

Clause 5: This amendment is in part consequential on the amendments contained in clauses 1 and 8. It would also make it clear that a restriction may be imposed on a single class or series of shares.

The proposed subsections 45(8.2) and (8.3) are new. Subsection 45(8.2) would require that any constraint, or a reference to it, be noted on security certificates and subsection 45(8.3) relates to a failure to make such a notation.

Subsection 45(8.1) at present reads as follows:

“(8.1) A corporation any of the issued shares of which are or were part of a distribution to the public and remain outstanding and are held by more than one person shall not *restrict* the transfer of *those* shares except by way of a constraint permitted under section 168.”

Article 5. — Découle en partie des articles 1. et 8 et précise que des restrictions peuvent viser une seule catégorie ou série d’actions.

Les paragraphes 45(8.2) et (8.3) sont nouveaux. Selon le paragraphe 45(8.2), toute restriction, ainsi que la mention d’une restriction, doivent être indiquées sur les certificats. Le paragraphe 45(8.3) vise l’omission d’une telle formalité.

Texte actuel du paragraphe 45(8.1) :

“(8.1) La société dont des actions, en circulation et détenues par plusieurs personnes, ont été ou sont émises par voie de souscription publique, ne peut *en restreindre* le transfert, sauf si la restriction est permise, en vertu de l’article 168.”

“*(8.1) A corporation any of the issued shares of which are or were part of a distribution to the public and remain outstanding and are held by more than one person shall not restrict the transfer of those shares except by way of a constraint permitted under section 168.*”

“*The proposed subsections 45(8.2) and (8.3) are new. Subsection 45(8.2) would require that any constraint, or a reference to it, be noted on security certificates and subsection 45(8.3) relates to a failure to make such a notation.*”

“*Subsection 45(8.1) at present reads as follows:*

“(8.1) A corporation any of the issued shares of which are or were part of a distribution to the public and remain outstanding and are held by more than one person shall not restrict the transfer of those shares except by way of a constraint permitted under section 168.”

Clause 6: This amendment would correct technical deficiencies in section 122.1.

Section 122.1 at present reads as follows:

“**122.1** A corporation that proposes to purchase or otherwise acquire its own shares *other* than by means of a redemption under section 34 shall give notice to the Director of the proposed purchase or other acquisition in the manner prescribed.”

Article 6. — Cette modification vise à combler les lacunes de l’article 122.1.

Texte actuel de l’article 122.1 :

“**122.1** La société qui se propose, autrement que par le rachat visé à l’article 34, d’acheter ou autrement acquérir ses propres actions, doit en aviser le Directeur en la forme prescrite.”