{%p for director in director\_list %}

{%p if not loop.first %}

{%p endif %}

**CONSENT TO ACT AS DIRECTOR**

TO: **{{corp.name|upper}}**

(the "Corporation")

I, {{director.full\_name|upper}}, acknowledge that I have been advised that, as a director of the Corporation, I may be held personally liable as the director of the Corporation, if I vote or consent to any resolution authorizing any of the following actions by the Corporation:

1. The issuance of shares for consideration other than money when the consideration is worth less than what the Corporation would have received if the share was issued for money, the liability being for the difference.

2. The purchase, redemption or other acquisition of shares which results in the Corporation being insolvent or unable to meet its liabilities as they become due.

3. The declaration or payment of a dividend which results in the Corporation being insolvent or unable to meet its liabilities as they become due.

4. The provision of financial assistance to specified persons, such as shareholders and directors of the Corporation or of an affiliated corporation, or their associates, in circumstances where the Corporation is insolvent or unable to meet its liabilities as they become due.

5. The payment of an indemnity to an officer or director of the Corporation in circumstances where such indemnification is not authorized by the *Business Corporations Act* ({{corp.incorp\_prov}}).

6. The payment to a dissenting shareholder in circumstances which would result in the Corporation being insolvent or unable to meet its liabilities as they become due.

7. The payment to a shareholder that is oppressive, unfairly prejudicial to, or that unfairly disregards the interests of any of the Corporation's security holders, creditors, directors or officers.

I understand that a director is taken to consent to a resolution of the Directors of the Corporation unless he/she requests that his/her absence or dissent be recorded in the resolution or minutes of the meeting or otherwise proves he/she did not consent.

I understand that under certain circumstances specified by the *Business Corporations Act* ({{corp.incorp\_prov}}), directors are jointly and severally liable for up to six (6) months wages payable to employees of the Corporation.

In addition, where the Corporation has failed to deduct and remit, or withhold and remit, an amount as required by the *Income Tax Act* (Canada) for patronage refunds, employee wages and benefits, or non‑resident withholding taxes, I understand that I may be personally liable to pay the amount required to be withheld or deducted plus interest and penalties.

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I further acknowledge that the *Business Corporations Act* ({{corp.incorp\_prov}}) (the "Act") and other statutes impose quasi‑criminal liability for certain breaches of mandatory statutory requirements. Under the Act, a general offence section states that every person who, without, reasonable cause, contravenes a provision of the Act or the regulations for which no penalty is provided, is guilty of an offence. In addition, any director who:

1. Makes or assists in making a report, return, notice or other document required by the Act which contains an untrue statement of a material fact or omits to state a material fact; or

2. Knowingly fails to notify the auditor of errors or misstatements in financial statements or fails to cause corrected statements to be prepared

is guilty of an offence and is subject to a fine or imprisonment or both as set forth under the Act.

In addition, I understand that under the *Employment Standards Act*({{corp.incorp\_prov}}) penalties are imposed for falsification of records and breach of minimum wage laws and laws regarding holidays and holiday pay. Any director who directs, authorizes, assents to, permits, participates in or acquiesces in such offences committed by the Corporation is also guilty of an offence.

Notwithstanding the foregoing, I consent to be appointed and to act as a director of the Corporation.

DATED at {{office.city}}, {{office.province}}, effective as of {{director.start\_date|toDate("June 3, 1990")|upper}}

|  |  |
| --- | --- |
|  | {%tr if not director.add\_signers %} |
|  |  |
|  | **{{director.full\_name|upper}}** |
|  | {%tr else %} |
|  | {%tr for sig in director.add\_signers %} |
|  |  |
|  | **{{sig.full\_name|upper}}, {{sig.role}} on behalf of {{ director.full\_name|upper }}** |
|  | {%tr endfor %} |
|  | {%tr endif %} |

{%p endfor %}