3.1 |
| Jurisdiction - continuing a corporation under another | 174(R) | 6.1 |
| Jurisdiction - corporation - ability to carry on business in different jurisdictions | 169(L) | 2.1 |
| Jurisdiction - import continuance from another | 212(R)-213(L) | 5.1 |
| Jurisdictional considerations - perfecting PPSA security | 241(R) | 3.2 |
| Just Cause - dismissal | 323(R) | 4.2.1 |
| justifying discrimination - employer obligations - bona fide occupational requirement | 319(R) | 3.2.2(b) |
| **K** | | |
| Key employees - identifying | 317(R) | 2.2; 2.2.1 |
| Key man insurance - asset purchase considerations - purchase and sale | 395(L) | 4.1 |
| Key provisions - sale of goods | 340(L) | 3 |
| Kieran v Ingram Micro Inc - resignation of employment - employee reciling from resignation | 324(R) | 4.4 |
| **L** | | |
| Labour and employment liabilities of bankruptcy trustee | 269(L) | 8.1 |
| Labour issues - receiver’s statutory protections | 310(L) | 22.3.2(d) |
| labour issues - successor employer liabilities under ESA - receiver liability | 309(L) | 22.3.2(b) |
| Labour issues and successor employer liabilities | 308(R) | 22.3.2 |
| Labour issues and successor employer liabilities - receiver liability where carrying on debtor's business | 308(R) | 22.3.2(a) |
| Labour law - background and legislation | 327(LR) | 7 |
| Labour market impact assessment - exceptions | 335(R)-336(L) | 16.1.2 |
| Labour market impact assessment - factors | 334(R)-335(L) | 16.1.2 |
| Labour market impact assessment - temporary foreign workers | 334(R)- 337(L) | 16.1.2 |
| Labour market opinion - corporate restructuring | 336(R) | 16.1.2 |
| Labour market opinion - requirements | 334(R)- 337(L) | 16.1.2 |
| Labour Relations Act - employee considerations - asset purchase | 404(R) | 4.3.9(c) |
| Labour Relations Act - success employer - collective agreement, bound by | 404(R) | 4.3.9(c) |
| Labour relations act (LRA) - receiver liability - successor employer | 309(L)-310(L) | 22.3.2(c) |
| Land - registrations - purchase and sale | 420(L) | 9.3 |
| Land and building - asset purchase - environmental liabilities | 396(R)-397(L) | 4.3.2(a) |
| Land and building - asset purchase - good title | 396(R)-397(L) | 4.3.2(a) |
| Land and building - asset purchase - purchase and sale | 396(R)-398(L) | 4.3.2 |
| Land and building - see: purchase and sale - asset purchase - assets to be acquired - land and building | 396(R)-398(L) | 4.3.2 |
| Land and building - tax considerations - asset purchase - purchase and sale | 397(LR) | 4.3.2(b) |
| Land registration reform act - enforcing mortgage security | 312(L) | 23.2 |
| Land transfer tax - asset purchase - purchase and sale | 409(L) 397(R)-398(L) | 4.4.6; 4.3.2(c) |
| Land transfer tax - mortgage act- remedies: power of sale, judicial sale and foreclosure | 313(R)-314(L) | 23.2.3(c)(vii) |
| Land transfer tax – assets vs shares – tax considerations – purchase and sale | 394(R) | 3.2.5 |
| Land transfer tax (LTT) - asset purchase - land and building | 397(R)-398(L) | 4.3.2(c) |
| Land transfer tax (LTT) - winding-up | 226(LR) | 9.5 |
| Landlord - Bank Act s. 427 | 245(L) | 4.6 |
| Landlord - bankruptcy - right of distress, reversal of priority | 294(R) | 9.3.2 |
| Landlord - impact of bankruptcy on right to terminate lease | 295(L) | 9.3.3 |
| Landlord - priorities - right of distress | 293(R)-294(L) | 9 |
| Landlord - restructuring, impact on | 372(L) | 1.2.3 |
| Landlord - rights of distress (seize / sell tenant assets) | 293(R)-294(L) | 9.1 |
| Landlord - termination of leases upon bankruptcy | 294(R); 295(L) | 9.2; 9.3.3 |
| Landlord - waiver of distress from landlord | 293(R)-294(L) | 9.1 |
| Landlord right to distress, preventing - effect of bankruptcy - secured creditors | 294(R) | 9.3 |
| Law Society Act - partnerships - lawyers & LLP’s | 126(L) | 3 |
| Lease - assignment on bankruptcy | 271(L) | 10.2 |
| Lease - bankruptcy - impact of bankruptcy on right to terminate | 295(L) | 9.3.3 |
| Lease - bankruptcy - occupation rights | 270(R)-271(L) | 10.1 |
| Lease - election to retain - bankruptcy | 271(L) | 10.2 |
| Lease - equipment leases - PPSA | 290(LR) | 5.2 |
| Lease - registrations - purchase and sale | 420(L) | 9.4 |
| Lease - restructuring - disclaimer of commercial leases | 378(LR) | 4.9 |
| Lease - right to assign - bankruptcy | 271(L) | 10.2 |
| Lease - sale-leaseback | 287(L)-288(L) | 5.1.6 |
| Lease of Chattels - SGA does not apply (exceptions) | 340(L) | 3 |
| Lease, termination of - landlord rights - secured creditors | 294(R) | 9.2 |
| Lease/Bailment contract - distinct from sale of goods contract | 340(L) | 3.1.1(a) |
| Leave to lift stay - bankruptcy - stay of proceedings | 266(R) | 6.2 |
| Legal insolvency - Assignments and preferences act (APA) | 276(R)-277(L) | 16.1.1 |
| Legal liability to pay accrued bonus | 144(LR) | 7.2.2 |
| Legal opinions SEE: opinions | 257(R) | 5 |
| Legal set-off - Other Provisions - Key provisions - sale of goods | 349(R) | 3.3.1 |
| Lender notification of debtors - general assignment of accounts receivable - | 239(L) | 2.3 |
| Letter of Credit - Purchase and Sale - Asset Purchase - Payment, 3 methods of | 405(R) | 4.4.1(a) |
| Letter of credit (LoC) - Autonomy Principle | 347(R) | 3.2.2(b) |
| Letter of credit (LoC) - Autonomy Principle - Fraud Exception | 348(L) | 3.2.2(b) |
| Letter of credit (LoC) - Autonomy Principle - Two Corollaries | 347(R)-348(L) | 3.2.2(b) |
| Letter of credit (LoC) - Payment - Sell-Side Terms - Sale of Goods | 347(LR)-348(L) | 3.2.2(b) |
| Letter of credit (LoC) - Payment - Sell-Side Terms - Sale of Goods - Documents | 347(L) | 3.2.2(b) |
| Letter of credit (LoC) - Payment - Sell-Side Terms - Sale of Goods - Timing - Expiry | 347(R) | 3.2.2(b) |
| Letter of credit (LoC) - Risks and Dangers | 348(L) | 3.2.2(b) |
| Letter of credit (LoC) - Standby LoC | 349(R) | 3.3.3 |
| Letter of credit (LoC) - Uniform Customs and Practices for Documentary Credits | 347(R) | 3.2.2(b) |
| Letters of credit - CCAA - stay of proceedings | 385(L) | 5.4.8 |
| Letters of credit - debt financing | 237(L) | 1.3.3 |
| Letters of intent - purchase and sale | 391(R) | 2 |
| Liabilities - assumed liabilities - asset purchase - purchase and sale | 402(L)-403(L) | 4.3.8; Ex |
| Liability - characteristics of general partnership | 122(L) | 1.3.3 |
| Liability - Different types of partnerships | 112(R) | 2 |
| Liability - directors in tax context: see Tax - directors’ liability | 166(LR) | 3.6 |
| Liability - General Partnership | 112(R) | 2 |
| Liability - insurance - directors and officers | 180(R) | 3.6 |
| Liability - Limited Partnership | 112(R) | 2 |
| Liability - monitor – CCAA | 384(L) | 5.3.4 |
| Liability - not ordinarily assumed - assumed liabilities - asset purchase (ex: personal services/employee contract) | 403(L) | 4.3.8 |
| Liability - of corporations | 117(L) | 8.2 |
| liability - personal liability - indemnity of court receiver | 308(R) | 22.3.1 |
| liability - personal liability - secured creditor | 308(R) | 22.3.1 |
| liability - protections from liability of Receivers - standard template receivership order | 311(LR) | 22.3.4 |
| Liability - receiver - for environment | 310(R) | 22.3.3(a) |
| liability - receiver liability - successor employer under ESA | 309(L) | 22.3.2(b) |
| Liability - receivers and trustees - ESA and labour | 308(R) | 22.3.2(a) |
| liability - receivership - BIA statutory protections against liability | 310(L) | 22.3.2(d) |
| liability - receivership - compliance with environmental remediation orders | 310(R)-311(L) | 22.3.3(c) |
| liability - receivership - priority charge for remediation costs paid by govt | 311(L) | 22.3.3(d) |
| liability - receivership (court appointed) - personal liability | 308(R) | 22.3 |
| Liability - Sole Proprietorship | 111(L) | 1 |
| Liability - Unanimous shareholder agreement (USA) | 188(L) | 2 |
| Liability – LLP | 112(R) | 2 |
| Liability, protection from - Receivership - environmental issues (BIA) | 310(R) | 22.3.3(b) |
| LIBOR - US dollar loans - interest rates | 236(R) | 1.3.1(f)(ii) |
| Licence - \*generally, def’n | 115(R) | 6.1 |
| Licence - Tax | 115(R) | 6.2 |
| Licences and permits - assumed liabilities - asset purchase | 403(R) | 4.3.8 |
| Licenses vs. franchises | 115(R) | 6.1 |
| Licensing requirements - securities | 228(LR)-299(L) | 2.2 |
| Liens - encumbrances - representations and covenants - general security agreement | 238(R)-239(L) | 2.2.3 |
| Liens - encumbrances - title to goods - buy-side terms - key provisions - sale of goods | 340(R) | 3.1.1(b) |
| Liens - enforcement of security | 299(R)-300(L) | 18 |
| Liens - non-possessory - amount of lien | 299(LR) | 17.3 |
| Liens - non-possessory lien | 299(L) | 17.2 |
| Liens - possession of “article” (i.e. tangible property not fixture) | 298(R) | 15 |
| Liens - possessory lien | 298(R) | 17.1 |
| Liens - statutory - PPSA | 291(L); 291(LR) | 6.1; 6.3 |
| Liens (two types) - RSLA | 298(R) | 17 |
| Liens, RSLA - bankruptcy | 299(R) | 17.4 |
| Lifting of stay - creditors – BIA | 376(L) | 4.7.3 |
| Lifting of stay by creditors - CCAA - stay of proceedings | 385(R) | 5.4.11 |
| limitation period - BIA - Remedy for preference | 280(L) | 17.2.8 |
| Limitation periods | 247(R) | 8 |
| Limitation periods - acknowledgements and renewals of limitation periods | 248(R) | 8.4 |
| Limitation periods - APA - unjust preferences | 278(L) | 16.5 |
| Limitation periods - automatic acknowledgements | 248(R)-249(L) | 8.4.2 |
| Limitation periods - basic limitation period | 247(R) | 8.1.1 |
| Limitation periods - demand loans/notes | 248(L) | 8.2 |
| Limitation periods - fraudulent conveyances act | 276(R) | 15.8 |
| Limitation periods - guarantees | 249(R) | 8.4.4 |
| Limitation periods - no contracting out - secured transactions | 249(R) | 8.5 |
| Limitation periods - term loans - debt financing | 248(LR) | 8.3 |
| Limitation periods - ultimate limitation period | 247(R) | 8.1.2 |
| Limitation periods - written acknowledgements | 249(LR) | 8.4.3 |
| Limitations - searches - bankruptcy searches | 256(R) | 3.4.4 |
| Limitations - unpaid suppliers - special rights in bankruptcy | 262(L) | 3.2 |
| Limitations act - impact on debt financing and securities | 247(R) | 8 |
| Limited Liability Partnerships (LLP) | 125(R)-126(L) | 3 |
| Limited Partnerships - “person” - Limited Partnerships Act | 123(R) | 2.1 |
| Limited Partnerships - Assignment of a limited partner’s interest | 124(LR) | 2.2 |
| Limited partnerships - Both General and Limited partner | 123(R) | 2.2 |
| Limited Partnerships - Characteristics | 123(R)-124(R) | 2.2 |
| Limited Partnerships - Corporation as general partner (liability) | 125(R) | 2.5 |
| Limited Partnerships - Declaration - Change | 123(R) | 2.1 |
| Limited Partnerships - Declaration –formation/registration | 123(R) | 2.1 |
| Limited partnerships - dissolution of | 124(R)-125(L) | 2.3 |
| Limited Partnerships - Extra-provincial registration & governing laws | 125(L) | 2.4 |
| Limited Partnerships - Formation | 123(R) | 2.1 |
| Limited Partnerships - General partner is a corporation (liability) | 125(R) | 2.5 |
| Limited Partnerships - General partner responsibilities and liabilities | 124(R) | 2.2 |
| Limited Partnerships - Income determination | 127(R) | 5.5 |
| Limited Partnerships - Liability | 112(R) | 2 |
| Limited Partnerships - Limited partner | 123(R) | 2.2 |
| Limited Partnerships - Limited partner rights & liabilities | 124(L) | 2.2 |
| Limited Partnerships - Loan to partnership | 123(R)-124(L) | 2.2 |
| Limited Partnerships - Loss of limited liability | 124(L) | 2.2 |
| Limited Partnerships - Order of payment | 125(L) | 2.3 |
| Limited Partnerships - Priorities of payment | 125(L) | 2.3 |
| Limited Partnerships - Priority of creditors upon dissolution | 125(L) | 2.3 |
| Limited Partnerships - Simultaneous limited and general partner | 124(R) | 2.2 |
| Limited Partnerships - Simultaneous limited and general partner – Unlimited liability | 124(R) | 2.2 |
| Limited Partnerships - Substituted Limited Partner | 124(LR) | 2.2 |
| Limited Partnerships - Taxation | 126(L)-127(L) | 4 |
| Limited Partnerships – Agreements – written | 125(R) | 2.5 |
| Limited Partnerships – Assignee who is not Substituted Limited Partner | 124(R) | 2.2 |
| Limited Partnerships – declaration of dissolution | 125(L) | 2.3 |
| Limited Partnerships – Employees | 117(R)-118(L) | 8.7 |
| Limited Partnerships – Registrar | 125(L) | 2.3; 2.4 |
| Limited partnerships (LP) | 123(L)-125(L) | 2 |
| Limiting collection - principles of personal information protection - privacy law | 363(L) | 4.4 |
| Limiting use, disclosure, and retention - principles of personal information protection - privacy law | 363(L) | 4.5 |
| Limits on elected amount of rollover | 208(L)-209(L) | 3.5 |
| liquidated damages - buy-side terms - Key provisions - sale of goods | 346(L) | 3.1.5 |
| Liquidation - sale of real property | 270(R) | 9.2 |
| Liquidation - special considerations for the matrimonial home - bankruptcy | 270(R) | 9.2.2 |
| Liquidation of bankrupt’s assets | 270(LR) | 9 |
| Liquidator - voluntary winding-up | 222(LR) | 9.2.1 |
| LLP - carrying on business | 125(R)-126(L) | 3 |
| LLP - Partner’s liability | 125(R) | 3 |
| LLP - requirements for carrying on business | 125(R)-126(L) | 3 |
| LLP – Liability | 112(R) | 2 |
| Loan agreement- structuring the agreements - SEE: debt financing - structuring the agreement | 236(L) | 1.3 |
| Loan arrangements, structuring (debt financing) SEE: debt financing | 236(L) | 1.3 |
| Loans and guarantees - Unanimous shareholder agreement (USA) - common provisions | 188(R) | 3.3 |
| Loans to Corporation – owner-manager | 143(LR) | 6.6 |
| Local counsel - necessary for opinion | 259(L) | 7.7 |
| Location of directors’ meetings | 178(L) | 2.7 |
| Location of intangible assets - perfecting PPSA security | 241(R) | 3.2 |
| Location of shareholder meetings | 183(R) | 4.3.2 |
| Location of tangible assets - perfecting PPSA security | 241(R) | 3.2 |
| Lockouts and strikes - conciliation | 331(LR) | 11.2 |
| Lockouts and strikes - labour law | 331(L)-332(L) | 11.2 |
| London interbank offered rate (libor), financing (SEE: LIBOR) | 234(R) | 1.3.1(f)(ii) |
| Loss carryforwards - asset sale - assets vs shares - purchase and sale | 394(L) | 3.2.4(a)(i) |
| Loss carryforwards - change of control - tax issues - share purchase | 415(LR) | 5.2.5(b) |
| Loss carryforwards - Non-capital loss | 134(R) | 4.2.3 |
| Loss Carryovers (tax) - partnerships vs. corporations | 118(R) | 8.11 |
| Loss of Right - Unpaid Seller's Lien - Sale of Goods | 352(L) | 4.1 |
| Low Rate Income Pool (LRIP) | 133(L) | 3.1.2 |
| Low Rate Income Pool (LRIP) - new "eligible" DTC rules | 133(L) | 3.1.2 |
| Low tax rate (CCPCs) - vendor preference change - assets vs shares - purchase and sale | 394(L) | 3.2.4(a)(ii) |
| Lower limit of s.85 rollover | 208(R) | 3.5.2 (a) |
| Lowndes v Summit Ford Sales - reasonable notice of termination - upper limit of 24 months | 322(R) | 4.1.1 |
| Loyally and in good faith - General partnerships | 122(R) | 1.3.4 |
| LPA - Limited Partnerships ActSEE: Limited Partnerships | 123(L)-125(L) | 2 |
| LRIP - Low Rate Income Pool - new "eligible" DTC rules | 133(L) | 3.1.2 |
| LSA - Law Society Act - partnerships - lawyers & LLP’sSEE ALSO: Limited Liability Partnerships | 126(L) | 3 |
| LTT - land transfer tax - asset purchase - land and building | 397(R)-398(L) | 4.3.2(c) |
| **M** | | |
| M&P - Manufacturing and processing profits deduction (business income) | 139(L) | 5.3.1(b) |
| Machinery - see: purchase and sale - asset purchase - assets to be acquired - machinery and depreciable property | 398(LR) | 4.3.3 |
| Machinery - CCA deduction of 30% - asset purchase | 398(L) | 4.3.3(b) |
| Machinery and other depreciable property - asset purchase | 398(LR) | 4.3.3 |
| Machinery and other depreciable property - other taxes - HST and ETA - asset purchase | 398(R) | 4.3.3(c) |
| Machtinger - Notice Agreed to by Parties | 323(L) | 4.1.3 |
| Management information circular - going private transaction | 220(R) | 8 |
| Management of a partnership | 127(R)-128(L) | 5.6 |
| Managerial position - definition - WEPPA | 262(R)-263(LR) | 3.5 |
| Managing director - appointment of | 179(L) | 2.7 |
| Managing director - Officer - Qualifications | 180(L) | 3.2 |
| Mandatory mediation - discharge of individual bankrupt - bankruptcy | 273(L) | 13.2.6 |
| Manufacturing and processing profits deduction | 139(L) | 5.3.1(b) |
| Material change - continuous disclosure - securities | 233(R)-234 | 3 |
| Material change - report - continuous disclosure - securities | 233(R)-234 | 3 |
| Material variation in risk - confirmation of guarantee | 246(LR) | 5.6 |
| Materiality - definition - continuous disclosure - securities | 233(R)-234 | 3 |
| Matrimonial home - bankruptcy - sale of real property | 270(R) | 9.2.2 |
| McCormick v Fasken Martineau DuMoulin LLP | 315(R) | 1.3.2 |
| McIntyre v Hockin - Condonation | 324(L) | 4.2.3 |
| McKinlay Transport Limited v R: see Tax - demands for information - McKinlay Transport | 164(R) | 3.2.2 |
| McKinley v BC Tel - just cause for dismissal | 323(R) | 4.2.1 |
| McKinley v BC Tel - just cause for dismissal - proportionality | 323(R) | 4.2.1 |
| Measure of Damages - Remedies for Breach - CISG - Sale of Goods | 356(LR) | 6.3 |
| Measure of damages (buyer or seller) - Seller and Buyer Remedies - Contractual Remedies under the SGA - Sale of Goods | 354(LR) | 5.1 - 5.2 |
| Meetings - board of directors | 178(L)-179(R) | 2.7 |
| Meetings - board of directors - location | 178(L) | 2.7 |
| Meetings - directors - majority must occur in Canada under OBCA (no similar CBCA provision) | 169(R) | 2.3 |
| Meetings - directors - notice of | 179(R) | 2.7 |
| Meetings - directors - transaction of business - residency standards | 178(LR) | 2.5 |
| Meetings - directors - waiver of notice | 179(R) | 2.7 |
| Meetings - directors: see Corporation - directors’ meetings |  |  |
| Meetings - shareholders | 183(L) | 4.3 |
| Meetings - shareholders SEE: shareholders - meetings | 183(L) | 4.3 |
| Meetings - shareholders - conduct of meeting | 184(R) | 4.3.7 |
| Meetings - shareholders - materials to be distributed/circulated | 184(LR) | 4.3.5 |
| Meetings - shareholders - proposals | 183(L) | 4.2.5 |
| Meetings - shareholders - resolutions in writing | 185(L) | 4.3.9 |
| Meetings - shareholders - voting by proxy | 184(R) | 4.3.8 |
| Meetings - shareholders - voting rights - principles governing | 185(L) | 4.4 |
| Meetings - shareholders - who may call | 184(R) | 4.3.6 |
| Mercantile agent (or factor) - ownership - title to goods - buy-side terms - key provisions - sale of goods | 340(R) | 3.1.1(a) |
| Merchantable Quality - Default Provisions - CISG - Sale of Goods | 355(R)-356(L) | 6.2 |
| Merger - definition - Competition Act - purchase and sale | 417(R)-418(L) | 7.1 |
| Metcalfe & Mansfield Alternative Investments - CCAA - third party - compromises of claims | 386(L) | 5.7 |
| Methods of Carrying on Business (i.e. choosing the best method) | 117(L) | 8 |
| Miedzi Copper Corporation v the Queen - share purchase considerations - HST | 410(R)-411(L) | 5 |
| Minimum amount investment - prospectus exemptions | 232(LR) | 2.3.2(d) |
| Minimum number of directors - non-offering corporations | 178(L) | 2.4 |
| Minimum number of directors - Offering corporations | 178(L) | 2.4 |
| Mining act search - security searches | 257(LR) | 3.7 |
| Minority holders - voting shares - election of directors | 177(R)-178(L) | 2.3 |
| Minority shareholders - going private transactions | 220(L) | 8 |
| Minott v O’Shanter Development - reasonable notice of termination - determining what is reasonable notice | 322(R) | 4.1.1 |
| Minutes: see Corporation - minutes | 172(R) | 4 |
| Misrepresentation - of tax matters by third parties | 167(LR) | 3.7 |
| Misrepresentation - offering memorandum | 232(R)-233(L) | 2.3.2(e) |
| Misrepresentation - prospectus | 230(R) | 2.3.1 |
| Misrepresentation - prospectus - informational disclosure | 232(R)-233(L) | 2.3.2(e) |
| Mitchell v. Peguis Indian Band - insolvency - Aboriginal - paramount location test | 367(R) | 2.1 |
| Mitigate (duty to) - employee remedies | 326(LR) | 5.6 |
| MNR (Minister of National Revenue) - duties of the minister upon receiving Notice of Objection | 160(R) | 2.4.5 |
| MNR v RBC Life Insurance Co: see Tax - demands for information - MNR v RBC Life Insurance Co | 164(R) | 3.2.2 |
| Model Law on International Commercial Arbitration - Arbitration - Other Provisions - Key provisions - sale of goods | 351(LR) | 3.3.11 |
| Money laundering - legislation - purchase and sale | 420(R)-421(R) | 10 |
| Money Laundering - Regulations - purchase and sale | 420(R)-421(L) | 10.2 |
| Money laundering - regulations relating to legal counsel and legal forms | 420(R)-421(L) | 10.2 |
| Money Laundering Act - compliance requirements - purchase and sale | 421(R) | 10.3 |
| Money Laundering Act - purchase and sale | 420(R) | 10.1 |
| Monitor – CCAA | 383(R)-384(L) | 5.3.4 |
| Monitor liability – CCAA | 384(L) | 5.3.4 |
| Moore v British Columbia (Education) | 319(R) | 3.2.2(a) |
| Mortgage - debt financing | 246(R) | 6 |
| mortgage given by corp to secure bonds/debentures - mortgages act security - notice of sale | 314(L) | 23.2.4 |
| Mortgages Act - enforcement of mortgage security | 312(L) | 23.2 |
| Mortgages act - enforcement of security - selecting appropriate realization remedy | 312(R) | 23.2.3 |
| Mortgages Act rsecurity - remedies: power of sale, judicial sale and foreclosure - land transfer tax | 313(R)-314(L) | 23.2.3(c)(vii) |
| Mortgages Act security - demands | 312(LR) | 23.2.1 |
| Mortgages Act security - enforcement | 312(L) | 23.2 |
| Mortgages Act security - foreclosure remedies | 312(R) | 23.2.3(b) |
| Mortgages Act security - mortgage given by corp. to secure bonds or debentures | 314(L) | 23.2.4 |
| Mortgages Act security - notice (s 244) | 312(R) | 23.2.2 |
| Mortgages Act security - notice of sale | 314(L) | 23.2.4 |
| Mortgages Act security - notice of sale - mortgage given by corp. to secure bonds or debentures | 314(L) | 23.2.4 |
| Mortgages Act security - obtaining possession | 312(R) | 23.2.3(a) |
| Mortgages Act security - power of sale remedies | 312(R) | 23.2.3(b) |
| Mortgages Act security - power of sale, judicial sale and foreclosure - cost of realization remedies | 313(R) | 23.2.3(c)(iii) |
| Mortgages Act security - power of sale, judicial sale and foreclosure - court approval (of process) | 314(L) | 23.2.3(c)(viii) |
| Mortgages Act security - power of sale, judicial sale and foreclosure - court supervision of sale | 314(L) | 23.2.3(c)(viii) |
| Mortgages Act security - power of sale, judicial sale and foreclosure - deficiency after sale | 313(R) | 23.2.3(c)(v) |
| Mortgages Act security - power of sale, judicial sale and foreclosure - effect | 313(L) | 23.2.3(c)(i) |
| Mortgages Act security - power of sale, judicial sale and foreclosure - notice periods and other procedures | 313(L) | 23.2.3(c)(ii) |
| Mortgages Act security - power of sale, judicial sale and foreclosure - service | 313(R) | 23.2.3(c)(iv) |
| Mortgages Act security - realization remedy (selection of appropriate remedy) | 312(R) | 23.2.3 |
| Mortgages Act security - receivership of property | 314(LR) | 23.2.6 |
| Mortgages Act security - receivership of the property - court appointed receiver | 314(R) | 23.2.6(b) |
| Mortgages Act security - receivership of the property - privately appointed receiver | 314(LR) | 23.2.6(a) |
| Mortgages Act security - receivership of the property - sale by receiver | 314(R) | 23.2.6(c) |
| Mortgages Act security - remedies | 312(R) | 23.2.3 |
| Mortgages Act security - remedies - comparison of power of sale, judicial sale and foreclosure | 313(L) | 23.2.3(c) |
| Mortgages Act security - remedies: power of sale, judicial sale and foreclosure - finality | 313(R) | 23.2.3(c)(vi) |
| Mortgages Act security - remedy (selection of appropriate realization remedy) | 312(R) | 23.2.3 |
| Mortgages Act security - section 244 notice | 312(R) | 23.2.2 |
| Mortgages Act security - standard of care - all reasonable steps to produce best possible price in circumstances | 314(L) | 23.2.5 |
| Mortgages Act security - standard of care (objective) | 314(L) | 23.2.5 |
| Mortgages Act security - standard of care of realization remedies | 312(L) | 23.1.3 |
| Mortgages Act security - standard of care: good faith (subjective) | 314(L) | 23.2.5 |
| Multilateral instruments - securities | 227(R) | 2 |
| Multiple security interests - one financing statement | 243(L) | 3.3.5 |
| Multiple-entry temporary resident visa - business visitor | 334(R) | 16.1.1 |
| **N** | | |
| Name - change of corporate name | 202(L) | 1.3.1 |
| Name - change of corporation - continuance | 213(L) | 5.1 |
| Name - of business - sole proprietorship - litigation | 112(L) | 1 |
| Name - of corporation: see Corporation - name selection | 169(L)-171(L) | 3.1 |
| Name - search - businesses and partnerships | 252(LR) | 2.2; 2.3 |
| Name – partnerships (general and limited partnerships) | 121(R) | 1.2 |
| National instruments - securities | 227(R) | 2 |
| National instruments - securities | 227(R) | 2 |
| Nature of shareholder meetings | 183(LR) | 4.3.1 |
| Necessary implication - Implied terms - Seller's conditions and warranties - buy-side terms - key provisions - sale of goods | 342(L-R) | 3.1.2(b) |
| Necessary Implication - test - implied condition or warranty - court's power to find implied terms | 342(R) | 3.1.2(b) |
| Negative pledge - implied subordination | 296(L) | 10.2 |
| Negative pledge - non-security | 247(L) | 7.2 |
| Negative pledge - PMSI exception - general security agreement | 238(R) | 2.2.3 |
| Nemo dat quod non habet - ownership - title to goods - buy-side terms - key provisions - sale of goods | 340(R) | 3.1.1(a) |
| Net capital loss | 153(R) | Gloss. |
| Net operating loss (NOL) - definition | 134(R) | 4.2.3 |
| Net operating loss (NOL) - federal corporate income tax | 134(R) | 4.2.3 |
| Net Operating Loss (NOL) - non-capital loss | 153(R) | Gloss. |
| New "eligible" DTC rules | 132(R)-133(R) | 3.1.2 |
| New York Convention - Enforcement of Foreign Arbitral Award | 351(L) | 3.3.11 |
| NI 45-106 / Rule 45-501 - prospectus exempt distributions | 230(R)-231(L) | 2.3.2(a) |
| No fixed record date - shareholders meetings | 183(R) | 4.3.3 |
| No HST payable - Purchase and Sale of Business - HST Implications | 409(L) | 4.4.5 |
| No separate legal existence - characteristics of general partnership | 121(R)-122(L) | 1.3.1 |
| No-board report - strikes and lockouts | 331(R) | 11.2 |
| NOI - notice of intention - proposals - BIASEE: Restructuring – BIA | 374(R) | 4.4.1 |
| NOL - Net Operating Loss (non-capital loss) | 153(R) | Gloss. |
| Non-arm’s length relationships (tax) - share purchase from shareholder | 211(L)-212(L) | 4 |
| Non-arm’s length transactions - asset purchase considerations - purchase and sale | 395(L) | 4.1 |
| Non-automatic discharge of bankrupt | 272(R) | 13.2.3 |
| Non-Canadian investor - Investment Canada Act - acquisitions - purchase and sale | 417(LR) | 6.1 |
| Non-capital losses - carry-forward period | 134(R)-135(L) | 4.2.3 |
| Non-capital losses - federal corporate income tax | 134(R) | 4.2.3 |
| Non-capital losses - of corporations | 134(R) | 4.2.3 |
| Non-capital losses - rollover - amalgamation | 217(LR) | 6.2.2 |
| Non-capital losses – partnerships | 126(R) | 4 |
| Non-capital losses (NOL) - (net operating loss) | 153(R) | Gloss. |
| non-capital property - Purchase and Sale - tax considerations - ITA S. 20(1)(n) | 405(L) | 4.4.1(b) |
| Non-competition - agreements - tax considerations - purchase price - asset purchase | 406(R)-407(L) | 4.4.3(a) |
| Non-competition - clauses - share purchase - purchase and sale | 412(R) | 5.1.4 |
| non-competition agreement - duty not to compete - employee obligations | 317(L) | 2.1.2(b) |
| Non-competition agreement - share purchase - purchase and sale | 412(R) | 5.1.4 |
| Non-competition agreements - Purchase and Sale - asset purchase | 406(R)-407(L) | 4.4.3(a) |
| Non-competition Agreements and Consulting Agreements - Purchase and Sale - asset purchase | 406(R) | 4.4.3 |
| Non-competition agreements, factors - Purchase and Sale - asset purchase | 406(R) | 4.4.3(a) |
| Non-Competition Covenent, Payment for - Tax Consideration - Purchae and Sale | 406(R)-407(L) | 4.4.3(a) |
| non-compliance - secured creditor and receiver duties - court orders | 307(L) | 22.1.7 |
| non-compliance with notice requirements, consequences of - PPSA | 305(R) | 22.1.4(e)(vi) |
| non-compliance, result of - Bulk Sales Act - Purchase and Sale of business | 408(L) | 4.4.4 |
| Non-cumulative dividends | 194(R)-195(L) | 7.2 |
| Non-depreciable and depreciable assets - amalgamation | 217(R)-218(L) | 6.2.2 |
| Non-depreciable property | 150(L) | Gloss. |
| Non-eligible dividends | 132(LR) | 3.1.1 |
| Non-exempt Franchise Relationship - Consequences of Non-exempt franchise relationship - Franchise Legislation - Sale of Goods | 357(R)-358(L) | 7.3 |
| Non-offering corporations - minimum number of directors | 178(L) | 2.4 |
| Non-owner (can pass good title) - title to goods - Factors Act | 340(R) | 3.1.1(a) |
| Non-participating shares | 199(LR) | 11.3 |
| Non-possessory lien - amount of lien | 299(LR) | 17.3 |
| Non-possessory lien - priority | 299(L) | 17.2.2 |
| Non-possessory lien - requirements to obtain | 299(L) | 17.2.1 |
| Non-possessory lien, effect of bankruptcy - bankruptcy | 299(R) | 17.4 |
| Non-possessory liens - RSLA | 299(L) | 17.2 |
| Non-PPSA security - relevance of title / ownership | 286(L) | 4.1 |
| Non-profit - charities | 115(R)-117(L) | 7 |
| Non-profit - Charity - 3 criteria | 116(L) | 7 |
| Non-profit - delegation - trustees compared to directors | 116(L) | 7 |
| Non-profit - distribution of property | 116(R) | 7 |
| Non-profit - form of organization – considerations | 116(L) | 7 |
| Non-profit - generally (definition) | 115(R)-116(L) | 7 |
| Non-profit - incorporation (federal, provincial) | 116(LR) | 7 |
| Non-profit - incorporation with/without share capital | 116(L) | 7 |
| Non-profit - ITA income | 116(R)-117(L) | 7 |
| Non-profit - Liability - form of organization | 116(L) | 7 |
| Non-profit - members (participants called 'members' rather than 'shareholders') | 116(R) | 7 |
| Non-profit - remuneration (operations carried on without monetary gain) | 116(R) | 7 |
| Non-profit - vs. “charity” | 115(R)-116(L) | 7 |
| Non-profit – dissolution | 116(R) | 7 |
| Non-profit – taxation | 116(R)-117(L) | 7 |
| Non-resident vendor of property - asset purchase | 409(R)-410(L) | 4.4.7 |
| Non-share capital corporations: see Special act corporations | 175(LR) | 6.3 |
| Non-share consideration - asset purchase from shareholder - ordering rule | 209(L) | 3.6 |
| Non-share consideration - lower limit of rollover | 208(R)-209(L) | 3.5.2(b) |
| Non-share consideration - s.85 rollover transfer | 207(L) | 3.3 |
| Non-union - successor employer - receiver liability | 309(L) | 22.3.2(b) |
| Non–capital losses – carry-back period | 134(R)-135(L) | 4.2.3 |
| Notice - Agreed to by Parties | 323(L) | 4.1.3 |
| Notice - common law reasonable notice | 300(R) | 19.1.1 |
| Notice - disposition of collateral - PPSA | 304(R)-305(R) | 22.1.4(e) |
| Notice - initial order - notice of application where charge is sought - CCAA | 383(R) | 5.3.3 |
| Notice - mortgage security s 244 | 312(R) | 23.2.2 |
| Notice - non-compliance under PPSA | 305(R) | 22.1.4(e)(vi) |
| Notice - of application – CCAA | 383(L) | 5.3.2 |
| Notice - of dispute - debtor files when petitioned into bankruptcy | 265(L) | 5.3.4 |
| Notice - of garnishment - unsecured creditor | 261(R) | 2.2 |
| Notice - of intention - automatic stay - application to secured creditors – BIA | 376(L) | 4.7.2 |
| Notice - of intention - Bank Act security s.427 | 244(R) | 4.3 |
| Notice - of intention - BIA - automatic stay of proceedings | 376(L) | 4.7 |
| Notice - of intention - filing time - BIA | 372(R) | 4.4.3 |
| Notice - of intention - proposal - lifting stay by creditors | 376(L) | 4.7.3 |
| Notice - of intention - proposals - BIA | 374(R) | 4.4 |
| Notice - of intention - proposals - BIA - stay against the crown | 376(R) | 4.7.4 |
| Notice - of intention - proposals - BIA - stay to claims against directors | 376(R)-377(L) | 4.7.6 |
| Notice - of intention - requirements - BIA | 374(R) | 4.4.1 |
| Notice - of intention - stay against termination of agreements with debtor | 377(L) | 4.7.7 |
| Notice - of Meeting - directors | 179(R) | 2.7 |
| Notice - of Meeting - directors - waiver of | 179(R) | 2.7 |
| Notice - of Meeting - form and content | 183(R)-184(L) | 4.3.4 |
| Notice - of Meeting - shareholder | 183(R)-184(L) | 4.3.3; 4.3.4 |
| Notice - of objection: see Tax - notice of objection; Tax - objections | 159(R) | 2.4.1 |
| Notice - of sale - mortgages act security - mortgage given by corp to secure bonds/debentures | 314(L) | 23.2.4 |
| Notice - of termination - employees - asset purchase | 404(LR) | 4.3.9(b) |
| Notice - of Termination, Duty to Provide (employer obligations) | 318(R) | 3.1.3 |
| Notice - period - shareholders meetings | 183(R) | 4.3.3 |
| Notice - policy statements - OSC - securities | 227(LR) | 2 |
| Notice - removal of fixtures and accessions (PPSA) - special notice | 305(LR) | 22.1.4(e)(v) |
| Notice - Requirement - Shareholders meetings | 183(R)-184(L) | 4.3.4 |
| Notice - Severance - ESA | 322(R)- 323(L) | 4.1.2 |
| Notice - Severance - ESA | 324(L) | 4.2.4 |
| Notice - to creditors - requirements - BIA | 372(R) | 4.4.2 |
| Notice (of enforcing security) - BIA s.244 notice | 300(R)-301(L) | 19.1.2 |
| Notice (of enforcing security) - exemptions from BIA s.244 notice | 301(L) | 19.1.3 |
| notice of disposition, requirement of - sale under PPSA | 304(R) | 22.1.4(e)(i) |
| notice of disposition, waiver and exemptions from - PPSA | 305(L) | 22.1.4(e)(iv) |
| Notice of disposition, who is entitled to - sale under PPSA - who is entitled to notice of intended sale | 304(R) | 22.1.4(e)(ii) |
| Notice of intention to enforce security - the s. 244 BIA requirement for notice | 300(R)-301(L) | 19.1.2 |
| notice of resignation - reasonable notice: factors | 317(LR) | 2.1.3 |
| notice period and content - sale under PPSA | 304(R)-305(L) | 22.1.4(e)(iii) |
| Notice periods - mortgages act- remedies: power of sale, judicial sale and foreclosure | 313(L) | 23.2.3(c)(ii) |
| notice requirements - foreclosure - PPSA | 303(LR) | 21 |
| notice, general obligation to give - BIA - Reporting obligations | 306(LR) | 22.1.5(c)(i) |
| Notifiable transactions - Competition Act | 418(R)-419(L) | 7.2 |
| Notifiable transactions - Investment Canada Act - non-Canadian investor | 417(LR) | 6.1 |
| Notifiable transactions - transaction threshold - Competition Act | 418(R)-419(L) | 7.2 |
| Notification Requirements - Breaches - PIPEDA | 363(R) | 5 |
| NUANS (name search system for corporate names) | 170(L) | 3.1 |
| Number of directors | 178(L) | 2.4 |
| Number of directors - change in | 205(L) | 1.3.6 |
| Number of directors - non-offering corporations | 178(L) | 2.4 |
| Number of directors - offering corporations | 178(L) | 2.4 |
| Number of shares | 191(R)-192(L) | 4.2 |
| Number of shares in a class: see Corporate capital - number of shares in a class | 171(R) | 3.5 |
| **O** | | |
| OBCA - s. 184 - asset sale, lease, exchange - shareholder approval | 410(LR) | 4.4.8 |
| obedience - employee obligations | 316(R) | 2.1.1 |
| Obedience, attendance, and competence - employee obligations | 316(R) | 2.1.1 |
| Objections - tax assessment - x general observations(SEE: Notice of Objection) | 159(R)-160(L) | 2.4-2.4.2 |
| Objections and appeals - provincial corporate tax - CRA procedure | 157(R) | 1.2 |
| obligations - employees | 316(R) | 2 |
| obligations - employers | 318(R) | 3 |
| obligations (of employer) - implied by common law | 318(R) | 3.1 |
| Obligations and duties of court-appointed receivers | 311(R) | 22.4 |
| Obtaining payment - Price and price escalation - sell-side terms - key provisions - sale of goods | 346(R) | 3.2.1 |
| Obtaining possession - Mortgages Act security | 312(R) | 23.2.3(a) |
| OCAP - First Nations - Privacy law | 364(LR) | 6 |
| Occupation rights - trustee in bankruptcy | 270(R)-271(L) | 10.1 |
| Occupational health and safety | 320(LR) | 3.2.3 |
| Occupational health and safety - right to refuse unsafe work | 320(R)-321(L) | 3.2.3 (a) |
| Occupational health and safety - workplace harassment and violence | 321(LR) | 3.2.3 (b) |
| Offences - tax: see Tax - offences | 166(L) | 3.5 |
| Offering corporations - minimum number of directors | 178(L) | 2.4 |
| Offering memorandum - definition | 232(R)-233(L) | 2.3.2(e) |
| Offering memorandum - future-oriented financial information restriction (FOFI) | 233(L) | 2.3.2(e) |
| Offering memorandum - liability for misrepresentation | 232(R)-233(L) | 2.3.2(e) |
| Offering memorandum - time for filing (form 45-106f1) | 233(L) | 2.3.2(e) |
| Office of the Privacy Commissioner - PIPEDA - privacy law | 359(L); 361(LR) | 1; 3 |
| Officers | 180(LR) | 3 |
| Officers - agents of corporation: see Corporation - officers and agents | 173(R) | 4.4 |
| Officers - appointment, duties and responsibilities | 180(L) | 3.1 |
| Officers - authority of | 180(L) | 3.4 |
| Officers - Duties | 180(L) | 3.1 |
| Officers - duty of care | 180(L) | 3.1 |
| Officers - employees - director qualifications | 177(LR) | 2.2 |
| Officers - indemnification and insurance | 180(R) | 3.6 |
| Officers - Indoor Management rule | 180(R) | 3.5 |
| Officers - Liability insurance | 180(R) | 3.6 |
| Officers - Managing director - Qualifications | 180(L) | 3.2 |
| Officers - of corporation: see Corporation - officers and agents | 173(R) | 4.4 |
| Officers - qualifications | 180(L) | 3.2 |
| Officers - Responsibilities | 180(L) | 3.1 |
| Officers - term of office | 180(L) | 3.3 |
| Officers and directors - reliance on financial statements and reports of independent experts (officers no permitted reliance) | 180(L) | 3.1 |
| Official receiver - bankruptcy - first meeting of creditors | 266(R)-267(L) | 7.1 |
| Offshore Tax Informant Program (OTIP) | 165(R) | 3.2.3 |
| OLRA - Ontario Labour Relations Act - labour law | 327(R) | 8 |
| OLRB - “appropriateness” of proposed bargaining unit | 328(LR) | 9.1 |
| OLRB - labour law | 327(R) | 8 |
| OLRB - receivers and unionized businesses | 309(L)-310(L) | 22.3.2(c) |
| OLRB - unfair labour practices - powers & remedies | 329(R)- 330(L) | 10 10.1 |
| One class of shares - capital clause | 191(R) | 4.1.1 |
| One level of tax - vendor’s share sale - tax considerations - purchase and sale | 393(LR) | 3.2.2(b) |
| One-year bar - union certification | 328(L) | 9 |
| Ontario Business Corporations Act (OBCA) - payment of purchase price - asset purchase - purchase and sale | 410(LR) | 4.4.8 |
| Ontario capital tax - corporate – eliminated > 30 June 2010 | 135(R) | 4.5 |
| Ontario Labour Relations Act | 327(R) | 8 |
| Ontario labour relations board (OLRB) - receivers and unionized businesses | 309(L)-310(L) | 22.3.2(c) |
| Ontario provincial corporate income (general, small business, M&P) | 135(L) | 4.3 |
| Ontario Provincial Income Tax (corporate, small business, M&P - See: Provincial) | 135(L) | 4.3 |
| Ontario Securities Commission - financial statements | 182(L) | 4.2.3 |
| Ontario securities commission (OSC) SEE: OSC | 227(LR) | 2 |
| Open work permit - temporary foreign workers | 334(R) | 16.1.2 |
| Openness - principles of personal information protection - privacy law | 363(L) | 4.8 |
| Opinions | 257(R) | 5 |
| Opinions - agreements binding on others | 258(R) | 7.5 |
| Opinions - authenticity of documents, assumption of | 258(L) | 7.1 |
| Opinions - authorization, execution and delivery | 259(R) | 8.2 |
| Opinions - creditors’ rights | 258(LR) | 7.3 |
| Opinions - currency of searches, assumption of | 258(L) | 7.2 |
| Opinions - enforcement subject to creditors’ rights and equitable remedies | 258(LR) | 7.3 |
| Opinions - equitable remedies | 258(LR) | 7.3 |
| Opinions - judgment currency | 258(R) | 7.4 |
| Opinions - local counsel for other laws | 259(L) | 7.7 |
| Opinions - priority of security interests | 258(R)-259(L) | 7.6 |
| Opinions - qualifications - other jurisdictions | 259(L) | 7.7 |
| Opinions - qualifications - other laws | 259(L) | 7.7 |
| Opinions - scope and structure of an opinion | 257(R)-258(L) | 6 |
| Opinions - standard assumptions and qualifications | 258(L) | 7 |
| Opinions - standard opinions | 259(L) | 8 |
| Opinions - standard opinions - authorization, execution and delivery | 259(R) | 8.2 |
| Opinions - standard opinions - authorized share capital | 260(R) | 8.6 |
| Opinions - standard opinions - corporate capacity and power | 259(L) | 8.1 |
| Opinions - standard opinions - rank of security (Real vs Personal property) | 260(L) | 8.5 |
| Opinions - standard opinions - registration | 259(R) | 8.4 |
| Opinions - standard opinions - valid and binding obligation enforceable in accordance with its terms | 259(R) | 8.3 |
| Opinions - title to personal property and priority of security interests | 258(R)-259(L) | 7.6 |
| Opinions - typical provision - registration | 259(R) | 8.4 |
| Oppression remedy - complainant - definition | 185(R) | 4.5.3 |
| Oppression remedy - proper parties - unsecured creditors’ remedies | 284(LR) | 18.2.2 |
| Oppression remedy - remedies - unsecured creditors’ remedies | 284(R) | 18.2.3 |
| Oppression remedy - required elements - unsecured creditor’s remedies | 284(L) | 18.2.1 |
| Oppression remedy - shareholder remedies | 185(R)-185(R) | 4.5.3 |
| Oppression remedy - under the CBCA - unsecured creditors’ remedies | 284(R) | 18.2.4 |
| Oppression remedy - unsecured creditors’ remedies | 284(L) | 18.2 |
| Opting out (when to) - Contracts for the International Sale of Goods (CISG) - sale of goods | 356(R)-357(L) | 6.4 |
| Orders - available at discharge hearing - bankruptcy | 273(LR) | 13.2.7 |
| Orders - Competition Tribunal - Competition Act | 418(L) | 7.1 |
| Ordinary resolution - affirmation of trustee | 267(L) | 7.2 |
| Ordinary resolution - Election of directors | 177(R) | 2.3 |
| Ordinary voting - Election of directors | 177(R) | 2.3 |
| Organization - definition - privacy law | 360(R) | 2.2.2 |
| OSC - binding rules | 227(LR) | 2 |
| OSC - blanket rulings | 227(LR) | 2 |
| OSC - multilateral instruments | 227(R) | 2 |
| OSC - national instruments | 227(R) | 2 |
| OSC - notices and policy statements | 227(LR) | 2 |
| OSC - Ontario Securities Commission | 227(LR) | 2 |
| OSC - regulatory capacity | 227(LR) | 2 |
| OSC - rules | 227(LR) | 2 |
| Other assignments - registrations - purchase and sale | 420(L) | 9.2 |
| Other provisions (contractual) - Key provisions - sale of goods | 349(L) | 3.3 |
| Other taxes - tax considerations - purchase and sale | 394(R) | 3.2.5 |
| OTIP (Offshore Tax Informant Program) | 165(R) | 3.2.3 |
| Over-integration (tax) | 129(R)-130(R) | 2.3.2 |
| Over-subscription - pre-emptive rights | 188(R)-189(L) | 3.4.1 |
| Overdue payments (interest on) - Payment - Sell-Side Terms - key provisions - sale of goods | 348(LR) | 3.2.2(c) |
| Overhead expenses – personal services business (PSB) | 137(R) | 5.3.1 (a)(i) |
| Owner-Manager - liability to pay accrued bonus | 144(LR) | 7.2.2 |
| Owner-Manager - taxes | 143(R)-144(L) | 7.1 |
| Owner-Manager - year-end bonus down to $500,000 | 143(R)-144(L) | 7.1 |
| Owner-Manager – compensation | 143(L) | 7 |
| Owner-manager – loans to corporation | 143(LR) | 6.6 |
| Ownership - shares - incidental rights to ownership | 191(L) | 1 |
| Ownership - title to goods - buy-side terms - key provisions - sale of goods | 340(LR) | 3.1.1(a) |
| **P** | | |
| Pacific Coast Coin Exchange of Canada v. OSC - investment contract | 227(R)-228(L) | 2.1 |
| Paid-up capital (PUC) | 153(R) | Gloss. |
| Paid-up capital (PUC) | 192(L)-194(R); 153(R); 202(R)-203(R) | 6; Gloss.; 1.3.2(b) |
| Paid-up capital (PUC) - calculation for a particular share | 192(L)-193(L) | 6.1 |
| Paid-up capital (PUC) - computing | 202(R)-203(R) | 1.3.2(b) |
| Paid-up capital (PUC) - deemed dividend | 193(L) | 6.2 |
| Paid-up capital (PUC) - difference between PUC and ACB | 194(L) | 6.4 |
| Paid-up capital (PUC) - differences between stated capital account and PUC - tax rules | 193(L)-194(L) | 6.3 |
| Paid-up capital (PUC) - general principles | 192(LR) | 6.1 |
| Paid-up capital (PUC) - keeping PUC low | 193(L) | 6.2 |
| Paid-up capital (PUC) - keeping PUC low - capital gains | 193(L) | 6.2 |
| Paid-up capital (PUC) - limit on increase for share consideration in rollover transaction | 210(L) | 3.7.3 |
| Paid-up capital (PUC) - problem on issuing shares for property | 194(LR) | 6.5 |
| Paid-up capital (PUC) - reduction and it consequences for public corporations | 203(LR) | 1.3.2(b)(ii) |
| Paid-up capital (PUC) - tax grind | 203(L) | 1.3.2(b) (i) |
| Paid-up capital (PUC) - tax rules - changes to computation of PUC | 193(L)-194(L) | 6.3 |
| Paramount location test - insolvency - Aboriginal | 367(R) | 2.1 |
| Paramountcy - CCAA - initial order - superiority charge | 383(R) | 5.3.3 |
| Parent corporation - winding-up of a subsidiary | 225(L) | 9.4.2(b) |
| Part IV tax (i.e. inter-corporate dividend received deduction) (corporate) and Bill C-2 | 139(R)-140(L) | 5.3.2(c) |
| Part payment of debt - acknowledgement of liability for entire debt | 248(R) | 8.4.2(a) |
| Participating security - going private transactions | 219(R)-220(LR) | 8 |
| Participating Shares | 199(LR) | 11.3 |
| partner - when is a partner an employee? - human rights | 315(R) | 1.3.2 |
| Partner vs. employee - relationship | 315(R) | 1.3.2 |
| Partnership - “a view to profit” (2nd criteria) | 121(L) | 1.1 |
| Partnership - “agreement to carry on business in common” (3rd criteria) | 121(L) | 1.1 |
| Partnership - “business” s. 1 partnerships act (1st criteria) | 121(L) | 1.1 |
| Partnership - “partnership property” - s. 21 Partnerships Act | 122(R) | 1.3.5 |
| Partnership - aboriginal - business vehicles | 369(L) | 3.2 |
| Partnership - aboriginal - non-aboriginal partners | 369(L) | 3.2 |
| Partnership - Business (non-capital) losses | 126(R) | 4 |
| Partnership - capital contributions | 128(L) | 5.7 |
| Partnership - capital cost allowance (CCA) | 126(L) | 4 |
| Partnership - Capital losses | 126(R) | 4 |
| Partnership - Characteristics of a limited partnership | 123(R)-124(R) | 2.2 |
| Partnership - characteristics of general partnership - agency | 122(L) | 1.3.2 |
| Partnership - characteristics of general partnership - duty to act loyally and in good faith | 122(R) | 1.3.4 |
| Partnership - characteristics of general partnership - no separate legal existence | 121(R)-122(L) | 1.3.1 |
| Partnership - characteristics of general partnership – “partnership property” | 122(R) | 1.3.5 |
| Partnership - characteristics of general partnership – liability | 122(L) | 1.3.3 |
| Partnership - Characteristics of general partnership (generally) | 121(R) | 1.3 |
| Partnership - co-ownership (compared to) | 113(LR) | 3 |
| Partnership - conflicts and differences | 123(L) | 1.4 |
| Partnership - contributions other than cash | 128(L) | 5.7 |
| Partnership - criteria for existence of a partnership | 121(LR) | 1.1 |
| Partnership - criteria for formation of a partnership | 121(L) | 1.1 |
| Partnership - Definition | 112(R); 121(L) | 2; 1.1 |
| Partnership - dissolution and retirement | 128(LR) | 5.8 |
| Partnership - dissolution of a limited partnership | 124(R)-125(L) | 2.3 |
| Partnership - dissolution of partnerships | 123(L) | 1.5 |
| Partnership - extra-provincial limited partnerships | 125(L) | 2.4 |
| Partnership - firm name change | 127(L) | 5.2 |
| Partnership - formation of - court’s factors | 121(LR) | 1.1 |
| Partnership - Formation of limited partnerships | 123(R) | 2.1 |
| Partnership - formation of: defined | 121(L) | 1.1 |
| Partnership - general | 121(L) | 1 |
| Partnership - income flow-through | 112(R)-113(L) | 2 |
| Partnership - interest on capital | 122(R) | 1.4 |
| Partnership - joint ventures (compared to) | 114(R) | 5 |
| Partnership - Liability of different types | 112(R) | 2 |
| Partnership - limited liability partnership (LLP) | 125(R)-126(L) | 3 |
| Partnership - limited partnership (LP) | 123(L)-125(L) | 2 |
| Partnership - management | 127(R)-128(L) | 5.6 |
| Partnership - name search | 252(R) | 2.3 |
| Partnership - new partners | 127(LR) | 5.4 |
| Partnership - Non-Capital (business) losses | 126(R) | 4 |
| Partnership - non-cash contributions | 128(L) | 5.7 |
| Partnership - partnership agreement | 122(R) | 1.4 |
| Partnership - registration of general partnership | 121(R) | 1.2 |
| Partnership - relation of partners to one another - default provisions if no agreement | 122(R)-123(L) | 1.4 |
| Partnership - restrictions on carrying on a competing business | 127(L) | 5.3 |
| Partnership - retirement and dissolution | 128(LR) | 5.8 |
| Partnership - scope of business | 127(L) | 5.1 |
| Partnership - splitting of profits | 128(R) | 5.9 |
| Partnership - Tax - Information return filing | 126(R) | 4 |
| Partnership - Tax return filing | 112(R)-113(L) | 2 |
| Partnership - Tax returns | 112(R)-113(L) | 2 |
| Partnership - Tax Shelters | 113(L); 126(R)-127(L) | 2; 4 |
| Partnership - tax shelters, ITA – “Flow through” | 126(R)-127(L) | 4 |
| Partnership - tax treatment of partnership income | 127(R) | 5.5 |
| Partnership - Taxation (Method of) | 112(R)-113(L) | 2 |
| Partnership - taxation of | 126(L)-127(L) | 4 |
| Partnership - terms of agreement b/w partners - default provisions if no agreement | 122(R)-123(L) | 1.4 |
| Partnership - Types of | 112(R) | 2 |
| Partnership - withdrawal of partner - compensation | 128(LR) | 5.8 |
| Partnership – misapplication of third party property | 122(L) | 1.3.3 |
| Partnership – restrictive covenant enforceability test | 127(L) | 5.3 |
| Partnership Agreement | 127(LR) | 5 |
| Partnership agreement - firm name | 127(L) | 5.2 |
| Partnership agreement - management - s. 24 | 127(R) | 5.6 |
| Partnership agreement - new partners | 127(LR) | 5.4 |
| Partnership agreement - requirements for the admission of new partners | 127(LR) | 5.4 |
| Partnership agreement - restrictions on carrying on a competing business | 127(L) | 5.3 |
| Partnership agreement - retirement and dissolution | 128(LR) | 5.8 |
| Partnership agreement - scope of business | 127(L) | 5.1 |
| Partnership agreement - splitting of profits | 128(R) | 5.9 |
| Partnership agreement - tax treatment of partnership income | 127(R) | 5.5 |
| Partnership agreement - withdrawal of partner | 128(LR) | 5.8 |
| Partnership agreement - work-in-progress – no windfall | 128(R) | 5.10 |
| Partnership agreement – firm name change – goodwill | 127(L) | 5.2 |
| Partnership property - characteristics of general partnership | 122(R) | 1.3.5 |
| Party threshold - notifiable transactions - Competition Act | 418(R) | 7.2 |
| Passage of Risk and Title - Delivery - Buy-side terms - Key Provisions - Sale of Goods | 344(L)-345(L) | 3.1.3(c) |
| Passage of risk and title - delivery - buy-side terms - key provisions - sale of goods | 344(L)-345(L) | 3.1.3(c) |
| Passage of Risk and Title - Delivery - Buy-side terms - Key provisions - Sale of Goods | 344(L)-345(L) | 3.1.3(c) |
| Passage of Title - Passage of Risk and Title - Delivery - Buy-side terms - Key Provisions - Sale of Goods | 344(L)-345(L) | 3.1.3(c) |
| Payette v Guay Inc - reasonableness of restrictive covenant - employees | 318(LR) | 2.3.1 |
| Payment - dividend or redemption of shares, insolvency - required elements - BIA - director liability | 281(R) | 17.4.2 |
| Payment - dividend or redemption of shares, insolvency, exemptions - BIA - director liability | 282(L) | 17.4.4 |
| Payment - dividend, insolvency - elements under BIA | 281(R) | 17.4.2 |
| Payment - goods and services - immediate - BIA - stay of termination of agreement with debtor | 377(LR) | 4.7.7(b) |
| Payment - liabilities - dissolution | 221(L) | 9.1 |
| Payment - Purchase and Sale - Corporate Considerations | 404(R)-405(L) | 4.4.1(a) |
| Payment - purchase price - share purchase - purchase and sale | 413(L) | 5.1.9 |
| Payment - Sell-side terms - key provisions sale of goods | 347(L) | 3.2.2 |
| Payment of the Purchase Price - Purchase and Sale | 404(R) | 4.4.1 |
| Payment of the Purchase Price and Other Consideration - Purchase and Sale | 404(R) | 4.4 |
| Payment, 3 methods of - Purchase and Sale - asset purchase - corporate considerations | 404(R)-405(L) | 4.4.1(a) |
| Payment, 3 methods of - Purchase and Sale - Asset Purchase - Letter of Credit | 405(R) | 4.4.1(a) |
| Payment, 3 methods of - Purchase and Sale - Asset Purchase - Promissory note | 405(R) | 4.4.1(a) |
| Payments for Non-Competition Covenant - Tax Consideration - Purchase and Sale | 406(R)-407(L) | 4.4.3(a) |
| Peel Law Association v Pieters | 319(R) | 3.2.2(a) |
| Pension Benefits Act - underfunded pension deficiency claims - BIA - priority | 293(R) | 8.2 |
| Pension contribution claims - priority - BIA | 293(LR) | 8 |
| Pension contribution claims - transitional rules | 293(R) | 8.2 |
| Pension contribution claims - underfunded pension deficiency claims - BIA - priority | 293(R) | 8.2 |
| Pension plans - corporate considerations - purchase and sale | 392(R) | 3.1.7 |
| Perfect integration - taxation of dividends | 129(R) | 2.3.1 |
| Perfect integration - why perfect integration does not occur | 129(R) | 2.3 |
| Perfect integration – tax | 129(R) | 2.3.1 |
| Perfecting PPSA security SEE also: PPSA | 241(L) | 3 |
| Perfecting PPSA security - jurisdictional considerations | 241(R) | 3.2 |
| Perfecting PPSA security - maintaining perfection | 244(L) | 3.6 |
| Perfecting PPSA security - registering a PPSA financing statement | 241(LR) | 3.1 |
| Perfecting PPSA security - registration - application to one or more security agreements | 243(L) | 3.3.5 |
| Perfecting PPSA security - registration - collateral classification and descriptions | 242(R) | 3.3.3 |
| Perfecting PPSA security - registration errors | 243(R)-244(L) | 3.5 |
| Perfecting PPSA security – investment property | 243(LR) | 3.4 |
| Perfecting PPSA security – registering - debtor name | 242(LR) | 3.3.2 |
| Perfecting PPSA security – registration - registration periods | 243(L) | 3.3.4 |
| Perfecting security - PPSA | 285(R) | 3.1 |
| Perfecting security - relevance of title/ownership - non-PPSA security | 286(L) | 4.1 |
| Perfecting security - relevance of title/ownership - PPSA security | 285(R)-286(L) | 3.2 |
| Perfection - possession - PPSA | 241(LR) | 3.1 |
| Perfection - repossession - changing priorities | 297(LR) | 10.4 |
| Perfection - security interest in investment property | 243(LR) | 3.4 |
| Perfection - security interest in investment property - possession | 243(LR) | 3.4 |
| Perfection - security interest in securities - control | 243(LR) | 3.4 |
| Perfection - security interest in securities - registration | 241(LR) | 3.1 |
| Performance and Other Bonds - Other Provisions - Key provisions - Sale of Goods | 349(R) | 3.3.3 |
| Permanent establishment test - joint ventures - aboriginal | 369(LR) | 3.3 |
| Permanent residence options - foreign workers | 337(L) | 16.2 |
| Permitted deferral - share purchase - reserves - capital gain recognition - s.44.1 ITA | 413(R)-414(L) | 5.2.2 |
| permitted encumbrance - secured creditors - implied subordination | 296(L) | 10.2 |
| Permitted encumbrances - general security agreement | 238(R) | 2.2.3 |
| Person - BIA - definition | 264(L) | 5.2 |
| Person who is privy - BIA - remedies - transfer at under value | 281(L) | 17.3.6 |
| Personal actions - shareholders | 185(L) | 4.5.1 |
| Personal Health Information Protection Act - purchase and sale | 419(R) | 8 |
| Personal Information - 10 Principles of Personal Information Protection - Accountability | 362(L) | 4.1 |
| Personal Information - 10 Principles of Personal Information Protection - Accuracy | 363(L) | 4.6 |
| Personal Information - 10 Principles of Personal Information Protection - Challenging Compliance | 363(R) | 4.10 |
| Personal Information - 10 Principles of Personal Information Protection - Consent | 362(LR) | 4.3 |
| Personal Information - 10 Principles of Personal Information Protection - Identifying Purpose | 362(L) | 4.2 |
| Personal Information - 10 Principles of Personal Information Protection - Individual Access | 363(R) | 4.9 |
| Personal Information - 10 Principles of Personal Information Protection - Limiting Collection | 363(L) | 4.4 |
| Personal Information - 10 Principles of Personal Information Protection - Limiting Use, Disclosure, and Retention | 363(L) | 4.5 |
| Personal Information - 10 Principles of Personal Information Protection - Openness | 363(L) | 4.8 |
| Personal Information - 10 Principles of Personal Information Protection - Safeguards | 363(L) | 4.7 |
| Personal information - disclosure - purchase and sale | 419(LR) | 8 |
| Personal information - PIPEDA - purchase and sale | 419(LR) | 8 |
| Personal Information - privacy law - “About” | 360(LR) | 2.2.1(a) |
| Personal Information - privacy law - “Commercial Activity” | 360(R)-361(L) | 2.2.3 |
| Personal Information - privacy law - “Identifiable” | 360(R) | 2.2.1(b) |
| Personal Information - privacy law - “Organization” | 360(R) | 2.2.2 |
| Personal Information - privacy law - Form of Information | 360(R) | 2.2.1(c) |
| Personal Information - privacy law - PIPEDA - definition - s.2(1) | 360(L) | 2.2.1 |
| Personal Information Protection & Electronic Documents Act (PIPEDA) - purchase and sale | 419(LR) | 8 |
| Personal liability of court appointed receivers | 308(R) | 22.3 |
| Personal liability of receiver - environment | 310(R) | 22.3.3(a) |
| Personal liability of receiver - labour and ESA | 308(R) | 22.3.2(a) |
| Personal liability of trustee - bankruptcy | 269(L) | 8 |
| Personal property and priority of security interests (PPSA) | 258(R)-259(L) | 7.6 |
| Personal Property Security Act SEE: PPSA | 237(R) | 2 |
| Personal property security act - assurance fund | 254(R)-255(L) | 3.1.7 |
| Personal Property Security Act - Chattel Security - Outside of SGA | 340(L) | 3 |
| Personal Property Security Act (PPSA) SEE: “PPSA” | 285(LR) | 3 |
| Personal services business (PSB) | 137(LR) | 5.3.1(a)(i) |
| Personal services business (PSB) - overhead expenses | 137(R) | 5.3.1(a) (i) |
| Personal services business (PSB) - specified shareholder | 137(LR) | 5.3.1(a)(i) |
| Personal services business (PSB) - two (2) requirements and two (2) exclusions - definition | 137(LR) | 5.3.1(a)(i) |
| Piggy-backs - co-sale rights | 189(R) | 3.4.4 |
| Piggy-backs - share transfers and issuances - unanimous shareholder agreements (USA) | 189(R) | 3.4.4 |
| Piggy-backs - unanimous shareholder agreements (USA) | 189(R) | 3.4.4 |
| PIPEDA - 10 principles - Privacy Law | 359(L); 361(L)-363(R) | 1; 4 |
| PIPEDA - 10 principles of personal information protection | 361(R) | 4 |
| PIPEDA - application of - s.4 | 359(L)-360(L) | 2.1 |
| PIPEDA - Breaches - Notification Requirements | 363(R) | 5 |
| PIPEDA - Breaches of Security Safeguards - Privacy Law | 363(R)-364(L) | 5 |
| PIPEDA - business contract information - does not apply | 359(R) | 2.1 |
| PIPEDA - charities and non-profits | 359(R) | 2.1 |
| PIPEDA - commercial activity – definition | 360(R)-361(L) | 2.2.3 |
| PIPEDA - enforcement and administration | 361(LR) | 3 |
| PIPEDA - Enforcement and administration - Privacy law | 361(LR) | 3 |
| PIPEDA - form of information – definition | 360(R) | 2.2.1(c) |
| PIPEDA - identifiable - definition | 360(R) | 2.2.1(b) |
| PIPEDA - organization – definition | 360(R) | 2.2.2 |
| PIPEDA - Personal Info Protection & Electronic Documents Act |  |  |
| PIPEDA - personal information - definitions | 360(L) | 2.2.1 |
| PIPEDA - Privacy Law - Introduction | 359(L) | 1 |
| PIPEDA - purchase and sale | 419(LR) | 8 |
| PIPEDA - substantially similar legislation | 360(L) | 2.1 |
| Place of Delivery - Delivery - Buy-side terms - Key provisions - sale of goods | 342(R) | 3.1.3(a) |
| Place of delivery - Incoterms 2010 - sale of goods | 342(R)-343(R) | 3.1.3(a) |
| Place of shareholder meetings | 183(R) | 4.3.2 |
| Plan - CCAA - amendments or modifications | 388(L) | 5.12 |
| Plan - CCAA - court approval | 387(L) | 5.11 |
| Plan - CCAA - court approval - test for court sanction | 387(R) | 5.11.2 |
| Plan - CCAA - creditor approval | 387(L) | 5.10 |
| Plan - CCAA - effect | 388(L) | 5.13 |
| Plan - CCAA - effect on Crown | 388(R) | 5.14 |
| Plan - CCAA - fair and reasonable test | 388(L) | 5.11.2(b) |
| Plan - compromise or arrangement (CCAA) - restructuring | 373(L) | 2 |
| Plan - creditor approval - CCAA s. 6(1) | 387(L) | 5.10 |
| Pledge agreement | 240(R) | 2.6.2 |
| Pledgee - ownership - title to goods - buy-side terms - key provisions - sale of goods | 340(R) | 3.1.1(a) |
| PMSI - exception - negative pledge - general security agreement | 238(R) | 2.2.3 |
| PMSI - lease transaction (sale-leaseback) | 287(L)-288(L) | 5.1.6 |
| PMSI - non-inventory | 287(L)-288(L) | 5.1.6 |
| PMSI - purchase money security interest | 287(L)-288(L) | 5.1.6 |
| Policy objectives - taxation of corporations | 134(L) | 4.1 |
| Possession - interim order - security enforcement | 302(R)-303(L) | 20.3 |
| possession - receivership - security enforcement | 303(L) | 20.4 |
| Possession (of collateral) - security enforcement - PPSA | 302(LR) | 20 |
| possession, obtaining - mortgage act - realization remedies | 312(R) | 23.2.3(a) |
| possession, taking (of collateral) - bailiff or agent - security enforcement | 302(R) | 20.2 |
| possession, taking (of collateral) - self-help remedies - secured creditor | 302(R) | 20.1 |
| Possessory lien - RSLA | 298(R) | 17.1 |
| Possessory lien, effect of bankruptcy - bankruptcy | 299(R) | 17.4 |
| Post-approval of amalgamation | 215(R)-216(L) | 6.1.3 |
| Post-Closing Filings - Bulk Sales Act - Compliance | 283(L) | 18.1.5(c) |
| Post-employment - employee obligations | 317(R) | 2.1.4 |
| Post-employment obligations - fiduciary employees | 317(R)-318(L) | 2.2.2 |
| Post-sale consulting arrangements - tax planning - share purchase | 416(LR) | 5.3.2 |
| Potter v New Brunswick Legal Aid Services Commission - constructive dismissal | 324(R) | 4.3 |
| power of sale - remedy - mortgages act security | 313(L) | 23.2.3(c) |
| Power of sale - remedy under mortgages act | 312(R) | 23.2.3(b) |
| power of sale and foreclosure remedies - mortgages act | 312(R) | 23.2.3(b) |
| power of sale vs judicial sale - court approval - mortgages act | 314(L) | 23.2.3(c)(viii) |
| Power of sale, judicial sale and foreclosure - cost | 313(R) | 23.2.3(c)(iii) |
| Power of sale, judicial sale and foreclosure - effect | 313(L) | 23.2.3(c)(i) |
| Power of sale, judicial sale and foreclosure - notice periods and other procedures | 313(L) | 23.2.3(c)(ii) |
| power of sale, judicial sale, foreclosure - deficiency after sale - mortgages act | 313(R) | 23.2.3(c)(v) |
| power of sale, judicial sale, foreclosure - finality - mortgages act | 313(R) | 23.2.3(c)(vi) |
| power of sale, judicial sale, foreclosure - mortgages act - land transfer tax | 313(R)-314(L) | 23.2.3(c)(vii) |
| power of sale, judicial sale, foreclosure - mortgages act - service | 313(R) | 23.2.3(c)(iv) |
| Power to sell under s. 428 Bank Act | 311(R) | 23.1.1 |
| Powers - court appointed receiver | 308(L) | 22.2.3 |
| powers - private receivership - security enforcement | 303(R) | 22.1.1 |
| Powers of a corporation: see Corporation - powers - of a natural person | 171(R) | 3.4 |
| Powers of arbitrator - collective bargaining | 332(LR) | 13 |
| Powers of corporate directors: see Corporation - directors - powers of | 171(L) | 3.3 |
| Powers of directors - delegation of | 179(LR) | 2.7 |
| Powers of interim receiver | 302(L) | 19.3.3 |
| powers of S. 243 receiver - BIA s. 243 | 302(L) | 19.4.1 |
| Powers of trustee requiring inspector approval (admin of bankrupts estate) | 268(L) | 7.4.2 |
| Powers- court appointed receiver - Standard Receivership Order | 308(LR) | 22.2.3(b) |
| PPSA - (title to) personal property and priority of security interests - opinions | 258(R)-259(L) | 7.6 |
| PPSA - 3 Types of Goods Sold (Inventory, Equipment, Consumer Goods) | 352(R) | 4.3 |
| PPSA - accessions and fixtures, removal of - special notice required | 305(LR) | 22.1.4(e)(v) |
| PPSA - application | 253(R) | 3.1.2 |
| PPSA - application - conditional sale contracts - leases (financing leases vs. true leases) | 285(R)-286(L) | 3.2 |
| PPSA - applies to lease for term of more than one year regardless whether equipment lease or true lease | 290(LR) | 5.2 |
| PPSA - attachment - secured creditors’ security interest | 285(R) | 3.1 |
| PPSA - attachment of security interest | 241(LR) | 3.1 |
| PPSA - Bank Act security priorities | 289(R) | 5.1.9 |
| PPSA - cars and consumer goods | 253(R) | 3.1.2 |
| PPSA - certificated securities and direct holding system | 239(LR) | 2.4 |
| PPSA - consequences of non-compliance with notice requirements | 305(R) | 22.1.4(e)(vi) |
| PPSA - correcting errors - re-perfecting security | 296(R)-297(L) | 10.3 |
| PPSA - court directions - Receivers (private and court appointed) | 307(L) | 22.1.6 |
| PPSA - curing deficient security - PPSA | 296(R)-297(L) | 10.3 |
| PPSA - currency date of searches | 255(L) | 3.1.8 |
| PPSA - debenture registration | 242(L) | 3.3.1 |
| PPSA - debenture security | 240(LR) | 2.6,1 |
| PPSA - debenture security - fixed charge | 240(R) | 2.6.3 |
| PPSA - debenture security - floating charge | 240(R) | 2.6.3 |
| PPSA - debenture security - floating charge - crystallization | 240(R) | 2.6.3 |
| PPSA - debenture security - other security agreements | 240(R)-241(L) | 2.7 |
| PPSA - debenture security - pledge agreement | 240(R) | 2.6.2 |
| PPSA - deemed trusts | 286(R) | 5.1.4 |
| PPSA - delay of disposition | 305(R) | 22.1.4(f) |
| PPSA - enforcement - contractual notice periods / other preconditions to enforcement | 301(LR) | 19.1.4 |
| PPSA - enforcement of security - demand notice period – other preconditions to enforcement | 301(LR) | 19.1.4 |
| PPSA - enforcement of security - demand notice required under common law | 300(R) | 19.1.1 |
| PPSA - enforcement of security - exemptions for notice where insolvent debtor | 301(L) | 19.1.3 |
| PPSA - enforcement of security - foreclosure | 303(LR) | 21 |
| PPSA - enforcement of security - foreclosure - limits on consumer goods | 303(LR) | 21 |
| PPSA - enforcement of security - foreclosure - notice requirements | 303(LR) | 21 |
| PPSA - enforcement of security - notice where insolvent debtor - exemptions | 301(L) | 19.1.3 |
| PPSA - enforcement of security - notice where intent to enforce security against insolvent debtor (BIA applies) | 300(R)-301(L) | 19.1.2 |
| PPSA - enforcement of security - right of seizure and sale | 302(LR) | 20 |
| PPSA - enforcement of security - see: security enforcement | 299(R) | Part III |
| PPSA - enforcement of security - taking possession | 302(LR) | 20 |
| PPSA - enforcement of security - ways to take possession (of collateral) | 302(LR) | 20 |
| PPSA - enforcing priority - judicial determining of priorities SEE: enforcing priority | 298(L) | 11.2 |
| PPSA - enforcing priority - non-judicial determining of priorities SEE: enforcing priority | 297(R)-298(L) | 11.1 |
| PPSA - enforcing priority - process to determine priorities SEE: enforcing priority | 297(R)-298(L) | 11.1; 11.2 |
| PPSA - equipment leases | 290(LR) | 5.2 |
| PPSA - exception for lease for term of more than one year (true lease or household furnishings) | 290(LR) | 5.2 |
| PPSA - execution creditors | 290(R) | 5.3 |
| PPSA - execution creditors vs. unperfected security interest | 290(R) | 5.3 |
| PPSA - financing statement | 241(LR) | 3.1 |
| PPSA - first to attach rule (contest between two unperfected security interests) | 286(R) | 5.1.3 |
| PPSA - first to perfect rule (contest between two security interests perfected by other than registering Financial Statement) | 286(R) | 5.1.2 |
| PPSA - first to register rule (contest between two security interests perfected by registration) | 286(LR) | 5.1.1 |
| PPSA - fixtures and accessions | 288(L)-289(L) | 5.1.7 |
| PPSA - fixtures and real property interests | 254(L) | 3.1.5 |
| PPSA - foreclosure - security enforcement | 303(LR) | 21 |
| PPSA - general assignment of accounts receivable | 239(L) | 2.3 |
| PPSA - general security agreement | 238(L) | 2.2 |
| PPSA - Head office of federal corporations | 241(R) | 3.2 |
| PPSA - inter-creditor agreement | 295(L)-296(L) | 10.1 |
| PPSA - investment property - special priority rules | 289(LR) | 5.1.8 |
| PPSA - jurisdictional considerations - perfecting PPSA security interests | 241(R) | 3.2 |
| PPSA - lease for term of more than one year | 290(LR) | 5.2 |
| PPSA - leases (equipment) | 290(LR) | 5.2 |
| PPSA - leases for more than one year - exceptions | 290(LR) | 5.2 |
| PPSA - maintaining perfection | 244(L) | 3.6 |
| PPSA - no duty to carry on debtor's business | 306(L) | 22.1.4(h) |
| PPSA - no presumption upon registration | 253(R) | 3.1.3 |
| PPSA - non-PPSA security | 286(L) | 4 |
| PPSA - obtaining copies of security agreements and particulars | 253(R) | 3.1.4 |
| PPSA - perfecting - attachment of security interest | 241(LR) | 3.1 |
| PPSA - perfecting - debenture registration | 242(L) | 3.3.1 |
| PPSA - perfecting - financing statement | 241(LR) | 3.1 |
| PPSA - perfecting - investment property | 243(LR) | 3.4 |
| PPSA - perfecting - jurisdictional considerations | 241(R) | 3.2 |
| PPSA - perfecting - maintaining perfection | 244(L) | 3.6 |
| PPSA - perfecting - registering a financing statement | 241(LR) | 3.1 |
| PPSA - perfecting - registering financing statement - application to one or more security agreements | 243(L) | 3.3.5 |
| PPSA - perfecting - registering financing statement - collateral classification and descriptions | 242(R) | 3.3.3 |
| PPSA - perfecting - registering financing statement - debtor name | 242(LR) | 3.3.2 |
| PPSA - perfecting - registering financing statement - registration periods | 243(L) | 3.3.4 |
| PPSA - perfecting - registration errors | 243(R)-244(L) | 3.5 |
| PPSA - perfecting security | 241(L) | 3 |
| PPSA - perfecting security by control (uncertificated securities) - secured creditors’ rights | 285(R) | 3.1 |
| PPSA - perfecting security by possession - secured creditors’ rights | 285(R) | 3.1 |
| PPSA - perfecting security by registering financing statement - secured creditors’ rights | 285(R) | 3.1 |
| PPSA - perfecting security by registration - secured creditors’ rights | 285(R) | 3.1 |
| PPSA - perfecting security in lieu of financing statement - secured creditors’ rights | 285(R) | 3.1 |
| PPSA - perfecting security in lieu of registration - secured creditors’ rights | 285(R) | 3.1 |
| PPSA - possession | 241(LR) | 3.1 |
| PPSA - priorities | 285(LR);286(L) | 3;5.1 |
| PPSA - priorities - “true” versus “financing” leases - equipment leases | 290(LR) | 5.2 |
| PPSA - priorities - Bank Act security priorities | 289(R) | 5.1.9 |
| PPSA - priorities - correcting errors and re-perfecting security | 296(R)-297(L) | 10.3 |
| PPSA - priorities - deemed trusts | 286(R) | 5.1.4 |
| PPSA - priorities - deemed trusts vs. perfected security interest | 291(LR) | 6.3 |
| PPSA - priorities - equipment leases | 290(LR) | 5.2 |
| PPSA - priorities - execution creditors | 290(R) | 5.3 |
| PPSA - priorities - execution creditors | 290(R) | 5.3 |
| PPSA - priorities - execution creditors vs. unperfected security interests | 290(R) | 5.3 |
| PPSA - priorities - first priority charge for govt paid environmental remediation | 311(L) | 22.3.3(d) |
| PPSA - priorities - first to attach rule | 286(R) | 5.1.3 |
| PPSA - priorities - first to attach rule | 286(R) | 5.1.3 |
| PPSA - priorities - first to perfect rule | 286(R) | 5.1.2 |
| PPSA - priorities - first to perfect rule - perfection by registration versus perfection by possession | 286(R) | 5.1.2 |
| PPSA - priorities - first to register rule | 286(LR) | 5.1.1 |
| PPSA - priorities - fixtures and accessions | 288(L)-289(L) | 5.1.7 |
| PPSA - priorities - government environmental remediation first priority charge | 311(L) | 22.3.3(d) |
| PPSA - priorities - implied subordination | 296(L) | 10.2 |
| PPSA - priorities - inter-creditor agreement | 295(L)-296(L) | 10.1 |
| PPSA - priorities - investment property - special priority rules | 289(LR) | 5.1.8 |
| PPSA - priorities - landlord (distress rights) vs. secured creditor | 293(R)-294(L) | 9.1 |
| PPSA - priorities - leases (equipment) | 290(LR) | 5.2 |
| PPSA - priorities - liens vs. perfected security interest | 291(LR) | 6.3 |
| PPSA - priorities - non-possessory liens (RSLA) | 299(L) | 17.2.2 |
| PPSA - priorities - pension contributions (unpaid regularly scheduled) | 293(R) | 8.1 |
| PPSA - priorities - possessory liens (RSLA) | 298(R)- 299(L) | 17.1.1 |
| PPSA - priorities - purchase money security interests (PMSIs) | 286(R)-287(L) | 5.1.5 |
| PPSA - priorities - Repair and Storage Liens Act | 298(R)- 299(L) | 17.1.1 |
| PPSA - priorities - reversal of priority for Crown claims upon bankruptcy | 291(R) | 6.4.1 |
| PPSA - priorities - secured creditor vs. landlord (right to distress) | 293(R)-294(L) | 9.1 |
| PPSA - priorities - securing Crown claims against reversal of priority upon bankruptcy | 292(LR) | 6.4.3 |
| PPSA - priorities - source deductions not remitted (to CRA or Prov. Gov’t) - exempt from ss. 86 and 67(2) of BIA | 292(L) | 6.4.2 |
| PPSA - priorities - special priority rules for fixtures and accessions | 288(L)-289(L) | 5.1.7 |
| PPSA - priorities - statutory deemed trusts vs. perfected security interest | 291(LR) | 6.3 |
| PPSA - priorities - unpaid regularly scheduled pension contributions | 293(R) | 8.1 |
| PPSA - priorities - unperfected security interests | 286(R)-287(L) | 5.1.5 |
| PPSA - priorities - unperfected security interests | 290(R) | 5.3 |
| PPSA - priorities - unperfected security interests vs. execution creditor | 290(R) | 5.3 |
| PPSA - priorities - unremitted source deductions exempt from BIA s 86 and 67(2) | 292(L) | 6.4.2 |
| PPSA - priorities - wage claims up to $2000 for six-months prior to bankruptcy or receivership | 293(L) | 7.1 |
| PPSA - priorities changes - perfection by repossession | 297(LR) | 10.4 |
| PPSA - priorities changes - strategic bankruptcy | 297(R) | 10.5 |
| PPSA - purchase by secured creditor | 305(R)-306(L) | 22.1.4(g) |
| PPSA - purchase money security interests (PMSIs) SEE: PMSI | 287(L)-288(L) | 5.1.6 |
| PPSA - Purchase-money security interest - Perfecting Security Interest (2-3 Factors) | 352(R) | 4.3 |
| PPSA - Purchase-money security interest - seller’s security for payment and in rem rights - sale of goods | 352(R) | 4.3 |
| PPSA - real property interests | 238(LR) | 2.2.2 |
| PPSA - registering a financing statement | 242(L) | 3.3.1 |
| PPSA - registering financing statement - application to one or more security agreements | 243(L) | 3.3.5 |
| PPSA - registering financing statement - collateral classification and descriptions | 242(R) | 3.3.3 |
| PPSA - registering financing statement - debtor name | 242(LR) | 3.3.2 |
| PPSA - registering financing statement - registration periods | 243(L) | 3.3.4 |
| PPSA - registering PPSA financing statement - attachment | 241(LR) | 3.1 |
| PPSA - registration - chattel paper | 253(R) | 3.1.2 |
| PPSA - registration errors | 243(R)-244(L) | 3.5 |
| PPSA - registration of assignment of accounts | 239(L) | 2.3 |
| PPSA - relevance of title/ownership | 285(R)-286(L) | 3.2 |
| PPSA - representations, warranties and covenants | 238(R)-239(L) | 2.2.3 |
| PPSA - requirement to register guarantees | 246(R) | 5.7 |
| PPSA - search | 253(LR) | 3.1 |
| PPSA - search - file currency date | 255(L) | 3.1.8 |
| PPSA - search - types of PPSA searches | 254(R)-255(L) | 3.1.7 |
| PPSA - search criteria | 254(LR) | 3.1.6 |
| PPSA - searches - certified | 254(R)-255(L) | 3.1.7 |
| PPSA - searches - verbal/uncertified | 254(R)-255(L) | 3.1.7 |
| PPSA - secured creditor priorities | 286(L) | 5 |
| PPSA - security - attachment (of security interest) | 285(R) | 3.1 |
| PPSA - security - secured creditors’ rights | 285(LR) | 3 |
| PPSA - security - security agreement | 285(R) | 3.1 |
| PPSA - security agreement | 237(R) | 2 |
| PPSA - special priority rules for fixtures and accessions | 288(L)-289(L) | 5.1.7 |
| PPSA - taking of security - secured creditors’ rights | 285(LR) | 3 |
| PPSA - taking possession of collateral | 302(LR) | 20 |
| PPSA - taking security | 237(R) | 2.1 |
| PPSA - title relevance | 285(R)-286(L) | 3.2 |
| PPSA - types of searches | 254(R)-255(L) | 3.1.7 |
| PPSA - uncertificated securities and the indirect holding system (taking PPSA) | 239(R)-240(L) | 2.5 |
| PPSA - unperfected security interests | 286(R)-287(L) | 5.1.5 |
| PPSA - unregistered rights and interests | 255(L) | 3.1.9 |
| PPSA - waivers and exemptions from notice of disposition requirement | 305(L) | 22.1.4(e)(iv) |
| PPSA - where not applicable to lease for term of more than one year (true lease or household furnishings) | 290(LR) | 5.2 |
| PPSA (sale under) - notice of disposition, requirement of | 304(R) | 22.1.4(e)(i) |
| PPSA s 17(1) - duties of a secured creditor or receiver while in possession | 304(L)-306(L) | 22.1.4 |
| PPSA vs Bank Act - priorities - secured creditor priority | 289(R) | 5.1.9 |
| PPSA- registration period - cost and time – investment property | 243(L) | 3.3.4 |
| PPSA, sale under - notice of disposition, who is entitled to | 304(R) | 22.1.4(e)(ii) |
| PPSA, Sale under - notice period and content | 304(R)-305(L) | 22.1.4(e)(iii) |
| Practice considerations - temporary foreign workers | 336(R)-337(L) | 16.1.2(a) |
| Pre-bankruptcy transactions - transfer at undervalue - bankruptcy | 274(LR) | Part II |
| Pre-emptive rights - first right to purchase new shares - limit dilutive effect | 188(R)-189(L); 197(L) | 3.4.1; 7.9 |
| Pre-emptive rights - share capital (option of pro rata portion of new issue shares) | 197(L); 188(R)-189(L); | 7.9; 3.4.1 |
| Pre-emptive rights - Unanimous Shareholder Agreements (USA) - common provisions | 188(R)-189(L); 197(L) | 3.4.1; 7.9 |
| Pre-sale dividend - tax planning - share purchase | 415(R)-416(L) | 5.3.1 |
| Predecessor corporation - business search | 251(LR) | 1.3 |
| Preference change - assets vs. shares - purchase and sale | 394(LR) | 3.2.4 |
| Preference shares | 191(R) | 4.1.2 |
| Preference shares - return of capital | 195(LR) | 7.3 |
| Preference/special shares - right to preferential dividend | 194(R) | 7.1 |
| Preferences - “related person” - BIA | 279(L) | 17.2.4 |
| Preferences - elements under BIA | 278(R) | 17.2.1 |
| Preferences - intention to prefer - BIA | 278(R)-279(L) | 17.2.2 |
| Preferences - required elements - BIA | 278(R) | 17.2.1 |
| Preferences - the subsection 95(2) presumption | 279(LR) | 17.2.5 |
| preferences under the BIA - BIA | 278(R) | 17.2 |
| Preferences, meaning of “insolvent person” | 264(L) | 5.2 |
| Preferential dividends | 194(R) | 7.1 |
| Preferential shares - sinking fund | 197(L) | 7.7 |
| Preferential shares - voting rights | 197(L) | 7.8 |
| Preferred creditors - bankruptcy - unsecured creditors | 268(R) | 7.5.1 |
| Preferred shares | 153(R)-154(L) | Gloss. |
| Preliminary prospectus - securities | 229(R)-230(LR) | 2.3.1 |
| Prepaid expenses - see: purchase and sale - asset purchase - assets to be acquired - prepaid expenses | 400(R) | 4.3.5 |
| Prepaid expenses - asset purchase - purchase and sale - compensation/reimbursement for | 400(R) | 4.3.5 |
| Prescribed share (s. 6204 of Income Tax Regulations) – definition | 142(R) | 6.5.2 |
| Preserve Security Interest - Civil Code of Quebec - Similar regime as PPSA | 352(R) | 4.3 |
| Preserve Security Interest - PPSA - Equipment - 2 Fundamental Steps (Create & Perfect) | 352(R)-353(L) | 4.3 |
| Preserve Security Interest - PPSA (2-3 Factors) | 352(R) | 4.3 |
| Preserve Security Interest - U.S. Uniform Commercial Code, s.9 - Similar regime as PPSA | 352(R) | 4.3 |
| Presumed Intention - implied condition or waranty - court's power to find implied terms | 342(R) | 3.1.2(b) |
| Price adjustment clause (PAC)- consideration - non arm’s length person | 209(R)-210(L) | 3.7.2 |
| Price and price escalation - sell-side terms - key provisions - sale of goods | 346(R)-347(L) | 3.2.1 |
| Primary market - securities | 227(L) | 1 |
| Principle of party autonomy - Arbitration - Other Provisions - Key provisions - sale of goods | 351(L) | 3.3.11 |
| Principles of personal information protection - PIPEDA - Privacy law | 361(R) | 4 |
| Principles of Privacy under PIPEDA - Privacy Law | 359(L) | 1 |
| Prior name - business search | 251(LR) | 1.3 |
| Priorities SEE: PPSA Priorities | 285(L) | 1 |
| Priorities - charge for remediation costs - (environmental - secured creditors - receivers) | 270(L) | 8.2.4 |
| Priorities - correcting errors and re-perfecting security - PPSA | 296(R)-297(L) | 10.3 |
| priorities - curing deficient security - PPSA | 296(R)-297(L) | 10.3 |
| Priorities - enforcing priority - secured creditor’s rights | 297(R) | 11 |
| Priorities - enforcing priority, judicial determination of priority | 298(L) | 11.2 |
| Priorities - implyed subordination | 296(L) | 10.2 |
| Priorities - non-possessory lien | 299(L) | 17.2.2 |
| Priorities - Pension contribution plans - BIA | 293(R) | 8.1 |
| Priorities - perfection by repossession | 297(LR) | 10.4 |
| Priorities - PPSA - wage claims | 293(L) | 7.1 |
| Priorities - PPSA first priority charge - environmental remediation paid by govt | 311(L) | 22.3.3(d) |
| Priorities - priority, subordination, and inter-creditor agreements | 295(L)-296(L) | 10.1 |
| Priorities - remediation costs | 311(L) | 22.3.3(d) |
| Priorities - repair and storage liens act - secured transactions | 255(LR) | 3.2 |
| Priorities - rules - perfection of security interest | 243(LR) | 3.4 |
| Priorities - rules for fixtures and accessions | 288(L)-289(L) | 5.1.7(a-b) |
| Priorities - subordination and inter-creditor agreements | 295(L)-296(L) | 10.1 |
| Priorities - subordination, inter-creditor agreements - holding in trust | 295(L)-296(L) | 10.1 |
| Priorities - subordination, inter-creditor agreements - typical provisions | 295(L)-296(L) | 10.1 |
| Priorities - the strategic bankruptcy | 297(R) | 10.5 |
| Priorities - under the PPSA - title/ownership | 285(R)-286(L) | 3.2 |
| Priorities - unpaid suppliers - unsecured creditors | 262(R) | 3.4 |
| Priorities - why priorities matter - secured creditors’ rights | 285(L) | 1 |
| priority - possessory liens - RSLA | 298(R)- 299(L) | 17.1.1 |
| priority and subordination agreement, defn of - secured creditors - changing priorities | 295(R) | 10.1 |
| priority loss - PPSA - deficient security | 296(R)-297(L) | 10.3 |
| priority of distributions - bankruptcy - unsecured creditors | 271(LR) | 11 |
| Privacy Commissioner - PIPEDA - privacy law | 359(L); 361(LR) | 1; 3 |
| Privacy Law - 10 Principles of personal information protection | 361(R) | 4 |
| Privacy Law - 10 Principles of personal information protection - Accountability | 362(L) | 4.1 |
| Privacy Law - 10 Principles of personal information protection - Accuracy | 363(L) | 4.6 |
| Privacy Law - 10 Principles of personal information protection - Challenging Compliance | 363(R) | 4.10 |
| Privacy Law - 10 Principles of personal information protection - Consent | 362(LR) | 4.3 |
| Privacy Law - 10 Principles of personal information protection - Identifying Purposes | 362(L) | 4.2 |
| Privacy Law - 10 Principles of personal information protection - Individual Access | 363(R) | 4.9 |
| Privacy Law - 10 Principles of personal information protection - Limiting Collection | 363(L) | 4.4 |
| Privacy Law - 10 Principles of personal information protection - Limiting use, disclosure, and retention | 363(L) | 4.5 |
| Privacy Law - 10 Principles of personal information protection - Openness | 363(L) | 4.8 |
| Privacy Law - 10 Principles of personal information protection - Safeguards | 363(L) | 4.7 |
| Privacy Law - Application and Definitions | 359(L)-360(R) | 2 |
| Privacy Law - Application and Definitions - Definitions | 360(L) | 2.2.1 |
| Privacy Law - Application and Definitions - Definitions - Commercial activity | 360(R)-361(L) | 2.2.3 |
| Privacy Law - Application and Definitions - Definitions - Personal Information | 360(L) | 2.2.1 |
| Privacy Law - Application and Definitions - Definitions - Personal Information - “About” | 360(LR) | 2.2.1(a) |
| Privacy Law - Application and Definitions - Definitions - Personal Information - “Identifiable” | 360(R) | 2.2.1(b) |
| Privacy Law - Application and Definitions - Definitions - Personal Information - Form of Information | 360(R) | 2.2.1(c) |
| Privacy Law - Application and Definitions - Definitions – Organization | 360(R) | 2.2.2 |
| Privacy Law - Application s. 4 | 359(L)-360(L) | 2.1 |
| Privacy Law - Breaches of Security Safeguards – PIPEDA | 363(R)-364(L) | 5 |
| Privacy Law - Enforcement and Administration | 361(LR) | 3 |
| Privacy law - First Nations and privacy | 364(LR) | 6 |
| Privacy law - Personal Information | 360(L) | 2.2.1 |
| Privacy law - PIPEDA - breaches - notification requirements | 363(R) | 5 |
| Privacy law - PIPEDA - definitions | 360(LR) | 2.2 |
| Privacy law - PIPEDA application - s.4 | 359(L)-360(L) | 2.1 |
| Privacy law – Introduction | 359(L) | 1 |
| Privacy Principles under PIPEDA - Privacy Law | 359(L) | 1 |
| Private compromises and informal restructurings | 371(R) | 3 |
| Private compromises and informal restructurings - key weaknesses | 373(R) | 3.2 |
| Private corporations - reduction in stated capital | 202(L)-203(R) | 1.3.2(b)(i) |
| Private Corporations (Corporate Tax) – definition & e.g. | 136(L); 154(L) | 5.2.2; Gloss. |
| Private issuer - definition - prospectus exemption | 231(LR)-232(L) | 2.3.2(b) |
| Private issuer - exemption - Common Bonds test - prospectus exemption | 231(LR)-232(L) | 2.3.2(b) |
| Private issuer - exemption - Member of the public test - prospectus exemption | 231(LR)-232(L) | 2.3.2(b) |
| Private issuer - exemption - Need to know test - prospectus exemption | 231(LR)-232(L) | 2.3.2(b) |
| Private issuer - exemption - securities - prospectus exemption | 231(LR)-232(L) | 2.3.2(b) |
| Private issuer - exemption: see Corporate capital - share transfer - Private issuer exemption | 172(L) | 3.6 |
| private receiver - indemnity | 303(R) | 22.1.3 |
| private receivership - duties under PPSA while in possession | 304(L)-306(L) | 22.1.4 |
| Private receiverships - appointment letter - security enforcement | 303(R) | 22.1.2 |
| Private receiverships - powers - security enforcement | 303(R) | 22.1.1 |
| Private receiverships - secured creditors | 303(R) | 22.1 |
| Private reorganizations - weaknesses | 373(R) | 3.2 |
| Privately appointed receiver (mortgages act) | 314(LR) | 23.2.6(a) |
| Privilege - accountant-client - not recognized by courts | 166(L) | 3.4 |
| Privilege - solicitor-client - tax context | 166(R)-167(L) | 3.4 |
| Probationary and fixed term employment | 323(L) | 4.1.4 |
| Probationary employee - dismissal | 323(L) | 4.1.4 |
| Probationary employee - employee status | 316(L) | 1.5.1 |
| Procedure - bankruptcy application | 264(R) | 5.3.3 |
| Professional corporations - government approvals/statutory requirements upon incorporation | 172(L) | 3.8 |
| Professional workers - temporary foreign workers | 336(L) | 16.1.2 |
| Promissory Note - Purchase and Sale - Asset Purchase - Payment, 3 methods of | 405(R) | 4.4.1(a) |
| Promissory notes - debt financing | 236(R) | 1.3.1(e) |
| Promissory notes - evidence of loan | 236(R) | 1.3.1(e) |
| Proof of claim - bankruptcy - unsecured creditors | 268(R) | 7.5.1 |
| Proof of claim - for admin of bankrupts' estate | 268(R) | 7.5.1 |
| Proof of claim - stay of proceedings - bankruptcy | 266(LR) | 6 |
| Proof of claim - voting at first creditors’ meeting | 268(R) | 7.5 |
| Proof of claim - voting at first creditors’ meeting - (admin of bankrupts' estate) | 268(R) | 7.5 |
| Proper Parties - Fraudulent Conveyance - FCA | 276(R) | 15.7 |
| Property - Aboriginal - tax exemption | 365(LR) | 1; 1.1 |
| Property - defined in fraudulent conveyance act | 275(L) | 15.3 |
| Property - Non-Resident Vendor - asset purchase | 409(R)-410(L) | 4.4.7 |
| Property - receivership - private and court-appointed | 303(R);307(L) | 22.1;22.2 |
| Property - transfers - FMV - BIA | 280(R)-281(L) | 17.3.5 |
| Property – Depreciable | 152(R); 150(L) | Gloss. |
| Property – Taxable Canadian (TCP) | 155(R) | Gloss |
| Property – Treaty-protected | 155(R) | Gloss. |
| Proposal - 30-day period - timeline for filing - BIA | 375(R) | 4.6.1 |
| Proposal - advantages and disadvantages - BIA | 381(LR) | 4.18 |
| Proposal - amend articles of incorporation by shareholders | 201(L)-202(L) | 1.2 |
| Proposal - annulment of approved proposal - BIA | 381(L) | 4.17 |
| Proposal - application of stay - claims against directors | 376(R)-377(L); 384(R) | 4.7.6;5.4.4 |
| Proposal - BIA - advantages | 381(LR) | 4.18.1 |
| Proposal - BIA - amendments or revisions | 379(R) | 4.13 |
| Proposal - BIA - commencing the proposal process | 374(R) | 4.4 |
| Proposal - BIA - disadvantages | 381(R) | 4.18.2 |
| Proposal - BIA - required creditor approval | 379(LR) | 4.12 |
| Proposal - BIA - required statutory terms | 380(LR) | 4.15 |
| Proposal - effect of approved proposal - BIA | 380(R)-381(L) | 4.16 |
| Proposal - effect of approved proposal - binding on all creditors in the class | 380(R)-381(L) | 4.16.1 |
| Proposal - effect of approved proposal - claims not released in proposal | 381(L) | 4.16.3 |
| Proposal - effect of approved proposal - release of pre-filing claims | 381(L) | 4.16.2 |
| Proposal - effect of approved proposal - undisclosed creditors | 381(L) | 4.16.4 |
| Proposal - extensions - timelines for filing - BIA | 375(R) | 4.6.2 |
| Proposal - notice of Intention (NOI) - notice to creditors | 374(R) | 4.4.1 |
| Proposal - shareholders | 182(L)-183(L) | 4.2.5 |
| Proposal - shareholders - circulation of | 182(R) | 4.2.5 |
| Proposal - shareholders - Meetings | 183(L) | 4.2.5 |
| Proposal - termination of time period for filing proposal – BIA | 375(R) | 4.6.3 |
| Proposal - timelines for filing proposal - BIA | 375(R) | 4.6 |
| Proposal - trustee - duties and obligations - creditor’s’ meeting - BIA | 379(L) | 4.11.1 |
| Proposal - trustee - filing - proposals - BIA | 372(R) | 4.4.3 |
| Proposal - trustee - liability for reports - role and obligations | 373(L) | 4.4.3; 4.5 |
| Proposal - trustee - review of debtor’s financial affairs - creditors’ meetings – BIA | 379(L) | 4.11.2(b) |
| Proposal - trustee - role and obligations | 375(L) | 4.5 |
| Proposal – BIA | 373(R) | 4 |
| Proposed bargaining unit - union certification | 328(LR) | 9.1 |
| Prospectus - disclosure | 230(R) | 2.3.1 |
| Prospectus - exempt distributions - Rule 45-501 / NI 45-106 | 230(R)-231(L) | 2.3.2(a) |
| Prospectus - Exemption | 230(R) | 2.3.2 |
| Prospectus - exemption - accredited investor exemption | 232(L) | 2.3.2(c) |
| Prospectus - exemption - employee exemptions | 233(L) | 2.3.2(f) |
| Prospectus - exemption - informational disclosure | 232(R)-233(L) | 2.3.2(e) |
| Prospectus - exemption - Minimum amount investor exemption - securities | 232(LR) | 2.3.2(d) |
| Prospectus - exemption - offering memorandum | 232(R)-233(L) | 2.3.2(e) |
| Prospectus - exemption - private issuer - definition | 231(LR)-232(L) | 2.3.2(b) |
| Prospectus - exemption - private issuer exemption | 231(LR)-232(L) | 2.3.2(b) |
| Prospectus - exemption - resale restrictions | 233(LR) | 2.3.2(g) |
| Prospectus - exemptions from the prospectus requirement | 230(R) | 2.3.2 |
| Prospectus - final - s. 56 of Act | 229(R)-230(LR) | 2.3.1 |
| Prospectus - going public | 229(R)-230(LR) | 2.3.1 |
| Prospectus - liability for misrepresentation | 232(R)-233(L) | 2.3.2(e) |
| Prospectus - misrepresentation | 230(R) | 2.3.1 |
| Prospectus - offering memorandum | 232(R)-233(L) | 2.3.2(e) |
| Prospectus - soliciting expressions of interest - s. 65 | 229(R)-230(LR) | 2.3.1 |
| Prospectus - term sheets - informational disclosure | 232(R) | 2.3.2(e) |
| Prospectus - waiting period | 230(L) | 2.3.1 |
| Protected purchaser - perfection of security interest | 243(LR) | 3.4 |
| Protection of Personal Information - 10 Principles of Personal Information Protection | 361(R) | 4 |
| Protection of Personal Information - privacy law | 359(L) | 1 |
| Protection of Personal Information - Requirements for Compliance with PIPEDA | 359(L) | 1 |
| protections (from liabilty) - Receivership - standard template receivership order | 311(LR) | 22.3.4 |
| protections from liability - personal liability of trustee - bankruptcy | 269(R) | 8.2.2 |
| Provable claims - creditor’s meetings - BIA | 379(L) | 4.11.2(a) |
| Provable claims - creditors - administration of the creditors' meetings | 268(R) | 7.5.1 |
| Provide work and pay for work done, duty to (employer obligations) | 318(R) | 3.1.1 |
| Provincial abatement | 134(L) | 4.2 - 4.2.1 |
| Provincial corporate tax: see Tax - corporate - provincial | 157(R) | 1.2 |
| Provincial income tax - see Tax - provincial | 157(R) | 1.2 |
| Provincial Nominee Program - permanent residence - foreign workers | 338(L) | 16.2.2 |
| Provincial privacy legislation - privacy law | 360(L) | 2.1 |
| Proxies - annual meetings - mandatory solicitation of proxies for voting shareholders | 184(L) | 4.3.5 |
| Proxies - voting by proxy - shareholders meetings | 184(R) | 4.3.8 |
| PST clearance certificates | 291(L) | 6.2 |
| Public Corporations - Corporate Tax | 135(R); 154(L) | 5.2.1; Gloss. |
| Public corporations - reduction in stated capital | 203(LR) | 1.3.2(b)(ii) |
| Public Employees and Public Office Holders - right to be informed of reasons for dismissal - right of response | 316(LR) | 1.5.2 |
| public employees and public office holders - special cases of employee status | 316(LR) | 1.5.2 |
| Public Trustee - payments to - dissolution | 221(L) | 9.1 |
| Publicly-held corporations - securities | 233(R)-234 | 3 |
| Publicly-held corporations - securities - continuous disclosure | 233(R)-234 | 3 |
| PUC - Paid-up capital | 153(R) | Gloss. |
| PUC - paid-up capitalSEE: Paid-up capital (PUC)ALSO:SEE:: Appendix - Gloss. of tax terms | 192(L)-194(R); 153(R); 202(R)-203(R) | 6; Gloss.; 1.3.2(b) |
| Purchase and sale - asset purchase - accounts receivable | 398(R)-400(R) | 4.3.4 |
| Purchase and sale - asset purchase - assets to be acquired | 396(L)-404(R) | 4.3 |
| Purchase and sale - asset purchase - assets to be acquired - accounts receivable | 398(R)-400(R) | 4.3.4 |
| Purchase and sale - asset purchase - assets to be acquired - accounts receivable - corporate considerations | 398(R)-399(L) | 4.3.4(a) |
| Purchase and sale - asset purchase - assets to be acquired - accounts receivable - HST, Excise Tax Act, other taxes | 400(R) | 4.3.4(c) |
| Purchase and sale - asset purchase - assets to be acquired - goodwill - Excise Tax Act | 402(L) | 4.3.7(c) |
| Purchase and sale - asset purchase - assets to be acquired - goodwill - HST | 402(L) | 4.3.7(c) |
| Purchase and sale - asset purchase - assets to be acquired - goodwill and related assets | 401(L)-402(L) | 4.3.7 |
| Purchase and sale - asset purchase - assets to be acquired - inventories | 396(LR) | 4.3.1 |
| Purchase and sale - asset purchase - assets to be acquired - land and building | 396(R)-398(L) | 4.3.2 |
| Purchase and sale - asset purchase - assets to be acquired - land and building - corporate considerations | 396(R)-397(L) | 4.3.2(a) |
| Purchase and sale - asset purchase - assets to be acquired - land and building - tax considerations | 397(LR) | 4.3.2(b) |
| Purchase and sale - asset purchase - assets to be acquired - machinery and depreciable property | 398(LR) | 4.3.3 |
| Purchase and sale - asset purchase - assets to be acquired - machinery and depreciable property - corporate considerations | 398(L) | 4.3.3(a) |
| Purchase and sale - asset purchase - assets to be acquired - machinery and depreciable property - Excise Tax Act | 398(R) | 4.3.3(c) |
| Purchase and sale - asset purchase - assets to be acquired - machinery and depreciable property - HST | 398(R) | 4.3.3(c) |
| Purchase and sale - asset purchase - assets to be acquired - machinery and depreciable property - tax considerations | 398(LR) | 4.3.3(b); Ex |
| Purchase and sale - asset purchase - assets to be acquired - prepaid expenses | 400(R) | 4.3.5 |
| Purchase and sale - asset purchase - assets to be acquired - prepaid expenses - corporate considerations | 400(R) | 4.3.5(a) |
| Purchase and sale - asset purchase - assumed liabilities | 402(L)-403(L) | 4.3.8; Ex |
| Purchase and Sale - Asset Purchase - Bulk Sales Act | 407(R)-408(L) | 4.4.4 |
| Purchase and sale - asset purchase - Bulk Sales Act | 407(R)-408(L) | 4.4.4 |
| Purchase and Sale - Asset Purchase - Consulting Agreements | 407(LR) | 4.4.3(b) |
| Purchase and Sale - Asset Purchase - Consulting agreements - HST | 407(R) | 4.4.3(b) |
| Purchase and sale - asset purchase - employee considerations | 403(R) | 4.3.9 |
| Purchase and sale - asset purchase - employee considerations - common law position | 403(R)-404(L) | 4.3.9(a) |
| purchase and sale - asset purchase - employee-related costs | 403(R) | 4.3.9 |
| Purchase and sale - asset purchase - employees | 403(R) | 4.3.9 |
| Purchase and Sale - asset purchase - employees - severance pay | 404(LR) | 4.3.9(b) |
| Purchase and sale - asset purchase - goodwill and related assets | 401(L)-402(L) | 4.3.7 |
| Purchase and sale - asset purchase - goodwill purchase - treated as purchase of depreciable property in Class 14.1 | 401(R) | 4.3.7(b)(ii) |
| Purchase and sale - asset purchase - intellectual property | 400(R)-401(L) | 4.3.6 |
| Purchase and sale - asset purchase - inventories | 396(LR) | 4.3.1 |
| Purchase and sale - asset purchase - land and building | 396(R)-398(L) | 4.3.2 |
| Purchase and sale - asset purchase - land and building - Excise Tax Act | 397(R)-398(L) | 4.3.2(c) |
| Purchase and sale - asset purchase - land and building - land transfer tax implications | 397(R)-398(L) | 4.3.2(c) |
| Purchase and sale - asset purchase - land transfer tax | 409(L) 397(R)-398(L) | 4.4.6; 4.3.2(c) |
| Purchase and sale - asset purchase - machinery and other depreciable property | 398(LR) | 4.3.3 |
| Purchase and Sale - Asset Purchase - Non-competition Agreements | 406(R)-407(L) | 4.4.3(a) |
| Purchase and sale - asset purchase - non-competition agreements and consulting agreements | 406(R) | 4.4.3 |
| Purchase and sale - asset purchase - non-resident vendors | 409(R)-410(L) | 4.4.7 |
| Purchase and sale - asset purchase - Ontario Business Corporations Act (s. 184) - required approval of shareholders | 410(LR) | 4.4.8 |
| Purchase and sale - asset purchase - payment of the purchase price | 404(R) | 4.4.1 |
| Purchase and sale - asset purchase - payment of the purchase price | 404(R) | 4.4 |
| Purchase and sale - asset purchase - payment of the purchase price - non-resident vendors | 409(R)-410(L) | 4.4.7 |
| Purchase and sale - asset purchase - payment of the purchase price - tax considerations | 405(L)-406(L) | 4.4.1(b) |
| Purchase and sale - asset purchase - payment of the purchase price and other considerations | 404(R) | 4.4 |
| Purchase and sale - asset purchase - payment of the purchase price, 3 methods of | 404(R)-405(L) | 4.4.1(a) |
| Purchase and sale - asset purchase - prepaid expenses | 400(R) | 4.3.5 |
| Purchase and sale - asset purchase - retail sales tax (RST) - harmonized sales tax (HST) implications | 406(R)-407(R) | 4.4.5 |
| Purchase and sale - asset purchase - risk of loss | 406(LR) | 4.4.2 |
| Purchase and Sale - Asset purchase - Tax Considerations - Interest | 405(R) | 4.4.1(b) |
| Purchase and sale - asset purchase considerations | 395(L) | 4 |
| Purchase and sale - asset purchase considerations - assets to be acquired | 396(L)-404(R) | 4.3 |
| Purchase and sale - asset purchase considerations - assets to be acquired - accounts receivable - tax consequences (purchaser) | 399(R) | 4.3.4(b)(ii) |
| Purchase and sale - asset purchase considerations - assets to be acquired - accounts receivable - tax consequences (vendor) | 399(LR) | 4.3.4(b)(i); Ex |
| Purchase and sale - asset purchase considerations - assets to be acquired - accounts receivable - tax considerations | 399(L) | 4.3.4(b) |
| Purchase and sale - asset purchase considerations - assets to be acquired - accounts receivable - tax election under s. 22 | 399(R)-400(L) | 4.3.4(b)(iii); Ex |
| Purchase and sale - asset purchase considerations - assets to be acquired - goodwill and related assets - corporate considerations | 401(LR) | 4.3.7(a) |
| Purchase and sale - asset purchase considerations - assets to be acquired - goodwill and related assets - tax considerations | 401(R) | 4.3.7(b) |
| Purchase and sale - asset purchase considerations - assets to be acquired - intellectual property | 400(R)-401(L) | 4.3.6 |
| Purchase and sale - asset purchase considerations - assets to be acquired - intellectual property - corporate considerations | 400(R)-401(L) | 4.3.6(a) |
| Purchase and sale - asset purchase considerations - assets to be acquired - intellectual property - tax considerations | 401(L) | 4.3.6(b) |
| Purchase and sale - asset purchase considerations - assets to be acquired - inventories - tax considerations | 396(R) | 4.3.1(b) |
| Purchase and sale - asset purchase considerations - assets to be acquired - land and building - HST | 397(R)-398(L) | 4.3.2(c) |
| Purchase and sale - asset purchase considerations - commercial considerations | 395(L) | 4.1 |
| Purchase and sale - asset purchase considerations - employees - Canada Pension Plan | 404(R) | 4.3.9(d) |
| Purchase and sale - asset purchase considerations - employees - Employment Standards Act | 404(LR) | 4.3.9(b) |
| Purchase and sale - asset purchase considerations - employees - Labour Relations Act | 404(R) | 4.3.9(c) |
| Purchase and sale - asset purchase considerations - employees - Workplace Safety and Insurance Act | 404(R) | 4.3.9(e) |
| Purchase and sale - asset purchase considerations - payment of the purchase price - Bulk Sales Act | 407(R)-408(L) | 4.4.4 |
| Purchase and sale - asset purchase considerations - payment of the purchase price - consulting agreements | 407(LR) | 4.4.3(b) |
| Purchase and sale - asset purchase considerations - payment of the purchase price - HST | 406(R)-407(R) | 4.4.5 |
| Purchase and sale - asset purchase considerations - payment of the purchase price - land transfer tax | 409(L) 397(R)-398(L) | 4.4.6; 4.3.2(c) |
| Purchase and sale - asset purchase considerations - payment of the purchase price - risk of loss | 406(LR) | 4.4.2 |
| Purchase and sale - asset purchase considerations - tax considerations | 395(L) | 4.2 |
| Purchase and sale - asset purchase considerations - tax considerations - allocating consideration (money/property) | 395(R)-396(L) | 4.2.2 |
| Purchase and sale - asset purchase considerations - tax considerations - allocating purchase price | 395(LR) | 4.2.1 |
| Purchase and sale - asset purchase considerations - termination of employees | 403(R) | 4.3.9 |
| Purchase and sale - assets vs shares | 391(R) | 3 |
| Purchase and sale - assets vs shares - bulk sales | 392(L) | 3.1.3 |
| Purchase and sale - assets vs shares - choice of assets/liabilities | 391(R)-392(L) | 3.1.1 |
| Purchase and sale - assets vs shares - corporate considerations | 391(R) | 3.1 |
| Purchase and sale - assets vs shares - corporate considerations - bulk sales | 392(L) | 3.1.3 |
| Purchase and sale - assets vs shares - corporate considerations - choice of assets/liabilities | 391(R)-392(L) | 3.1.1 |
| Purchase and sale - assets vs shares - corporate considerations - corporate structure | 392(R) | 3.1.6 |
| Purchase and sale - assets vs shares - corporate considerations - corporate structure of the business | 392(R) | 3.1.6 |
| Purchase and sale - assets vs shares - corporate considerations - employees | 392(L) | 3.1.4 |
| Purchase and sale - assets vs shares - corporate considerations - pension and benefit plans | 392(R) | 3.1.7 |
| Purchase and sale - assets vs shares - corporate considerations - simplicity | 392(L) | 3.1.2 |
| Purchase and sale - assets vs shares - corporate considerations - third party consents | 392(LR) | 3.1.5 |
| Purchase and sale - assets vs shares - employees | 392(L) | 3.1.4 |
| Purchase and sale - assets vs shares - pension and benefit plans | 392(R) | 3.1.7 |
| Purchase and sale - assets vs shares - simplicity | 392(L) | 3.1.2 |
| Purchase and sale - assets vs shares - tax considerations | 392(R) | 3.2 |
| Purchase and sale - assets vs shares - tax considerations - general preferences | 392(R) -393(L) | 3.2.1 |
| Purchase and sale - assets vs shares - tax considerations - harmonized sales tax (HST) | 394(R) | 3.2.5 |
| Purchase and sale - assets vs shares - tax considerations - land transfer tax | 394(R) | 3.2.5 |
| Purchase and sale - assets vs shares - tax considerations - other taxes | 394(R) | 3.2.5 |
| Purchase and sale - assets vs shares - tax considerations - other taxes | 394(R) | 3.2.5 |
| Purchase and sale - assets vs shares - tax considerations - purchaser may prefers share purchase | 394(LR) | 3.2.4(b) |
| Purchase and sale - assets vs shares - tax considerations - purchaser may prefers share purchase - availability of losses | 394(LR) | 3.2.4(b)(i) |
| Purchase and sale - assets vs shares - tax considerations - purchaser may prefers share purchase - deductions available | 394(R) | 3.2.4(b)(ii) |
| Purchase and sale - assets vs shares - tax considerations - purchaser may prefers share purchase - fair market value less than tax cost | 394(R) | 3.2.4(b)(iii) |
| Purchase and sale - assets vs shares - tax considerations - purchaser’s preference - asset purchase | 393(R) | 3.2.3 |
| Purchase and sale - assets vs shares - tax considerations - purchaser’s preference, asset sale - increased tax cost | 393(R) | 3.2.3(a) |
| Purchase and sale - assets vs shares - tax considerations - vendor may prefer asset sale | 394(L) | 3.2.4(a) |
| Purchase and sale - assets vs shares - tax considerations - vendor may prefer asset sale - availability of losses | 394(L) | 3.2.4(a)(i) |
| Purchase and sale - assets vs shares - tax considerations - vendor may prefer asset sale - low tax rate | 394(L) | 3.2.4(a)(ii) |
| Purchase and sale - assets vs shares - tax considerations - vendor may prefer asset sale - tax cost of assets exceeds purchase price of shares | 394(L) | 3.2.4(a)(iii) |
| Purchase and sale - assets vs shares - tax considerations - vendor’s preference - share sale | 393(LR) | 3.2.2 |
| Purchase and sale - assets vs shares - tax considerations - vendor’s preference - share sale - capital gain | 393(L) | 3.2.2(a) |
| Purchase and sale - assets vs shares - tax considerations - vendor’s preference - share sale - one level of tax | 393(LR) | 3.2.2(b) |
| Purchase and sale - assets vs shares - tax considerations - why preferences change | 394(LR) | 3.2.4 |
| Purchase and sale - assets vs shares - tax considerations - why preferences change | 394(LR) | 3.2.4 |
| Purchase and sale - assets vs shares - tax considerations of purchasing assets versus shares | 392(R) | 3.2 |
| Purchase and sale - assets vs shares - third party consents | 392(LR) | 3.1.5 |
| Purchase and sale - assets vs shares - vendor may prefer asset sale - sale of division | 394(L) | 3.2.4(a)(iv) |
| Purchase and Sale - Bulk Sales act - Sale in bulk, defn of | 407(L) | 4.4.4 |
| Purchase and Sale - Bulk Sales Act - Stockm defn of | 407(L) | 4.4.4 |
| Purchase and Sale - Bulk Sales Act - VEndor Compliance: Disclosure of Creditors | 407(R)-408(L) | 4.4.4 |
| Purchase and Sale - Bulk Sales Act - Vendor Compliance: Exemption Order | 407(R) | 4.4.4 |
| Purchase and Sale - Bulk Sales Act - Vendor Compliance: Formal Trustee Procedures | 408(L) | 4.4.4 |
| Purchase and sale - Competition Act | 417(R)-419(L) | 7 |
| Purchase and sale - Competition Act - general merger provisions | 417(R)-418(L) | 7.1 |
| Purchase and sale - Competition Act - notifiable transactions | 418(R)-419(L) | 7.2 |
| Purchase and sale - corporate considerations - assets vs shares | 391(R) | 3.1 |
| Purchase and sale - introduction | 391(LR) | 1 |
| Purchase and sale - inventory - asset purchase considerations - assets to be acquired - corporate considerations | 396(L) | 4.3.1(a) |
| Purchase and sale - Investment Canada Act | 417(LR) | 6 |
| Purchase and sale - Investment Canada Act - reviewable investments | 417(LR) | 6.1 |
| Purchase and sale - letters of intent | 391(R) | 2 |
| Purchase and sale - major decision - shares or assets | 391(R) | 3 |
| Purchase and sale - money laundering legislation | 420(R)-421(R) | 10 |
| Purchase and sale - money laundering legislation - compliance requirements | 421(R) | 10.3 |
| Purchase and sale - money laundering legislation - regulations relating to legal counsel and legal forms | 420(R)-421(L) | 10.2 |
| Purchase and Sale - non-capital Porperty - tax considerations - ITA s. 20(1)(n) | 405(L) | 4.4.1(b) |
| Purchase and sale - of a businessSEE: Purchase and sale | 391 | 1 |
| Purchase and Sale - Payment - Corporate Considerations | 404(R)-405(L) | 4.4.1(a) |
| Purchase and Sale - Payment of the Purchase Price and Other Considerations | 404(R) | 4.4 |
| Purchase and sale - PIPEDA | 419(LR) | 8 |
| Purchase and sale - records searches | 391(L) | 1 |
| purchase and sale - reducing employment, related costs of | 403(R) | 4.3.9 |
| Purchase and sale - registration | 419(R)-420(R) | 9 |
| Purchase and sale - registration - assignment of accounts receivable | 419(R)-420(L) | 9.1 |
| Purchase and sale - registration - corporate filings | 420(L) | 9.6 |
| Purchase and sale - registration - HST filings | 420(L) | 9.8 |
| Purchase and sale - registration - income tax filings | 420(L) | 9.7 |
| Purchase and sale - registration - land | 420(L) | 9.3 |
| Purchase and sale - registration - leases | 420(L) | 9.4 |
| Purchase and sale - registration - other assignments | 420(L) | 9.2 |
| Purchase and sale - registration - security for unpaid purchase price | 420(L) | 9.5 |
| Purchase and sale - registration - trade-mark registrations | 420(R) | 9.9 |
| Purchase and sale - share purchase - conditions | 412(R) | 5.1.6 |
| Purchase and sale - share purchase - contents of share purchase agreement | 411(L) | 5.1.1 |
| Purchase and sale - share purchase - corporate considerations | 411(L)-413(L) | 5.1 |
| Purchase and sale - share purchase - corporate considerations - conditions | 412(R) | 5.1.6 |
| Purchase and sale - share purchase - corporate considerations - effective date | 412(R)-413(L) | 5.1.8 |
| Purchase and sale - share purchase - corporate considerations - releases | 412(R) | 5.1.5 |
| Purchase and sale - share purchase - corporate considerations - representations and warranties | 411(R)-412(L) | 5.1.2 |
| Purchase and sale - share purchase - corporate considerations - Securities Act considerations | 412(R) | 5.1.7 |
| Purchase and sale - share purchase - effective date | 412(R)-413(L) | 5.1.8 |
| Purchase and sale - share purchase - income tax issues - bad debts | 414(L) | 5.2.3 |
| Purchase and sale - share purchase - income tax issues - change of control | 414(L)-415(R) | 5.2.5 |
| Purchase and sale - share purchase - income tax issues - earn-out | 414(L) | 5.2.4 |
| Purchase and sale - share purchase - income tax issues - reserves | 413(R)-414(L) | 5.2.2 |
| Purchase and sale - share purchase - income tax issues - tax liabilities of target corporation | 415(R) | 5.2.6 |
| Purchase and sale - share purchase - income tax issues and considerations | 413(L)-415(R) | 5.2 |
| Purchase and sale - share purchase - non-competition clauses | 412(R) | 5.1.4 |
| Purchase and sale - share purchase - purchase price payment | 413(L) | 5.1.9 |
| Purchase and sale - share purchase - releases | 412(R) | 5.1.5 |
| Purchase and sale - share purchase - representations and warranties | 411(R)-412(L) | 5.1.2 |
| Purchase and sale - share purchase - Securities Act considerations | 412(R) | 5.1.7 |
| Purchase and sale - share purchase - tax considerations | 413(L)-415(R) | 5.2 |
| Purchase and sale - share purchase - tax considerations - bad debts | 414(L) | 5.2.3 |
| Purchase and sale - share purchase - tax considerations - change of control | 414(L)-415(R) | 5.2.5 |
| Purchase and sale - share purchase - tax considerations - change of control - deemed year-end | 414(L)-415(L) | 5.2.5(a) |
| Purchase and sale - share purchase - tax considerations - change of control - loss carryforwards | 415(LR) | 5.2.5(b) |
| Purchase and sale - share purchase - tax considerations - earn-out | 414(L) | 5.2.4 |
| Purchase and sale - share purchase - tax considerations - reserves | 413(R)-414(L) | 5.2.2 |
| Purchase and sale - share purchase - tax considerations - tax liabilities of target corporation | 415(R) | 5.2.6 |
| Purchase and sale - share purchase - tax planning - post-sale consulting arrangements | 416(LR) | 5.3.2 |
| Purchase and sale - share purchase - tax planning - pre-sale dividend | 415(R)-416(L) | 5.3.1 |
| Purchase and sale - share purchase - tax planning - retiring allowances | 416(R) | 5.3.3 |
| Purchase and sale - share purchase - tax planning to minimize tax consequences on the sale | 415(R)-417(L) | 5.3 |
| Purchase and sale - share purchase - tax planning to minimize tax consequences on the sale | 415(R)-417(L) | 5.3 |
| Purchase and sale - share purchase - third-party contracts and approvals | 412(L) | 5.1.3 |
| Purchase and sale - share purchase considerations | 410(R)-411(L) | 5 |
| Purchase and sale - share purchase considerations - corporate considerations | 411(L)-413(L) | 5.1 |
| Purchase and sale - share purchase considerations - corporate considerations - non-competition clauses | 412(R) | 5.1.4 |
| Purchase and sale - share purchase considerations - corporate considerations - share purchase agreement, contents | 411(L) | 5.1.1 |
| Purchase and sale - share purchase considerations - corporate considerations - third party contracts and approvals | 412(L) | 5.1.3 |
| Purchase and sale - share purchase considerations - HST - Miedzi Copper Corporation v the Queen | 410(R)-411(L) | 5 |
| Purchase and sale - share purchase considerations - tax planning - retiring allowances | 416(R) | 5.3.3 |
| Purchase and sale - successor Employer - Collective Agreement - Position Under the Labour Relations Act | 404(R) | 4.3.9(c) |
| Purchase and Sale - tax considerations - earn-out | 405(R)-406(L) | 4.4.1(b) |
| Purchase and Sale - Tax considerations - reverse earn-out | 406(L) | 4.4.1(b) |
| Purchase and Sale - Tax Considerations - uncollectible debt | 405(R) | 4.4.1(b) |
| purchase and sale of a business | 287(L)-288(L) | 5.1.6 |
| Purchase and Sale of business - Bulk Sales Act - non-compliance, result of | 408(L) | 4.4.4 |
| Purchase and sale of Business - Harmonized Sales Tax Implications | 408(L)-409(L) | 4.4.5 |
| Purchase and Sale of Business - HST Implications - Asset Sale | 409(L) | 4.4.5 |
| Purchase and Sale of Business - HST implications - Exempt supplies | 408(R) | 4.4.5 |
| Purchase and Sale of Business - HST implications - Financial Instruments | 408(R) | 4.4.5 |
| Purchase and Sale of Business - HST Implications - No HST Payable | 409(L) | 4.4.5 |
| Purchase and Sale of Business - HST Implications - Share Purchase Transaction | 408(R) | 4.4.5 |
| Purchase and Sale of Business - HST implications - Taxable Supply | 408(R) | 4.4.5 |
| Purchase and Sales - Bulk Sales Act - Vendor Compliance (3 methods) | 407(R)-408(L) | 4.4.4 |
| Purchase by secured creditor - PPSA | 305(R)-306(L) | 22.1.4(g) |
| Purchase money security interests (see also “PMSI”) | 287(L)-288(L) | 5.1.6 |
| Purchase of shares | 203(R)-204(R) | 1.3.3 |
| Purchase of shares - according to conditions in articles - acquisition of corporation’s own shares | 200(LR) | 12.3 |
| Purchase of shares - by private contract - solvency test | 199(R)-200(L) | 12.2 |
| Purchase or redemption of shares | 196(L)-197(L) | 7.5; 7.6 |
| Purchase or redemption of shares - income tax consequences | 196(L)-197(L) | 7.6 |
| Purchase or redemption of shares - Tax | 196(L)-197(L) | 7.6 |
| Purchase price - allocation - tax considerations - asset purchase | 395(LR) | 4.2.1 |
| Purchase price - payment - share purchase - purchase and sale | 413(L) | 5.1.9 |
| Purchase price - tax considerations - asset purchase - purchase and sale | 395(LR) | 4.2.1 |
| Purchase price deferral - bad debts - tax considerations - asset purchase | 405(R) | 4.4.1(b) |
| Purchase price deferral - cash and earn-out - tax considerations - asset purchase | 405(R)-406(L) | 4.4.1(b) |
| Purchase price deferral - interest - tax considerations - asset purchase | 405(L)-406(L) | 4.4.1(b) |
| Purchase Price Deferral - Purchase and sale - asset purchase - Tax considerations | 405(LR) | 4.4.1(b) |
| Purchase Price Deferral - Purchase and Sale - Tax Considerations - Interest | 405(R) | 4.4.1(b) |
| Purchase price deferral - reserves - tax considerations - asset purchase | 405(L)-406(L) | 4.4.1(b) |
| Purchase price deferral - tax considerations - asset purchase | 405(L)-406(L) | 4.4.1(b) |
| Purchase vs. redemption/retraction - share capital - acquisition of corporation’s own shares | 199(R) | 12.1 |
| Purchase-Money Security Interest (PMSI) on goods sold - Achieving Status on Goods Sold - 3 to 4 Requirements | 352(R) | 4.3 |
| Purchase-Money Security Interest (PMSI) on goods sold - seller’s security for payment and in rem rights - sale of goods | 352(LR) | 4.3 |
| Purchaser - purchases of goodwill and other intangible property - tax considerations | 401(R) | 4.3.7(b)(ii) |
| Purchaser - tax consideration - land and buildings - asset purchase | 397(R) | 4.3.2(b)(ii) |
| Purchaser - tax considerations - asset purchase - accounts receivable | 399(R) | 4.3.4(b)(ii) |
| Purchaser preference change - assets vs shares - availability of losses - purchase and sale | 394(LR) | 3.2.4(b)(i) |
| Purchaser preference change - assets vs shares - deductions available - purchase and sale | 394(R) | 3.2.4(b)(ii) |
| Purchaser preference change - assets vs shares - fair market value less than tax cost - purchase and sale | 394(R) | 3.2.4(b)(iii) |
| Purchasing free from - liens - encumbrances - security interest | 340(R) | 3.1.1(a) |
| **Q** | | |
| QFP - Qualified Farm/Fishing Property (QFP) | 154(LR) | Gloss. |
| QSBC - Qualified small business corporation shares - Eligibility for capital gains exemption | 154(R) | Gloss. |
| Qualifications - Directors | 177(LR) | 2.2 |
| Qualifications - Directors - Canadian residency | 177(R) | 2.2 |
| Qualifications - Directors - re officers/employees | 177(LR) | 2.2 |
| Qualifications - legal opinions SEE: opinions | 258(L) | 7 |
| Qualifications - Officer - Managing director | 180(L) | 3.2 |
| Qualifications - Officers | 180(L) | 3.2 |
| Qualified Farm/Fishing Property (QFP) | 154(LR) | Gloss. |
| Qualified Report - Auditors | 181(R) | 4.2.3 |
| Qualified Small Business Corporation (QSBC) shares - Eligibility for capital gains exemption | 154(R) | Gloss. |
| Qualifying assets for rollover | 206(R)-207(L) | 3.2 |
| Qualifying parties for rollover - who may use rollover | 206(L) | 3.1 |
| Quorum at a directors’ meeting: see Corporation - directors’ meetings - quorum | 173(R) | 4.6 |
| Quorum of Directors | 178(LR) | 2.5 |
| Quorum of Directors - requirements | 178(LR) | 2.5 |
| **R** | | |
| Rank of security (real vs personal property) - opinions | 260(L) | 8.5 |
| Re Indalex - CCAA - notice to beneficiaries | 383(R) | 5.3.3 |
| Re Stelco Inc - test for insolvency - CCAA - restructuring | 382(R) | 5.2.1(c) |
| Re-perfecting security - PPSA | 296(R)-297(L) | 10.3 |
| Real and substantial connection - Forum Selection - Other Provisions - Key provisions - Sale of Goods | 350(R) | 3.3.9 |
| real and substantial control - LRA - successor employer - receiver liability | 309(L)-310(L) | 22.3.2(c) |
| Real property - asset purchase - purchase and sale | 396(R)-398(L) | 4.3.2 |
| Real property - interests - PPSA | 238(LR) | 2.2.2 |
| Real property - receivership under the mortgages act | 314(LR) | 23.2.6(a) |
| Real property - searches | 257(R) | 4 |
| Real property - security | 246(R) | 6 |
| Real property - security (mortgage) | 246(R) | 6 |
| real property interests and fixtures - searches - PPSA | 254(L) | 3.1.5 |
| Realization remedies - Mortgages Act | 312(R) | 23.2.3 |
| Realizing loss - corporation - loss carryforwards | 415(LR) | 5.2.5(b) |
| reapirs of vehicles - Consumer protection act, highway traffic act, RSLA | 298(R) | 16 |
| Reasonable care - PPSA s 17(1) - duties of secured creditor or receiver while in possession | 304(L) | 22.1.4(a) |
| reasonable care (objective) - Mortgage act - standard of care (while enforcing) | 314(L) | 23.2.5 |
| Reasonable notice - common law | 300(R) | 19.1.1 |
| Reasonable notice - demanding repayment | 300(R) | 19.1.1 |
| Reasonable notice - enforcement of a security | 300(R) | 19 |
| Reasonable notice - insolvent debtors - demanding repayment | 301(R) | 19.2 |
| Reasonable notice - termination of employment relationship | 322(L) | 4 |
| reasonable notice of resignation - factors | 317(LR) | 2.1.3 |
| Reasonable Notice of Termination - basic factors - Bardal v Globe and Mail | 322(LR) | 4.1.1 |
| reasonable period of time - post-employment - fiduciary employees obligations | 317(R)-318(L) | 2.2.2 |
| Reasonable repairs - PPSA - duties of secured creditor or receiver while in possession | 304(R) | 22.1.4(d) |
| Reasonableness - Accrue bonus | 144(L) | 7.2.1 |
| Reasonableness - restrictive covenants | 318(LR) | 2.3.1 |
| reasonableness of restrictive covenant - Employment | 318(L) | 2.3 |
| reasonableness of restrictive covenant - test - employment | 318(LR) | 2.3.1 |
| Reassessments - tax | 159(LR) | 2.3 |
| rebutting S 95(2) presumption of preference - defences | 279(LR) | 17.2.5 |
| Receiver - s. 243 BIA - security enforcement | 302(L) | 19.4 |
| Receiver (private) - BIA - court advice and directions | 307(L) | 22.1.6 |
| Receiver (private) - indemnity | 303(R) | 22.1.3 |
| receiver (private) - PPSA - special notice of removal of fixture or accession | 305(LR) | 22.1.4(e)(v) |
| receiver (private) - sale under PPSA - no waiver; exemptions from notice of disposition | 305(L) | 22.1.4(e)(iv) |
| receiver (private) - sale under PPSA - notice of disposition, who is entitled to | 304(R) | 22.1.4(e)(ii) |
| receiver (private) - sale under PPSA - notice period and content | 304(R)-305(L) | 22.1.4(e)(iii) |
| receivers - powers - BIA s. 243 | 302(L) | 19.4.1 |
| Receivership - “commercially reasonable manner” (duty + factors) | 304(LR) | 22.1.4(c) |
| Receivership - appointment under Bank Act - enforcement of security | 312(L) | 23.1.4 |
| Receivership - BIA - environmental issues - protections from personal liability | 310(R) | 22.3.3(b) |
| Receivership - BIA definition | 306(L) | 22.1.5(a) |
| Receivership - BIA obligations - duties of court -appointed receivers | 311(R) | 22.4 |
| Receivership - court receiverships - appointment | 307(R)-308(L) | 22.2.2 |
| Receivership - court receiverships - types | 307(R)-308(L) | 22.2.2 |
| Receivership - court receiverships - types of court receiverships (s.101 CJA ‘court receiver’; s.47(1) BIA ‘interim receiver’; and s.243 BIA receiver) | 307(R)-308(L) | 22.2.2 |
| Receivership - court-appointed receivers - BIA obligations | 311(R) | 22.4 |
| Receivership - duties under PPSA while in possession | 304(L)-306(L) | 22.1.4 |
| Receivership - environmental issues | 310(R) | 22.3.3(a) |
| Receivership - environmental issues - compliance with environmental remediation orders | 310(R)-311(L) | 22.3.3(c) |
| Receivership - environmental issues - liability | 310(R)-311(L) | 22.3.3 |
| Receivership - environmental issues - priority charge for govt remediation costs | 311(L) | 22.3.3(d) |
| Receivership - liability - BIA - statutory protection against receiver's successor employer liabilities | 310(L) | 22.3.2(d) |
| Receivership - liability - compliance with environmental remediation orders | 310(R)-311(L) | 22.3.3(c) |
| Receivership - liability - environmental liability | 310(R) | 22.3.3(a) |
| Receivership - liability - government priority charge for remediation costs | 311(L) | 22.3.3(d) |
| Receivership - liability - labour issues | 308(R) | 22.3.2(a) |
| Receivership - liability - limits on liability in Standard Template Receivership Order | 311(LR) | 22.3.4 |
| Receivership - liability - protections from personal liability (environmental issues) | 310(R) | 22.3.3(b) |
| Receivership - liability - successor employer liabilities under ESA - non-unionized business | 309(L) | 22.3.2(b) |
| Receivership - liability under LRA - successor employer liabilities - unionized business | 309(L)-310(L) | 22.3.2(c) |
| Receivership - Mortgages Act receivers | 314(LR) | 23.2.6 |
| Receivership - no contracting out / no waiver (while in possession) - PPSA | 304(L) | 22.1.4(b) |
| Receivership - notice requirements under Bank Act security enforcement | 311(R) | 23.1.2 |
| Receivership - obligations - fiduciary duty (where court appointed) | 311(R) | 22.4 |
| Receivership - obligations - statutory duties (private and court-appointed) | 311(R) | 22.4 |
| Receivership - private and court appointed - BIA reporting obligations | 306(L)-307(L) | 22.1.5(c) |
| Receivership - private receivership - BIA - review powers of the court | 307(L) | 22.1.7 |
| Receivership - property - Mortgages Act security | 314(LR) | 23.2.6 |
| Receivership - real property under the mortgages act | 314(LR) | 23.2.6 |
| Receivership - reasonable care, duty of (while in possession) - PPSA s 17(1) | 304(L) | 22.1.4(a) |
| receivership - sale by receiver - mortgages act | 314(R) | 23.2.6(c) |
| Receivership - secured creditor | 303(R) | 22 |
| receivership - security enforcement - pursuant to security agreement | 303(L) | 20.4 |
| Receivership - statutory protections (BIA) against personal liability | 310(L) | 22.3.2(d) |
| Receivership (court appointed) | 307(L) | 22.2 |
| Receivership (court appointed) - advantages/strategic | 307(LR) | 22.2.1 |
| Receivership (court appointed) - appointment and types of court receivers | 307(R)-308(L) | 22.2.2 |
| Receivership (court appointed) - duties under BIA | 306(L)-307(L) | 22.1.5 |
| receivership (court appointed) - instructions and directions from court order | 308(L) | 22.2.3(a) |
| Receivership (court appointed) - liability - personal liability | 308(R) | 22.3 |
| receivership (court appointed) - mortgages act | 314(R) | 23.2.6(b) |
| Receivership (court appointed) - personal liability | 308(R) | 22.3 |
| Receivership (court appointed) - powers of court-appointed receiver | 308(L) | 22.2.3 |
| Receivership (court appointed) - standard receivership order | 308(LR) | 22.2.3(b) |
| Receivership (private and court appointed) - BIA - Receiver reports | 306(R) | 22.1.5(c)(ii) |
| Receivership (private and court appointed) - BIA - reporting obligations - general obligation to give notice | 306(LR) | 22.1.5(c)(i) |
| Receivership (private and court appointed) - court directions - PPSA | 307(L) | 22.1.6 |
| Receivership (private and court appointed) - duties - act honestly, good faith, commercially reasonable (BIA) | 306(L) | 22.1.5(b) |
| Receivership (private) | 303(R) | 22.1 |
| Receivership (private) SEE: Security enforcement - receivership (private) | 303(R) | 22.1 |
| Receivership (private) - appointment letter of private receiver | 303(R) | 22.1.2 |
| Receivership (private) - appointment of by secured creditors | 303(R) | 22.1.1 |
| Receivership (private) - duties - no duty to carry on debtor’s business | 306(L) | 22.1.4(h) |
| receivership (private) - duties - no obligation to delay disposition | 305(R) | 22.1.4(f) |
| Receivership (private) - duties - purchase by secured creditor | 305(R)-306(L) | 22.1.4(g) |
| Receivership (private) - duties of a receiver - commercially reasonable manner | 304(LR) | 22.1.4(c) |
| Receivership (private) - duties of a receiver - notice of disposition of collateral (who entitled; period; content; waivers; exemptions; fixtures and accessions; consequence of non-compliance) | 304(R)-305(R) | 22.1.4(e) |
| Receivership (private) - duties of a receiver - reasonable repairs | 304(R) | 22.1.4(d) |
| Receivership (private) - duties under BIA | 306(L)-307(L) | 22.1.5 |
| receivership (private) - mortgages act - private receiver | 314(LR) | 23.2.6(a) |
| Receivership (private) - powers | 303(R) | 22.1.1 |
| receivership (private) - sale under PPSA - notice of disposition, requirement of | 304(R) | 22.1.4(e)(i) |
| receivership (private) - security enforcement | 303(R) | 22.1 |
| receiverships - mortgage act security - receivership of property | 314(LR) | 23.2.6 |
| Receiverships (count appointed) - when are court-appointed receivers appropriate | 307(LR) | 22.2.1 |
| receiverships (private) - indemnity of receiver | 303(R) | 22.1.3 |
| Recognition of international insolvency proceedings - CCAA | 388(R) - 389(L) | 5.15 |
| Record date - shareholders meetings | 183(R) | 4.3.3 |
| Records searches - purchase and sale | 391(L) | 1 |
| Recovery of goods by unpaid suppliers | 262(L) | 3.1 |
| Redeemer Foundation v MNR: see Tax - demands for information - Redeemer Foundation | 164(LR) | 3.2.2 |
| redeeming shares - share capital | 203(R)-204(R) | 1.3.3 |
| redeeming shares - sinking fund | 197(L) | 7.7 |
| redempion of shares, recovery of - BIA | 281(LR) | 17.4 |
| Redemption - prevention of double taxation | 196(L)-197(L) | 7.6 |
| Redemption - shares | 154(R) | Gloss. |
| Redemption and purchase of shares - solvency requirement | 203(R) | 1.3.3(a) |
| redemption of security - bankruptcy - trustee - duties and powers | 266(L) | 5.4.3. |
| Redemption of shares | 196(L)-197(L) | 7.5; 7.6 |
| Redemption of shares | 196(L)-197(L); 203(R) - 204(R) | 7.5; 7.6; 1.3.3 |
| Redemption of shares - BIA - director liability | 281(LR) | 17.4 |
| Redemption of shares - income tax consequences | 196(L)-197(L) | 7.6 |
| Redemption of shares - required elements - bankrupt corporation - BIA | 281(R) | 17.4.2 |
| Redemption, cancellation and purchase of shares | 203(R)-204(R) | 1.3.3 |
| Redemption, cancellation and purchase of shares - capital gain / loss | 203(R)-204(R) | 1.3.3(b) |
| Redemption, cancellation and purchase of shares - corporation’s articles | 203(R) | 1.3.3(a) |
| Redemption, cancellation and purchase of shares - deemed dividend | 203(R)-204(R) | 1.3.3(b) |
| Redemption, cancellation and purchase of shares - tax considerations | 203(R)-204(R) | 1.3.3(b) |
| Reducing employment, common law position on - purchase and sale - asset purchase | 403(R)-404(L) | 4.3.9(a) |
| reducing employment, related costs of - purchase and sale - asset purchase | 403(R) | 4.3.9 |
| Reduction in stated capital - solvency requirement (test) | 202(LR) | 1.3.2(a) |
| Reduction in stated capital - tax grind - deemed dividend | 202(R)-203(L) | 1.3.2(b)(i) |
| Reduction of corporate tax | 135(R) | 5 |
| Reduction of corporate tax - types of corporation | 135(R) | 5.2 |
| Reduction of corporate tax - types of income | 136(L) | 5.3 |
| Reduction of stated capital | 202(L)-203(R) | 1.3.2 |
| References - tax | 163(L) | 2.5.4 |
| Refundable Dividend Tax on Hand (RDTOH) | 139(L)-140(L) | 5.3.2(b) & (c) |
| Refundable tax on investment - federal corporate income tax | 134(R) | 4.2.2 |
| Refundable tax on investment - income - corporate tax | 134(R) | 4.2.2 |
| Refusal to Take Delivery - Acceptance - Buy-side terms - Key provisions - Sale of Goods | 345(R)-346(L) | 3.1.4 |
| Regina v Arthurs - just cause for dismissal - grounds | 323(R) | 4.2.1 |
| Register a financing statement - Sale of Goods - Seller’s Security for Payment and In Rem Rights - PMSI - Equipment | 353(L) | 4.3.1 |
| Register a financing statement - Sale of Goods - Seller’s Security for Payment and In Rem Rights - PMSI - Inventory | 353(L) | 4.3.2 |
| Registered charity information return | 158(L) | 2.1.1 |
| Registered Pension Plan | 143(R) | 6.7 |
| Registering a PPSA financing statement | 242(L) | 3.3.1 |
| Registering a PPSA financing statement - application to one or more security agreements | 243(L) | 3.3.5 |
| Registering a PPSA financing statement - collateral classification and description | 242(R) | 3.3.3 |
| Registering a PPSA financing statement - debtor name | 242(LR) | 3.3.2 |
| Registering a PPSA financing statement - registration periods | 243(L) | 3.3.4 |
| Registration - asset purchase - purchase and sale | 419(R)-420(R) | 9 |
| Registration - errors - original PPSA statement | 243(R)-244(L) | 3.5 |
| Registration - errors (PPSA) | 243(R)-244(L) | 3.5 |
| Registration - general partnership | 121(R) | 1.2 |
| Registration - general partnerships | 121(R) | 1.2 |
| Registration - opinions - standard opinions | 259(R) | 8.4 |
| Registration - periods - types of searches - PPSA searches | 254(R)-255(L) | 3.1.7 |
| Registration - periods for PPSA financing statement | 243(L) | 3.3.4 |
| Registration - purchase and sale | 419(R)-420(R) | 9 |
| Registration - purchase and sale - assignment of account receivables | 419(R)-420(L) | 9.1 |
| Registration - purchase and sale - corporate filings | 420(L) | 9.6 |
| Registration - purchase and sale - HST filings | 420(L) | 9.8 |
| Registration - purchase and sale - income tax filings | 420(L) | 9.7 |
| Registration - purchase and sale - land | 420(L) | 9.3 |
| Registration - purchase and sale - leases | 420(L) | 9.4 |
| Registration - purchase and sale - other assignments | 420(L) | 9.2 |
| Registration - purchase and sale - security for unpaid purchase price | 420(L) | 9.5 |
| Registration - purchase and sale - trade-mark registrations | 420(R) | 9.9 |
| Registration - requirement - securities | 228(LR)-299(L) | 2.2 |
| Registration - requirement - securities - exemptions | 228(LR)-299(L) | 2.2 |
| Registration - share purchase - purchase and sale | 419(R)-420(R) | 9 |
| Regulation of market participants - securities | 228(LR)-299(L) | 2.2 |
| Regulations - legal counsel and legal forms - money laundering | 420(R)-421(L) | 10.2 |
| Regulatory agencies - restructuring, impact on | 372(L) | 1.2.4 |
| Regulatory bodies - stay of proceedings against - BIA - restructuring | 376(R) | 4.7.5 |
| Regulatory matters - CCAA - stay of proceedings | 385(LR) | 5.4.9 |
| Reimburse removal costs of fixtures - PPSA - security enforcement | 305(LR) | 22.1.4(e)(v) |
| Reinstatement of Employee at Common Law | 325(L) | 5.2 |
| Rejection of Goods - Acceptance - Buy-side terms - Key provisions - Sale of Goods | 345(R)-346(L) | 3.1.4 |
| Related person - BIA - preferences | 279(L) | 17.2.4 |
| Relation of partners to one another | 122(R)-123(L) | 1.4 |
| Release - pre-filing claims - approved proposal - BIA | 381(L) | 4.16.2 |
| Release - share purchase - purchase and sale | 412(R) | 5.1.5 |
| relevance of title/ownership - non-PPSA security | 286(L) | 4.1 |
| relevance of title/ownership - PPSA - perfecting security | 285(R)-286(L) | 3.2 |
| Remediation costs - priority - priority charge for remediation costs | 270(L) | 8.2.4 |
| Remedies - bankruptcy | 265(L) | 5.3.5 |
| Remedies - BIA - bankruptcy | 278(LR) | 17.1 |
| Remedies - BIA - transfer at undervalue | 281(L) | 17.3.6 |
| Remedies - breach - Contracts for the International Sale of Goods (CISG) - sale of goods | 356(LR) | 6.3 |
| Remedies - Bulk Sales Act | 283(R) | 18.1.7 |
| Remedies - Certification application | 330(L) | 10.1 |
| Remedies - compliance orders | 185(L) | 4.5.1 |
| Remedies - employees | 325(L) | 5 |
| Remedies - employees - “Unjust Dismissal” under the CLC | 325(R) | 5.3 |
| Remedies - employees - Civil Action for Damages for Wrongful Dismissal | 325(L) | 5.1 |
| Remedies - employees - Common Law | 325(L) | 5.1 |
| Remedies - employees - Duty to Mitigate | 326(LR) | 5.6 |
| Remedies - employees - Duty to mitigate - evaluation and reasonableness | 326(LR) | 5.6 |
| Remedies - employees - ESA | 325(R) | 5.4 |
| Remedies - employees - Human Rights Code | 325(R)- 326(L) | 5.5 |
| Remedies - employees - Punitive Damages | 325(L) | 5.1 |
| Remedies - employees - Reinstatement at Common Law | 325(L) | 5.2 |
| Remedies - employees - Remedies for dismissal under the ESA | 325(R) | 5.4 |
| Remedies - employers | 326(R) | 6 |
| Remedies - employers - Civil Action for Damages | 326(R)-327(L) | 6.3 |
| Remedies - employers - Disciplinary Sanctions | 326(R) | 6.2 |
| Remedies - employers - Injunctive Relief | 327(L) | 6.4 |
| Remedies - employers - Summary Dismissal | 326(R) | 6.1 |
| Remedies - fraudulent conveyances act | 276(LR) | 15.6 |
| Remedies - Human Rights Code | 325(R)- 326(L) | 5.5 |
| Remedies - Mortgages act - Comparison of power of sale, judicial sale and foreclosure remedies | 313(L) | 23.2.3(c) |
| remedies - mortgages act - costs of exercising power of sale, judicial sale, foreclosure | 313(R) | 23.2.3(c)(iii) |
| remedies - mortgages act - finality - power of sale, judicial sale, foreclosure | 313(R) | 23.2.3(c)(vi) |
| remedies - mortgages act - obtaining possession | 312(R) | 23.2.3(a) |
| remedies - mortgages act -- effect of foreclosure, judicial sale, power of sale | 313(L) | 23.2.3(c)(i) |
| remedies - mortgages act realization remedies | 312(R) | 23.2.3 |
| remedies - oppression remedy - CBCA | 284(R) | 18.2.4 |
| remedies - oppression remedy - unsecured creditors | 284(R) | 18.2.3 |
| Remedies - oppression remedy - unsecured creditors; remedies SEE: oppression remedy | 284(L) | 18.2 |
| Remedies - power of sale, judicial sale, or foreclosure (mortgage security) | 312(R) | 23.2.3 |
| Remedies - shareholders | 185(L)-186(R) | 4.5 |
| Remedies - shareholders - derivative actions | 185(R) | 4.5.2 |
| Remedies - shareholders - Oppression | 185(R)-185(R) | 4.5.3 |
| Remedies - Shareholders - types of | 185(L)-186(R) | 4.5 |
| Remedies - Shareholders - winding-up | 185(L) | 4.5.1 |
| Remedies - Unpaid seller’s lien - Seller’s Security for payment and in rem rights - sale of goods | 351(R)-352(L) | 4.1 |
| remedy - mortgages act - foreclosure remedies | 312(R) | 23.2.3(b) |
| Remedy - mortgages act - power of sale | 312(R) | 23.2.3(b) |
| Remedy - payment of dividend or redemption of shares - BIA | 281(R) | 17.4.3 |
| Remedy - Unjust Preferences - APA | 278(L) | 16.4 |
| Removal - director - power of shareholder - election and removal of directors | 181(L) | 4.2.1 |
| Removal - directors | 179(R) | 2.9 |
| Removal - trustee - bankruptcy | 267(L) | 7.2 |
| Remuneration - directors | 179(R) | 2.8 |
| Reorganization - SEE: restructuring | 371(L) | 1 |
| Reorganization - articles | 218(R) | 7.1 |
| Reorganization - tax aspects | 218(R)-219(LR) | 7.2 |
| Repair and Storage Liens Act SEE: RSLA | 298(L) | Part II |
| Repair and storage liens act - search | 255(LR) | 3.2 |
| repairers and repairs, defn of - RSLA | 298(LR) | 13 |
| Repayment of capital to shareholders | 195(LR) | 7.3 |
| Repayment of loan - making demand | 300(R) | 19 |
| Repayment provisions - mandatory - debt financing | 236(LR) | 1.3.1(d) |
| Repayment provisions - voluntary - debt financing | 236(LR) | 1.3.1(d) |
| Replacement workers - strikes and lockouts | 331(R)-332(L) | 11.2 |
| Reportable transaction information return (tax) | 159(L) | 2.3 |
| Reportable transactions in tax context: see Tax - reportable transactions | 165(R) | 3.2.4 |
| Reporting issuer - securities - disclosure | 233(R)-234 | 3 |
| reporting obligations - BIA | 306(L)-307(L) | 22.1.5(c) |
| Reports - restructuring - debtor’s duty to file | 374(R)-375(L) | 4.4.3 |
| Reports (of receiver) - BIA | 306(R) | 22.1.5(c)(ii) |
| reports to shareholders - "unqualified report" - auditor | 181(R)-182(L) | 4.2.3 |
| Repossession - goods by supplier - unsecured creditors - rights in bankruptcy | 262(LR) | 3.2; 3.3 |
| Repossession - perfection (PPSA) | 297(LR) | 10.4 |
| Representation Vote - Termination of Union’s Bargaining Rights | 332(R)-333(L) | 14 |
| Representations and warranties - share purchase - purchase and sale | 411(R)-412(L) | 5.1.2 |
| Representations and warranties - share sale - share purchase | 411(R)-412(L) | 5.1.2 |
| Representations, warranties and covenants - general security agreement | 238(R)-239(L) | 2.2.3 |
| Required elements - fraudulent conveyance - APA - exemptions | 277(R)-278(L) | 16.2.4 |
| Required elements - fraudulent conveyance - APA -proper parties | 278(L) | 16.3 |
| Required elements - fraudulent conveyance under the assignments and preferences act (APA) | 276(R)-277(L) | 16.1.1 |
| Required elements - preference - BIA | 278(R) | 17.2.1 |
| Required statutory terms - proposals - BIA | 380(LR) | 4.15 |
| Requirement - file cash flow statement and related reports - proposals – BIA | 374(R)-375(L) | 4.4.3 |
| Requirement - notice of intention - BIA | 374(R) | 4.4.1 |
| Requirement - obtain non-possessory lien | 299(L) | 17.2.1 |
| Requirement - Quorum of Directors | 178(LR) | 2.5 |
| requirements - Restrictive Covenants - Employees | 318(LR) | 2.3.1 |
| Requirements for a s. 244 notice (before enforcing a mortgage security) | 300(R)-301(L) | 19.1.2 |
| Resale restrictions - prospectus exemptions | 233(LR) | 2.3.2(g) |
| Reserve land - tax exemption for property - Aboriginal business law | 365(LR) | 1; 1.1 |
| Reserves - deferral - capital gain recognition | 413(R)-414(L) | 5.2.2 |
| Reserves - from purchase price - tax issues - share purchase | 413(R)-414(L) | 5.2.2 |
| Reserves - Purchase and sale - tax considerations - ITA s 40(1) | 405(LR) | 4.4.1(b) |
| Reserves - tax considerations - purchase price deferral - asset purchase | 405(LR) | 4.4.1(b) |
| Residency standards - transaction of business - directors meetings | 178(LR) | 2.5 |
| Resignation of directors | 179(R) | 2.9 |
| Resignation of Employment | 324(R) | 4.4 |
| Resignation or Abandonment - Tests | 324(R) | 4.4 |
| Resignation or Abandonment of Employment | 324(R) | 4.4 |
| Resolutions - see Corporation - resolutions | 173(L) | 4.2 |
| Resolutions - written - shareholders meetings | 185(L) | 4.3.9 |
| Resolutions by directors | 178(L) | 2.7 |
| Responsibilities - directors - duties and responsibilities | 177(L) | 2.1 |
| Responsibilities - Officers | 180(L) | 3.1 |
| Restraint of Trade - franchise | 115(R) | 6.1 |
| restraint of trade (by contract) | 318(L) | 2.3 |
| Restricted parties - administration of bankrupt’s estate | 268(R) | 7.5.4 |
| Restrictions of directors powers - Unanimous Shareholder Agreements (USA) | 188(LR) | 3.2 |
| Restrictions on business of a corporation: see Corporation - business - restrictions on | 171(R) | 3.4 |
| Restrictions on powers of a corporation: see Corporation - powers - restrictions on | 171(R) | 3.4 |
| Restrictions on transfer of shares: see Corporate capital - share transfer - restrictions | 172(L) | 3.6 |
| restrictive covenant - employment | 318(L) | 2.3 |
| Restrictive Covenants - Employees - Reasonableness | 318(LR) | 2.3.1 |
| Restrictive Covenants - Employment Contracts | 318(LR) | 2.3.1 |
| Restructuring - achieving a restructuring | 371(LR) | 1.1 |
| Restructuring - basket compromise | 373(L) | 2 |
| Restructuring - BIA - “in proximity” to insolvency | 374(L) | 4.2 |
| Restructuring - BIA - Adjournment of creditor’s meetings | 379(L) | 4.11.2(c) |
| Restructuring - BIA - advantages and disadvantages | 381(LR) | 4.18 |
| Restructuring - BIA - advantages and disadvantages | 381(LR) | 4.18 |
| Restructuring - BIA - annulment of approved proposal | 381(L) | 4.17 |
| Restructuring - BIA - application of stay to secured creditors | 376(L) | 4.7.2 |
| Restructuring - BIA - automatic stay of proceedings | 376(L) | 4.7 |
| Restructuring - BIA - claims against directors | 378(L) | 4.8 |
| Restructuring - BIA - classification of creditors | 378(R)-379(L) | 4.10 |
| Restructuring - BIA - commencing the proposal process | 374(LR) | 4.4 |
| Restructuring - BIA - commercial leases | 378(LR) | 4.9 |
| Restructuring - BIA - court approval | 379(R)-380(L) | 4.14 |
| Restructuring - BIA - creditor approval | 379(LR) | 4.12 |
| Restructuring - BIA - creditors’ meetings | 379(L) | 4.11 |
| Restructuring - BIA - creditors’ meetings - provable claims | 379(L) | 4.11.2(a) |
| Restructuring - BIA - creditors’ meetings - review of debtor’s financial affairs | 379(L) | 4.11.2(b) |
| Restructuring - BIA - deemed bankruptcies | 375(L) | 4.4.4 |
| Restructuring - BIA - disclaimer of commercial leases | 378(LR) | 4.9 |
| Restructuring - BIA - EFCs - stay against termination of agreements with debtors | 377(R) | 4.7.7(c) |
| Restructuring - BIA - effect of an approved proposal | 380(R)-381(L) | 4.16 |
| Restructuring - BIA - equal treatment of creditors and secret deals | 374(L) | 4.3 |
| Restructuring - BIA - failure to file proposal, consequences | 375(L) | 4.4.4 |
| Restructuring - BIA - failure to file statements and reports | 375(L) | 4.4.4 |
| Restructuring - BIA - filing proposal timelines | 375(R) | 4.6 |
| Restructuring - BIA - notice of intention (NOI) | 374(R) | 4.4.1 |
| Restructuring - BIA - notice to creditors | 374(R) | 4.4.2 |
| Restructuring - BIA - payment for goods and services - stay of termination of agreement with debtor | 377(LR) | 4.7.7(b) |
| Restructuring - BIA - proposal trustees - roles and obligations | 375(L) | 4.5 |
| Restructuring - BIA - proposals - required statutory terms | 380(LR) | 4.15 |
| Restructuring - BIA - proposals - who may make | 374(L) | 4.2 |
| Restructuring - BIA - proposals under the BIA (corporate reorganization) | 373(R) | 4 |
| Restructuring - BIA - requirement to file cash flow statement and reports | 374(R)-375(L) | 4.4.3 |
| Restructuring - BIA - revisions or amendments to a proposal | 379(R) | 4.13 |
| Restructuring - BIA - roles and obligations of proposal trustees | 375(L) | 4.5 |
| Restructuring - BIA - stay of proceedings | 376(L) | 4.7 |
| Restructuring - BIA - timelines for filing proposal | 375(R) | 4.6 |
| Restructuring - BIA – aircraft objects - stay against termination of agreements with debtors | 377(R)-378(L) | 4.7.7(d) |
| Restructuring - BIA proposals | 373(LR) | 2, 4 |
| Restructuring - CCAA - advantages / disadvantages | 389(L) | 5.16 |
| Restructuring - CCAA - affiliated debtors | 382(R) | 5.2.2 |
| Restructuring - CCAA - amendments or modifications | 388(L) | 5.12 |
| Restructuring - CCAA - binding on the crown | 388(R) | 5.14 |
| Restructuring - CCAA - classification of creditors | 386(R) | 5.8 |
| Restructuring - CCAA - commencing CCAA process | 382(R) | 5.3 |
| Restructuring - CCAA - commencing the CCAA process - jurisdiction | 382(R) - 383(L) | 5.3.1 |
| Restructuring - CCAA - company, definition | 382(L) | 5.2.1(b) |
| Restructuring - CCAA - compromise against 3rd parties | 386(LR) | 5.7 |
| Restructuring - CCAA - compromise against directors | 386(L) | 5.6 |
| Restructuring - CCAA - compromise of claims | 386(LR) | 5.7 |
| Restructuring - CCAA - conversion of proceedings - BIA and CCAA | 389(R) | 5.17 |
| Restructuring - CCAA - court approval | 387(L) | 5.11 |
| Restructuring - CCAA - court approval - test for court sanction | 387(R) | 5.11.2 |
| Restructuring - CCAA - court approval - test for court sanction - what is fair and reasonable | 388(L) | 5.11.2(b) |
| Restructuring - CCAA - court approval - test, terms of plan are authorized by CCAA | 387(R)-388(L) | 5.11.2(a) |
| Restructuring - CCAA - court-ordered charges | 385(R)-386(L) | 5.5 |
| Restructuring - CCAA - court-ordered stay | 384(L) | 5.4 |
| Restructuring - CCAA - creditor approval | 387(L) | 5.10 |
| Restructuring - CCAA - creditors’ meeting | 386(R)-387(L) | 5.9 |
| Restructuring - CCAA - debt threshold $5 million | 382(R) | 5.2.1(d) |
| Restructuring - CCAA - debtor company | 382(L) | 5.2.1(a) |
| Restructuring - CCAA - effect of a plan | 388(L) | 5.13 |
| Restructuring - CCAA - initial application | 383(L) | 5.3.2 |
| Restructuring - CCAA - initial order (standard form template order) | 383(LR) | 5.3.3 |
| Restructuring - CCAA - insolvent/bankrupt test | 382(R) | 5.2.1(c) |
| Restructuring - CCAA - international insolvency - recognition of proceedings) | 388(R) - 389(L) | 5.15 |
| Restructuring - CCAA - jurisdiction | 382(R) - 383(L) | 5.3.1 |
| Restructuring - CCAA - monitor (role) | 383(R)-384(L) | 5.3.4 |
| Restructuring - CCAA - recognition of international insolvency proceedings | 388(R) - 389(L) | 5.15 |
| Restructuring - CCAA - role of the monitor | 383(R)-384(L) | 5.3.4 |
| Restructuring - CCAA - stay of proceedings - aircraft objects | 385(R) | 5.4.10 |
| Restructuring - CCAA - stay of proceedings - claims against directors | 384(R) | 5.4.4 |
| Restructuring - CCAA - stay of proceedings - duration | 384(R) | 5.4.2 |
| Restructuring - CCAA - stay of proceedings - eligible financial contracts (EFCs) | 385(L) | 5.4.7 |
| Restructuring - CCAA - stay of proceedings - generally | 384(L) | 5.4 |
| Restructuring - CCAA - stay of proceedings - government claims | 384(R)-385(L) | 5.4.5 |
| Restructuring - CCAA - stay of proceedings - guarantees and letters of credit | 385(L) | 5.4.8 |
| Restructuring - CCAA - stay of proceedings - immediate payment for goods and services | 385(L) | 5.4.6 |
| Restructuring - CCAA - stay of proceedings - lifting of stay by creditors | 385(R) | 5.4.11 |
| Restructuring - CCAA - stay of proceedings - payment for goods and services | 385(L) | 5.4.6 |
| Restructuring - CCAA - stay of proceedings - regulatory matters | 385(LR) | 5.4.9 |
| Restructuring - CCAA - stay of proceedings - stay against claims against directors | 384(R) | 5.4.4 |
| Restructuring - CCAA - stay of proceedings - test for granting / extending stay | 384(R) | 5.4.3 |
| Restructuring - CCAA - who may use the CCAA | 381(R)-382(L) | 5.2 |
| Restructuring - CCAA plans | 373(LR) | 2 |
| Restructuring - cents on the dollar (compromising debt) | 373(L) | 2 |
| Restructuring - communications/disclosure plan (considerations prior to restructuring) | 372(R)-373(L) | 1.3 |
| Restructuring - compromise or arrangement (BIA and CCAA) | 373(LR) | 2 |
| Restructuring - compromises or arrangements under BIA proposals or CCAA plans | 373(LR) | 2 |
| Restructuring - considerations prior to restructuring | 372(R)-373(L) | 1.3 |
| Restructuring - costs (considerations prior to restructuring) | 372(R) | 1.3 |
| Restructuring - debt conversion | 373(L) | 2 |
| Restructuring - DIP financing (considerations prior to restructuring) | 372(R) | 1.3 |
| Restructuring - employees/ unions (impact) | 372(LR) | 1.2.6 |
| Restructuring - feasibility (considerations prior to restructuring) | 372(R) | 1.3 |
| Restructuring - generally | 3671(LR) | 1.1 |
| Restructuring - impact on stakeholders (creditors, landlords, agencies, shareholders, employees / unions) | 371(R) | 1.2 |
| Restructuring - informal | 373(R) | 3 |
| Restructuring - informal - key weaknesses | 373(R) | 3.2 |
| Restructuring - landlords (impact) | 372(L) | 1.2.3 |
| Restructuring - plan of compromise or arrangement (CCAA) | 373(L) | 2 |
| Restructuring - private compromises | 373(R) | 3 |
| Restructuring - proposal trustee’s duties and obligations - creditors’ meetings | 379(L) | 4.11.1 |
| Restructuring - proposals – BIA | 373(R) | 4 |
| Restructuring - regulatory agencies (impact) | 372(L) | 1.2.4 |
| Restructuring - secured creditors (impact) | 371(R) | 1.2.1 |
| Restructuring - shareholders (impact) | 372(L) | 1.2.5 |
| Restructuring - the case for restructuring - general | 371(LR) | 1.1 |
| Restructuring - timing (considerations prior to restructuring) | 372(R) | 1.3 |
| Restructuring - trade creditors (impact) | 371(R)-372(L) | 1.2.2 |
| Restructuring - typical compromises or arrangements under BIA proposals or CCAA plans SEE ALSO: BIA - Proposals under the BIA | 373(L)373(LR); 373(R) | 24 |
| Restructuring - viability (considerations prior to restructuring) | 372(R) | 1.3 |
| Restructuring - viability of proposal or plan (considerations prior to restructuring) | 372(R) | 1.3 |
| Retail Sales Tax Act SEE: RST | 291(L) | 6.2 |
| Retail Sales Tax Act - PST clearance certificates SEE ALSO: types of statutory liens and deemedtrusts | 291(L) | 6.2 |
| Retired partner - advertisement in Ontario Gazette | 122(L) | 1.3.3 |
| Retired partner - notice of retirement | 122(L) | 1.3.3 |
| Retirement and dissolution of a partnership | 128(LR) | 5.8 |
| Retirement of partner | 122(L) | 1.3.3 |
| Retiring allowances - tax planning - share purchase | 416(R) | 5.3.3 |
| Retraction - purchase / redemption of shares | 196(L)-197(L) | 7.5; 7.6 |
| Retraction (of shares) | 153(L) | Gloss. |
| Return of capital - rights, conditions and restrictions on shares | 195(LR) | 7.3 |
| Return of capital - to shareholders | 195(LR) | 7.3 |
| Returns - corporate / individual tax | 157(R) | 2.1 |
| Reversal of priority - Bankruptcy - landlord’s right of distress | 294(R) | 9.3.2 |
| Reversal of priority - crown claims - effect of bankruptcy | 291(R) | 6.4.1 |
| Reverse earn-out - purchase and sale - tax considerations | 406(L) | 4.4.1(b) |
| Review - of bankrupt’s affairs (administration of bankrupt’s estate) | 267(LR) | 7.3 |
| Review - of debtor’s financial affairs - creditors’ meetings – BIA | 379(L) | 4.11.2(b) |
| Review - period - BIA - preferences | 278(R)-279(L) | 17.2.2 |
| review powers of the court - BIA - Secured creditor/receiver duties | 307(L) | 22.1.7 |
| Reviewable investments - Investment Canada Act - purchase and sale | 417(LR) | 6.1 |
| Reviewable transactions - replaced by transfer at undervalue | 280(L) | 17.3.1 |
| Revisions or amendments - proposals - BIA | 379(R) | 4.13 |
| Revival - of a corporation after termination | 226(R) | 10 |
| Revival and Recovery - Corporation Forfeiture of Assets to the Crown | 226(R) | 10.1 |
| Right - attaching to shares: see Corporate capital - shareholders’ rights | 171(R) | 3.5 |
| Right - attend shareholder meetings - Auditors | 181(R) | 4.2.3 |
| Right - conditions and restrictions on shares | 194(R)-197(L) | 7 |
| Right - distress - secured creditor - landlord priorities | 293(R)-294(L) | 9.1 |
| Right - distress of landlord - unsecured creditor | 263(R) | 4 |
| Right - first refusal - hard right | 189(LR) | 3.4.3 |
| Right - first refusal - share transfers and issuances - Unanimous Shareholder Agreements (USA) | 189(LR) | 3.4.3 |
| Right - first refusal - soft right | 189(R) | 3.4.3 |
| Right - occupation of leased premises | 270(R)-271(L) | 10 |
| Right - powers and duties - Shareholders | 181(L)-182(L) | 4.2 |
| Right - repossession (under BIA) - seller’s security for payment and in rem rights - sale of goods | 352(L) | 4.2 |
| Right - seizure and sale - taking possession of collateral- security enforcement | 302(LR) | 20 |
| Right - share in distribution - admin of bankrupt’s estate | 268(R) | 7.5.3 |
| Right - shareholder agreements - may be granted by | 187(R) | 2 |
| Right - shareholders - changing rights | 197(LR) | 8 |
| Right - Shareholders - receipt of financial statements | 181(L) | 4.2.2 |
| Right - shares - rights incidental to ownership | 191(L) | 1 |
| Right of distress - reversal of priority for landlord - Bankruptcy | 294(R) | 9.3.2 |
| Right of Repossession - BIA (s. 81.1) | 352(L) | 4.2 |
| Right of Repossession - BIA (s. 81.1) - 15 Notice Period | 352(L) | 4.2 |
| Right of Resale - Unpaid Seller's Lien - Sale of Goods | 352(L) | 4.1 |
| Right suspended for certain class of workers - right to refuse unsafe work | 321(L) | 3.2.3(a) |
| right to appoint receiver - Bank Act - Enforcement of bank act security | 312(L) | 23.1.4 |
| Rights - and Liabilities - Corporation | 113(R) | 4 |
| Risks - LoC - payment - Sell-Side Terms - Sale of Goods | 348(L) | 3.2.2(b) |
| Risks - risk of loss - payment of purchase price - asset purchase | 406(LR) | 4.4.2 |
| Rizzo and Rizzo Shoes Ltd. | 319(L) | 3.2.1 |
| Role and obligations of proposal trustees - BIA – proposals | 375(L) | 4.5 |
| Role of the monitor - CCAA - process | 383(R)-384(L) | 5.3.4 |
| Rollover - Adjusted cost base (ACB) – for capital property | 141(R) | 6.4.1 |
| Rollover - amalgamation - non-capital losses | 217(LR) | 6.2.2 |
| Rollover - amalgamation - requirements for s. 87 tax deferral | 216(R)-217(LR) | 6.2.2 |
| Rollover - arrangements and reorganizations | 218(R)-219(LR) | 7.2 |
| Rollover - claiming the rollover | 207(R)-208(L) | 3.4 |
| Rollover - Combination of taxable Canadian corporations (s. 87 and s. 88(1) ITA) | 142(L) | 6.4.3 |
| Rollover - elected amount - tax cost by type of asset | 207(LR) | Figure 1 |
| Rollover - election - filing date - form T2057 | 210(R)-211(L) | 3.7.5 |
| Rollover - Form T2057 | 207(R) | 3.4 |
| Rollover - goodwill | 207(L); 208(L) | 3.2; 3.4 |
| Rollover - limit on elected amount | 208(L)-209(L) | 3.5 |
| Rollover - limit on paid-up capital (PUC) - share consideration | 210(L) | 3.7.3 |
| Rollover - non-share consideration for lower limit of rollover | 208(R)-209(L) | 3.5.2(b) |
| Rollover - partnerships (tax) | 128(L) | 5.7 |
| Rollover - permitted deferral - share purchase - reserved - capital gain recognition s.44.1 ITA | 413(R)-414(L) | 5.2.2 |
| Rollover - qualifying assets | 206(R)-207(L) | 3.2 |
| Rollover - required share consideration | 207(L) | 3.3 |
| Rollover - s. 55(3) (ITA), butterfly reorganization | 142(L); 148(L) | 6.4.5; Gloss. |
| Rollover - s. 85 (ITA) | 141(LR)-142(L) | 6.4.1 |
| Rollover - s. 85.1 (ITA) | 142(L) | 6.4.4 |
| Rollover - s. 87 and s. 88(1) (ITA) | 142(L) | 6.4.3 |
| Rollover - s.85 ITA asset purchase | 206(L)-211(L) | 3 |
| Rollover - Tax-Deferral - s. 86 and 51 (ITA) | 142(L) | 6.4.2 |
| Rollover - taxation of corporations | 141(L); 154(R)-155(L) | 6.4; Gloss. |
| Rollover - Undepreciated capital cost (UCC) – for depreciable property | 141(R)-142(L) | 6.4.1 |
| Rollover - vendor's cost-base of the shares - ordering rule | 209(L) | 3.6 |
| Rollover - winding-up of wholly owned sub into parent | 224(R) | 9.4.2 |
| RPP - Registered Pension Plan | 143(R) | 6.7 |
| RRSP - retiring allowance - tax issues - share purchase | 416(R) | 5.3.3 |
| RSLA - articles, defn of | 298(R) | 15 |
| RSLA - lien (Two types) | 298(R) | 17 |
| RSLA - lien, effect of bankruptcy - bankruptcy | 299(R) | 17.4 |
| RSLA - non-possessory lien - amount of lien | 299(LR) | 17.3 |
| RSLA - non-possessory liens | 299(L) | 17.2 |
| RSLA - non-possessory liens - priority | 299(L) | 17.2.2 |
| RSLA - overlap with Consumer Protection Act (where repair of vehicle) | 298(R) | 16 |
| RSLA - possessory liens | 298(R) | 17.1 |
| RSLA - priority of non-possessory liens | 299(L) | 17.2.2 |
| RSLA - priority of possessory liens | 298(R)- 299(L) | 17.1.1 |
| RSLA - Repair and Storage Liens Act SEE: RSLA | 298(L) | Part II |
| RSLA - Repair and Storage Liens Act - Liens | 298(R) | 17 |
| RSLA - repair and storage liens act search | 255(LR) | 3.2 |
| RSLA - repairers / repairs, defn of | 298(LR) | 13 |
| RSLA - searches | 255(LR) | 3.2 |
| RSLA - see “repair and storage liens act” - the RSLA lien | 298(R) | 17 |
| RSLA - storers, defn of | 298(R) | 14 |
| RST - HST - asset purchase | 406(R)-407(R) | 4.4.5 |
| RST - remittance for deemed trust (HST) prior to proceeds of security distribution | 291(L) | 6.2 |
| Rule 45-501 / NI 45-106 - exempt distributions - securities | 230(R)-231(L) | 2.3.2(a) |
| **S** | | |
| s 243 receivers - BIA | 302(L) | 19.4 |
| S. 110(1)(d) – Three (3) Conditions for Deduction of ½ taxable benefit | 142(R) | 6.5.2 |
| S. 244 notice - exemptions | 301(L) | 19.1.3 |
| S. 55(3) (ITA) - “spin-off” assets - butterfly reorganization | 142(L); 148(L) | 6.4.5; Gloss. |
| S. 85 (ITA) - conditions for application to transaction | 141(LR) | 6.4.1 |
| S. 85 (ITA) - elected amount | 141(LR) | 6.4.1 |
| S. 85 (ITA) - fair market value (FMV) - general tax rule for transfers of property | 141(L) | 6.4.1 |
| S. 85 (ITA) - transfers of property – FMV | 141(L) | 6.4.1 |
| S. 85 (ITA) Rollover - Claiming the Rollover | 141(LR)-142(L) | 6.4.1 |
| S. 85 (ITA) Rollover - Double Taxation risk | 142(L) | 6.4.1 |
| S. 85 (ITA) Rollover - Limits on the Elected Amount | 141(LR) | 6.4.1 |
| S. 85 (ITA) Rollover - Lower Limit | 141(R) | 6.4.1 |
| S. 85 (ITA) Rollover - Lower Limit - lesser of FMV or Cost amount | 141(R) | 6.4.1 |
| S. 85 (ITA) Rollover - Non-Share Consideration | 141(R) | 6.4.1 |
| S. 85 (ITA) Rollover - Related Problems | 142(L) | 6.4.1 |
| S. 85 (ITA) Rollover - Required Share Consideration | 141(R) | 6.4.1 |
| S. 85 (ITA) Rollover - Timing | 141(R) | 6.4.1 |
| S. 85 (ITA) Rollover - Transfers of Property - Conditions - Requirements | 141(L)-142(L) | 6.4.1 |
| S. 85 (ITA) Rollover - Upper Limit | 141(R) | 6.4.1 |
| S. 85 (ITA) Rollover - Value of Non-share Consideration: Shareholder Benefit - Taxable | 141(R) | 6.4.1 |
| S. 85 (ITA) Rollover - Vendor’s Cost Base of the Shares and Non-Share Consideration Received | 141(R) | 6.4.1 |
| S. 85 (ITA) Rollover - Who may Use the | 141(LR) | 6.4.1 |
| S. 85.1 (ITA) – Corporate Acquisition – Arm’s Length Corporation – share-for-share exchange | 142(L) | 6.4.4 |
| S. 85.1 (ITA) (share-for-share take-over) | 142(L) | 6.4.4 |
| S. 86 and 51 (ITA) - share capital reorganization | 142(L) | 6.4.2 |
| S. 87 – Corporate Merger | 142(L) | 6.4.3 |
| S. 87 and 88(1) - ITA - combine or merge on tax-deferred basis | 142(L) | 6.4.3 |
| S.244 notice - BIA requirement for notice | 300(R)-301(L) | 19.1.2 |
| S.244 notice - intent to enforce security - BIA | 300(R)-301(L) | 19.1.2 |
| S.427 - agreement concerning loans and advances | 245(L) | 4.5 |
| S.427 - application for credit - bank act security | 244(R) | 4.2 |
| S.427 - Bank Act | 244(LR) | 4 |
| S.427 - grant of security/assignment of inventory | 244(R) | 4.4 |
| S.427 - Notice of intention - bank act security | 244(R) | 4.3 |
| S.427 - priority - special rules | 244(LR) | 4.1 |
| S.427 - secured creditors priority | 244(LR) | 4.1 |
| S.427 - transfer of title | 245(L) | 4.6 |
| S.46 BIA - interim receivers | 271(R)-272(L) | 12 |
| S.95(2) presumption - preferences under BIA | 279(LR) | 17.2.5 |
| Safe income - tax planning - pre-sale dividend | 415(R)-416(L) | 5.3.1 |
| Safe work environment, Duty to provide | 318(R) | 3.1.2 |
| Safeguards - principles of personal information protection - privacy law | 363(L) | 4.7 |
| Sale by receiver (mortgages act) | 314(R) | 23.2.6(c) |
| Sale by sample - implied condition under SGA | 341(R) | 3.1.2(b) |
| Sale in bulk - Bulk Sales Act - asset purchase | 407(L) | 4.4.4 |
| Sale in bulk, defn of - purchase and sale - asset purchase - Bulk Sales Act | 407(L) | 4.4.4 |
| Sale Inside Ordinary Course of Business - Security Interest | 340(R)-341(L) | 3.1.1(b) |
| Sale of business - purchase and sale - introduction | 391(LR) | 1 |
| Sale of division - vendor preference change - assets vs shares - purchase and sale | 394(L) | 3.2.4(a)(iv) |
| Sale of Goods - Contract Remedies under SGA - Buyer’s Remedies | 354(LR) | 5.2 |
| Sale of Goods - Contract Remedies under SGA - Seller’s in personam remedies | 354(L) | 5.1 |
| Sale of Goods - Contract Remedies under the SGA | 354(LR) | 5 |
| Sale of Goods - Contracts for the International Sale of Goods (CISG) - Default provisions - Conforming Goods to Contract | 355(R)-356(L) | 6.2 |
| Sale of Goods - Contracts for the International Sale of Goods (CISG) - Excluding | 356(R)-357(L) | 6.4 |
| Sale of Goods - Contracts for the International Sale of Goods (CISG) - Opting Out | 356(R)-357(L) | 6.4 |
| Sale of Goods - Contracts for the International Sale of Goods (CISG) - Remedies - void contracts | 356(LR) | 6.3 |
| Sale of Goods - Contracts for the International Sale of Goods (CISG) - Remedies for Breach | 356(LR) | 6.3 |
| Sale of Goods - Contracts for the International Sale of Goods (CISG) - Specific Default Provisions | 355(R)-356(L) | 6.2 |
| Sale of Goods - Differentiation between Contracts of Sale | 339(R) | 2.2 |
| Sale of Goods - distinct from contract for services | 340(L) | 3.1.1(a) |
| Sale of Goods - distinct from lease or other bailment contract | 340(L) | 3.1.1(a) |
| Sale of Goods - Franchise Legislation | 357(L)-358(L) | 7 |
| Sale of Goods - Franchise Legislation - Consequences of non-exempt Franchise Relationship | 357(R)-358(L) | 7.3 |
| Sale of Goods - Franchise Legislation - Exemptions | 357(R) | 7.2 |
| Sale of Goods - Franchise Legislation - Rescission of Franchise Agreement | 357(R)-358(L) | 7.3 |
| Sale of Goods - Franchise Legislation - Scope of a “franchise” | 357(LR) | 7.1 |
| Sale of Goods - Franchise Legislation - Scope of a Franchise - Elements of a Franchise | 357(LR) | 7.1 |
| sale of goods - key provisions | 340(L) | 3 |
| Sale of Goods - Key provisions - Buy-side terms - Acceptance | 345(R)-346(L) | 3.1.4 |
| Sale of Goods - Key provisions - Buy-side terms - Delivery | 342(R) | 3.1.3 |
| Sale of Goods - Key provisions - Buy-side terms - Delivery - Passage of Risk and Title | 344(L)-345(L) | 3.1.3(c) |
| Sale of Goods - Key provisions - Buy-side terms - Delivery - Place of Delivery - Default Rule | 342(R) | 3.1.3(a) |
| Sale of Goods - Key Provisions - Buy-side terms - Delivery - Time of Delivery | 343(L)-344(L) | 3.1.3(b) |
| Sale of goods - key provisions - buy-side terms - liquidated damages | 346(L) | 3.1.5 |
| Sale of goods - Key provisions - buy-side terms - Seller's conditions and warranties | 341(L) | 3.1.2 |
| Sale of goods - key provisions - buy-side terms - seller's conditions and warranties - express terms | 341(R) | 3.1.2(a) |
| Sale of goods - key provisions - buy-side terms - seller's conditions and warranties - implied terms | 341(R)-342(LR) | 3.1.2(b) |
| Sale of Goods - key provisions - buy-side terms - Title to Goods | 340(L) | 3.1.1 |
| Sale of Goods - key provisions - buy-side terms - Title to Goods - Liens and Encumbrances | 340(R)-341(L) | 3.1.1(b) |
| Sale of Goods - key provisions - buy-side terms - Title to Goods - Ownership | 340(LR) | 3.1.1(a) |
| Sale of goods - Key provisions - Buy-side terms - Title to goods - Security Interests | 340(R) | 3.1.1 (b) |
| Sale of Goods - Key provisions - Other Provisions - Arbitration | 351(LR) | 3.3.11 |
| Sale of Goods - Key provisions - Other provisions - Choice of Language | 350(L) | 3.3.7 |
| Sale of Goods - Key provisions - other provisions - Choice of Law | 350(R) | 3.3.8 |
| Sale of Goods - Key provisions - Other provisions - Forum Selection | 350(R) | 3.3.9 |
| Sale of Goods - Key provisions - Other Provisions - Insurance | 349(R) | 3.3.2 |
| Sale of Goods - Key provisions - Other Provisions - Integration Clause | 350(L) | 3.3.5 |
| Sale of Goods - Key provisions - Other Provisions - Intellectual property rights | 349(R)-350(L) | 3.3.4 |
| Sale of Goods - Key provisions - other provisions - Performance and Other Bonds | 349(R) | 3.3.3 |
| Sale of Goods - Key provisions - Other Provisions - Set-Off | 349(LR) | 3.3.1 |
| Sale of Goods - Key provisions - Other Provisions - Set-Off - Equitable Set-Off | 349(R) | 3.3.1 |
| Sale of Goods - Key provisions - Other Provisions - Set-Off - Legal Set-Off | 349(R) | 3.3.1 |
| Sale of Goods - Key provisions - Other Provisions - Set-Off - Reserve Right to Set-Off | 349(L) | 3.3.1 |
| Sale of Goods - Key provisions - Other Provisions - Set-Off - Waiver of Set-Off | 349(R) | 3.3.1 |
| Sale of Goods - Key provisions - other provisions - Time of the Essence | 350(L) | 3.3.6 |
| Sale of Goods - Key provisions - Other provisions - Waiver of Jury Trial | 350(R)-351(L) | 3.3.10 |
| Sale of Goods - Key provisions - Sell-Side terms - other provisions (contractual) | 349(L) | 3.3 |
| Sale of Goods - Key provisions - Sell-Side Terms - Payment - Acceleration of Deferred Payments | 348(R) | 3.2.2(d) |
| Sale of Goods - Key provisions - Sell-Side Terms - Payment - exculpatory and disclaimer clauses | 349(L) | 3.2.3 |
| Sale of Goods - Key provisions - Sell-Side Terms - Payment - Interest on Overdue Payments | 348(LR) | 3.2.2(c) |
| Sale of Goods - Key provisions - Sell-Side Terms - Payment - Overdue Payments (interest on) | 348(LR) | 3.2.2(c) |
| Sale of Goods - key provisions - Sell-Side Terms - Price and price escalation - Obtaining Payment | 346(R) | 3.2.1 |
| Sale of Goods - Key provisions - Sell-side terms – Payment | 347(L) | 3.2.2 |
| Sale of Goods - Legislation – overview | 339(L) | 2 |
| Sale of goods - mandatory elements | 339(L) | 2 |
| Sale of Goods - Sell-Side Terms | 346(L) | 3.2 |
| Sale of Goods - Sell-Side Terms - Irrevocable documentary letter of credit | 347(LR)-348(L) | 3.2.2(b) |
| Sale of Goods - Sell-Side Terms - LoC | 347(LR)-348(L) | 3.2.2(b) |
| Sale of Goods - Sell-Side Terms - Payment | 348(L) | 3.2.2(a) |
| Sale of Goods - Sell-Side Terms - Payment - Default Rule (Concurrent Jurisdiction) | 348(L) | 3.2.2(c) |
| Sale of Goods - Sell-Side Terms - Payment - Deposit | 347(L) | 3.2.2(a) |
| Sale of Goods - Sell-Side Terms - Payment - Overdue - Interest | 348(L) | 3.2.2(c) |
| Sale of Goods - Sell-Side Terms - Price and price Escalation | 346(R)-347(L) | 3.2.1 |
| Sale of Goods - Sell-Side Terms - Seller Abuse | 348(L) | 3.2.2(c) |
| Sale of Goods - Seller’s Security for Payment and In Rem Rights | 351(R) | 4 |
| Sale of Goods - Seller’s Security for Payment and In Rem Rights - PMSI - Equipment | 352(R)-353(L) | 4.3.1 |
| Sale of Goods - Seller’s Security for Payment and In Rem Rights - PMSI - Equipment - Title-Retention Provision | 352(R)-353(L) | 4.3.1 |
| Sale of Goods - Seller’s Security for Payment and In Rem Rights - PMSI - Inventory - Title-Retention Provision | 353(LR) | 4.3.2 |
| Sale of Goods - Seller’s Security for Payment and In Rem Rights - PMSI - Registration of PMSI post-delivery | 353(L) | 4.3.2 |
| Sale of Goods - Seller’s Security for Payment and In Rem Rights - PMSI - Written notice, give | 353(L) | 4.3.2 |
| Sale of Goods - Seller’s Security for Payment and In Rem Rights - PMSI – Impediments | 353(R) | 4.3.2 |
| Sale of Goods - Seller’s Security for Payment and In Rem Rights - PMSI – Inventory | 353(LR) | 4.3.2 |
| Sale of Goods - Seller’s Security for Payment and In Rem Rights - Purchase Money Security Interest - Consumer Goods | 353(R)-354(L) | 4.3.3 |
| Sale of Goods - Seller’s Security for Payment and In Rem Rights - Purchase Money Security Interest -Requirements for PMSI | 352(R) | 4.3 |
| Sale of Goods - Seller’s Security for Payment and In Rem Rights - Purchase Money Security Interest on goods sold | 352(LR) | 4.3 |
| Sale of Goods - Seller’s Security for Payment and In Rem Rights - Right of Repossession Under BIA | 352(L) | 4.1 |
| Sale of Goods - Seller’s Security for Payment and In Rem Rights - Unpaid Seller | 351(R) | 4.1 |
| Sale of Goods - Seller’s Security for Payment and In Rem Rights - Unpaid Seller’s Lien | 351(R)-352(L) | 4.1 |
| Sale of Goods - Title to Goods - Protection from Security Interests | 340(R)-341(L) | 3.1.1(b) |
| Sale of goods - transfer of property - timing considerations | 339(R) | 2.2 |
| Sale of Goods - United Nations Convention on Contracts for International Sale of Goods (CISG) | 354(R)-357(L) | 6 |
| Sale of Goods - United Nations Convention on Contracts for International Sale of Goods (CISG) - default provisions - sale of goods | 355(R)-356(L) | 6.2 |
| Sale of Goods - United Nations Convention on Contracts for International Sale of Goods (CISG) - Scope and Application | 354(R)-355(R) | 6.1 |
| Sale of Goods - United Nations Convention on Contracts for International Sale of Goods (CISG) – Exclusions | 354(R)-355(R) | 6.1 |
| Sale of Goods Act - common law - Continues to apply (except to extent they are inconsistent with SGA) | 340(L) | 3 |
| Sale of Goods Act - Sale of Goods | 339(R) | 2.2 |
| Sale of Goods Act – application | 339(R) | 2.2 |
| Sale of Goos Act - Goods - Includes and Exlcudes | 340(L) | 3.1.1(a) |
| Sale of real property - bankruptcy - matrimonial home | 270(R) | 9.2.2 |
| Sale of real property - liquidation of bankrupts assets | 270(R) | 9.2.1 |
| Sale outside Ordinary Course of Business - Liens and Encumbrances - Title to Goods - Buy-side Terms - Key Provisions - Sale of Goods | 341(L) | 3.1.1(b) |
| Sale, lease, exchange - asset purchase - payment of the purchase price - shareholder approval, OBCA, s. 184 | 410(LR) | 4.4.8 |
| Sales orders - assumed liabilities - asset purchase | 402(R) | 4.3.8 |
| SARF (Société par actions de régime federal): see Corporation - name selection - abbreviations | 170(L) | 3.1 |
| SBC - Small business corporation | 155(L) | Gloss. |
| SCC (Société commerciale canadienne): see Corporation - name selection - abbreviations | 170(L) | 3.1 |
| Scope and Application (CI Sale of Goods) - CISG - Sale of Goods | 354(R)-355(R) | 6.1 |
| Scope and structure - opinions | 257(R)-258(L) | 6 |
| Scope of a “franchise” - Franchise Legislation - Sale of goods | 357(LR) | 7.1 |
| SDB - 2016 changes - budget restrictions on access to and multiplication of SBD - certain partnerships and corporate structures | 138(LR) | 5.3.1(a)(iv) |
| Seal (corporate): see Corporation - seal | 173(R) | 4.5 |
| Searches - annual returns and corporations information act | 252(R)-253(L) | 2.4 |
| Searches - bank act - s.427 security searches | 255(R) | 3.3 |
| Searches - bankruptcy | 255(R)-256(L) | 3.4 |
| Searches - bankruptcy searches - court searches | 256(L) | 3.4.2 |
| Searches - bankruptcy searches - search limitations | 256(R) | 3.4.4 |
| Searches - bankruptcy searches - superintendent of bankruptcy searches | 256(LR) | 3.4.3 |
| Searches - Bulk Sales Act searches | 257(L) | 3.6 |
| Searches - business name | 252(LR) | 2.2 |
| Searches - corporate searches | 251(R)-252(L) | 2.1 |
| Searches - corporate searches - business name search | 252(LR) | 2.2 |
| Searches - corporate searches - certificate of compliance | 251(R)-252(L) | 2.1 |
| Searches - corporate searches - Corporations Information Act and annual returns | 252(R)-253(L) | 2.4 |
| Searches - corporate searches - OBCA and CBCA | 251(R)-252(L) | 2.1 |
| Searches - corporate searches - partnership name search | 252(R) | 2.3 |
| Searches - corporate searches - strategis report | 251(R)-252(L) | 2.1 |
| Searches - corporation profile report | 251(R)-252(L) | 2.1 |
| Searches - cost | 251(LR) | 1.3 |
| Searches - criteria - PPSA | 254(LR) | 3.1.6 |
| Searches - currency date of searches | 255(L) | 3.1.8 |
| Searches - execution act searches | 256(R)-257(L) | 3.5 |
| Searches - financing transactions | 251(L) | 1.2 |
| Searches - Individual specific and non-specific search - PPSA | 254(LR) | 3.1.6(c) |
| Searches - intellectual property and other searches | 257(LR) | 3.7 |
| Searches - ministry of government consumer services - search OBCA corps | 252(LR) | 2.2 |
| Searches - opinions - introduction | 251(L) | 1 |
| Searches - partnership name | 252(R) | 2.3 |
| Searches - personal property | 255(L) | 3.1.10 |
| Searches - PPSA - application of the PPSA | 253(R) | 3.1.2 |
| Searches - PPSA - certificate | 254(R)-255(L) | 3.1.7 |
| Searches - PPSA - currency date of searches | 255(L) | 3.1.8 |
| Searches - PPSA - fixtures and real property interests | 254(L) | 3.1.5 |
| Searches - PPSA - no presumption upon registration | 253(R) | 3.1.3 |
| Searches - PPSA - no searches of title to personal property | 255(L) | 3.1.10 |
| Searches - PPSA - obtaining copies of security agreements and particulars | 253(R) | 3.1.4 |
| Searches - PPSA - Repair and Storage Liens Act | 255(LR) | 3.2 |
| Searches - PPSA - search criteria | 254(LR) | 3.1.6 |
| Searches - PPSA - search criteria - corporations | 254(L) | 3.1.6(a) |
| Searches - PPSA - search criteria - individuals | 254(LR) | 3.1.6(c) |
| Searches - PPSA - search criteria - motor vehicles - VIN | 254(R) | 3.1.6(d) |
| Searches - PPSA - search criteria - sole proprietorships and partnerships | 254(L) | 3.1.6(b) |
| Searches - PPSA - types of searches | 254(R)-255(L) | 3.1.7 |
| Searches - PPSA - types of searches - certificate | 254(R)-255(L) | 3.1.7 |
| Searches - PPSA - types of searches - uncertified | 254(R)-255(L) | 3.1.7 |
| Searches - PPSA - types of searches - verbal | 254(R)-255(L) | 3.1.7 |
| Searches - PPSA - unregistered rights and interests | 255(L) | 3.1.9 |
| Searches - PPSA - verbal/uncertified | 254(R)-255(L) | 3.1.7 |
| Searches - purchase and sale transactions | 251(L) | 1.1 |
| Searches - real property searches | 257(R) | 4 |
| Searches - repair and storage liens act | 255(LR) | 3.2 |
| Searches - s. 427 Bank Act | 255(R) | 3.3 |
| Searches - standard corporate searches | 251(R) | 2 |
| Searches - standard security searches | 253(L) | 3 |
| Searches - standard security searches - bankruptcy searches | 255(R)-256(L) | 3.4 |
| Searches - standard security searches - Bulk Sales Act searches | 257(L) | 3.6 |
| Searches - standard security searches - Execution Act searches | 256(R)-257(L) | 3.5 |
| Searches - standard security searches - intellectual property and other searches | 257(LR) | 3.7 |
| searches - standard security searches (against personal property) | 252(R)-253(L) | 3 |
| Searches - standard security searches, personal property security act (PPSA) | 253(LR) | 3.1 |
| Searches - strategis report | 251(R)-252(L) | 2.1 |
| Searches - types of searches | 251(LR) | 1.3 |
| Searches - uncertified | 254(R)-255(L) | 3.1.7 |
| Searches - verbal | 254(R)-255(L) | 3.1.7 |
| Searches -standard security searches, PPSA types of searches - two types | 254(R)-255(L) | 3.1.7 |
| Second meeting of shareholders: see Corporation - second meeting (shareholders) | 173(R)-174(L) | 4.7 |
| Secondary market - securities | 227(L) | 1 |
| Secret deals - restructuring – BIA | 374(L) | 4.3 |
| secret profits or commissions - employee obligations | 317(L) | 2.1.2(c) |
| Section 21 ITA election - tax - accounts receivable - asset purchase - benefits/consequences/availability | 399(R)-400(L) | 4.3.4(b)(iii); Ex |
| Section 87 - Indian Act - tax exemption | 365(L) | 1 |
| Section 90 - Indian Act - business - deeming provision | 366(L) | 1.3 |
| Secured and unsecured guarantees | 245(R) | 5.2.2 |
| secured creditor - "commercially reasonable manner" (duty + factors) | 304(LR) | 22.1.4(c) |
| Secured creditor - BIA - court advice and directions | 307(L) | 22.1.6 |
| secured creditor - BIA - report | 306(R) | 22.1.5(c)(ii) |
| secured creditor - BIA - reporting obligations - general obligation to give notice | 306(LR) | 22.1.5(c)(i) |
| secured creditor - BIA - review powers of the court | 307(L) | 22.1.7 |
| secured creditor - BIA reporting obligations | 306(L)-307(L) | 22.1.5(c) |
| secured creditor - duties - act honestly, good faith, commercially reasonable (BIA) | 306(L) | 22.1.5(b) |
| secured creditor - duties - purchase by secured creditor | 305(R)-306(L) | 22.1.4(g) |
| secured creditor - Judicial determination of priority | 298(L) | 11.2 |
| secured creditor - personal liability from receiver indemnity | 308(R) | 22.3.1 |
| secured creditor - PPSA - no duty to carry on debtor's business | 306(L) | 22.1.4(h) |
| secured creditor - PPSA - special notice of removal of fixture or accession | 305(LR) | 22.1.4(e)(v) |
| Secured creditor - priorities SEE: PPSA | 285(L) | 1 |
| Secured creditor - priorities - PPSA priorities - Bank Act security priorities | 289(R) | 5.1.9 |
| Secured creditor - priorities - PPSA priorities - special priority rules for fixtures and accessions | 288(L)-289(L) | 5.1.7 |
| Secured creditor - priorities - PPSA priorities - special priority rules for investment priority | 289(LR) | 5.1.8 |
| secured creditor - reasonable repairs, duty of | 304(R) | 22.1.4(d) |
| secured creditor - receivership | 303(R) | 22 |
| secured creditor - sale under PPSA - no waiver; exemptions from notice of disposition | 305(L) | 22.1.4(e)(iv) |
| secured creditor - sale under PPSA - notice of disposition, requirement of | 304(R) | 22.1.4(e)(i) |
| secured creditor - sale under PPSA - notice of disposition, who is entitled to | 304(R) | 22.1.4(e)(ii) |
| secured creditor - sale under PPSA - notice period and content | 304(R)-305(L) | 22.1.4(e)(iii) |
| Secured creditors SEE: PPSA | 285(L) | 1 |
| Secured creditors - application of stay - BIA | 376(L) | 4.7.2 |
| Secured creditors - automatic stay | 376(L) | 4.7 |
| Secured creditors - bankruptcy | 268(R) | 7.5.2 |
| secured creditors - BIA s. 244 notice - enforcing security, notice of | 300(R)-301(L) | 19.1.2 |
| Secured creditors - changing priorities | 295(L)-296(L) | 10;10.1 |
| secured creditors - duties - no obligation to delay disposition | 305(R) | 22.1.4(f) |
| secured creditors - liability - non-compliance with notice requirements | 305(R) | 22.1.4(e)(vi) |
| secured creditors - permitted encumbrance - implied subordination | 296(L) | 10.2 |
| Secured creditors - priorities - why priorities matter | 285(L) | 1 |
| secured creditors - private receivership | 303(R) | 22.1 |
| Secured creditors - restructuring, impact on | 371(R) | 1.2.1 |
| Secured Creditors - reversal of priority of landlords’ right of distress | 294(R) | 9.3.2 |
| Secured creditors - rights - enforcing priority | 297(R) | 11 |
| secured creditors - transition rules | 285(L) | 2 |
| Secured transactions - general assignment of accounts receivables | 239(L) | 2.3 |
| Secured transactions - impact of limitations act | 247(R) | 8 |
| Secured transactions - insurance | 247(L) | 7.3 |
| Secured transactions - limitation periods - acknowledgements and renewals of limitation periods | 248(R) | 8.4 |
| Secured transactions - limitation periods - automatic acknowledgements | 248(R)-249(L) | 8.4.2 |
| Secured transactions - limitation periods - basic limitation period | 247(R) | 8.1.1 |
| Secured transactions - limitation periods - borrower's performance under security agreement | 248(R)-249(L) | 8.4.2(b) |
| Secured transactions - limitation periods - guarantees | 249(R) | 8.4.4 |
| Secured transactions - limitation periods - no contracting out | 249(R) | 8.5 |
| Secured transactions - limitation periods - part payment of debt | 248(R) | 8.4.2(a) |
| Secured transactions - limitation periods - term loans | 248(LR) | 8.3 |
| Secured transactions - limitation periods - transitional provisions / application | 247(R) | 8.1.3 |
| Secured transactions - limitation periods - ultimate limitation period | 247(R) | 8.1.2 |
| Secured transactions - limitation periods - written acknowledgements | 249(LR) | 8.4.3 |
| Secured transactions - limitations period | 248(LR) | 8.3 |
| Secured transactions - negative pledge | 247(L) | 7.2 |
| Secured transactions - other mechanisms of security | 247(L) | 7 |
| Secured transactions - real property | 246(R) | 6 |
| Secured transactions - Repairs and Storage Liens Act | 255(LR) | 3.2 |
| Secured transactions - subordination of indebtedness | 247(L) | 7.1 |
| Secured Transactions and Debt Financing - intro | 235(L) | 1.1 |
| Securing crown claims - statutory liens and deemed trusts - effect of bankruptcy on secured creditor | 292(LR) | 6.4.3 |
| Securities | 227(L) | 1 |
| Securities - blanket rulings - OSC | 227(LR) | 2 |
| Securities - capital market | 227(L) | 1 |
| Securities - definition | 227(R)-228(L) | 2.1 |
| Securities - Distribution - definition | 229(R) | 2.3.1 |
| securities - enforcement of Bank Act security | 311(R) | 23;23.1 |
| securities - enforcement of mortgages against real property | 311(R) | 23 |
| Securities - investment contract, indication of | 227(R)-228(L) | 2.1 |
| Securities - material change report | 233(R)-234 | 3 |
| Securities - notices and policy statements - OSC | 227(LR) | 2 |
| Securities - Ontario securities commission - OSC | 227(LR) | 2 |
| Securities - OSC regulatory powers | 227(LR) | 2 |
| securities - PPSA - verbal/uncertified search and certified search | 254(R)-255(L) | 3.1.7 |
| Securities - preliminary prospectus | 229(R)-230(LR) | 2.3.1 |
| Securities - primary market | 227(L) | 1 |
| Securities - prospectus | 229(R)-230(LR) | 2.3.1 |
| Securities - prospectus exemptions - private issuer - 2.4 of NI 45-106 | 231(LR)-232(L) | 2.3.2(b) |
| Securities - prospectus requirement - exemptions | 228(R)-229(L)230(R) | 2.3.2 |
| Securities - publicly-held corp - material change - continuous disclosure | 233(R)-234 | 3 |
| Securities - publicly-held corporations | 233(R)-234 | 3 |
| Securities - registration / licensing requirements | 228(LR)-299(L) | 2.2 |
| Securities - registration exemptions | 228(LR)-299(L) | 2.2 |
| Securities - registration exemptions (NI 45-106) | 172(L) | 3.6 |
| Securities - registration exemptions and discretion | 228(LR)-299(L) | 2.2 |
| Securities - registration requirements - exemptions - unable to characterize type of security | 229(L) | 2.2 |
| Securities - regulation of market participants | 228(LR)-299(L) | 2.2 |
| Securities - resale restrictions - prospectus exemptions | 233(LR) | 2.3.2(g) |
| Securities - secondary market | 227(L) | 1 |
| Securities - underwriter - function | 229(R) | 2.3.1 |
| Securities Act - considerations - share purchase - purchase and sale | 412(R) | 5.1.7 |
| Securities act - objectives | 227(L) | 1 |
| Securities Act - underlying policy | 227(R)-228(L) | 2.1 |
| Securities law implications | 227(L) | 1 |
| Securities Transfer Act - Uncertificated Securities and PPSA | 239(R)-240(L) | 2.5 |
| Security - agreement - other | 240(R)-241(L) | 2.7 |
| Security - agreement - PPSA security | 237(R) | 2 |
| Security - agreement - significant components | 237(R) | 2.1 |
| Security - Attachment and financing statement | 241(LR) | 3.1 |
| Security - enforcement of Mortgages Act security - notice requirement under s.244 | 312(R) | 23.2.2 |
| Security - enforcement of non-PPSA securities (i.e. Bank Act securities and mortgages against real property) | 311(R) | 23 |
| security - equipment security agreement | 240(R)-241(L) | 2.7 |
| Security - Inventory security agreement | 240(R)-241(L) | 2.7 |
| Security - non-PPSA | 286(L) | 4 |
| Security - purchase price - share purchase | 413(L) | 5.1.9 |
| Security enforcement | 299(R)-300(L) | 18 |
| Security enforcement - 6 steps | 299(R)-300(L) | 18 |
| security enforcement - Bank Act - standard of care of banks | 312(L) | 23.1.3 |
| Security enforcement - Bank Act security | 311(R) | 23.1 |
| Security enforcement - Bank Act security - power to sell | 311(R) | 23.1.1 |
| Security enforcement - BIA - s 47(1) interim receivers - s. 243 receivers | 301(R); 302(L) | 19.3; 19.4 |
| Security enforcement - BIA (s.244) notice obligation | 300(R) | 19 |
| Security enforcement - BIA requirement for notice, S 244 - exemptions | 301(L) | 19.1.3 |
| Security enforcement - BIA requirement for notice, s.244 | 300(R)-301(L) | 19.1.2 |
| security enforcement - BIA s. 243 receiver | 302(L) | 19.4 |
| Security enforcement - demanding repayment | 300(R) | 19 |
| Security enforcement - demanding repayment - contractual notice periods or other pre-conditions to enforcement | 301(LR) | 19.1.4 |
| Security enforcement - Demanding repayment - interim receivers, powers of the interim receiver | 302(L) | 19.3.3 |
| Security enforcement - demanding repayment - reasonable notice under common law | 300(R) | 19.1.1 |
| Security enforcement - demanding repayment - reasonable notice under common law | 301(R) | 19.2 |
| Security enforcement - duties of secured creditor or receiver under PPSA - notice: period, content, exemptions, special notice requirements, etc | 304(R)-305(R) | 22.1.4(e) |
| Security enforcement - duties of secured creditors and receivers under BIA | 306(L)-307(L) | 22.1.5 |
| Security enforcement - factors to consider - remedies | 300(L) | 18 |
| Security enforcement - foreclosure - PPSA | 303(LR) | 21 |
| Security enforcement - interim order for possession | 302(R)-303(L) | 20.3 |
| Security enforcement - interim receivers | 301(R) | 19.3 |
| Security enforcement - interim receivers - powers of the interim receiver | 302(L) | 19.3.3 |
| Security enforcement - interim receivers - pre-conditions to appointment | 301(R)-302(L) | 19.3.2 |
| Security enforcement - making the demand - s. 244 BIA requirement for notice | 301(R) | 19.2 |
| security enforcement - Mortgages Act - commercial reasonableness | 312(L) | 23.2 |
| Security enforcement - Mortgages Act - process for enforcement (6 steps) | 312(L) | 23.2 |
| Security enforcement - Mortgages Act - reasonabe notice | 312(L) | 23.2 |
| Security enforcement - Mortgages Act security SEE: Mortgages Act security | 312(L) | 23.2 |
| Security enforcement - Mortgages Act security - comparing remedies: power of sale, judicial sale and foreclosure | 313(L) | 23.2.3(c) |
| Security enforcement - Mortgages Act security - demands | 312(LR) | 23.2.1 |
| Security enforcement - Mortgages Act security - foreclosure remedies | 312(R) | 23.2.3(b) |
| Security enforcement - Mortgages Act security - notice of sale | 314(L) | 23.2.4 |
| Security enforcement - Mortgages Act security - obtaining possession | 312(R) | 23.2.3(a) |
| Security enforcement - Mortgages Act security - power of sale | 312(R) | 23.2.3(b) |
| Security enforcement - Mortgages Act security - realization remedy (selection of appropriate remedy) | 312(R) | 23.2.3 |
| Security enforcement - Mortgages Act security - receivership of the property | 314(LR) | 23.2.6 |
| Security enforcement - Mortgages Act security - section 244 notice | 312(R) | 23.2.2 |
| Security enforcement - Mortgages Act security - standard of care | 314(L) | 23.2.5 |
| security enforcement - powers of private receiver | 303(R) | 22.1.1 |
| Security enforcement - PPSA - duties of secured creditor or receiver in possession- carry on debtors business | 306(L) | 22.1.4(h) |
| Security enforcement - PPSA - duties of secured creditor or receiver while in possession - commercially reasonable manner | 304(LR) | 22.1.4(c) |
| Security enforcement - PPSA - duties of secured creditor or receiver while in possession - delay of disposition | 305(R) | 22.1.4(f) |
| Security enforcement - PPSA - duties of secured creditor or receiver while in possession - reasonable repairs | 304(R) | 22.1.4(d) |
| security enforcement - PPSA - no contracting out/waiver | 304(L) | 22.1.4(b) |
| security enforcement - PPSA - reimburse removal costs of fixtures and accessions | 305(LR) | 22.1.4(e)(v) |
| Security enforcement - PPSA s 17(1) - Reasonable care (duty of secured creditor or receiver while in possession) | 304(L) | 22.1.4(a) |
| Security enforcement - private receivership - appointment of by secured creditors | 303(R) | 22.1.1 |
| Security enforcement - reasonable notice | 301(R) | 19.2 |
| Security enforcement - receivership - duties under BIA | 306(L)-307(L) | 22.1.5 |
| Security enforcement - receivership - duties while in possession under PPSA | 304(L)-306(L) | 22.1.4 |
| Security enforcement - receivership - environmental issues | 310(R) | 22.3.3(a) |
| Security enforcement - receivership - environmental issues - compliance with environmental remediation orders | 310(R)-311(L) | 22.3.3(c) |
| Security enforcement - receivership - environmental issues - priority charge for govt remediation costs | 311(L) | 22.3.3(d) |
| Security enforcement - receivership - obligations and duties of court-appointed receivers | 311(R) | 22.4 |
| Security enforcement - receivership - personal liability of receiver - statutory protections (BIA) | 310(L) | 22.3.2(d) |
| Security enforcement - receivership - pursuant to security agreement | 303(L) | 20.4 |
| Security enforcement - receivership - standard template receivership order - protections from liabilities | 311(LR) | 22.3.4 |
| Security enforcement - receivership (private) | 303(R) | 22.1 |
| Security enforcement - receiverships - court-receiverships | 307(L) | 22.2 |
| Security enforcement - receiverships - court-receiverships - powers of a court-appointed receiver | 308(L) | 22.2.3 |
| Security enforcement - receiverships - personal liability - successor employer for unionized businesses | 309(L)-310(L) | 22.3.2(c) |
| Security enforcement - receiverships (court appointed) - appointment and types of court receivers | 307(R)-308(L) | 22.2.2 |
| security enforcement - receiverships (court appointed) - instructions and directions from court order | 308(L) | 22.2.3(a) |
| Security enforcement - receiverships (court appointed) - personal liability of receiver | 308(R) | 22.3 |
| Security enforcement - receiverships (court appointed) - personal liability of receiver - standard form template | 308(R) | 22.3.1 |
| Security enforcement - receiverships (court appointed)- when are court appointed receivers appropriate | 307(LR) | 22.2.1 |
| Security enforcement - receiverships (private) - appointment letter of private receiver | 303(R) | 22.1.2 |
| Security enforcement - receiverships (private) - indemnity of receiver | 303(R) | 22.1.3 |
| Security enforcement - secured creditor and receiver duties - review powers of the court | 307(L) | 22.1.7 |
| Security enforcement - steps in process | 299(R)-300(L) | 18 |
| Security enforcement - taking possession - bailiff or agent | 302(R) | 20.2 |
| Security enforcement - taking possession - ways to take possession | 302(LR) | 20 |
| Security enforcement - taking possession (of collateral) - PPSA | 302(LR) | 20 |
| Security entitlement - uncertificated securities | 239(R)-240(L) | 2.5 |
| Security for unpaid purchase price - registrations - purchase and sale | 420(L) | 9.5 |
| Security interest - definition - PPSA | 237(R) | 2.1 |
| Security interest - effect of - sale of goods | 340(R)-341(L) | 3.1.1(b) |
| Security Interest - Ineffective - Liens and Encumbrances - Title to Goods - Buy-side terms - Key Provisions - Sale of Goods | 340(R) | 3.1.1(b) |
| Security Interest - Not perfected under PPSA | 341(L) | 3.1.1(b) |
| Security Interest - seller in course of business - security interest free - exceptions | 340(R) | 3.1.1(b) |
| Security Interest - Title to Goods - buy-side terms - Key provisions - sale of goods | 340(R) | 3.1.1 (b) |
| Security searches - Bulk Sales Act searches | 257(L) | 3.6 |
| Security searches - Canada Shipping Act | 257(LR) | 3.7 |
| Security searches - Execution Act searches | 256(R)-257(L) | 3.5 |
| Security searches - intellecttual property and other searches (unique assets) | 257(LR) | 3.7 |
| Security searches - Mining Act search | 257(LR) | 3.7 |
| Seguin v. Pelletier - bankruptcy - aboriginal | 368(R) | 2.6 |
| seize and sale - self-help remedies - secured creditor | 302(R) | 20.1 |
| Seizure - exemption - Aboriginal - “paramount location” test | 361(R) | 2.1 |
| Seizure - in tax context: see Tax - search and seizure; also Tax - demands for information - McKinlay Transport | 164(R) | 3.2.2 |
| Seizure - insolvency - reserve lands - Aboriginal | 367(LR) | 2 |
| Seizure - insolvency - restrictions - Aboriginal | 368(L) | 2.4 |
| Seizure and sale - PPSA - enforcement of security | 302(LR) | 20 |
| Seizure by another Indian or band - insolvency - Aboriginal | 368(L) | 2.4 |
| Selection of appropriate realization remedy - comparison of the power of sale, judicial sale and foreclosure remedies | 312(R) | 23.2.3 |
| Selection of appropriate realization remedy - mortgages act - obtaining possession | 312(R) | 23.2.3(a) |
| Selection of share structure | 197(R)-198(L) | 9 |
| Self-help remedies - obtaining possession - secured creditor | 302(R) | 20.1 |
| self-help remedies - seize and sale - secured creditor | 302(R) | 20.1 |
| Self-interest - shareholder voting | 185(L) | 4.4 |
| Sell-Side Terms - key provisions - sale of goods | 346(L) | 3.2 |
| Sell-Side Terms - Sale of Goods - Deposit | 347(L) | 3.2.2(a) |
| Seller Abuse - Sale of Goods - Sell-Side Terms | 348(L) | 3.2.2(c) |
| Seller's Consent - good faith buyer - lien | 340(R) | 3.1.1(a) |
| Seller’s in personam remedies - contractual remedies under SGA - sale of goods | 354(L) | 5.1 |
| Seller’s lien - seller’s security for payment and in rem rights - sale of goods | 351(R)-352(L) | 4.1 |
| Seller’s security for payment and in rem rights - sale of goods | 351(R) | 4 |
| Series conditions - shares | 198(LR) | 10 |
| Series of shares | 198(LR) | 10 |
| Series of shares: see Corporate capital - series of shares | 171(R)-172(L) | 3.5 |
| service - mortgages act security - remedies: power of sale, judicial sale, foreclosure | 313(R) | 23.2.3(c)(iv) |
| Set-off - Other Provisions - Key provisions - sale of goods | 349(LR) | 3.3.1 |
| Set-off - waiver of - Other Provisions - Key provisions - Sale of Goods | 349(R) | 3.3.1 |
| Severance pay - employees - termination under Employment Standards Act - asset purchase | 404(LR) | 4.3.9(b) |
| Severance Pay - termination of employment | 322(R)- 323(L) | 4.1.2 |
| SGA - Implied conditions or warrant | 341(R) | 3.1.2(b) |
| Shafron v KRG Insurance Brokers - reasonableness of restrictive covenant - employees | 318(LR) | 2.3.1 |
| Shah v Xerox Canada Ltd - constructive dismissal | 324(R) | 4.3 |
| Share acquisition - choice of assets/liabilities - corporate considerations - purchase and sale | 391(R)-392(L) | 3.1.1 |
| Share acquisition - searches in context of | 251(L) | 1.1 |
| Share cancellation - amalgamation | 214(LR) | 6.1.1 |
| Share capital - acquisition of corporation’s own shares | 199(R)-200(R) | 12 |
| Share capital - acquisition of corporation’s own shares - purchase of shares by private contract | 199(R)-200(L) | 12.2 |
| Share capital - acquisition of corporation’s own shares - purchase or redemption in articles | 200(LR) | 12.3 |
| Share capital - acquisition of corporation’s own shares - purchase vs. redemption/retraction | 199(R) | 12.1 |
| Share capital - acquisition of corporation’s own shares - tax consequences | 200(R) | 12.4 |
| Share capital - advantages | 198(R)-199(L) | 11.1; 11.3 |
| Share capital - advantages and disadvantages | 198(R)-199(R) | 11.1-11.4 |
| Share capital - authorized capital | 191(L); 205(L) | 2; 1.3.5 |
| Share capital - authorized capital | 191(L); 205(L) | 2; 1.3.5 |
| Share capital - cancellation | 203(R)-204(R) | 1.3.3 |
| Share capital - changing rights of shareholders | 197(LR) | 8 |
| Share capital - classes and series of shares | 198(LR) | 10 |
| Share capital - classes of shares | 191(R) | 4.1 |
| Share capital - conversion | 195(R)-196(L) | 7.4 |
| Share capital - convertible shares | 195(R) | 7.4.1 |
| Share capital - cumulative or non-cumulative dividends | 194(R)-195(L) | 7.2 |
| Share capital - disadvantages | 199(LR) | 11.2; 11.4 |
| Share capital - factors in share structuring | 197(R)-198(L) | 9 |
| Share capital - incorporation | 197(R)-198(L) | 9 |
| Share capital - issued capital | 191(R) | 3 |
| Share capital - legal nature of a share | 191(L) | 1 |
| Share capital - number of shares | 191(R)-192(L) | 4.2 |
| Share capital - other convertible securities (ex: warrants, options, rights) | 196(L) | 7.4.2 |
| Share capital - paid-up capital (PUC) | 192(L)-194(R) | 6 |
| Share capital - paid-up capital (PUC) - difference between PUC and ACB | 194(L) | 6.4 |
| Share capital - paid-up capital (PUC) - differences between stated capital account and PUC | 193(L)-194(L) | 6.3 |
| Share capital - paid-up capital (PUC) - general principles | 192(LR) | 6.1 |
| Share capital - paid-up capital (PUC) - keeping PUC low | 193(L) | 6.2 |
| Share capital - paid-up capital (PUC) - keeping PUC low - capital gains | 193(L) | 6.2 |
| Share capital - paid-up capital (PUC) - problem on issuing shares for property | 194(LR) | 6.5 |
| Share capital - pre-emptive rights (option of pro rata portion of new issue shares) | 197(L); 188(R)-189(L); | 7.9; 3.4.1 |
| Share capital - preferential dividends | 194(R) | 7.1 |
| Share capital - purchase | 203(R)-204(R) | 1.3.3 |
| Share capital - purchase or redemption of shares | 196(L)-197(L) | 7.5; 7.6 |
| Share capital - purchase or redemption of shares - income tax consequences | 196(L)-197(L) | 7.6 |
| Share capital - purchase or redemption of shares - tax | 196(L)-197(L) | 7.6 |
| Share capital - redemption | 203(R)-204(R) | 1.3.3 |
| Share capital - repayment of capital | 195(LR) | 7.3 |
| Share capital - return of capital | 195(LR) | 7.3 |
| Share capital - rights, conditions, and restrictions | 194(R)-197(L) | 7 |
| Share capital - selection of shares and their terms | 197(R)-198(L) | 9 |
| Share capital - share certificates | 200(R) | 13 |
| Share capital - sinking fund for preferential shares | 197(L) | 7.7 |
| Share capital - stated capital account (an accounting record) | 192(L) | 5 |
| Share capital - structuring of | 197(R)-198(L) | 9 |
| Share capital - to corporation - advantages of | 198(R)-199(L) | 11.1 |
| Share capital - to corporation - disadvantages of | 199(L) | 11.2 |
| Share capital - to shareholders - advantages of | 199(LR) | 11.3 |
| Share capital - to shareholders - disadvantages of | 199(R) | 11.4 |
| Share capital - unissued capital | 191(R) | 3 |
| Share capital - voting rights - preferential shares | 197(L) | 7.8 |
| Share capital: see Corporate capital - share capital | 171(R)-172(L) | 3.5 |
| Share capitalization - advantages and disadvantages | 198(R)-199(R) | 11.1-11.4 |
| Share certificates | 200(R); 174(L) | 13; 5 |
| Share certificates: see Corporation - share certificates | 174(L) | 5 |
| Share conditions - class conditions | 194(R)-197(L) | 7 |
| Share conditions - more than one class | 191(R) | 4.1.2 |
| Share conditions - series shares | 198(LR) | 10 |
| Share consideration - non-share consideration/boot consideration | 219(LR) | 7.2; Ex. 2 |
| Share consolidation arrangement - going private transactions | 220(L) | 8 |
| Share issuances and transfers - disability/death/insolvency of a shareholder | 190(L) | 3.4.6 |
| Share issuances and transfers - drag-alongs | 189(R)-190(L) | 3.4.5 |
| Share issuances and transfers - piggy-backs | 189(R) | 3.4.4 |
| Share issuances and transfers - pre-emptive rights | 188(R)-189(L) | 3.4.1 |
| Share issuances and transfers - Rights of first refusal | 189(LR) | 3.4.3 |
| Share issuances and transfers - shotgun clauses | 189(L) | 3.4.2 |
| Share purchase - agreements - contents - purchase and sale | 411(L) | 5.1.1 |
| Share purchase - conditions - purchase and sale | 412(R) | 5.1.6 |
| Share purchase - corporate considerations - purchase and sale | 411(L)-413(L) | 5.1 |
| Share purchase - effective date - purchase and sale | 412(R)-413(L) | 5.1.8 |
| Share purchase - income tax issues - change of control - loss carryforwards | 415(LR) | 5.2.5(b) |
| Share purchase - income tax issues and considerations | 413(L)-415(R) | 5.2 |
| Share purchase - non-competition clauses - purchase and sale | 412(R) | 5.1.4 |
| Share purchase - purchase price payment - purchase and sale | 413(L) | 5.1.9 |
| Share purchase - releases - purchase and sales | 412(R) | 5.1.5 |
| Share purchase - Securities Act considerations - purchase and sale | 412(R) | 5.1.7 |
| Share purchase - tax considerations - bad debts | 414(L) | 5.2.3 |
| Share purchase - tax considerations - earn-out | 414(L) | 5.2.4 |
| Share purchase - tax considerations - reserves | 413(R)-414(L) | 5.2.2 |
| Share purchase - tax minimization on sale - post-sale consulting arrangement | 416(LR) | 5.3.2 |
| Share purchase - tax minimization on sale - pre-sale dividend | 415(R)-416(L) | 5.3.1 |
| Share purchase - tax minimization on sale - retiring allowances | 416(R) | 5.3.3 |
| Share purchase - tax planning to minimize tax on sale | 415(R)-417(L) | 5.3 |
| Share purchase - third party contracts and approvals - purchase and sale | 412(L) | 5.1.3 |
| Share Purchase Transaction - Purchase and Sale of Business - HST Implications | 408(R) | 4.4.5 |
| Share purchases - from shareholders | 211(L)-212(L) | 4 |
| Share purchases - from shareholders: common instances of transfer and sale | 211(L)-212(L) | 4 |
| Share purchases - from shareholders: deemed dividend rules | 211(R) | 4 |
| Share purchases - from shareholders: not arm’s-length | 211(L)-212(L) | 4 |
| Share purpose considerations - HST - Miedzi Copper Corporation v the Queen | 410(R)-411(L) | 5 |
| Share redemption - and purchase - solvency requirement | 203(R) | 1.3.3(a) |
| Share redemption - bankrupt corporation - director liability - BIA | 281(LR) | 17.4.1 |
| Share redemption - deemed dividend | 203(R)-204(R) | 1.3.3(b) |
| Share redemption - Income Tax Act consequences of share redemption | 203(R)-204(R) | 1.3.3(b) |
| Share sale - vendor’s capital gain - purchase and sale | 393(L) | 3.2.2(a) |
| Share sale - vendor’s preference - capital gain - purchase and sale | 393(L) | 3.2.2(a) |
| Share transfer restrictions: see Corporate capital - share transfer - restrictions | 172(L) | 3.6 |
| Share transfers and issuances - disability/death/insolvency of a shareholder | 190(L) | 3.4.6 |
| Share transfers and issuances - drag-alongs | 189(R)-190(L) | 3.4.5 |
| Share transfers and issuances - piggy-backs | 189(R) | 3.4.4 |
| Share transfers and issuances - pre-emptive rights | 188(R)-189(L) | 3.4.1 |
| Share transfers and issuances - Rights of first refusal | 189(LR) | 3.4.3 |
| Share transfers and issuances - shotgun clauses | 189(L) | 3.4.2 |
| Share Transfers and issuances - Unanimous Shareholder Agreement (USA) | 188(R) | 3.4 |
| Shareholder Agreements | 187(L) | 1 |
| Shareholder agreements - distinction between USA and other agreements | 187(L)-188(L) | 2 |
| Shareholder agreements - duties and liabilities | 187(L)-188(L) | 2 |
| Shareholder agreements - function | 187(L)-188(L) | 2 |
| Shareholder agreements - rights which may be granted | 187(R) | 2 |
| Shareholder agreements - Unanimous Shareholder Agreements (USA) common provisions - the parties | 188(L) | 3.1 |
| Shareholder agreements - USA common provisions - affairs of the corporation | 188(LR) | 3.2 |
| Shareholder agreements - USA common provisions - Family Law Act | 190(LR) | 3.5 |
| Shareholder agreements - USA common provisions - Family Law Act - Common-law spouses | 190(LR) | 3.5 |
| Shareholder agreements - USA common provisions - Family Law Act - spouses | 190(LR) | 3.5 |
| Shareholder agreements - USA common provisions - loans and guarantees | 188(R) | 3.3 |
| Shareholder agreements - USA common provisions - share issuances and transfers | 188(R) | 3.4 |
| Shareholder agreements - USA common provisions - share issuances and transfers - disability/death/insolvency of a shareholder | 190(L) | 3.4.6 |
| Shareholder agreements - USA common provisions - share issuances and transfers - drag-alongs | 189(R)-190(L) | 3.4.5 |
| Shareholder agreements - USA common provisions - share issuances and transfers - piggy-backs | 189(R) | 3.4.4 |
| Shareholder agreements - USA common provisions - share issuances and transfers - pre-emptive rights | 188(R)-189(L) | 3.4.1 |
| Shareholder agreements - USA common provisions - share issuances and transfers - rights of first refusal | 189(LR) | 3.4.3 |
| Shareholder agreements - USA common provisions - share issuances and transfers - shotgun clauses | 189(L) | 3.4.2 |
| Shareholder agreements - USA common provisions (of unanimous shareholder agreements) | 188(L)-190(R) | 3 |
| Shareholder agreements - voting rights | 187(LR) | 2 |
| Shareholder agreements - what they are | 187(L) | 1 |
| Shareholder agreements - what they do | 187(L)-188(L) | 2 |
| Shareholder approval - sale, lease exchange all/almost all property - OCBA s.184 | 410(LR) | 4.4.8 |
| Shareholder Benefits (i.e. unauthorized under ITA, s. 15(1)) | 145(LR) | 7.4 |
| Shareholder loans | 144(R)-146(L) | 7.3 |
| Shareholder loans - interest benefit (i.e. low/no interest) | 145(R) | 7.3.4 |
| Shareholder loans - to owner-manager - ss. 13 & s. 80.4-80.5 (ITA) | 144(R) | 7.3.1 |
| Shareholder loans – exceptions | 145(LR) | 7.3.3 |
| Shareholder proposal to amend articles of incorporation | 201(L)-202(L) | 1.2 |
| Shareholder vote - asset purchase - OBCA s. 184 | 410(LR) | 4.4.8 |
| Shareholders | 180(R)-186(R) | 4 |
| Shareholders - annual meeting | 183(LR) | 4.3.1 |
| Shareholders - annual meetings - mandatory proxies | 184(L) | 4.3.5 |
| Shareholders - approval of fundamental changes | 182(L) | 4.2.4 |
| Shareholders - asset purchases from shareholders | 206(L)-211(L) | 3 |
| Shareholders - becoming a | 180(R)-181(L) | 4.1 |
| Shareholders - compliance orders | 185(L) | 4.5.1 |
| Shareholders - disability/death/insolvency - unanimous shareholder agreements | 190(L) | 3.4.6 |
| Shareholders - election and removal of directors | 181(L) | 4.2.1 |
| Shareholders - fundamental changes - dissent rights | 182(L) | 4.2.4 |
| Shareholders - investigations - shareholder remedies | 185(L) | 4.5.1 |
| Shareholders - Liability - Unanimous Shareholder Agreement (USA) | 188(L) | 2 |
| Shareholders - meetings | 183(L) | 4.3 |
| Shareholders - meetings - adjournment | 184(L) | 4.3.4 |
| Shareholders - meetings - Annual meetings must consider certain criteria | 183(LR) | 4.3.1 |
| Shareholders - meetings - auditor - right to attend | 181(R) | 4.2.3 |
| Shareholders - meetings - conduct of | 184(R) | 4.3.7 |
| Shareholders - Meetings - Conduct of Meetings | 184(R) | 4.3.7 |
| Shareholders - meetings - court called | 184(R) | 4.3.6 |
| Shareholders - Meetings - Court called meeting | 184(R) | 4.3.6 |
| Shareholders - meetings - election of directors | 177(R)-178(L) | 2.3 |
| Shareholders - meetings - Form and Content of Notice of Meetings | 183(R)-184(L) | 4.3.4 |
| Shareholders - meetings - location of | 183(R) | 4.3.2 |
| Shareholders - meetings - materials to be circulated prior to | 184(LR) | 4.3.5 |
| Shareholders - meetings - nature of | 183(LR) | 4.3.1 |
| Shareholders - meetings - notice period | 183(R) | 4.3.3 |
| Shareholders - meetings - Notice Period for Meetings and Record Dates | 183(R) | 4.3.3 |
| Shareholders - meetings - Notice Requirement | 183(R)-184(L) | 4.3.4 |
| Shareholders - Meetings - Other Materials to be Circulated Prior to Meetings | 184(LR) | 4.3.5 |
| Shareholders - meetings - place of | 183(R) | 4.3.2 |
| Shareholders - meetings - principles governing voting rights | 185(L) | 4.4 |
| Shareholders - Meetings - Principles governing voting rights | 185(L) | 4.4 |
| Shareholders - meetings - record date | 183(R) | 4.3.3 |
| Shareholders - meetings - resolutions in writing | 185(L) | 4.3.9 |
| Shareholders - Meetings - Resolutions in Writing | 185(L) | 4.3.9 |
| Shareholders - meetings - voting by proxy | 184(R) | 4.3.8 |
| Shareholders - Meetings - Voting by Proxy | 184(R) | 4.3.8 |
| Shareholders - meetings - who may call | 184(R) | 4.3.6 |
| Shareholders - Meetings - Who may Call a Shareholders’ Meeting | 184(R) | 4.3.6 |
| Shareholders - new - Unanimous Shareholder Agreement (USA) | 188(L) | 2 |
| Shareholders - personal actions | 185(L) | 4.5.1 |
| Shareholders - Proposals | 182(L)-183(L) | 4.2.5 |
| Shareholders - Proposals - Circulation of | 182(R) | 4.2.5 |
| Shareholders - proposals - meetings | 183(L) | 4.2.5 |
| Shareholders - proposals to amend articles of incorporation | 182(LR) | 4.2.5 |
| Shareholders - remedies | 185(L)-186(R) | 4.5 |
| Shareholders - remedies - derivative actions | 185(R) | 4.5.2 |
| Shareholders - remedies - oppression | 185(R)-185(R) | 4.5.3 |
| Shareholders - remedies - types of | 185(L) | 4.5.1 |
| Shareholders - remedies - winding-up | 185(L) | 4.5.1 |
| Shareholders - reports from auditors - time periods | 181(R)-182(L) | 4.2.3 |
| Shareholders - restructuring, impact on | 372(L) | 1.2.5 |
| Shareholders - right to appoint auditor | 181(R) | 4.2.3 |
| Shareholders - Right to Receive Financial Statements | 181(L) | 4.2.2 |
| Shareholders - rights - changing of | 197(LR) | 8 |
| Shareholders - rights - protection of | 197(LR) | 8 |
| Shareholders - rights, powers, and duties | 181(L)-182(L) | 4.2 |
| Shareholders - rights: see Corporate capital - shareholders’ rights | 171(R)-172(L) | 3.5 |
| Shareholders - share capital - advantages | 199(LR) | 11.3 |
| Shareholders - share capital - disadvantages | 199(LR) | 11.2; 11.4 |
| Shareholders - special meeting | 183(LR) | 4.3.1 |
| Shareholders - special resolution - approval of fundamental changes (ex: arrangement, certain amendments to articles, etc.) | 182(L) | 4.2.4 |
| Shareholders - voting - self-interest | 185(L) | 4.4 |
| Shareholders - winding-up - tax consequences | 223(R)-224(L) | 9.4.1(b) |
| Shares - acquisition of corporation’s own shares - tax consequences | 200(R) | 12.4 |
| Shares - capital - cumulative or non-cumulative dividends | 194(R)-195(L) | 7.2 |
| Shares - capital - differences between PUC and ACB | 194(L) | 6.4 |
| Shares - capital - paid-up capital (PUC) | 192(L)-194(R) | 6 |
| Shares - capital - paid-up capital (PUC) - general principles | 192(LR) | 6.1 |
| Shares - capital - paid-up capital (PUC) - issuing shares for property | 194(LR) | 6.5 |
| Shares - capital - paid-up capital (PUC) - keeping PUC low | 193(L) | 6.2 |
| Shares - capital - paid-up capital (PUC) - keeping PUC low - capital gains | 193(L) | 6.2 |
| Shares - classes of | 191(R); 171(R) | 4.1: 3.5 |
| Shares - classes of - more than one class | 191(R) | 4.1.2 |
| Shares - classes of - one class - rights | 191(R) | 4.1.1 |
| Shares - classes/series of | 198(LR) | 10 |
| Shares - issued in consideration of property - s. 85 rollover | 207(L) | 3.3 |
| Shares - legal nature of a share | 191(L) | 1 |
| Shares - number of | 191(R)-192(L) | 4.2 |
| Shares - number of shares of each class | 191(R)-192(L); 171(R) | 4.2; 3.5 |
| Shares - or assets - choice of assets/liabilities - purchase and sale | 391(R)-392(L) | 3.1.1 |
| Shares - or assets - purchase and sale - major decision | 391(R) | 3 |
| Shares - ownership - rights incidental to ownership | 191(L) | 1 |
| Shares - preference/special shares | 191(R) | 4.1.2 |
| Shares - preferential - voting rights | 197(L) | 7.8 |
| Shares - preferential dividends | 194(R) | 7.1 |
| Shares - purchase by private contract - solvency test | 199(R)-200(L) | 12.2 |
| Shares - purchase or redemption in accordance with articles - acquisition of corporation’s own shares | 200(LR) | 12.3 |
| Shares - retraction of | 196(L)-197(L) | 7.5; 7.6 |
| Shares - Rights attached to each class | 191(R) | 4.1 |
| Shares - rights, conditions and restrictions | 194(R)-197(L) | 7 |
| Shares - rights, conditions and restrictions - return of capital (ex: dissolution or winding up of corp.) | 195(LR) | 7.3 |
| Shares - selection of conditions | 197(R)-198(L) | 9 |
| Shares - selection of shares and their terms | 197(R)-198(L) | 9 |
| Shares - selection of structure (ex: classes of shares) | 197(R)-198(L) | 9 |
| Shares - share capital - conversion of | 195(R)-196(L) | 7.4 |
| Shares - share capital - convertible shares | 195(R) | 7.4.1 |
| Shares - share capital - purchase or redemption of shares | 196(L)-197(L) | 7.5; 7.6 |
| Shares - share capital - purchase or redemption of shares - income tax consequences | 196(L)-197(L) | 7.6 |
| Shares - share capital - purchase or redemption of shares - tax | 196(L)-197(L) | 7.6 |
| Shares - share capital - share certificates | 200(R) | 13 |
| Shares - share capital convertible securities | 196(L) | 7.4.2 |
| Shares - share certificates | 200(R) | 13 |
| Shares - special or preference shares benefits - benefits being shareholder of them | 197(R)-198(L) | 9 |
| Shares - Stated capital account (an accounting record) | 192(L) | 5 |
| Shares - stated capital account (vs PUC) | 193(L)-194(L) | 6.3 |
| Shares: see also Corporate capital | 171(R)-172(L) | 3.5 |
| Short-form amalgamation - vertical and horizontal requirements | 215(LR) | 6.1.2 |
| Shotgun Clauses - Share Transfers and issuances - Unanimous Shareholder Agreement (USA) | 189(L) | 3.4.2 |
| Shotgun clauses - unanimous shareholder agreements share transfers and issuances | 189(L) | 3.4.2 |
| Shotgun/Buy-sell Clause | 189(L) | 3.4.2 |
| Simplicity - assets vs shares - corporate considerations - purchase and sale | 392(L) | 3.1.2 |
| Sinking fund | 197(L) | 7.7 |
| Sinking fund - preferential shares | 197(L) | 7.7 |
| Small business corporation (SBC) | 155(L) | Gloss. |
| Small Business Deduction - 2016 changes - budget restrictions on access to and multiplication of SBD - certain partnerships and corporate structures | 138(LR) | 5.3.1(a)(iv) |
| Small business deduction (SBD) - (Ontario & Canada) | 136(LR)-137(L); 155(L) | 5.3.1(a); Gloss. |
| Small Business Deduction (SBD) - clawback | 136(R) | 5.3.1(a) |
| Soft right - right of first refusal | 189(R) | 3.4.3 |
| Sole Proprietorship | 111(L)-112(L) | 1 |
| Sole proprietorship - aboriginal - business vehicles | 368(R) | 3.1 |
| Sole Proprietorship - Liability | 111(L) | 1 |
| Sole proprietorship - litigation - name of business | 112(L) | 1 |
| Sole Proprietorship - Tax - Business (non-capital) losses - carryforward/lookback | 111(R)-112(L) | 1 |
| Sole Proprietorship - Tax Deferral | 111(LR) | 1 |
| Sole Proprietorship - tax rate - marginal | 111(R) | 1 |
| Sole Proprietorship - tax reporting year | 111(L) | 1 |
| Sole Proprietorship - tax reporting year - ITA election | 111(L) | 1 |
| Solicitor-client privilege in tax context | 166(R)-167(L) | 3.4 |
| Solvency Test - Purchase of shares by private contract | 199(R)-200(L) | 12.2 |
| Solvency Test - purchase or redemption in accordance with conditions specified in articles | 200(LR) | 12.3 |
| Special act corporations | 175(LR) | 6.3 |
| Special act corporations - governed by the Canada Not-for-Profit Corporations Act (CNCA) | 175(R) | 6.3 |
| Special act corporations - governed by the Not-for-Profit Corporations Act (ONCA) | 175(LR) | 6.3 |
| Special act corporations - governed by the Ontario Corporations Act (OCA) | 175(LR) | 6.3 |
| Special act corporations - Ontario’s Legislation Act s 92(1) | 175(R) | 6.3 |
| Special Cases of Employee Status | 316(L) | 1.5 |
| Special Cases of Employee Status - Probationary Employees | 316(L) | 1.5.1 |
| Special Cases of Employee Status - Public Employees and Office Holders - Exceptions | 316(LR) | 1.5.2 |
| Special Cases of Employee Status - Public Employees and Public Office Holders | 316(LR) | 1.5.2 |
| Special Cases of Employee Status - Statutory terms superceding contract (Wells v Newfoundland) | 316(LR) | 1.5.2 |
| Special Cases of Employer Status | 315(R) | 1.4 |
| Special Cases of employer status - common employer | 316(L) | 1.4.2 |
| Special Cases of employer status - successor employers | 315(R)-316(L) | 1.4.1 |
| Special Cases of employer status - sufficient degree of relationship | 316(L) | 1.4.2 |
| Special Cases of employer status - transfer of employees | 315(R)-316(L) | 1.4.1 |
| Special considerations relating to individual guarantors - types of guarantees | 246(L) | 5.5 |
| Special meeting - shareholders | 183(LR) | 4.3.1 |
| special notice for removal of fixtures and accessions - PPSA | 305(LR) | 22.1.4(e)(v) |
| Special priority rules for investment property (secured creditors - priorities) | 289(LR) | 5.1.8 |
| Special resolution - change corporate characteristics - capital structure | 201(R)-202(L) | 1.2 |
| Special resolution - see Corporation - resolutions - special resolution | 173(L) | 4.2 |
| Special resolution - shareholders - approval of fundamental changes (ex: arrangement, certain amendments to articles, etc.) | 182(L) | 4.2.4 |
| Special Shares | 191(R) | 4.1.2 |
| Special shares - non-share consideration & common shares received - s.85 ordering rule | 209(L) | 3.6 |
| Special shares - return of capital | 195(LR) | 7.3 |
| Specific goods - sale of specific goods - consequences | 344(R) | 3.1.3(c) |
| Specified investment business | 137(R) | 5.3.1 (a)(ii) |
| Specified investment business - taxation | 137(R) | 5.3.1(a)(ii) |
| Specified Shareholder | 137(LR) | 5.3.1(a)(i) |
| Spin off assets – Butterfly reorganization - Ss. 55(3) | 142(L); 148(L) | 6.4.5; Gloss. |
| Spin-off/Divest assets – “butterfly” schematic | 142(L); 148(L) | 6.4.5; Gloss. |
| Splitting of profits – partnership | 128(R) | 5.9 |
| Spouses - Family Law Act - Unanimous Shareholder Agreements - common provisions | 190(LR) | 3.5 |
| Squeeze-out - going private transactions SEE ALSO: CBCA regulation | 220(R) | 8 |
| Ss. 55(3) - “Butterfly” Reorganization – “spin off” assets | 142(L); 148(L) | 6.4.5; Gloss. |
| STA - Securities Transfer Act - Uncertificated Securities and PPSA | 239(R)-240(L) | 2.5 |
| Standard assumptions and qualifications - opinion SEE: opinions | 258(L) | 7 |
| Standard corporate searches SEE: searches | 251(R) | 2 |
| Standard form template CCAA orders - CCAA | 383(LR) | 5.3.3 |
| Standard form template receivership order - protection from liability | 308(R) | 22.3.1 |
| Standard form template receivership order protections for receivership liabilities | 308(R) | 22.3.1 |
| Standard of care - corporate directors: see Corporation - directors - standard of care | 171(L) | 3.3 |
| Standard of care - mortgage security | 314(L) | 23.2.5 |
| standard of care (reasonable care + good faith) - mortgages act - enforcement | 314(L) | 23.2.5 |
| Standard of care of bank under Bank Act - enforcing bank act security | 312(L) | 23.1.3 |
| Standard opinions - corporate capacity and power | 259(L) | 8.1 |
| Standard receivership order - powers of court appointed receiver | 308(LR) | 22.2.3(b) |
| Standard receivership order - Receivers protections from liability | 311(LR) | 22.3.4 |
| Standard security searches - bankruptcy searches | 255(R)-256(L) | 3.4 |
| Standard security searches - Bulk Sales Act searches | 257(L) | 3.6 |
| Standard security searches - execution act searches | 256(R)-257(L) | 3.5 |
| Standard security searches - intellectual property and other searches | 257(LR) | 3.7 |
| Standard security searches - PPSA | 253(LR) | 3.1 |
| Standard security searches - s. 427 of Bank Act | 255(R) | 3.3 |
| Standard security searches - types of searches - two types under PPSA system | 254(R)-255(L) | 3.1.7 |
| Standard types of opinions - authorized share capital | 260(R) | 8.6 |
| Standard types of opinions - rank of security (real vs personal property) | 260(L) | 8.5 |
| Standard types of opinions - registration | 259(R) | 8.4 |
| Standard types of opinions - valid and binding obligation enforceable in accordance with its terms | 259(R) | 8.3 |
| Standardized terms - Place of Delivery - Delivery - buy-side terms - key provisions - sale of goods | 342(R) | 3.1.3(a) |
| Standards - residency - transaction of business - directors meetings | 178(LR) | 2.5 |
| Stated capital - account - differences from PUC | 193(L)-194(L) | 6.3 |
| Stated capital - account - shares | 192(L) | 5 |
| Stated capital - account: see Corporate capital - stated capital account | 171(R)-172(L) | 3.5 |
| Stated capital - increase - corporate and tax considerations | 204(R)-205(L) | 1.3.4 |
| Stated capital - increase in | 204(R)-205(L) | 1.3.4 |
| Stated capital - reduction of | 202(L)-203(R) | 1.3.2 |
| Stated capital - stated capital account - differences between stated capital account and PUC | 193(L)-194(L) | 6.3 |
| Statement of Annual Rate of Interest - overdue payments - Payment - Sell-Side Terms - Key provisions - Sale of Goods | 348(R) | 3.2.2(c) |
| Status of a bankrupt | 263(R)-264(L) | 5.1 |
| Statute of Frauds - guarantees | 245(R) | 5.4 |
| Statutory Employer Obligations | 319(L) | 3.2 |
| Statutory Employment Obligations - Employment Standards Act | 319(L) | 3.2.1 |
| Statutory Employment Obligations - Termination and Severance of Employment | 319(L) | 3.2.1 |
| Statutory liens - PPSA | 291(L) | 6 |
| Statutory liens and deemed trusts - crown claims - PPSA | 291(L) | 6 |
| Statutory liens and deemed trusts - effect of bankruptcy | 291(R) | 6.4 |
| Statutory liens and deemed trusts - effect of bankruptcy - exemption for employee source deductions | 292(L) | 6.4.2 |
| Statutory liens and deemed trusts - effect of bankruptcy - reversal of priorities for crown claims | 291(R) | 6.4.1 |
| Statutory liens and deemed trusts - effect of bankruptcy - securing crown claims | 292(LR) | 6.4.3 |
| Statutory liens and deemed trusts - PST clearance certificates | 291(L) | 6.2 |
| Statutory liens and deemed trusts - types of | 291(LR) | 6.3 |
| Statutory protections from environmental liability - BIA for receiver | 310(R) | 22.3.3(a) |
| Statutory protections from liability - standard form for receiver | 310(L) | 22.3.2(d) |
| Statutory terms - proposals - BIA | 380(LR) | 4.15 |
| Stay against termination of agreements with debtors - aircraft objects - BIA - restructuring | 377(R)-378(L) | 4.7.7(d) |
| Stay against termination of agreements with debtors - BIA | 377(L) | 4.7.7 |
| Stay against termination of agreements with debtors - eligible financial contracts - BIA - restructuring | 377(R) | 4.7.7(c) |
| Stay of proceedings - application against the Crown - restructuring - BIA | 376(R) | 4.7.4 |
| Stay of proceedings - application of stay to directors - BIA | 376(R)-377(L) | 4.7.6 |
| Stay of proceedings - application of stay to secured creditors – BIA | 376(L) | 4.7.2 |
| Stay of proceedings - application to regulatory bodies - restructuring - BIA | 376(R) | 4.7.5 |
| Stay of proceedings - automatic - BIA | 376(L) | 4.7 |
| Stay of proceedings - bankruptcy | 266(LR) | 6 |
| Stay of proceedings - CCAA - Aircraft objects (CCAA) | 385(R) | 5.4.10 |
| Stay of proceedings - CCAA - BIA proceedings | 384(L) | 5.4.1 |
| Stay of proceedings - CCAA - claims against directors | 384(R) | 5.4.4 |
| Stay of proceedings - CCAA - eligible financial contracts | 385(L) | 5.4.7 |
| Stay of proceedings - CCAA - government claims | 384(R)-385(L) | 5.4.5 |
| Stay of proceedings - CCAA - guarantees and letters of credits | 385(L) | 5.4.8 |
| Stay of proceedings - CCAA - immediate payment for goods and services | 385(L) | 5.4.6 |
| Stay of proceedings - CCAA - immediate payment for goods and services | 385(L) | 5.4.6 |
| Stay of proceedings - CCAA - lifting of stay | 385(R) | 5.4.11 |
| Stay of proceedings - CCAA - regulatory matters affecting life, health and safety | 385(LR) | 5.4.9 |
| Stay of proceedings - claims against directors - BIA | 376(R)-377(L) | 4.7.6 |
| Stay of proceedings - court-ordered - CCAA | 384(L) | 5.4 |
| Stay of proceedings - duration - CCAA | 384(R) | 5.4.2 |
| Stay of proceedings - extension - CCAA | 384(R) | 5.4.3 |
| Stay of proceedings - leave to lift stay - BIA | 376(L) | 4.7.3 |
| Stay of proceedings - lifting of stay by creditors - BIA | 376(L) | 4.7.3 |
| Stay of proceedings - restructuring - BIA | 376(L) | 4.7 |
| Stay of proceedings - restructuring - lifting of stay | 376(L) | 4.7.3 |
| Stay of proceedings - stay against termination of agreements with debtor - BIA | 377(L) | 4.7.7 |
| Stay or proceedings - CCAA - test for granting and extending stay | 384(R) | 5.4.3 |
| Stock in bulk - Bulk Sales Act | 282(LR) | 18.1.3 |
| Stock in bulk - definition - Bulk Sales Act - asset purchase | 407(L) | 4.4.4 |
| Stock, defn of - Purchase and sale - Asset purchae - Bulk Sales Act | 407(L) | 4.4.4 |
| Storers, defn of - RSLA | 298(R) | 14 |
| Stranger to the bankruptcy - defined | 266(L) | 5.4.3 |
| Strategic bankruptcy - changing PPSA priorities | 297(R) | 10.5 |
| Strategic bankruptcy - effect of bankruptcy - reversal of priorities for Crown Claims | 291(R) | 6.4 |
| Strategic bankruptcy - involuntary bankruptcy | 264(LR) | 5.3.1 |
| Strategis report - corporate searches | 251(R)-252(L) | 2.1 |
| Strikes and Lockouts | 331(L)-332(L) | 11.2 |
| Strikes and Lockouts - Definitions | 331(L) | 11.2 |
| Strikes and Lockouts - Prohibited Parties & Industries | 331(L) | 11.2 |
| Strikes and Lockouts - Replacement workers | 331(R)-332(L) | 11.2 |
| Strikes and lockouts - strike vote | 332(R) | 11.2 |
| Structuring an earn-out - Purchase and Sale - Tax Considerations | 406(L) | 4.4.1(b) |
| Structuring loan arrangements - debt financing | 236(L) | 1.3 |
| Subordination - implied | 296(L) | 10.2 |
| Subordination - priority and inter-creditor agreements - changing priorities | 295(L)-296(L) | 10.1 |
| Subordination agreement - changing priorities | 295(L)-296(L) | 10.1 |
| subordination and priority agreement, defn of - secured creditors - changing priorities | 295(R) | 10.1 |
| Subordination of accession interest - changing priorities | 295(L)-296(L) | 10.1 |
| Subordination of fixture interest - changing priorities | 295(L)-296(L) | 10.1 |
| Subordination of indebtedness - debt financing and secured transactions | 247(L) | 7.1 |
| Subrogation right of government - unpaid wages - WEPPA | 262(R)-263(LR) | 3.5 |
| successor employer | 315(R)-316(L) | 1.4.1 |
| successor employer - Employment standard (ESA) - liability of receivers and trustees | 309(L) | 22.3.2(b) |
| Successor Employer - Labour Relations Act - Bound by collective agreement | 404(R) | 4.3.9(c) |
| successor employer - LRA - real and substantial control - receiver liability | 309(L)-310(L) | 22.3.2(c) |
| Successor employer - LRA - Receiver liability for unionized businesses | 309(L)-310(L) | 22.3.2(c) |
| Successor Employer - purchase and sale - Canada Pension Plan | 404(R) | 4.3.9(d) |
| Successor Employer - purchase and sale - Workplace Safety and Insurance Act | 404(R) | 4.3.9(e) |
| Successor employer - receiver (union and non-union) | 309(L)-310(L) | 22.3.2(b)-(c)-(d) |
| successor employer - unionized business - collective agreement | 309(L)-310(L) | 22.3.2(c) |
| Successor employer and labour issues - receiver liability where carrying on debtor's business | 308(R) | 22.3.2(a) |
| Summary dismissal - employer remedies | 326(R) | 6.1 |
| Summary Dismissal - Termination of Employment Relationship | 323(R) | 4.2.1 |
| Super-priority interest - PMSI - seller’s security for payment and rights - sale of goods | 352(LR) | 4.3 |
| Superintendent of bankruptcy searches | 256(LR) | 3.4.3 |
| Supplemental security | 238(R)-239(L) | 2.2.3 |
| Supplemental security - general assignment of accounts receivable | 238(R)-239(L) | 2.2.3 |
| Supplemental security - securities pledge agreements | 238(R)-239(L) | 2.2.3 |
| Supriority charge - initial order - CCAA - restructuring | 383(R) | 5.3.3 |
| Surface bargaining - collective bargaining | 330(R) | 11 |
| Suspension of discharges - bankruptcy - discharge of personal bankrupt | 273(R)-274(L) | 13.2.9 |
| Sustain System - court searches | 256(L) | 3.4.2 |
| **T** | | |
| Taking possession - bailiff or agent - security enforcement | 302(R) | 20.2 |
| taking possession - interim order - security enforcement | 302(R)-303(L) | 20.3 |
| Taking possession - PPSA s 17(1) - duties of a secured creditor or receiver while in possession | 304(L)-306(L) | 22.1.4 |
| Taking possession - receivership - security enforcement | 303(L) | 20.4 |
| taking possession -self-help remedies - secured creditor | 302(R) | 20.1 |
| Taking security under section 427 of the bank act | 244(LR) | 4 |
| Tangible assets - perfecting security | 241(R) | 3.2 |
| Tangible personal property (TPP) - harmonized sales tax implications - asset purchase | 406(R)-407(R) | 4.4.5 |
| Target Canada (Co) - CCAA - form of initial order | 383(LR) | 5.3.3 |
| Target corporation - tax liabilities - share purchase - purchase sale | 415(R) | 5.2.6 |
| Tax - accounts receivable - ITA s. 22 election - asset purchase - benefits/consequences/ availability | 399(R)-400(L) | 4.3.4(b)(iii); Ex |
| Tax - accountant-client privilege - not recognized by courts | 166(L) | 3.4 |
| Tax - acquisition of corporation's own shares - consequences | 200(R) | 12.4 |
| Tax - Active Business Income (ABI) vs. passive income | 129(LR) | 2.2 |
| Tax - administration and enforcement - assessments and appeals | 158(L)-163(R) | 2 |
| Tax - administration and enforcement - collection proceedings | 163(LR) | 3.1 |
| Tax - administration and enforcement - federal income tax | 157(L) | 1.1 |
| Tax - administration and enforcement - income tax | 163(L)-167(R) | 3 |
| Tax - administration and enforcement - introduction | 157(L) | 1 |
| Tax - administration and enforcement - search and seizure | 165(R) | 3.3 |
| Tax - amalgamations - corporate aspects - generalSEE ALSO: Amalgamations | 216(L)-218(L) | 6.2 |
| Tax - appeals | 160(R)-163(L) | 2.5 |
| Tax - appeals - 2013 amendments | 162(R)-163(L) | 2.5.3(c) |
| Tax - appeals - burden of proof | 161(LR) | 2.5.2 |
| Tax - appeals - general procedure | 162(R) | 2.5.3(b) |
| Tax - appeals - general procedure - costs | 162(R) | 2.5.3(b) |
| Tax - appeals - informal procedure | 162(LR) | 2.5.3(a) |
| Tax - appeals - informal procedure - costs | 162(R) | 2.5.3(a) |
| Tax - appeals - instituting 2nd appeal: taxpayer must pay disputed amount | 163(R) | 3.1 |
| Tax - appeals - jurisdiction of Tax Court of Canada | 162(L) | 2.5.3 |
| Tax - appeals - penalties possible for filing appeal | 160(L) | 2.5.1 |
| Tax - appeals - recent developments | 163(L) | 2.5.5 |
| Tax - appeals - references | 163(L) | 2.5.4 |
| Tax - appeals - Tax Court of Canada appeals instituted after Dec 31 1990 - (a) informal procedure; (b) general procedure; and (c) other 2013 amendments | 162(LR)-163(L) | 2.5.3 |
| Tax - appeals to TCC - application for extension of time | 160(R) | 2.5.1 |
| Tax - appeals to TCC - deadline for appeal 90 days | 160(R) | 2.5.1 |
| Tax - arrangements and reorganizations SEE: Arrangements and Reorganizations | 218(R)-219(LR) | 7.2 |
| Tax - arrangements and reorganizations - income tax aspects | 218(R)-219(LR) | 7.2 |
| Tax - assessments | 159(L) | 2.2 |
| Tax - Bill C-29 - Class 14.1 property - Cumulative eligbile captial account (CEC) - depreciable capital property | 150(R)-152(L) | Gloss. |
| Tax - Business (non-capital) losses - sole proprietorship - carryforward/lookback | 111(R)-112(L) | 1 |
| Tax - business income - types of tax incentives (SBD & M&P deduction) | 136(L) | 5.3.1 |
| Tax - Carryovers (loss) - partnership vs. corporations | 118(R) | 8.11 |
| Tax - CCPC - tax rate | 119(L) | 8.11 |
| Tax - charities and non-profit | 116(R)-117(L) | 7 |
| Tax - civil penalties for misrepresentations by third parties - Canada v Guindon | 167(LR) | 3.7 |
| Tax - co-ownership | 113(LR) | 3 |
| Tax - co-ownership - flexibility to claim CCA | 113(LR) | 3 |
| Tax - collection proceedings | 163(LR) | 3.1 |
| Tax - collections - jeopardy assessment (ITA, s.164(1.2)) | 163(R) | 3.1 |
| Tax - consequences of share redemption - purchase or redemption of shares - income tax consequences | 196(L)-197(L) | 7.6 |
| Tax - corporate - appeals - procedure | 157(R) | 1.2 |
| Tax - corporate - appeals - procedure | 157(R) | 1.2 |
| Tax - corporate - exceptions to filing requirement | 158(L) | 2.1.1 |
| Tax - corporate - provincial - objections and appeals - CRA procedure | 157(R) | 1.2 |
| Tax - corporate tax return (Ontario) - exceptions to filing requirement | 158(L) | 2.1.1 |
| Tax - Corporation | 114(L) | 4 |
| Tax - corporation - business losses | 134(R) | 4.2.3 |
| Tax - corporation - CCPC - tax rate | 119(L) | 8.11 |
| Tax - corporation - refundable tax on investment income | 134(R) | 4.2.2 |
| Tax - corporation - small business deduction (SBD) | 119(L) | 8.11 |
| Tax - corporation’s income and its distribution of dividends | 129(L) | 1.2 |
| Tax - corporations - active business income - employee stock options | 142(R) | 6.5 |
| Tax - cost of assets exceeds purchase price of shares - vendor preference change - assets vs shares - purchase and sale | 394(L) | 3.2.4(a)(iii) |
| Tax - culpable conduct (s.163.2 of ITA, "third-party civil penalties") - civil penalties for misrepresentations of tax matters by third parties | 167(LR) | 3.7 |
| Tax - deceased individual - failure to file prev year’s tax return | 158(R) | 2.1.3 |
| Tax - deductions - asset purchase - increased tax cost - purchase and sale | 393(R) | 3.2.3(a) |
| Tax - deductions - bad debts - purchase price - share purchase | 414(L) | 5.2.3 |
| Tax - deemed year-end (amalgamation) | 216(L) | 6.2.1 |
| Tax - deeming rules - amalgamation | 216(LR) | 6.2.2 |
| Tax - deferral (amalgamation) | 216(LR)-217(L) | 6.2.2 |
| TAX - DEFINITIONS – Appendix - Gloss. of tax terms | 147(L)-156(R) | Gloss. |
| Tax - delay in filing - penalties | 158(R) | 2.1.3 |
| Tax - demands for information | 164(L)-165(L) | 3.2.2 |
| Tax - demands for information - ITA 231.2(2) | 164(R) | 3.2.2 |
| Tax - demands for information - McKinlay Transport - required production of records in tax context = seizure | 164(R) | 3.2.2 |
| Tax - demands for information - MNR v RBC Life Insurance Company - ex parte orders set aside because of Minister’s failure to make full & frank disclosure | 164(R) | 3.2.2 |
| Tax - demands for information - Redeemer Foundation - judicial authorization as described in ITA 231.2(2) not required | 164(LR) | 3.2.2 |
| Tax - demands for information - seizure | 164(R) | 3.2.2 |
| Tax - depreciable and non-depreciable capital properties - tax considerations - asset purchase - purchase and sale | 397(L) | 4.3.2(b) |
| Tax - directors' liability - factors governing liability | 166(LR) | 3.6 |
| Tax - directors’ liability | 166(LR) | 3.6 |
| Tax - directors’ liability - Bekesinski v R | 166(R) | 3.6 |
| Tax - dissolution | 221(R) | 9.1 |
| Tax - Dividends - Deductibility vs. Interest | 199(L) | 11.2 |
| Tax - Dividends – “Non-Eligible” | 132(LR) | 3.1.1 |
| Tax - employee stock options | 142(R) | 6.5 |
| Tax - enforcement | 163(L)-167(R) | 3 |
| Tax - estate - filing deadline - 90 days from end of taxation year | 158(R) | 2.1.3 |
| Tax - estate - graduated rate | 158(R) | 2.1.3 |
| Tax - estates - taxation year = calendar year | 158(R) | 2.1.3 |
| Tax - ex parte orders - Minister must make full and frank disclosure (MNR v RBC Life Insurance Co) | 164(R) | 3.2.2 |
| Tax - exemption - capital gains | 140(LR) | 5.3.2(d) |
| Tax - failure to file - penalties | 158(R) | 2.1.3 |
| Tax - fair market value (FMV) - property transfers -general tax rule - s. 85 (ITA) | 141(L) | 6.4.1 |
| Tax - federal - administration | 163(L)-167(R) | 3 |
| Tax - federal - enforcement | 163(L)-167(R) | 3 |
| Tax - federal - statutory framework | 157(L) | 1.1 |
| Tax - Foreign Income Verification Statement (Form T1135) | 159(L) | 2.3 |
| Tax - Form T1135 (Foreign Income Verification Statement) | 159(L) | 2.3 |
| Tax - franchises and licenses | 115(R) | 6.2 |
| Tax - GAAR (general anti-avoidance rule) - burden of proof | 161(R)-162(L) | 2.5.2 |
| Tax - GAAR (general anti-avoidance rule) - reassessments based upon it | 161(R)-162(L) | 2.5.2 |
| Tax - GAAR (general anti-avoidance rule) - requirements for its application | 161(R)-162(L) | 2.5.2 |
| Tax - general federal corporate income tax rate | 134(LR) | 4.2.1 |
| Tax - general winding-up | 223(R)-224(R) | 9.4.1 |
| Tax - grind - reduction in stated capital | 203(L) | 1.3.2(b) (i) |
| Tax - HST/GST: Class 4.1 - definition of capital property in ETA for HST/GST will be amended to exclude property described in new Class 4.1 | 402(L) | 4.3.7(c) |
| Tax - implications - going private transactions | 220(L) | 8 |
| Tax - Incentives - types of income - corporation business income: 2 types (SBD & M&P deduction) | 136(L) | 5.3.1 |
| Tax - income determination - partnership vs. corporations - income tax | 118(R) | 8.11 |
| Tax - inspections | 163(R)-164(L) | 3.2.1 |
| Tax - Inter-corporate dividends (ITA, s.112, ITA, s.186)-taxation of dividends to corporate shareholdersSEE ALSO: Taxation of dividendsSEE ALSO: Corporations | 133(R); 129(LR); 114(L) | 3.2; 2.2; 4 |
| Tax - international money transfers | 165(LR) | 3.2.3 |
| Tax - international tax evasion | 165(LR) | 3.2.3 |
| Tax - international tax evasion - Offshore Tax Informant Program (OTIP) | 165(R) | 3.2.3 |
| Tax - international tax evasion - rewards | 165(LR) | 3.2.3 |
| Tax - investigations - powers of Minister | 163(R)-164(L) | 3.2; 3.2.1 |
| Tax - investigations and demands for information | 163(R)-165(L) | 3.2 |
| Tax - investigations and demands for information - inspections | 164(L)-165(L) | 3.2.1 |
| Tax - investment income | 139(LR) | 5.3.2 |
| Tax - investment income - capital gains | 140(LR) | 5.3.2(d) |
| Tax - investment income - dividend refund | 139(R) | 5.3.2(b) |
| Tax - issues - assets vs shares - purchase and sale | 392(R) -393(L) | 3.2.1 |
| Tax - issues - change of control - loss carryforwards | 415(LR) | 5.2.5(b) |
| Tax - issues - change of control - share purchase | 414(L)-415(R) | 5.2.5 |
| Tax - joint ventures & CCA | 114(R) | 5 |
| Tax - late filing - penalties | 158(R) | 2.1.3 |
| Tax - liabilities of target corporation - share purchase - purchase and sale | 415(R) | 5.2.6 |
| Tax - method of – Partnerships | 112(R)-113(L) | 2 |
| Tax - misrepresentations by third parties | 167(LR) | 3.7 |
| Tax - nil assessments - no appeal by taxpayer | 159(L) | 2.2 |
| Tax - non-profit and charities | 116(R)-117(L) | 7 |
| Tax - notice of objection - extension of time - application to MNR | 160(LR) | 2.4.3 |
| Tax - notice of objection - filing deadline | 159(R) | 2.4.1 |
| Tax - notice of objection - generally | 159(R) | 2.4.1 |
| Tax - notice of objection - how and where to file | 160(L) | 2.4.2 |
| Tax - notice of objection - large corporations | 159(R) | 2.4.1 |
| Tax - notice of objection - limits on objections | 159(R) | 2.4.1 |
| Tax - notice of objection - method | 160(L) | 2.4.2 |
| Tax - objections | 159(R)-160(R) | 2.4 |
| Tax - objections - application to the Minister for extension of time | 160(LR) | 2.4.3 |
| Tax - objections - duties of Minister | 160(R) | 2.4.5 |
| Tax - objections - extension of time - application to Tax Court of Canada | 160(R) | 2.4.4 |
| Tax - objections - extension of time - application to the Minister | 160(LR) | 2.4.3 |
| Tax - objections - notice of objection - how and where to file | 160(L) | 2.4.2 |
| Tax - objections - written waiver of right to object | 160(L) | 2.4.1 |
| Tax - objections: see also Tax - notice of objection |  |  |
| Tax - offences | 166(L) | 3.5 |
| Tax - offences - where officer directed the offence | 166(L) | 3.5 |
| Tax - Ontario - capital tax - corporate – eliminated > 30 June 2010 | 135(R) | 4.5 |
| Tax - Ontario - corporate minimum tax (CMT) | 135(L) | 4.4 |
| Tax - Ontario - provincial income tax (corporate, small business, M&P) - Corporations Tax Act (CTA) | 135(L) | 4.3 |
| Tax - Ontario - rates (corporate, small business, M&P) | 135(L) | 4.3 |
| Tax - Partnership - Income Flow-through | 112(R)-113(L) | 2 |
| Tax - Partnership - Information return filing | 126(R) | 4 |
| Tax - Partnership - partnership income treatment | 127(R) | 5.5 |
| Tax - Partnership - taxation of partnerships | 126(L)-127(L) | 4 |
| Tax - partnership – rollover | 128(L) | 5.7 |
| Tax - Partnership income - treatment of | 127(R) | 5.5 |
| Tax - penalties - failure / delay in filing | 158(R) | 2.1.3 |
| Tax - personal income tax debtors - bankruptcy | 272(R) | 13.2.4 |
| Tax - planning - minimization on sale - pre-sale dividend | 415(R)-416(L) | 5.3.1 |
| Tax - planning - minimization on sale - share purchase | 415(R)-417(L) | 5.3 |
| Tax - planning - post-sale consulting arrangements - share purchase | 416(LR) | 5.3.2 |
| Tax - planning - reportable transactions: see Tax - reportable transactions | 165(R) | 3.2.4 |
| Tax - planning - retirement allowances - share purchase | 416(R) | 5.3.3 |
| Tax - powers of Minister in collection context | 163(LR) | 3.1 |
| Tax - provincial | 157(R) | 1.2 |
| Tax - provincial - administration | 163(L)-167(R) | 3 |
| Tax - provincial - enforcement | 163(L)-167(R) | 3 |
| Tax - provincial - statutory framework | 157(R) | 1.2 |
| Tax - purchase or redemption of shares | 196(L)-197(L) | 7.6 |
| Tax - reassessment | 159(LR) | 2.3 |
| Tax - reassessment periods - waivers | 159(LR) | 2.3 |
| Tax - reportable transaction | 165(R) | 3.2.4 |
| Tax - reportable transaction information return | 159(L) | 2.3 |
| Tax - reporting year - sole proprietorship | 111(L) | 1 |
| Tax - return filing - partnerships | 112(R)-113(L) | 2 |
| Tax - return timing – partnerships | 112(R)-113(L) | 2 |
| Tax - returns | 157(R) | 2.1 |
| Tax - returns - corporations | 158(L) | 2.1.1 |
| Tax - returns - deadlines (within 6 months of year-end) | 158(L) | 2.1.1 |
| Tax - returns - deceased individual, trust or estate | 158(R) | 2.1.3 |
| Tax - returns - deceased individual, trust or estate - filing deadlines | 158(R) | 2.1.3 |
| Tax - returns - individuals | 158(LR) | 2.1.2 |
| Tax - returns - individuals - exceptions to filing requirement | 158(LR) | 2.1.2 |
| Tax - returns - individuals - filing deadline: April 30 | 158(LR) | 2.1.2 |
| Tax - returns - individuals - when interest accrues | 158(LR) | 2.1.2 |
| Tax - returns - individuals - when no tax is payable | 158(LR) | 2.1.2 |
| Tax - returns - individuals with business income - filing deadline: June 15 | 158(LR) | 2.1.2 |
| Tax - returns - registered charities - deadlines | 158(L) | 2.1.1 |
| Tax - returns - spouses of individuals with business income - filing deadline: June 15 | 158(LR) | 2.1.2 |
| Tax - rollover - partnership | 128(L) | 5.7 |
| Tax - rules - paid-up capital (PUC) - changes to computation of | 193(L)-194(L) | 6.3 |
| Tax - search and seizure | 165(R) | 3.3 |
| TAX - see also “TAXATION OF CORPORATIONS” | 134(L) | 4 |
| Tax - shareholders - dividend tax credit (DTC) and "gross-up" mechanism - taxation of dividends to individual shareholders | 132(L); 129(LR) | 3.1; 2.2 |
| Tax - shareholders - taxation of shareholders | 132(L) | 3 |
| Tax - shelters - failure to file Form T5004 | 159(L) | 2.3 |
| Tax - Shelters - partnerships | 113(L); 126(R)-127(L) | 2; 4 |
| Tax - Shelters - taxation of partnerships – “Flow through” | 126(R)-127(L) | 4 |
| Tax - solicitor-client privilege | 166(R)-167(L) | 3.4 |
| Tax - Statement of Partnership Income | 126(R) | 4 |
| Tax - tax deferral (amalgamation) | 216(LR)-217(L) | 6.2.2 |
| Tax - tax rate preferable if small business - Ontario provincial | 135(L) | 4.3 |
| Tax - taxable capital gains - capital gains | 140(LR) | 5.3.2(d) |
| Tax - termination (winding-up/dissolution) of a corporation’s existence | 223(LR) | 9.4 |
| Tax - testamentary trusts - taxation year = calendar year | 158(R) | 2.1.3 |
| Tax - trusts - filing deadline - 90 days from end of taxation year | 158(R) | 2.1.3 |
| Tax - trusts and estates - changes in 2014 | 158(R) | 2.1.3 |
| Tax - winding-up of a wholly owned (90% or more) subsidiary into parent - parent | 225(L) | 9.4.2(b) |
| Tax - winding-up of a wholly owned (90% or more) subsidiary into parent - subsidiary | 224(R) | 9.4.2 (a) |
| Tax - winding-up of a wholly owned (90% or more) subsidiary into parent - subsidiary | 224(R) | 9.4.2(a) |
| Tax – Partnership | 126(L)-127(L) | 4 |
| Tax – Partnership – Assessment commencement | 126(R) | 4 |
| Tax – Partnership – partner’s “at risk amount” | 126(R) | 4 |
| Tax consequences - asset purchase - sale of accounts receivable - tax considerations | 399(L) | 4.3.4(b) |
| Tax consequences - increase in stated capital | 204(R)-205(L) | 1.3.4(b) |
| Tax considerations - accounts receivable - assets to be acquired- asset purchase | 399(L) | 4.3.4(b) |
| Tax considerations - asset purchase - allocating the consideration (money/property) allocation | 395(R)-396(L) | 4.2.2 |
| Tax considerations - asset purchase - payment of purchase price | 405(L)-406(L) | 4.4.1(b) |
| Tax considerations - asset purchase - purchase and sale | 395(L) | 4.2 |
| Tax considerations - asset purchase - purchase price allocation | 395(LR) | 4.2.1 |
| Tax considerations - asset purchase - purchase price deferral | 405(L)-406(L) | 4.4.1(b) |
| Tax considerations - assets vs shares - Assets - HST | 394(R) | 3.2.5 |
| Tax considerations - building - asset purchase (purchaser) | 397(R) | 4.3.2(b)(ii) |
| Tax considerations - building - asset purchase (vendor) | 397(LR) | 4.3.2(b)(i) |
| Tax considerations - goodwill and other related assets - asset purchase | 401(R) | 4.3.7(b) |
| Tax considerations - increase in stated capital | 204(R)-205(L) | 1.3.4(b) |
| Tax considerations - intellectual property - asset purchase (ex: franchise, concession, licence, patent, etc.) - 2017 changes - depreciation | 401(L) | 4.3.6(b) |
| Tax considerations - inventories - asset purchase - assets to be acquired | 396(R) | 4.3.1(b) |
| Tax considerations - inventories - asset purchase - Living Friends Tree Farm v The Queen - ITC basic requirements | 396(R) | 4.3.1(b)(iii) |
| Tax considerations - inventories - asset purchase - other taxes | 396(R) | 4.3.1(b)(iii) |
| Tax considerations - inventories - asset purchase - purchaser | 396(R) | 4.3.1(b)(ii) |
| Tax considerations - inventories - asset purchase - vendor - ITA s. 23 | 396(R) | 4.3.1(b)(i) |
| Tax considerations - land - asset purchase (purchaser) | 397(R) | 4.3.2(b)(ii) |
| Tax considerations - land - asset purchase (vendor) | 397(R) | 4.3.2(b)(i) |
| Tax considerations - Land and building - asset purchase - purchase and sale | 397(LR) | 4.3.2(b) |
| Tax considerations - machinery and other depreciable property - assets to be acquired - asset purchase | 398(LR) | 4.3.3(b); Ex |
| Tax considerations - other - HST and ETA - Machinery and other depreciable property | 398(R) | 4.3.3(c) |
| Tax considerations - prior to 2017: goodwill and related assets, legal costs of incorporation. unlimited period licenses were ITA eligible capital property - asset purchase | 401(R) | 4.3.7(b) |
| tax considerations - Purchase and Sale - Cash and earn-out | 405(R)-406(L) | 4.4.1(b) |
| Tax Considerations - Purchase and Sale - Interest | 405(R) | 4.4.1(b) |
| Tax considerations - Purchase and sale - reservces, ITA S. 40(1) | 405(LR) | 4.4.1(b) |
| tax considerations - purchase and sale - reverse earn-out | 406(L) | 4.4.1(b) |
| Tax considerations - purchaser's preference - asset purchase | 393(R) | 3.2.3 |
| Tax considerations - vendor’s preference - share sale - purchase and sale | 393(LR) | 3.2.2 |
| Tax considerations (other taxes) - land and building - asset purchase - purchase and sale (ex: HST, ETA, LTT) | 397(R)-398(L) | 4.3.2(c) |
| Tax Court of Canada - application for extension of time - tax - objections | 160(R) | 2.4.4 |
| Tax Court of Canada - superior court of record - recent developments | 163(L) | 2.5.5 |
| Tax Implications: HST - Purchase and Sale of Business - Asset Sale | 409(L) | 4.4.5 |
| Tax implications: HST - Purchase and Sale of Business - Exempt Supplies | 408(R) | 4.4.5 |
| Tax implications: HST - Purchase and Sale of Business - Financial Instruments | 408(R) | 4.4.5 |
| Tax Implications: HST - Purchase and Sale of Business - No HST Payable | 409(L) | 4.4.5 |
| Tax Implications: HST - Purchase and Sale of Business - Share Purchase Transaction | 408(R) | 4.4.5 |
| Tax Implications: HST - Purchase and Sale of Business - Taxable Supply | 408(R) | 4.4.5 |
| Tax Integration SEE ALSO: “Integration” | 129(L) | 2.1 |
| Tax- appeals - Bill C-29 - proposes that MNR may advance alternative arguments, Canada v Last | 161(R) | 2.5.2 |
| Taxable Canadian corporation | 155(R) | Gloss. |
| Taxable Canadian property (TCP) | 155(R) | Gloss. |
| Taxable dividend - definition | 155(R) | Gloss. |
| Taxable paid-up capital - Ontario capital tax | 135(R) | 4.5 |
| Taxable supply - Purchase and Sale of Business - HST implications | 408(R) | 4.4.5 |
| Taxation - Aboriginal - First Nations goods and services tax (FNGST) | 367(L) | 1.7 |
| Taxation of corporations | 134(L) | 4 |
| Taxation of corporations - \*general | 134(L) | 4 |
| Taxation of corporations - active business income - allowable business investment losses (ABIL) | 140(LR); 143(LR); 147(R) | 5.3.2(d); 6.6; Gloss. |
| Taxation of corporations - active business income (ABI) - definition & advantages of earning income through | 141(L)-143(R) | 6.1; 6.2: 6.4; 2.2 |
| Taxation of corporations - active business income (ABI) - rollovers | 141(L); 154(R)-155(L) | 6.4; Gloss. |
| Taxation of corporations - and their shareholders | 129(L) | 1 |
| Taxation of corporations - and their shareholders | 132(L) | 3.1 |
| Taxation of corporations - basic federal corporate income tax rate | 134(LR) | 4.2.1 |
| Taxation of corporations - business losses | 134(R) | 4.2.3 |
| Taxation of corporations - compensating the owner-manager | 143(L) | 7 |
| Taxation of corporations - compensating the owner-manager - Accrue bonus | 144(L) | 7.2 |
| Taxation of corporations - compensating the owner-manager - shareholder benefits (i.e. unauthorized under ITA, s. 15(1)) | 145(LR) | 7.4 |
| Taxation of corporations - compensating the owner-manager - shareholder loans | 144(R)-146(L) | 7.3 |
| Taxation of corporations - compensating the owner-manager - year-end bonus down to $500,000 | 143(R)-144(L) | 7.1 |
| Taxation of corporations - corporate minimum tax (CMT) - Ontario | 135(L) | 4.4 |
| Taxation of corporations - Deferred profit sharing plans | 143(R) | 6.7 |
| Taxation of corporations - Dividend gross-up and tax credit | 129(LR); 132(L) | 2.2; 3.1 |
| Taxation of Corporations - Effect of tax reductions on integration | 139(L) | 5.3.1(c) |
| Taxation of corporations - federal corporate surtax – repealed 2008 | 134(L) | 4.2 |
| Taxation of corporations - federal income tax | 134(LR) | 4.2 - 4.2.1 |
| Taxation of corporations - federal income tax - net operating loss (NOL) | 134(R) | 4.2.3 |
| Taxation of corporations - federal income tax - non-capital loss | 134(R) | 4.2.3 |
| Taxation of corporations - federal income tax - refundable tax on investment | 134(R) | 4.2.2 |
| Taxation of Corporations - Manufacturing and processing profits | 139(L) | 5.3.1(b) |
| Taxation of corporations - Ontario provincial income tax (corporate, small business, M&P) | 135(L) | 4.3 |
| Taxation of corporations - perfect integration | 129(R) | 2.3.1 |
| Taxation of corporations - perfect integration - why perfect integration does not occur | 129(R) | 2.3 |
| Taxation of corporations - reduction of corporate tax | 135(R) | 5 |
| Taxation of corporations - reduction of corporate tax - types of corporation | 135(R) | 5.2 |
| Taxation of corporations - reduction of corporate tax - types of income | 136(L) | 5.3 |
| Taxation of corporations - reduction of corporate tax - types of income - associated corporations | 137(R)-138(L) | 5.3.1(a)(iii) |
| Taxation of corporations - reduction of corporate tax - types of income - capital gains | 140(LR) | 5.3.2(d) |
| Taxation of corporations - reduction of corporate tax - types of income - dividend refund | 139(R) | 5.3.2(b) |
| Taxation of corporations - reduction of corporate tax - types of income - effect of tax reductions on integration | 139(L) | 5.3.1(c) |
| Taxation of corporations - reduction of corporate tax - types of income - investment income | 139(LR) | 5.3.2 |
| Taxation of corporations - reduction of corporate tax - types of income - manufacturing and processing profits deduction | 139(L) | 5.3.1(b) |
| Taxation of corporations - reduction of corporate tax - types of income - part IV tax (i.e. inter-corporate dividend received deduction) | 139(R)-140(L) | 5.3.2(c) |
| Taxation of corporations - reduction of corporate tax - types of income - personal services business (PSB) | 137(LR) | 5.3.1(a)(i) |
| Taxation of corporations - reduction of corporate tax - types of income - small business deduction (SBD) (Ontario & Canada) | 136(LR)-137(L); 155(L) | 5.3.1(a); Gloss. |
| Taxation of corporations - reduction of corporate tax - types of income - specified investment business | 137(R) | 5.3.1(a)(ii) |
| Taxation of corporations - refundable tax on investment | 134(R) | 4.2.2 |
| Taxation of corporations - Registered pension plans | 143(R) | 6.7 |
| Taxation of corporations - tax on a corporation’s income and dividends | 129(L) | 1.2 |
| Taxation of corporations - tax policy objectives | 134(L) | 4.1 |
| Taxation of corporations - taxable Canadian corporation | 155(R) | Gloss. |
| Taxation of corporations - taxation of dividends - Non-eligible dividends (old and new rules) | 132(LR) | 3.1.1 |
| Taxation of corporations - taxation of dividends – integration | 129(LR) | 2.2 |
| Taxation of corporations - taxation of dividends to individual shareholders | 132(L) | 3.1 |
| Taxation of corporations - taxation of shareholders | 132(L) | 3 |
| Taxation of dividends - corporations - integration | 129(LR) | 2.2 |
| Taxation of dividends - to corp. shareholders – anti-avoidance rule - 2016 amendments | 133(R) | 3.2 |
| Taxation of dividends - to corporate shareholders | 133(R) | 3.2 |
| Taxation of dividends - to individual shareholders | 132(L) | 3.1 |
| Taxation of dividends – corporate shareholders – inter-corporate dividend deduction | 129(R) | 2.2 |
| Taxation of dividends to shareholders - "non-eligible rules" and new "eligible" DTC rules | 132(L)-133(R) | 3.1; 3.1.1; 3.1.2 |
| Taxation of shareholders | 132(L) | 3 |
| Taxation of shareholders – corporations | 132(L) | 3 |
| TCCA - Tax Court of Canada Act | 162(L) | 2.5.3 |
| TCP - Taxable Canadian property | 155(LR) | Gloss. |
| Temporary Foreign Workers | 334(R)- 337(L) | 16.1.2 |
| Temporary Foreign Workers - Admissibility Issues | 338(LR) | 17 |
| Temporary foreign workers - corporate restructuring - consequences | 336(R) | 16.1.2 |
| Temporary foreign workers - Employer-compliance requirements & consequences | 334(LR) | 16.1.2 |
| Temporary Foreign Workers - failure by employer to comply | 336(R) | 16.1.2 |
| Temporary foreign workers - four-year cap | 336(R) | 16.1.2(a) |
| Temporary foreign workers - obtaining authorization to work in Canada | 334(L)-337(R) | 16.1.2 |
| Temporary Foreign Workers - permanent residence - Canadian experience class | 338(L) | 16.2.3 |
| Temporary Foreign Workers - permanent residence options | 337(L) | 16.2 |
| Temporary Foreign Workers - Practice Considerations | 336(R)-337(L) | 16.1.2(a) |
| Temporary Foreign Workers - Provincial Nominee Program | 338(L) | 16.2.2 |
| Temporary Foreign Workers - Qualifying as a Professional Worker - NAFTA | 336(R) | 16.1.2 |
| Temporary Foreign Workers - Requirements Under Federal Skilled Worker Program | 337(R) | 16.2.1 |
| Temporary Foreign Workers - Work permits to temporary workers | 334(R)- 337(L) | 16.1.2 |
| Temporary Resident Options - Foreign Workers | 334(L) | 16.1 |
| Temporary Residents - work permits and visas | 333(R) | 16 |
| Term loans - automatic acceleration clause | 248(LR) | 8.3 |
| Term loans - debt financing | 236(L) | 1.3.1(c) |
| Term loans - limitation period | 248(LR) | 8.3 |
| Term loans - limitation period begins running | 248(LR) | 8.3 |
| Term loans - limitation periods - debt financing | 248(LR) | 8.3 |
| Term loans (limitations act) | 248(LR) | 8.3 |
| Term notes - promissory notes - debt financing | 236(R) | 1.3.1(e) |
| Term of office - Officers | 180(L) | 3.3 |
| Term sheets - informational disclosure | 232(R) | 2.3.2(e) |
| Terminal loss | 155(R) | Gloss. |
| terminating employees - purchase and sale - asset purchase - common law position | 403(R)-404(L) | 4.3.9(a) |
| Termination |  |  |
| Termination of a corporation’s existence - dissolution by the Director | 223(L) | 9.3 |
| Termination of a corporation’s existence - income tax aspects | 223(LR) | 9.4 |
| Termination of a corporation’s existence - tax - general winding-up | 223(R)-224(R) | 9.4.1 |
| Termination of a corporation’s existence - taxation - wind-up of a wholly owned (90% or more) subsidiary into parent | 224(R) | 9.4.2 |
| Termination of a corporation’s existence - voluntary dissolution | 221(L)-222(L) | 9.1 |
| Termination of a corporation’s existence - winding-up - voluntary | 222(LR) | 9.2.1 |
| Termination of a corporation’s existence - winding-up by court | 222(R)-223(L) | 9.2.2 |
| Termination of a Corporation’s Existence - Winding-Up, Voluntary | 222(LR) | 9.2.1 |
| Termination of Corporation | 221(L) | 9 |
| Termination of employees - asset purchase - Employment Standards Act - notice to employees | 404(LR) | 4.3.9(b) |
| Termination of Employees - employee obligations Post-employment | 317(R) | 2.1.4 |
| Termination of Employees - fiduciary employees obligations- Reasonable period of time after relationship | 317(R)-318(L) | 2.2.2 |
| Termination of Employment Relationship | 322(L) | 4 |
| Termination of employment relationship - constructive dismissal | 324(R) | 4.3 |
| Termination of Employment Relationship - Dismissal for cause | 323(R) | 4.2 |
| Termination of Employment Relationship - Dismissal of Probationary Employee | 323(L) | 4.1.4 |
| Termination of Employment Relationship - Dismissal without cause | 322(L) | 4.1 |
| Termination of Employment Relationship - ESA Notice and Severance | 322(R)- 323(L) | 4.1.2 |
| Termination of Employment Relationship - normal distress and hurt feelings not compensable | 322(L) | 4.1 |
| Termination of Employment Relationship - Notice Agreed to by the Parties | 323(L) | 4.1.3 |
| Termination of Employment Relationship - Probationary and fixed-term employment | 323(L) | 4.1.4 |
| Termination of Employment Relationship - Protecting Employees during Dismissal (Wallace v United Grain Growers) | 322(L) | 4 |
| Termination of Employment Relationship - reasonable notice | 322(L) | 4 |
| Termination of Employment Relationship - Reasonable Notice of Termination - other factors | 322(R) | 4.1.1 |
| Termination of Employment Relationship - Reasonableness of Restrictive Covenants | 318(LR) | 2.3.1 |
| Termination of Employment Relationship - Resignation or Abandonment | 324(R) | 4.4 |
| Termination of Employment Relationship - Severance Pay | 322(R)- 323(L) | 4.1.2 |
| Termination of Employment Relationship - Summary Dismissal | 323(R) | 4.2.1 |
| Termination of Employment Relationship - terminating 50+ employees at once | 322(R) | 4.1.2 |
| Termination of Employment Relationship - Termination without Notice | 322(LR) | 4.1.1 |
| Termination of leases - effect of bankruptcy - impact of bankruptcy on right to terminate lease | 295(L) | 9.3.3 |
| Termination of leases - impact of bankruptcy on landlord’s termination right | 295(L) | 9.3.3 |
| Termination of leases - landlord rights - secured creditors | 294(R) | 9.2 |
| Termination of leases, preventing - bankruptcy - impact on landlord distress rights | 294(R) | 9.3 |
| Termination of time period for filing proposal - BIA | 375(R)-376(L) | 4.6.3 |
| Termination of Union’s Bargaining Rights | 332(R)-333(L) | 14 |
| Termination of Union’s Bargaining Rights - Representation Vote | 333(L) | 14 |
| Termination of Union’s Bargaining Rights - Termination Application | 332(R)-333(L) | 14 |
| Terms - directors | 177(R) | 2.3 |
| Terms - shares - selection of | 197(R)-198(L) | 9 |
| Test for court sanction - CCAA - restructuring | 387(R) | 5.11.2 |
| Test for court sanction - CCAA - what is fair and reasonable | 388(L) | 5.11.2(b) |
| Test for Employment - 671122 Ontario Ltd v Sagaz Industries Canada | 315(L) | 1.1 |
| Test for employment - Employee vs. Independent Contractor | 315(L) | 1.1 |
| Test for Employment - employment relationship | 315(L) | 1.1 |
| Test for granting or extending stay - CCAA | 384(R) | 5.4.3 |
| Test: bona fide occupational requirement - employer obligations | 319(R) | 3.2.2(b) |
| Test: reasonableness of restrictive covenant - employment | 318(LR) | 2.3.1 |
| Testamentary trusts - taxation year = calendar year | 158(R) | 2.1.3 |
| Third party - compromise of claims - CCAA | 386(LR) | 5.7 |
| Third party - consent - assets vs. shares - purchase and sale | 392(LR) | 3.1.5 |
| Third party - contracts and approvals - assumed liabilities - asset purchase | 403(R) | 4.3.8 |
| Third party - contracts and approvals - share purchase - purchase and sale | 412(L) | 5.1.3 |
| Three ways to become bankprupt - bankruptcy | 263(R)-264(L) | 5.1 |
| Time of delivery - Delivery - Buy-side terms - Key provisions - sale of goods | 343(L)-344(L) | 3.1.3(b) |
| Time of Delivery - time of essence | 343(R)-343(R) | 3.1.3(b) |
| Time of essence - delivery | 343(L) | 3.1.3(b) |
| Time of the essence - other provisions - Key provisions - sale of goods | 350(L) | 3.3.6 |
| Time periods - Auditor - Reports to Shareholders | 181(R)-182(L) | 4.2.3 |
| timeline for first meeting of creditors - bankruptcy - unsecured creditors | 266(R)-267(L) | 7.1 |
| Timelines for filing proposal – BIA | 375(R) | 4.6 |
| Timing - Accrued Bonus Payment (corporate taxation) | 144(R) | 7.2.3 |
| Timing - form T2057 - rollover election | 210(R)-211(L) | 3.7.5 |
| Timing - restructuring | 372(R) | 1.3 |
| Timing - restructuring | 370(R) | 1.3 |
| Title - PPSA (title to personal property and priority of security interests) | 258(R)-259(L) | 7.6 |
| Title to Goods - buy-side terms - key provisions - sale of goods | 340(L) | 3.1.1 |
| Title to personal property and priority of security interests (PPSA) | 258(R)-259(L) | 7.6 |
| Title-Retention Provision (Equipment) - 2 Methods to Create Title | 353(L) | 4.3.1 |
| Title-Retention Provision (Equipment) - Benefits | 353(L) | 4.3.1 |
| Title-Retention Provision (Equipment) - Insufficient Methods (Invoice & Purchase Order) | 353(L) | 4.3.1 |
| Title-Retention Provision (Inventory) - Inventory - PMSI - Seller’s Security for Payment and In Rem Rights - Sale of Goods | 352(R)-353(L) | 4.3.1 - 4.3.2 |
| title/ownership, relevance of - non-PPSA security | 286(L) | 4.1 |
| title/ownership, relevance of -- PPSA - perfecting security | 285(R)-286(L) | 3.2 |
| Tools of the trade - FCA - bankruptcy - excluded property | 275(L) | 15.3 |
| TPP - HST implications - asset purchase | 408(R) | 4.4.5 |
| Trade - creditors - restructuring, impact on | 371(R)-372(L) | 1.2.2 |
| Trade - indebtedness - unsecured | 261(L) | 1 |
| Trade - securities | 228(LR)-299(L) | 2.2 |
| Trade - securities - registration requirements | 228(LR)-299(L) | 2.2 |
| Trade-mark registrations - registrations - purchase and sale | 420(R) | 9.9 |
| Transaction of business - directors | 178(L)-179(R) | 2.7 |
| Transaction of business - meetings of directors - residency standards | 178(LR) | 2.5 |
| Transaction threshold - notifiable transactions - Competition Act | 418(R)-419(L) | 7.2 |
| transfer at undervalue - Bankruptcy - fraudulent conveyances and preferences | 274(LR) | Part II |
| Transfer at undervalue - elements of - BIA | 280(LR) | 17.3.2 |
| Transfer at undervalue - remedies - BIA | 281(L) | 17.3.6 |
| Transfer of Goods - contitionally or absolutely | 340(L) | 3.1.1(a) |
| Transfer of property - sale of goods - timing | 339(R) | 2.2 |
| Transfer of Risk - Passage of Risk and Title - Delivery - Buy-side terms - Key Provisions - Sale of Goods | 344(L)-345(L) | 3.1.3(c) |
| Transfer of shares: see Corporate capital - share transfer | 172(L) | 3.6 |
| Transfer of title - assets pledged to bank (bank act security) | 245(L) | 4.6 |
| Transfer of title - bank act security | 245(L) | 4.6 |
| Transfer of Title - Passage of Risk and Title - Delivery - Buy-side terms - Key Provisions - Sale of Goods | 344(L)-345(L) | 3.1.3(c) |
| Transfers under value - BIA | 280(L) | 17.3 |
| Transfers under value - fraudulent intent - BIA | 280(R) | 17.3.4 |
| transition rules - secured creditors | 285(L) | 2 |
| Transitional provisions / application of limitation periods | 247(R) | 8.1.3 |
| Treatment of secured creditors in a bankruptcy | 266(L) | 5.4.3 |
| Treaty-protected property | 155(R) | Gloss. |
| Treaty-protected property - non-resident vendors - asset purchase | 409(R) | 4.4.7 |
| Trigger date - demand loans | 248(L) | 8.2 |
| True lease - PPSA application | 285(R)-286(L) | 3.2 |
| True lease - versus "financing lease" - equipment leases - PPSA | 290(LR) | 5.2 |
| True Owner - Good title may pass depsite not true owner | 340(R) | 3.1.1(a) |
| Trustee - affirmation of trustee - by "ordinary resolution" | 267(L) | 7.2 |
| Trustee - bankruptcy - duties and powers - redemption of security | 266(L) | 5.4.3 |
| Trustee - duties and powers | 265(R)-266(L) | 5.4.2 |
| Trustee - final statement of receipts and disbursements - discharge of trustee | 274(L) | 14 |
| Trustee - in bankruptcy | 265(R) | 5.4 |
| Trustee - in bankruptcy - priority of bankrupts' property, trustee to distribute proceeds by | 265(R)-266(L) | 5.4.2 |
| Trustee - personal liability - admin of bankrupts' estate | 269(L) | 8 |
| Trustee - personal liability - labour and employment liabilities | 269(L) | 8.1 |
| Trustee - powers of trustee requiring inspector approval | 268(L) | 7.4.2 |
| Trustee - priority of payment of fees - distribution of the proceeds/assets of the estate | 271(LR) | 11 |
| Trustee - who - general | 265(R) | 5.4.1 |
| trustee liability - bankruptcy - environmental remediation order | 269(R)-270(L) | 8.2.3 |
| trustee liability - bankruptcy - priority charge for remediation costs | 270(L) | 8.2.4 |
| Trustee recommendation for discharge - factors - facts for which a discharge may be refused/suspended/granted conditionally | 273(LR) | 13.2.7 |
| trustee, discharge of - Bankruptcy | 274(L) | 14 |
| Trusts - tax: see Tax - trusts |  |  |
| Types of corporations | 135(R) | 5.2 |
| Types of guarantors | 245(R) | 5.3 |
| Types of searches - Searches and opinions | 251(LR) | 1.3 |
| Typical compromises or arrangements under BIA proposal or CCAA plans - restructuring | 373(LR) | 2 |
| Typical compromises or arrangements under BIA proposals or CCAA plans - restructuring | 373(LR) | 2 |
| **U** | | |
| UCC - Undepreciated Capital Cost (UCC) - definition | 155(R)-156(L) | Gloss. |
| Ultimate limitation period - secured transactions | 247(R) | 8.1.2 |
| Unanimous Shareholder Agreement (USA) | 187(L) | 1 |
| Unanimous Shareholder Agreement (USA) - Common Provisions | 188(L)-190(R) | 3 |
| Unanimous shareholder agreement (USA) - common provisions - affairs of the corporation | 188(LR) | 3.2 |
| Unanimous shareholder agreement (USA) - common provisions - disability/death/insolvency of a shareholder | 190(L) | 3.4.6 |
| Unanimous shareholder agreement (USA) - common provisions - drag- alongs | 189(R)-190(L) | 3.4.5 |
| Unanimous shareholder agreement (USA) - common provisions - Family Law Act issues | 190(LR) | 3.5 |
| Unanimous shareholder agreement (USA) - common provisions - Family Law Act issues - Common-law spouses | 190(LR) | 3.5 |
| Unanimous shareholder agreement (USA) - common provisions - Family Law Act issues - spouses | 190(LR) | 3.5 |
| Unanimous shareholder agreement (USA) - common provisions - loans and guarantees | 188(R) | 3.3 |
| Unanimous shareholder agreement (USA) - common provisions - parties | 188(L) | 3.1 |
| Unanimous shareholder agreement (USA) - common provisions - piggy backs | 189(R) | 3.4.4 |
| Unanimous shareholder agreement (USA) - common provisions - pre-emptive rights | 188(R)-189(L) | 3.4.1 |
| Unanimous shareholder agreement (USA) - common provisions - rights of first refusal | 189(LR) | 3.4.3 |
| Unanimous shareholder agreement (USA) - common provisions - share issuances and transfers | 188(R) | 3.4 |
| Unanimous shareholder agreement (USA) - common provisions - shotgun clauses | 189(L) | 3.4.2 |
| Unanimous Shareholder Agreement (USA) - conflict with Articles | 187(R) | 2 |
| Unanimous Shareholder Agreement (USA) - Deemed existence | 187(L) | 1 |
| Unanimous Shareholder Agreement (USA) - Definition | 187(L) | 1 |
| Unanimous Shareholder Agreement (USA) - distinct from other shareholder agreements | 187(L)-188(L) | 2 |
| Unanimous Shareholder Agreement (USA) - function | 187(L)-188(L) | 2 |
| Unanimous shareholder agreement (USA) - Liability | 188(L) | 2 |
| Unanimous Shareholder Agreement (USA) - new shareholders | 188(L) | 2 |
| Unanimous Shareholder Agreement (USA) - shareholder voting considerations | 185(L) | 4.4 |
| Unanimous Shareholder Agreements (USA) - directors - restriction of powers | 188(LR) | 3.2 |
| Unascertained goods - s. 17 SGA | 344(R) | 3.1.3(c) |
| Unbeatable Title - cannot transfer - ownership - title to goods | 340(R) | 3.1.1(a) |
| Uncertificated securities - Control agreement | 239(R)-240(L) | 2.5 |
| Uncertificated securities and indirect holding system | 239(R)-240(L) | 2.5 |
| UNCITRAL Model Law on Cross Border Insolvency - CCAA - international insolvency proceedings | 388(R) - 389(L) | 5.15 |
| Uncollectible Debt - Purchase and Sale - Tax Considerations | 405(R) | 4.4.1(b) |
| Undepreciated Capital Cost (UCC) | 155(R)-156(L) | Gloss. |
| underfunded pension deficiency claims - BIA - Priority | 293(R) | 8.2 |
| Underwrite - securities - registration requirements | 228(LR)-299(L) | 2.2 |
| Underwriter - securities | 228(LR)-299(L) | 2.2 |
| Undisclosed creditors - effect of approved proposal – BIA | 381(L) | 4.16.4 |
| undue hardship - bona fide occupational requirement -employer obligations | 319(R) | 3.2.2(b) |
| Undue hardship - duty to accommodate - employer obligations | 319(R)-320(L) | 3.2.2 (c) |
| Unfair Labour Practices | 329(R)- 330(L) | 10 |
| Unfair Labour Practices - burden of proof - reverse-onus provision | 329(R)- 330(L) | 10 |
| Unfixed record date - shareholders meetings | 183(R) | 4.3.3 |
| Uniform Customs and Practices for Documentary Credit - LoC - payment - Sell-Side Terms - Sale of Goods | 347(R) | 3.2.2(b) |
| Union Certification | 327(R)-328(L) | 9 |
| Union Certification - Certification Application | 330(L) | 10.1 |
| Union Certification - collective bargaining | 330(LR) | 11 |
| Union Certification - construction industry | 329(R) | 9.2 |
| Union Certification - Employer Response | 328(R)-329(L) | 9.2 |
| Union Certification - one-year bar for trade union | 328(L) | 9 |
| Union Certification - Proposed Bargaining Unit | 328(LR) | 9.1 |
| Union Certification - Representative at Vote | 329(L) | 9.2 |
| Union Certification - Support for Union | 328(R) | 9.2 |
| Union Certification - Timeline for certification | 328(L) | 9 |
| Union Certification - Vote - Challenge of Voter | 329(L) | 9.2 |
| Unionized businesses - successor employer issues | 309(L)-310(L) | 22.3.2(c) |
| Unionized employees - asset purchase - employees - Labour Relations Act | 404(R) | 4.3.9(c) |
| Unions/employees - restructuring, impact on | 372(LR) | 1.2.6 |
| Unions/unionized business - LRA - receiver liability as successor employer | 309(L)-310(L) | 22.3.2(c) |
| Unions/unionized businesses - successor employer, statutory protections of receivers | 310(L) | 22.3.2(d) |
| Unissued capital - share capital | 191(R) | 3 |
| United Nations Convention on Contracts for the International Sale of Goods (CISG) - sale of goods | 354(R)-357(L) | 6 |
| United Nations Convention on Recognition and Enforcement of Foreign Arbitral Awards (New York Convention) - Arbitration - Other Provisions - Key provisions - sale of goods | 351(L) | 3.3.11 |
| Unjust Dismissal - Canada Labour Code (CLC) | 325(R) | 5.3 |
| Unjust preferences - assignments and preferences act (APA) | 277(L) | 16.2 |
| Unjust preferences - attacking unjust preferences under the APA | 277(L) | 16.2 |
| Unjust preferences - attacking unjust preferences under the APA - exemptions | 277(R)-278(L) | 16.2.4 |
| Unjust preferences - attacking unjust preferences under the APA - intent and concurrent intent | 277(R) | 16.2.3 |
| Unjust preferences - attacking unjust preferences under the APA - limitation period | 278(L) | 16.5 |
| Unjust preferences - attacking unjust preferences under the APA - proper parties | 278(L) | 16.3 |
| Unjust preferences - attacking unjust preferences under the APA - remedy | 278(L) | 16.4 |
| Unjust preferences - attacking unjust preferences under the APA - required elements | 277(LR) | 16.2.1 |
| Unjust preferences - attacking unjust preferences under the APA - the 60-day presumption | 277(R) | 16.2.2 |
| Unjust preferences - BIA SEE: preferences; See also: BIA | 278(R) | 17.2 |
| Unjust preferences - elements of - under the APA | 277(LR) | 16.2.1 |
| Unjust preferences - the remedy | 278(L) | 16.4 |
| Unlimited and limited guarantees | 245(R) | 5.2.1 |
| Unmerchantable - sale by sample - implied condition under SGA | 341(R) | 3.1.2(b) |
| Unpaid principal amount - liens (RSLA) | 299(LR) | 17.3 |
| Unpaid purchase price security - registrations - purchase and sale | 420(L) | 9.5 |
| Unpaid Seller's Lien - Sale of Goods - Loss of Right | 352(L) | 4.1 |
| Unpaid Seller's Lien - Sale of Goods - Right of Resale | 352(L) | 4.1 |
| Unpaid seller’s lien - seller’s security for payment and in rem rights - sale of goods | 351(R)-352(L) | 4.1 |
| Unpaid suppliers - priority | 262(R) | 3.4 |
| Unpaid suppliers - requirements and procedures | 262(LR) | 3.3 |
| Unpaid suppliers - special rights in bankruptcy | 262(L) | 3 |
| Unpaid suppliers - special rights in bankruptcy - limitations | 262(L) | 3.2 |
| Unpaid suppliers - special rights in bankruptcy - requirements & procedures | 262(LR) | 3.3 |
| Unpaid suppliers - special rights in bankruptcy - WEPPA (Wage Earner Protection Program Act) | 262(R)-263(LR) | 3.5 |
| Unpaid suppliers - special rights in bankruptcy -priority | 262(R) | 3.4 |
| Unpaid suppliers - wage earner protection program act | 262(R)-263(LR) | 3.5 |
| Unperfected security interest - correcting errors and re-perfecting | 296(R)-297(L) | 10.3 |
| Unperfected security interest - maintaining perfection, loss of perfection | 244(L) | 3.6 |
| Unperfected security interest - strategic bankruptcy | 297(R) | 10.5 |
| Unperfected security interest - vs. Execution creditors - PPSA | 290(R) | 5.3 |
| Unperfected security interests - priorities | 286(R)-287(L) | 5.1.5 |
| Unperfected security interests - vs. Trustee in bankruptcy | 286(R)-287(L) | 5.1.5 |
| Unqualified Report - Auditors | 181(R) | 4.2.3 |
| Unqualified report - auditors - reports to shareholders | 181(R)-182(L) | 4.2.3 |
| Unsafe work, right to refuse - Occupational health and safety | 320(R) | 3.2.3(a) |
| Unsecured creditors - bankruptcy | 263(R)-264(L) | 5 |
| Unsecured creditors - bankruptcy - acts of bankruptcy | 264(R) | 5.3.2 |
| Unsecured creditors - bankruptcy - administration - affirmation of trustee | 267(L) | 7.2 |
| Unsecured creditors - bankruptcy - administration - first meeting of creditors | 266(R)-267(L) | 7.1 |
| Unsecured creditors - bankruptcy - administration - inspectors | 267(R)-268(L) | 7.4 |
| Unsecured creditors - bankruptcy - administration - review of bankrupt’s affairs | 267(LR) | 7.3 |
| Unsecured creditors - bankruptcy - administration of bankrupt’s estate | 266(R)-267(L) | 7 |
| Unsecured creditors - bankruptcy - assignment of leases | 270(R)-271(L) | 10 |
| Unsecured creditors - bankruptcy - discharge of bankrupt | 272(L) | 13 |
| Unsecured creditors - bankruptcy - discharge of corporate bankrupt | 272(L) | 13.1 |
| Unsecured creditors - bankruptcy - discharge of individual bankrupt | 272(L) | 13.2 |
| Unsecured creditors - bankruptcy - discharge of individual bankrupt - automatic discharge | 272(LR) | 13.2.2 |
| Unsecured creditors - bankruptcy - discharge of individual bankrupt - conditional | 273(R) | 13.2.8 |
| Unsecured creditors - bankruptcy - discharge of individual bankrupt - debts not released | 274(L) | 13.2.10 |
| Unsecured creditors - bankruptcy - discharge of individual bankrupt - facts (refused, suspended, conditional) | 273(LR) | 13.2.7 |
| Unsecured creditors - bankruptcy - discharge of individual bankrupt - mandatory mediation | 273(L) | 13.2.6 |
| Unsecured creditors - bankruptcy - discharge of individual bankrupt - non-automatic | 272(R) | 13.2.3 |
| Unsecured creditors - bankruptcy - discharge of individual bankrupt - notice to creditors | 273(L) | 13.2.5 |
| Unsecured creditors - bankruptcy - discharge of individual bankrupt - personal income tax debtors | 272(R) | 13.2.4 |
| Unsecured creditors - bankruptcy - discharge of individual bankrupt - suspension of discharge | 273(R)-274(L) | 13.2.9 |
| Unsecured creditors - bankruptcy - discharge of trustee | 274(L) | 14 |
| Unsecured creditors - bankruptcy - distribution of assets | 271(LR) | 11 |
| Unsecured creditors - bankruptcy - inspectors | 267(R)-268(L) | 7.4 |
| Unsecured creditors - bankruptcy - inspectors - conflicts in directions to inspectors | 268(L) | 7.4.3 |
| Unsecured creditors - bankruptcy - inspectors - powers of trustee requiring inspector approval | 268(L) | 7.4.2 |
| Unsecured creditors - bankruptcy - interim receivers | 271(R)-272(L) | 12 |
| Unsecured creditors - bankruptcy - involuntary - disputed applications | 265(L) | 5.3.4 |
| Unsecured creditors - bankruptcy - involuntary bankruptcy - procedure | 264(R) | 5.3.3 |
| Unsecured creditors - bankruptcy - involuntary bankruptcy & application | 264(LR) | 5.3 |
| Unsecured creditors - bankruptcy - leased premises - disclaimer of leases | 271(L) | 10.3 |
| Unsecured creditors - bankruptcy - leased premises - occupation rights | 270(R)-271(L) | 10.1 |
| Unsecured creditors - bankruptcy - liquidation - matrimonial home | 270(R) | 9.2.2 |
| Unsecured creditors - bankruptcy - liquidation - sale of real property | 270(R) | 9.2 |
| Unsecured creditors - bankruptcy - liquidation of bankrupt’s assets | 270(LR) | 9 |
| Unsecured creditors - bankruptcy - powers of trustee requiring inspector approval | 268(L) | 7.4.2 |
| Unsecured creditors - bankruptcy - proof of claim | 268(R) | 7.5.1 |
| Unsecured creditors - bankruptcy - proof of claim - rights to share in distribution | 268(R) | 7.5.3 |
| Unsecured creditors - bankruptcy - proof of claims and voting at first creditors’ meeting | 268(R) | 7.5 |
| Unsecured creditors - bankruptcy - proof of claims, secured creditors | 268(R) | 7.5.2 |
| Unsecured creditors - bankruptcy - restricted parties - administration of bankrupt’s estate | 268(R) | 7.5.4 |
| Unsecured creditors - bankruptcy - review of bankrupt’s affairs | 267(LR) | 7.3 |
| Unsecured creditors - bankruptcy - rights of occupation of leased premises | 270(R)-271(L) | 10 |
| Unsecured creditors - bankruptcy - rights to share in distribution | 268(R) | 7.5.3 |
| Unsecured creditors - bankruptcy - secured creditors, treatment of | 266(L) | 5.4.3 |
| Unsecured creditors - bankruptcy - status of a bankrupt | 263(R)-264(L) | 5.1 |
| Unsecured creditors - bankruptcy - stay of proceedings | 266(LR) | 6 |
| Unsecured creditors - bankruptcy - stay of proceedings - leave to lift stay | 266(R) | 6.2 |
| Unsecured creditors - bankruptcy - treatment of secured creditors | 266(L) | 5.4.3 |
| Unsecured creditors - bankruptcy - trustee - personal liability | 269(L) | 8 |
| Unsecured creditors - bankruptcy - trustee - personal liability - environmental | 269(R) | 8.2 |
| Unsecured creditors - bankruptcy - trustee - personal liability - labour and employment liabilities | 269(L) | 8.1 |
| Unsecured creditors - bankruptcy - trustee - powers of trustee requiring inspector approval | 268(L) | 7.4.2 |
| Unsecured creditors - bankruptcy - trustee in bankruptcy - duties and powers | 265(R)-266(L) | 5.4.2 |
| Unsecured creditors - bankruptcy - trustee, discharge of | 274(L) | 14 |
| Unsecured creditors - bankruptcy - trustee’s duties and powers | 265(R)-266(L) | 5.4.2 |
| Unsecured creditors - bankruptcy - trustees in bankruptcy | 265(R) | 5.4 |
| Unsecured creditors - bankruptcy - who can become bankrupt | 264(L) | 5.2 |
| Unsecured creditors - defined | 261(L) | 1 |
| Unsecured creditors - fraudulent conveyances/preferences and transfers under value | 274(LR) | Part II |
| Unsecured creditors - garnishments | 261(R) | 2.2 |
| Unsecured creditors - judgment and execution creditors, distinction from secured creditors | 261(R)-262(L) | 2.4 |
| Unsecured creditors - judgments and executions | 261(LR) | 2.1 |
| Unsecured creditors - landlords and rights of distress | 263(R) | 4 |
| Unsecured creditors - oppression remedy | 284(L) | 18.2 |
| Unsecured creditors - priority in bankruptcy | 261(R) | 2.3 |
| Unsecured creditors - rights and remedies | 261(L) | 1 |
| Unsecured creditors - unpaid suppliers - priority | 262(R) | 3.4 |
| Unsecured creditors - unpaid suppliers - requirements and procedures | 262(LR) | 3.3 |
| Unsecured creditors - unpaid suppliers - special rights in bankruptcy | 262(L) | 3 |
| Unsecured creditors - unpaid suppliers - special rights in bankruptcy - limitations | 262(L) | 3.2 |
| Unsecured creditors - unpaid suppliers - wage earner protection program act | 262(R)-263(LR) | 3.5 |
| Unsecured creditors - writ of execution | 261(LR) | 2.1 |
| Unsecured creditors - writ of seizure and sale | 261(LR) | 2.1 |
| Upper limit of s.85 rollover | 208(LR) | 3.5.1 |
| US dollar loans - debt financing - interest rates | 236(R) | 1.3.1(f)(ii) |
| US dollar loans - LIBOR - interest rates | 236(R) | 1.3.1(f)(ii) |
| US dollar loans - US base rate | 236(R) | 1.3.1(f)(ii) |
| USA - Unanimous Shareholder Agreement SEE: Unanimous Shareholder Agreement | 187(L) | 1 |
| **V** | | |
| Vacancies on Board of Directors | 178(R) | 2.6 |
| Valid and binding obligation - opinions - standard opinions | 259(R) | 8.3 |
| Valuation of shares - amalgamation | 214(R) | 6.1.1 |
| Value of consideration - shareholder benefit | 209(R) | 3.7.1 |
| Value of consideration received - benefit conferred on non-arm’s length person | 209(R)-210(L) | 3.7.2 |
| Value of consideration received - price-adjustment clause | 209(R)-210(L) | 3.7.2 |
| Variable or floating rate - Canadian dollar loans | 236(R) | 1.3.1(f)(i) |
| Vehicle identification number (VIN) - PPSA searches | 254(R) | 3.1.6(d) |
| Vendor - cost-base of the shares and non-share consideration received - ordering rule | 209(L) | 3.6 |
| Vendor - non-resident - asset purchase | 409(R)-410(L) | 4.4.7 |
| Vendor - preference - share sale - assets vs shares - purchase and sale | 393(LR) | 3.2.2 |
| Vendor - preference change - assets vs shares - availability of loss - purchase and sale | 394(L) | 3.2.4(a)(i) |
| Vendor - preference change - assets vs shares - low tax rate (CCPCs) - purchase and sale | 394(L) | 3.2.4(a)(ii) |
| Vendor - preference change - assets vs shares - sale of division - purchase and sale | 394(L) | 3.2.4(a)(iv) |
| Vendor - preference change - assets vs shares - tax cost of assets exceeds purchase price of shares- purchase and sale | 394(L) | 3.2.4(a)(iii) |
| Vendor - selling post-2017 Class 14.1 property - tax considerations | 401(R) | 4.3.7(b)(i) |
| Vendor - selling pre-2017 Class 14.1 property (old eligible capital property) - tax considerations | 401(R) | 4.3.7(b)(i) |
| Vendor - tax consideration - land and buildings - asset purchase | 397(LR) | 4.3.2(b)(i) |
| Vendor - tax considerations - asset purchase - accounts receivable (consequences of selling accounts receivable) | 399(LR) | 4.3.4(b)(i); Ex |
| Vendor Compliance (3 methods) - Bulk Sales Act - Purchase and Sale | 407(R)-408(L) | 4.4.4 |
| Verbal search - PPSA - securities | 254(R)-255(L) | 3.1.7 |
| Vertical amalgamation requirements | 215(L) | 6.1.2 |
| Viability - proposal or plan - restructuring | 372(R) | 1.3 |
| Viability - restructuring | 372(R) | 1.3 |
| View letters: see CRA - publications - View letters | 157(R) | 1.1 |
| Void contracts - Remedies for Breach - CISG - Sale of Goods | 356(LR) | 6.3 |
| Void conveyance - fraudulent conveyances (FCA) remedy | 276(LR) | 15.6 |
| Void conveyance - transfer under value - BIA - remedy | 281(L) | 17.3.6 |
| Void preference - BIA remedy | 279(R) | 17.2.7 |
| Voluntary dissolution | 221(L)-222(L) | 9.1 |
| Voluntary dissolution - approval | 221(L) | 9.1 |
| Voluntary winding-up | 222(LR) | 9.2.1 |
| Voluntary winding-up - liquidator | 222(LR) | 9.2.1 |
| Voting - dissent rights - amalgamation | 214(R)-215(L) | 6.1.1 |
| Voting - letter - creditors’ meetings - proposal under BIA | 379(L) | 4.11 |
| Voting - preferential shares | 197(L) | 7.8 |
| Voting - Proxy | 184(R) | 4.3.8 |
| Voting - proxy in shareholder meetings | 184(R) | 4.3.8 |
| Voting - rights - mandatory considerations re Unanimous Shareholder Agreement (USA) | 185(L) | 4.4 |
| Voting - Rights - Principles Governing - shareholder meetings | 185(L) | 4.4 |
| Voting - Rights - Shareholder Agreement dealing with | 187(LR) | 2 |
| Voting - rights - special or preference shares | 197(L) | 7.8 |
| Voting - shareholders - self-interest | 185(L) | 4.4 |
| Voting - shares - minority holders - election of directors | 177(R)-178(L) | 2.3 |
| **W** | | |
| Wage claims - PPSA - priority | 293(L) | 7.1 |
| Wage earner protection program act | 262(R)-263(LR) | 3.5 |
| Wage priority claims - BIA / CCAA - secured creditors’ rights | 292(R)-293(L) | 7 |
| waiver (not allowed) - PPSA - duties of secured creditor or receiver while in possesion | 304(L) | 22.1.4(b) |
| waiver (not allowed) of notice of disposition - PPSA | 305(L) | 22.1.4(e)(iv) |
| Waiver of distress from landlord - secured creditors | 293(R)-294(L) | 9.1 |
| Waiver of jury trial - Key provisions - Other Provisions - sale of goods | 350(R)-351(L) | 3.3.10 |
| Waiver of jury trial - sale of goods - doing business in the US | 350(R)-351(L) | 3.3.10 |
| Waiver of Notice - attendance of director | 179(R) | 2.7 |
| Waiver of Set-off - Sale of Goods | 349(R) | 3.3.1 |
| waiver of warranties - Implied Terms - Seller's conditions and warranties - buy-side terms - key provisions - sale of goods | 342(L) | 3.1.2(b) |
| waivers and exemptions from notice of disposition requirement - PPSA | 305(L) | 22.1.4(e)(iv) |
| Waivers: see also Tax - reassessment periods - waivers | 159(LR) | 2.3 |
| Wallace v united Grain - termination of employment relationship - protecting employees during dismissal | 322(L) | 4 |
| Warn, duty to - dismissal for cause - employees | 324(L) | 4.2.2 |
| Warranties - Breach of - Seller's Conditions and Warranties - Buy-side terms - Key provisions - Sale of Goods | 341(L) | 3.1.2 |
| Warranties - claims - assumed liabilities in asset purchase | 403(L) | 4.3.8 |
| Warranties - Express Terms in Contracts - Seller's Conditions and Warranties - Buy-side terms - key provisions - sale of goods | 341(R) | 3.1.2(a) |
| Warranties - implied terms - seller's conditions and warranties - buy-side terms - key provisions - sale of goods | 341(R)-342(R) | 3.1.2(b) |
| Warranties - representations - share purchase - purchase and sale | 411(R)-412(L) | 5.1.2 |
| Ways to take possession (of collateral) - Security enforcement - PPSA | 302(LR) | 20 |
| Weaknesses - informal restructurings | 373(R) | 3.2 |
| WEPPA - Wage Earner Protection Program Act | 262(R)-263(LR) | 3.5 |
| Who can become a bankrupt - insolvent person - defined | 264(L) | 5.2 |
| Williams v. Canada - connecting factors - Aboriginal - income tax | 365(R)-366(LR) | 1.2;1.4 |
| Wilson v Atomic Energy of Canada Limited - Unjust Dismissal under the CLC | 325(R) | 5.3 |
| Winding-up | 156(LR) | Gloss. |
| Winding-up | 222(LR) | 9.2 |
| Winding-up - “immediately before winding-up”, tax | 224(R) | 9.4.2(a) |
| Winding-up - by court | 222(R)-223(L) | 9.2.2 |
| Winding-up - deemed dividend - shareholders | 223(R)-224(L) | 9.4.1(b) |
| Winding-up - general winding-up of a Cdn corp | 223(R)-224(R) | 9.4.1 |
| Winding-up - Harmonized Sales Tax (HST) | 226(LR) | 9.5 |
| Winding-up - income tax aspects | 223(LR) | 9.4 |
| Winding-up - land transfer tax (LTT) | 226(LR) | 9.5 |
| Winding-up - return of capital to shareholder | 195(L) | 7.3 |
| Winding-up - rollover - ITA | 223(LR) | 9.4 |
| Winding-up - rollover, ITA, s. 88(1) - sub to parent | 224(R) | 9.4.2 |
| Winding-up - series of shares (rights) | 198(LR) | 10 |
| Winding-up - Shareholder remedy | 185(L) | 4.5.1 |
| Winding-up - tax - shareholders - deemed dividend | 223(R)-224(L) | 9.4.1(b) |
| Winding-up - voluntary | 222(LR) | 9.2.1 |
| Winding-up - voluntary liquidator, CBCA vs. OBCA | 222(R)-223(L) | 9.2.2 |
| Winding-up - voluntary, liquidator | 222(LR) | 9.2.1 |
| Winding-up - vs. Dissolution SEE ALSO: Dissolution vs Winding-up | 222(LR) | 9.2.1 |
| Winding-up - wholly owned (90% or more) subsidiary into parent - corporate changes | 224(R) | 9.4.2 |
| Winding-up - wholly owned (90% or more) subsidiary into parent - parent | 225(L) | 9.4.2(b) |
| Winding-up - wholly owned (90% or more) subsidiary into parent - tax - subsidiary | 224(R) | 9.4.2(a) |
| Wishart Act (Arthur Wishart Act) - Scope of a “franchise” - Franchise Legislation - Sale of Goods | 357(LR) | 7.1 |
| Work permits - permanent residents | 334(R) | 16.1 |
| Work permits - temporary foreign workers | 334(R)- 337(L) | 16.1.2 |
| Workplace harassment and violence - Occupational health and safety | 321(LR) | 3.2.3(b) |
| Workplace Safety and Insurance Act - employee considerations - asset purchase | 404(R) | 4.3.9(e) |
| Workplace sexual harrassment - occupational health and safety | 321(LR) | 3.2.3(b) |
| Workplace violence - occupational health and safety | 321(LR) | 3.2.3(b) |
| Writ of execution - unsecured creditors | 261(LR) | 2.1 |
| Writ of seizure and sale - unsecured creditors | 261(LR) | 2.1 |
| Written acknowledgements - secured transactions - limitation periods | 249(LR) | 8.4.3 |
| Written Agreements – Limited partnerships | 125(R) | 2.5 |
| Written resolutions: see Corporation - resolutions - written (in lieu of meeting) | 173(L) | 4.3 |
| Wrongful dismissal - employee remedies - civil action for damages | 325(L) | 5.1 |
| **Y** | | |
| Year-End bonus down to $500,000, Owner-Manager | 143(R)-144(L) | 7.1 |