

INCORPORATION AGREEMENT

This section outlines the terms and conditions agreed upon during the incorporation process.

Part 1 — Interpretation

This part provides the interpretation guidelines for the agreement.

Definitions

Defines key terms used throughout the agreement.

Conflict in definitions

Addresses conflicts that may arise in the interpretation of defined terms.

Conflict between articles and legislation

Guidelines on resolving conflicts between the articles of the agreement and relevant legislation.

Part 2 — Shares and Share Certificates

This part covers the issuance and management of shares and share certificates.

Form of share certificate

Specifies the required format for share certificates.

Right to share certificate

Details the entitlement to receive a share certificate.

Sending of share certificate

Procedures for the delivery of share certificates to shareholders.

Replacement of worn out or defaced certificate

Guidelines for replacing certificates that are damaged or defaced.

Replacement of lost, destroyed or wrongfully taken certificate

Procedures for replacing certificates that are lost, destroyed, or wrongfully taken.

Certificate not to be replaced after registration of transfer

Policy regarding the replacement of certificates after a transfer is registered.

Splitting share certificates

Procedures for splitting share certificates into multiple 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

Annual general meetings

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

Chair must resolve dispute

Chair has no second vote

Declaration of result

Part 9 — Votes of Shareholders

Voting rights

Trustee of shareholder may vote

Votes by joint shareholders

Trustees as joint shareholders

Representative of a corporate shareholder

Proxy provisions do not apply to all companies

Appointment of proxy holder

When proxy holder need not be shareholder

Form of proxy

Provision of proxies

Revocation of proxies

Revocation of proxies must be signed

Validity of proxy votes

Production of evidence of authority to vote

Part 10 — Election and Removal of Directors

Number of directors

Change in number of directors

Election of directors

Failure to elect or appoint directors

Additional directors

Directors' acts valid despite vacancy

Part 11 — Proceedings of Directors

Meetings of directors

Chair of meetings

Voting at meetings

Notice of extraordinary meetings

When notice not required

Meeting valid despite failure to give notice

Waiver of notice of meetings

Effect of waiver

Quorum

If only one director

Appointment of committees

Obligations of committee

Powers of board

Committee meetings

Part 13 — Officers

Appointment of officers

Functions, duties and powers of officers

Remuneration

Part 14 — Disclosure of Interest of Directors

Other office of director

No disqualification

Professional services by director or officer

Accountability

Indemnification of directors

Deemed contract

Part 16 — Dividends

Declaration of dividends

Dividends to be paid in accordance with number of shares

Manner of paying dividend

Fractional dividends

Payment of dividends

Receipt by joint shareholders

Part 17 — Accounting Records

Recording of financial affairs

Part 18 — Execution of Instruments under Seal

Who may attest seal

Sealing copies

Part 19 — Notices

Notice to joint shareholders

Notice to trustees

Part 20 — Restriction on Share Transfer

Application

Consent required for transfer