

and that it has the right to issue shares at a price fixed by resolution of the corporation, and to grant such powers to its officers or agents as may be necessary for carrying out those purposes.

Clause 1: This amendment to section 6(1) (c) removes the restriction that the corporation may not issue shares at a price fixed by resolution of the corporation, or any power delegation of that resolution, or any power delegation of that delegation, and also removes the reference to the corporation's right to grant such powers to its officers or agents as may be necessary for carrying out those purposes.

EXPLANATORY NOTES

Clause 1: This amendment to the *Canada Business Corporations Act* would make it clear that a corporation can put restrictions on the issue and ownership of shares at the time of incorporation.

The relevant portion of subsection 6(1) at present reads as follows:

“6. (1) Articles of incorporation shall follow the prescribed form and shall set out, in respect of the proposed corporation,

(d) if the *right to transfer* shares of the corporation is to be restricted, a statement that the *right to transfer shares is restricted* and the nature of such restrictions.”

Clause 2: New. The proposed section 31.1 would permit a corporation, in order to qualify for benefits available on the basis of Canadian ownership of its shares, to hold shares in itself, to convert them to constrained shares and to resell them to achieve that purpose.

The proposed section 31.2 would replace the present subsection 31(3), the only change being its relocation to make it clear that it applies in respect of shares held under the proposed section 31.1.

Article 1. — Cette modification de la *Loi sur les sociétés commerciales canadiennes* précise qu'une société peut, dès sa constitution, apporter des restrictions à l'émission et à l'appartenance de ses actions.

Article 2. — Le nouvel article 31.1 permet à la société, en vue de remplir les conditions de participation canadienne lui donnant droit à certains avantages de détenir ses propres actions, de les convertir en actions assorties de restrictions et de les revendre.

NOTES EXPLICATIVES

Article 1. — Cette modification de la *Loi sur les sociétés commerciales canadiennes* précise qu'une société peut, dès sa constitution, apporter des restrictions à l'émission et à l'appartenance de ses actions.

Texte actuel du passage visé du paragraphe 6(1) :

«6. (1) Les statuts constitutifs de la société projetée sont établis en la forme prescrite et indiquent:

d) éventuellement les restrictions imposées au transfert de ses actions;»

Article 2. — Le nouvel article 31.1 permet à la société, en vue de remplir les conditions de participation canadienne lui donnant droit à certains avantages de détenir ses propres actions, de les convertir en actions assorties de restrictions et de les revendre.

L'article 31.2 remplace l'actuel paragraphe 31(3); le changement de numérotation — le seul — a pour but de préciser qu'il s'applique aux actions détenues en vertu du nouvel article 31.1.