

# **INCORPORATION AGREEMENT**

## **Part 1 — Interpretation**

**Definitions**

**Conflict in definitions**

**Conflict between articles and legislation**

## **Part 2 — Shares and Share Certificates**

**Form of share certificate**

**Right to share certificate**

**Sending of share certificate**

**Replacement of worn out or defaced certificate**

**Replacement of lost, destroyed or wrongfully taken certificate**

**Certificate not to be replaced after registration of transfer**

**Splitting share certificates**

## **Part 3 — Issue of Shares**

**Directors authorized to issue shares**

**Company need not recognize unregistered interests**

## **Part 4 — Share Transfers**

**Registering transfers**

**Transfer fee**

## **Part 5 — Purchase of Shares**

**Company authorized to purchase shares**

**Powers of directors**

## **Part 7 — General Meetings**

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**When annual general meeting is deemed to have been held**

**Special business**

**Special business**

**Quorum**

**One shareholder may constitute quorum**

**Other persons may attend**

**Requirement of quorum**

**Lack of quorum**

**Lack of quorum at succeeding meeting**

**Chair**

**Alternate chair**

**Adjournments**

**Notice of adjourned meeting**

**Motion need not be seconded**

**Manner of taking a poll**

**Demand for a poll on adjournment**

**Demand for a poll not to prevent continuation of meeting**

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**Declaration of result**

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**Representative of a corporate shareholder**

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**Appointment of proxy holder**

**When proxy holder need not be shareholder**

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**Additional directors**

**Directors' acts valid despite vacancy**

## **Part 11 — Proceedings of Directors**

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**If only one director**

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## **Part 13 — Officers**

**Appointment of officers**

**Functions, duties and powers of officers**

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## **Part 14 — Disclosure of Interest of Directors**

**Other office of director**

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**Professional services by director or officer**

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## **Part 16 — Dividends**

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