

Additional Content for:
CHAPTER 9 - Organizing the Corporation
(in *Corporate Law and Procedure 2e*, Emond Publishing 2021)

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FIGURE 9A Mock-Up Certificate of Incorporation for Top of First Page of Articles

For Ministry Use Only <i>À l'usage exclusif du ministère</i>	Ontario Corporation No. <i>Numéro de la société en Ontario</i> 5394529
Ministry of Government Services	Ministère des Services gouvernementaux
CERTIFICATE This is to certify that these articles are effective on	CERTIFICAT Ceci certifie que les présents status entrent en vigueur le
<u>25 SEPTEMBER 2020</u>	<u>25 SEPTEMBRE, 2020</u>
<i>S. Director</i> Director/Directrice Business Corporations Act/Loi sur les sociétés par actions	

FIGURE 9B Long-Form Organizational By-law No. 1

BY-LAW NO. 1

A by-law relating generally to the conduct of the business and affairs of

CHARGEITUP! INCORPORATED

(herein called the "Corporation")

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BE IT ENACTED as a by-law of the Corporation as follows:

1. INTERPRETATION

1.01 In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Business Corporations Act* (Ontario) together with the Regulations made pursuant thereto and any statute or regulations that may be substituted therefor, as amended from time to time
- b. "articles" means the articles of incorporation of the Corporation as amended or restated from time to time
- c. "board" means the board of directors of the Corporation
- d. "by-laws" means this by-law and all other by-laws of the Corporation as amended from time to time, and from time to time in force and effect;
- e. "Corporation" means this Corporation
- f. "meeting of shareholders" means any meeting of shareholders, whether annual or special; and "special meeting of shareholders" means a special meeting of all shareholders entitled to vote at an annual meeting of shareholders and a meeting of any class or classes of shareholders entitled to vote on the question at issue
- g. "person" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in their capacity as trustee, executor, administrator, or other legal representative

- h. “recorded address” means, in the case of a shareholder, their address as recorded in the shareholders’ register, and, in the case of joint shareholders, the address appearing in the shareholders’ register in respect of such joint holding or the first address so appearing if there are more than one; and, in the case of a director, officer, auditor or member of a committee of the board, their latest address recorded in the records of the Corporation;
- i. “signed” or “signature” shall include a signature in writing, by mechanical means as authorized by the directors, or an electronic signature, which for clarity, means an identifying mark or process that is,
 - a. created or communicated using telephonic or electronic means,
 - b. attached to or associated with a document or other information, and
 - c. made or adopted by a person to associate the person with the document or other information, as the case may be;and
- j. “unanimous shareholder agreement” shall have the meaning ascribed to such term under the Act

1.02 In this by-law where the context requires, words importing the singular include the plural and vice versa and words importing gender include the masculine, feminine and neuter genders.

1.03 Save as aforesaid, all the words and terms appearing in this by-law shall have the same definition and application as in the Act.

2. DIRECTORS

2.01 **Powers** – Subject to any unanimous shareholder agreement, the business and affairs of the Corporation shall be managed or supervised by a board of directors.

Until changed in accordance with the Act, the board shall consist of not fewer than the minimum number (1) and not more than the maximum number (5) of directors provided for in the articles.

2.02 **Resident Canadians** – Except where the Corporation is a non-resident Corporation, a majority of the directors shall be resident Canadians but where the Corporation has only one or two directors, that director or one of the two directors, as the case may be, shall be a resident Canadian.

2.03 **Qualifications** – No person shall be qualified for election as a director if they are less than 18 years of age; if they are of unsound mind and have been so found by a court in Canada or elsewhere; if they are not an individual; or if they have the status of a bankrupt.

2.04 **Election and Term** – The election of directors shall take place at the first meeting of shareholders and at each succeeding annual meeting at which an election of directors is required. The directors shall hold office for an expressly stated term, which shall expire not later than the close of the third annual meeting of shareholders following the election. A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of shareholders following their election. Incumbent directors, if qualified, shall be eligible for re-election. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

2.05 **Resignation** – A director who is not named in the articles may resign from office upon giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later. A director named in the articles shall not be permitted to resign their office unless at the time the resignation is to become effective a successor is elected or appointed.

2.06 **Removal** – Subject to the provisions of the Act, the shareholders may, by ordinary resolution passed at a meeting of shareholders, remove any director or directors from office before the expiration of their respective terms and may, by a majority of the votes cast at the meeting, elect any person in their place for the remainder of their term.

2.07 **Vacation of Office** – A director ceases to hold office when they die, resign, are removed from office by the shareholders, or become disqualified to serve as a director.

2.08 **Vacancies** – Subject to the provisions of the Act, where a vacancy occurs on the board, a quorum of the directors then in office may appoint a person to fill the vacancy for the remainder of the term. If there is not a quorum of directors or if there has been a failure to elect the number of directors required by the articles or in the case of a variable board as required by special resolution, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any shareholder.

3. MEETINGS OF DIRECTORS

3.01 **Place of Meetings** – Meetings of the board may be held at any place within or outside Ontario and it shall not be necessary that, in any financial year of the Corporation, a majority of the meetings of the board be held at a place within Canada.

- 3.02 **Meetings by Telephone or other Communication Means** – Where all the directors present at or participating in the meeting have consented thereto, any director may participate in a meeting of the board or of a committee of the board by means of conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a director participating in such a meeting by such means is deemed for the purposes of the Act and these by-laws to be present at the meeting. If a majority of the directors participating in such a meeting are then in Canada, the meeting shall be deemed to have been held in Canada.
- 3.03 **Calling of Meetings** – Meetings of the board shall be held from time to time at such place, at such time and on such day as the president or a vice-president who is a director or any two directors may determine, and the secretary shall call meetings when directed or authorized by the president or by a vice-president who is a director or by any two directors. Notice of every meeting so called shall be given to each director not less than 48 hours (excluding any part of a Sunday and of a holiday) before the time when the meeting is to be held, except that no notice of meeting shall be necessary if all the directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.
- 3.04 **Regular Meetings** – The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.
- 3.05 **First meeting of the New Board** – Each newly elected board may without notice hold its first meeting immediately following a meeting of shareholders at which such board is elected, provided that a quorum of directors is present.
- 3.06 **Quorum** – Where the Corporation has fewer than three directors, all directors must be present at any meeting of directors to constitute a quorum. Subject to the articles or by-laws of the Corporation, a majority of the number of directors or minimum number of directors required by the articles constitutes a quorum at any meeting of directors but in no case shall a quorum be less than two-fifths of the number of directors or less than the minimum number of directors, as the case may be.

- 3.07 **Resident Canadians** – Directors shall not transact business at a meeting of the board unless a majority of the directors present are resident Canadians or, where the Corporation has fewer than three directors, one of the directors present is a resident Canadian. However, directors may transact business at a meeting of the board where a majority of resident Canadian directors is not present if
- a. a resident Canadian director who is unable to be present approves in writing or by telephone or other communications facilities the business transacted at the meeting; and
 - b. a majority of resident Canadian directors would have been present had the director been present at the meeting.
- 3.08 **Chair** – The chair of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is the director and is present at the meeting:
- a. Chair of the Board
 - b. President, or
 - c. A Vice-President
- 3.09 **Votes to Govern** – At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.
- 3.10 **Casting Vote** – In the case of an equality of votes on any question at a meeting of the board, the chair of the meeting shall *not* be entitled to a second or casting vote.
- 3.11 **Disclosure of Interests in Contracts** – Every director or officer of the Corporation who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, or is a director or officer of or has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of the meeting of directors the nature and extent of their interest at the time and in the manner required by the Act. Any such contract or proposed contract shall be referred to the board or shareholders for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the board or the shareholders, and a director interested in a contract so referred to the board shall not vote on any resolution to approve the same except as provided by the Act.
- 3.12 **Resolution in Lieu of Meeting** – A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as it had been passed at a meeting of directors or committee of directors. A copy of every such resolution shall

be kept with the minutes of the proceedings of the directors or committee of directors.

- 3.13 **Delegation** – Directors may appoint from their number a managing director who is a resident Canadian or a committee of directors and delegate to such managing director or committee any of the powers of the directors. If the directors appoint a committee of directors, a majority of the members of the committee must be resident Canadians. Unless otherwise determined by the board and subject to the Act, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

4. REMUNERATION AND INDEMNIFICATION

- 4.01 **Remuneration** – Subject to the provisions of the Act, the articles, and the by-laws of the Corporation or any unanimous shareholder agreement, the board may fix the remuneration of the directors. Nothing contained herein shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor. In addition, directors shall be paid such sums in respect of their out-of-pocket expenses incurred in attending board, committee or shareholders' meetings or otherwise in respect of the performance by them of their duties as the board may from time to time determine.
- 4.02 **Limitation of Liability** – Every director and officer of the Corporation, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening to the Corporation through the insufficiency or title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the monies securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by their own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

- 4.03 **Indemnity of Directors and Officers** – Subject to the provisions of the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or a person who acts or acted at the Corporation’s request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or officer of such Corporation or body corporate if
- a. they acted honestly and in good faith with a view to the best interests of the Corporation; and
 - b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that this conduct was lawful.
- 4.04 **Insurance** – Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as the board from time to time determine.

5. OFFICERS

- 5.01 **Appointment** – Subject to the provisions of the Act, the articles or any unanimous shareholder agreement, the board may from time to time appoint a president, one or more vice-presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The board may specify the duties of, and in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Save for the chair of the board and the managing director, an officer may but need not be a director and one person may hold more than one office.
- 5.02 **Term, Remuneration and Removal** – The terms of employment and remuneration of all officers elected or appointed by the board (including the president) shall be determined from time to time by resolution of the board. The fact that any officer or employee is a director or shareholder of the Corporation shall not disqualify them from receiving such remuneration as may be determined. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board at any time with or without cause.
- 5.03 **Chair of the Board** – The board may from time to time also appoint a chair of the board who shall be a director. If appointed, the board may assign to them any of the powers and duties that are by any provisions of this by-law

FIGURE 9B Long-Form Organizational By-law No. 1 *continued*

capable of being assigned to the president; and they shall, subject to the provisions of the Act, have such other powers and duties as the board may specify. During the absence or disability of the chair of the board, their duties shall be performed and their powers exercised by the president.

- 5.04 **Managing Director** – The board may from time to time appoint a managing director who shall be a resident Canadian and a director. If appointed, they shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation; and they shall, subject to the provisions of the Act, have such other power and duties as the board may specify. During the absence or disability of the president, or if no president has been appointed, the managing director shall also have the powers and duties of that office.
- 5.05 **President** – The board may from time to time appoint a president. The president shall be the chief operating officer of the Corporation and, if no managing director has been appointed, and subject to the authority of the board, shall have the general supervision of the business and affairs of the Corporation and they shall have such other powers and duties as the board may specify. During the absence or disability of the managing director, or if no managing director has been appointed, the president shall also have the powers and duties of that office.
- 5.06 **Vice-President** – The board may from time to time appoint one or more vice-presidents. A vice-president so appointed shall have such powers and such duties as the board or the chief executive officer may prescribe.
- 5.07 **Secretary** – The board may from time to time appoint a secretary. The secretary shall attend all meetings of the directors, shareholders, and committees of the board and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings; they shall give, or cause to be given, when instructed, notices required to be given to shareholders, directors, auditors and members of committees; they shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and they shall perform such other duties as may from time to time be prescribed by the board.
- 5.08 **Treasurer** – The board may from time to time appoint a treasurer. The treasurer shall keep, or cause to be kept, proper accounting records as required by the Act; they shall deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank account; they shall, under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; they shall render to

the board, whenever required, an account of all their transactions as treasurer and of the financial position of the Corporation; and they shall perform such other duties as may from time to time be prescribed by the board.

- 5.09 **Other Officers** – The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.
- 5.10 **Variation of Duties** – From time to time and subject to the provisions of the Act, the board may vary, add to or limit the powers and duties of any officer.
- 5.11 **Agents and Attorneys** – The board shall have power from time to time to appoint agents or attorneys for the Corporation in or outside of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.
- 5.12 **Fidelity Bonds** – The board may require such officers, employees and agents of the Corporation, as it deems advisable, to furnish bonds for the faithful performance of their duties, in such form and with such surety as the board may from time to time prescribe.
- 5.13 **Conflict of Interest** – An officer shall disclose their interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with section 3.11 herein.

6. MEETINGS OF SHAREHOLDERS

- 6.01 **Annual Meetings** – Subject to section 6.16 herein, the directors shall call the first annual meeting of shareholders not later than eighteen months after the Corporation comes into existence and, subsequently, not later than fifteen months after holding the last preceding annual meeting. The annual meeting of shareholders of the Corporation shall be held at such time and on such day in each year as the board may from time to time determine, for the purposes of receiving the reports and statements required by the Act to be laid before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.
- 6.02 **Special Meetings** – The board may at any time call a special meeting of shareholders for the transaction of any business that may properly be brought before such meeting of shareholders. All business transacted at an

FIGURE 9B Long-Form Organizational By-law No. 1 *continued*

annual meeting of shareholders, except consideration of the financial statements, auditor's report, election of directors and reappointment of the incumbent auditor, is deemed to be special business.

- 6.03 **Place of Meetings** – Meetings of shareholders shall be held at the registered office of the Corporation, or at such other place within or outside of Ontario as the board may from time to time determine.
- 6.04 **Notice of Meetings** – Notice of the time and place of each meeting of shareholders shall be sent not less than 10 days and not more than 50 days before the date of the meeting to the auditor of the Corporation, to each director, and to each person whose name appears on the records of the Corporation at the close of business on the day next preceding the giving of the notice as a shareholder entitled to vote at the meeting. Notice of a special meeting of shareholders shall state:
- a. the nature of the business to be transacted at the meeting in sufficient detail to permit the shareholders to form a reasoned judgment thereon; and
 - b. the text of any special resolution or by-law to be submitted to the meeting.

A shareholder and any other person entitled to attend a meeting of shareholders may in any manner and at any time waive notice of or otherwise consent to a meeting of shareholders.

- 6.05 **Persons Entitled to be Present** – The only persons entitled to attend a meeting of shareholders shall be those entitled to vote thereat, the directors and the auditor of the Corporation and others who although not entitled to vote are entitled or required under any provision of the Act or by-laws of the Corporation to be present at the meeting. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.
- 6.06 **Quorum** – Subject to the provisions of the Act, the holders of a majority of the shares entitled to vote at a meeting of the shareholders present in person or by proxy constitute a quorum for the transaction of business at any meeting of the shareholders.
- 6.07 **One Shareholder Meeting** – If the Corporation has only one shareholder, or only one holder of any class or series of shares, the shareholder present in person or by proxy constitutes a meeting.
- 6.08 **Right to Vote** – At any meeting of shareholders, unless the articles otherwise provide, each share of the Corporation entitles the holder thereof to one vote at a meeting of shareholders, subject to the provisions of the Act.

- 6.09 **Joint Shareholders** – Where two or more persons hold the same share or shares jointly, any one of such persons present at a meeting of shareholders may in the absence of the other vote the shares but, if two or more of such persons who are present in person or by proxy, vote, they shall vote as one on the shares jointly held by them.
- 6.10 **Proxies** – Every shareholder entitled to vote at a meeting of shareholders may, by means of a proxy, appoint a proxy holder or one or more alternate proxy holders who are not required to be shareholders to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be in writing and executed by the shareholder or by their attorney authorized in writing and shall conform with the requirements of the Act. The board may by resolution fix a time not exceeding 48 hours, excluding Sundays and statutory holidays, preceding any meeting or adjourned meeting of shareholders, before which time proxies to be used at that meeting must be deposited with the Corporation or any agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, where no time is specified in such notice, the proxy has been received by the secretary of the Corporation or by the chair of the meeting or any adjournment thereof prior to the time of voting.
- 6.11 **Scrutineers** – At each meeting of shareholders one or more scrutineers may be appointed by a resolution of the meeting or by the chair with the consent of the meeting to serve at the meeting. Such scrutineers need not be shareholders of the Corporation.
- 6.12 **Votes to Govern** – Subject to the provisions of the Act, the articles and the by-laws of the Corporation or any unanimous shareholder agreement, all questions proposed for the consideration of the shareholders at a meeting shall be decided by a majority of the votes cast thereon. In case of an equality of votes either on a show of hands or on a poll, the chair of the meeting *shall* be entitled to a second or casting vote.
- 6.13 **Show of Hands** – Subject to the provisions of the Act, at all meetings of shareholders every question shall be decided by a show of hands unless a ballot thereon be required by the chair or be demanded by a shareholder or proxyholder present and entitled to vote. During such a vote, the number of shares represented by each person voting by or on behalf of a shareholder shall be counted in determining the final vote. After a show of hands has been taken upon any question, the chair may require, or any shareholder or proxyholder present and entitled to vote may demand, a ballot thereon. Whenever a vote by show of hands shall have been taken upon a question,

unless a ballot thereon be so required or demanded, a declaration by the chair that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

- 6.14 **Ballots** – If a ballot is required by the chair of the meeting or is demanded and the demand is not withdrawn, a ballot upon the question shall be taken in such manner as the chair of the meeting directs.
- 6.15 **Adjournment** – The chair of a meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.
- 6.16 **Resolution in Lieu of Meeting** – Except where a written statement with respect to the subject matter of the resolution is submitted by a director or the auditors in accordance with the Act,
- a. a resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the shareholders; and
 - b. a resolution in writing dealing with any matter required by the Act to be dealt with at a meeting of shareholders, and signed by all the shareholders entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of shareholders.

7. SHARES

- 7.01 **Allotment** – Subject to the provisions of the Act, the articles and any unanimous shareholder agreement, the board may from time to time allot or grant options to purchase the whole or any part of the authorized and unissued shares of the Corporation at such time and to such persons and for such consideration as the board shall determine, provided that no share shall be issued until it is fully paid as provided by the Act.
- 7.02 **Lien for Indebtedness** – Subject to the provisions of the Act, the Corporation shall have a lien on shares registered in the name of a shareholder indebted to the Corporation. Such lien may be enforced, subject to any other provision of the articles and to any unanimous shareholder agreement, by the sale of the shares thereby affected or by any other action, suit, remedy or proceeding authorized or permitted by law or by equity and, pending such enforcement, the Corporation may refuse to register a transfer of the whole or any part of the shares.

7.03 ~~**Share Certificates** – Every holder of one or more shares of the Corporation is entitled, at their option, to a non-transferable written acknowledgement of their right to obtain a share certificate, stating the number and class or series of shares held by them as shown on the records of the Corporation. Share certificates and acknowledgements of a shareholder’s right to a share certificate shall be in such form as the board shall from time to time approve. Any share certificate shall be signed in accordance with section 11.01 herein and need not be under the corporate seal.~~

~~or~~

Proof of Shareholders – Every holder of one or more shares of the Corporation is entitled to a written acknowledgement of their ownership of shares in the Corporation, which shall include the number and class or series of shares held by them as shown on the records of the Corporation.

7.04 ~~**Replacement of Share Certificates** – Subject to the provisions of the Act, the directors may be resolution prescribe, either generally or in a particular case, the conditions upon which a new share certificate may be issued to replace a share certificate which has been defaced, lost, stolen or destroyed.~~

~~[to be removed where securities are uncertificated]~~

7.05 **Transfer Agent and Registrar** – The board may from time to time appoint a registrar to maintain the securities register and a transfer agent to maintain the register of transfers and may also appoint one or more branch registrars to maintain branch security registers and one or more branch transfer agents to maintain branch registers of transfers, but one person may be appointed both registrar and transfer agent. The board may at any time terminate any such appointment.

7.06 **Joint Shareholders** – If two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividends, bonus, return of capital or other money payable or warrant issuable in respect of such share.

8. DIVIDENDS

8.01 **Declaration** – Subject to the provisions of the Act, the articles and any unanimous shareholder agreement, the board may declare and the Corporation may pay dividends to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid by issuing fully paid shares of the Corporation or options or rights to acquire fully paid shares of the Corporation or, subject to the provisions of the Act, may be paid in money or property.

8.02 Payment – A dividend payable in cash shall be paid by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class in respect of which it has been declared, and mailed by ordinary mail postage prepaid to such registered holder at their recorded address, or by electronic funds transfer, unless such holder otherwise directs. In the case of joint holders, dividends paid by cheque shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and mailed to them at their recorded addresses; a dividend payment by electronic funds transfer to joint shareholders shall be made as directed by those shareholders. The mailing of any cheque or the confirmation of any electronic funds transfer as aforesaid shall satisfy and discharge all liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold, unless such cheque be not paid on due presentation or such electronic fund transfer not be completed.

8.03 Non-Receipt of Cheque or Electronic Funds Transfer – In the event of the non-receipt of any cheque or electronic funds transfer for a dividend by the person to whom it is so sent as aforesaid, the Corporation shall issue to such person a replacement cheque or electronic funds transfer for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board may from time to time prescribe, whether generally or in a particular case.

9. FINANCIAL YEAR

9.01 Financial Year – The financial year of the Corporation shall end on the *30th* day of *September*, in each year, until changed by a resolution of the board.

10. NOTICES

10.01 Methods of Giving Notice – Any notice, communication or other document required or permitted by the Act, the regulations, the articles or the by-laws to be given by the Corporation to a shareholder, director, officer, or auditor or member of a committee of the board of the Corporation under any provision of the Act, the articles or by-laws or otherwise shall be sufficiently given if sent by electronic means in accordance with the *Electronic Commerce Act, 2000*, as may be amended or re-enacted from time to time, or delivered personally to the person to whom it is to be given or if delivered to their recorded address or if mailed to them at their recorded address by prepaid ordinary mail. A notice so delivered shall be deemed to have been given when it is delivered personally or delivered to the recorded address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth day after

mailing; and a notice sent electronically by email shall be deemed to have been given when sent and becomes capable of being retrieved or processed by the addressee. The secretary may change or cause to be changed the recorded address of any shareholder, director, officer or auditor of the Corporation in accordance with any information believed by them to be reliable. The recorded address of a director shall be their latest address as shown in the records of the Corporation or in the most recent notice filed under the *Corporations Information Act* (Ontario), whichever is the more current.

- 10.02 **Computation of Time** – Where a given number of days’ notice is required to be given under the by-laws, the day of service, posting, transmission or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days.
- 10.03 **Undelivered Notices** – If any notice given to a shareholder is returned on two (2) consecutive occasions because that shareholder cannot be located, the Corporation shall not be required to give any further notices to that shareholder until that shareholder informs the Corporation in writing of their new address.
- 10.04 **Omissions and Errors** – The accidental omission to give any notice to any shareholder, director, officer or auditor, or the non-receipt of any notice by any shareholder, director, officer, member of a committee of the board or auditor or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting the substance thereof shall not invalidate any action or resolution taken or passed at any meeting held pursuant to such notice or otherwise founded thereon.
- 10.05 **Notice to Joint Shareholders** – All notices with respect to any shares registered in more than one name may, if more than one address appears on the records of the Corporation in respect of such joint holding, be given to such joint shareholders at the first address so appearing, and notice so given shall be sufficient notice to all the holders of such shares.
- 10.06 **Persons Entitled by Death or Operation of Law** – Every person who by operation of law, by transfer or the death of a shareholder or otherwise becomes entitled to shares is bound by every notice in respect of such shares which has been duly given to the registered holder from whom they derive title prior to their name and address being entered on the records of the Corporation (whether such notice was given before or after the happening of the event upon which they became so entitled) and prior to their furnishing to the Corporation the proof of authority or evidence of their entitlement prescribed by the Act.

10.07 **Waiver of Notice** – Any shareholder (or their duly appointed proxy), director, officer or auditor may waive any notice or abridge the time required for any notice required to be given under any provision of the Act, the articles or by-laws of the Corporation or otherwise, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board or a committee of the board, which may be given in any manner.

10.08 **Signatures to Notices** – The signatures to any notice to be given by the Corporation may be written, stamped, typewritten, printed, or electronic or partly written, stamped, typewritten, printed or electronic as set out in clause 1.01(j) of this by-law.

11. EXECUTION OF DOCUMENTS

11.01 **Signing Officers** – Deeds, transfers, assignments, contracts and obligations of the Corporation may be signed by the president or a vice-president or a director together with the secretary or treasurer or an assistant secretary or assistant treasurer or another director. Notwithstanding this, the board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfer, contracts or obligations may be signed.

11.02 **Seal** – Any person authorized to sign any document may affix the corporate seal thereto.

12. EFFECTIVE DATE

12.01 **Effective Date** – This by-law shall come into force when enacted by the directors, subject to the provisions of the Act.

13. REPEAL

~~13.01 **Repeal** – Upon this by-law coming into force, By-law Number xx of the Corporation is repealed provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.~~

FIGURE 9B Long-Form Organizational By-law No. 1 *concluded*

ENACTED by the board effective the 25th day of September 2020.

Alice Jane Katush
President

Alice Jane Katush
Secretary
(Corporate Seal)

CONFIRMED by the shareholders effective the 25th day of September, 2020

Secretary

Resolved that the foregoing by-law is hereby enacted by the directors of the Corporation, pursuant to the *Business Corporations Act* (Ontario) as evidenced by the respective signatures of all the directors.

Dated effective the 25th day of September, 2020 .

Alice Jane Kaltush

Devinder Kumar Chada

In lieu of confirmation at a general meeting of the shareholders, we the undersigned, being all of the shareholders of the Corporation entitled to vote at a meeting of shareholders, hereby confirm in writing the above by-law in accordance with the *Business Corporations Act* (Ontario).

Dated effective the 25th day of September, 2020 .

945324 ONTARIO LTD.

Alice Jane Kaltush

per: _____
Devinder Kumar Chada
I have the authority to bind the Corporation

[although this acceptance by all of the shareholders is appropriate and likely in a non-offering corporation with a small number of shareholders, such as ChargeItUp!, only the holders of a majority of the voting shares need sign following the passage of the Better for People, Smarter for Business Act, 2020, unless the articles or unanimous shareholder agreement has provided for a higher number of shareholder votes. In the case of this sample by-law, the document pre-dated the proclamation of this new statute.]

FIGURE 9C By-law No. 2 for ChargeItUp!

BY-LAW NO. 2

A by-law respecting the borrowing of money and the issuing of securities by:

ChargeItUp! Incorporated

(herein called the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Without limiting the borrowing powers of the Corporation as set forth in the *Business Corporations Act* (Ontario) (the "Act"), the Directors of the Corporation may, from time to time without the authorization of the Shareholders:
 - (a) borrow money upon the credit of the Corporation;
 - (b) issue, re-issue, sell or pledge debt obligations of the Corporation;
 - (c) subject to section 20 of the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or substantially acquired, to secure any obligation of the Corporation.
2. The Directors may, from time to time, by resolution delegate any or all of the powers referred to in paragraph 1 of this by-law to a director, a committee of directors or one or more officers of the Corporation.

ENACTED by the Directors and sealed with the Corporation's seal effective the 25th day of September, 2020.

Alice Jane Kaltush
President

Alice Jane Kaltush
Secretary

(Corporate Seal)

FIGURE 9C By-law No. 2 for ChargeItUp! *concluded*

Resolved that the foregoing by-law is hereby enacted by the directors of the Corporation, pursuant to the *Business Corporations Act* (Ontario) as evidenced by the respective signatures of all the directors.

Dated the 25th day of September, 2020 .

Alice Jane Kaltush

Devinder Kumar Chada

In lieu of confirmation at a general meeting of the shareholders, we the undersigned, being all of the shareholders of the Corporation entitled to vote at a meeting of shareholders, hereby confirm in writing the above by-law in accordance with section 104 of the *Business Corporations Act* (Ontario).

Dated the 25th day of September, 2020.

945324 Ontario Ltd.

Alice Jane Kaltush

per: _____
Devinder Kumar Chada, President
I have the authority to bind the Corporation

[although this acceptance by all of the shareholders is appropriate and likely in a non-offering corporation with a small number of shareholders, such as ChargeItUp!, only the holders of a majority of the voting shares need sign following the passage of the Better for People, Smarter for Business Act, 2020, unless the articles or unanimous shareholder agreement has provided for a higher number of shareholder votes. In the case of this sample by-law, the document pre-dated the proclamation of this new statute.]

FIGURE 9D Directors' Organizational Resolutions

RESOLUTIONS OF THE BOARD OF DIRECTORS
of

ChargeItUp! Incorporated
(herein called the "Corporation")

APPOINTMENT OF OFFICERS

BE IT RESOLVED that the following individuals are hereby appointed to the indicated offices of the Corporation, to hold office at the pleasure of the board:

President - Alice Jane Kaltush
Secretary - Alice Jane Kaltush
Treasurer - Devinder Kumar Chada

SECURITY DOCUMENTS

BE IT RESOLVED that the President or the Secretary, and the Treasurer, are hereby authorized, for and on behalf of the Corporation, to take and renew all security agreements and similar documents necessary or expedient to be taken and/or renewed from time to time, and to make such affidavits as may be required in connection therewith, and for the purposes aforesaid, each of the said officers is hereby given full power and authority to perform and execute all acts, deeds, matters and things necessary or expedient in connection therewith.

SHARE CERTIFICATES

BE IT RESOLVED that the all of the shares of the Corporation shall be uncertificated securities, that is, the Corporation shall not be obliged to issue share certificates or other securities. Nevertheless, each shareholder shall be entitled to a notice providing full details of their shareholdings.

ISSUANCE OF SHARES

BE IT RESOLVED that the following subscriptions for shares in the capital of the Corporation at a price of One dollar (\$1.00) per share, be accepted, and upon the said subscriber paying the sum of One dollar (\$1.00) per share, the said share shall be issued to them or as they may direct as fully paid and non-assessable shares:

Subscriber	No. and Class of Shares	Price per Share
Alice Jane Kaltush	Seventy (70) Common Shares	\$1.00
945324 Ontario Ltd.	Thirty (30) Common Shares	\$1.00

RESOLUTION RESPECTING BANKING AND SIGNING OFFICERS

BE IT RESOLVED that

1. the Corporation is authorized to establish one or more bank accounts with any financial institution determined by the directors (the "Bank"), including Dominion Trust;
2. until otherwise changed by resolution of the directors, the designation of the following as the signing authority for the execution of cheques, notes and other negotiable instruments, including all electronic verifications and instructions, for and on behalf of the Corporation, as more particularly set out in the form of banking resolution or banking agreement required by the Bank ("the Banking Documents") is approved, ratified and confirmed: *one of the directors for instruments up to \$3,000 each; both directors for instruments in the amount of \$3,000 or more.*
3. the Banking Documents are approved and adopted and the President or any other senior officer of the Corporation is authorized for and on behalf of the Corporation to execute and deliver to the bank the Banking Documents and to sign such other documents as may be required by the Bank.

FINANCIAL YEAR-END

BE IT RESOLVED that the fiscal year-end of the Corporation be the 30th day of September in each year, and that the first fiscal year-end of the Corporation shall be the 30th day of September, 2021.

LOCATION OF REGISTERED OFFICE

BE IT RESOLVED that the location of the registered office of the Corporation in the City of Ottawa, in the Province of Ontario, is hereby fixed, until changed, as 151 Innovation Blvd., Ottawa, ON K1K 2V2.

CORPORATE SEAL

BE IT RESOLVED that the corporate seal, an impression of which appears in the margin hereof, is hereby adopted as the seal of the Corporation.

LOCATION OF BOOKS AND RECORDS

BE IT RESOLVED that the Corporation shall keep and maintain, at its registered office or at the offices of Capable & True LLP, or at any other address as may be determined by the directors, the records and registers specified in the *Business Corporations Act* (Ontario).

FIGURE 9D Directors' Organizational Resolutions *concluded*

The undersigned, being all of the directors of the Corporation, hereby sign the foregoing resolutions pursuant to section 129(1) of the *Business Corporations Act* (Ontario), having waived the requirement of notice to this meeting.

DATED effective the 25th day of September, 2020.

Alice Jane Kaltush

Devinder Kumar Chada

FIGURE 9E Sample Notice of Shareholder Rights

ChargeItUp! Incorporated

NOTICE OF SHAREHOLDERS' RIGHTS

To: Alice Jane Kaltush

You are the registered owner of seventy (70) Common shares in the issued capital of **ChargeItUp! Incorporated**

This class of shares has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on these shares for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer these shares.

The Corporation has caused this notice to be signed by its duly authorized officers effective the 25th day of September 2020.

President

Secretary

[This notice sets out the bare minimum of information, similar to what would be found in a share certificate. The notice could go further and state what those limitations are, such as the fact that the right to transfer shares must be approved by directors at a directors' meeting or by a document signed in writing by all directors.]

FIGURE 9F Approval of Form of Share Certificate

RESOLUTION OF THE BOARD OF DIRECTORS
of

XXXXXXXXXXXXXXXXXXXXXXXXXX

APPROVAL OF FORM OF SHARE CERTIFICATE

BE IT RESOLVED that the forms of share certificates, specimens of which are annexed hereto and initialed by the President of the Corporation for identification, are hereby adopted as the forms of share certificates of the Corporation.

The undersigned, being all of the directors of the Corporation, hereby sign the foregoing resolutions pursuant to section 129(1) of the *Business Corporations Act* (Ontario).

DATED effective the day of , 20 .

FIGURE 9G Special Resolution Establishing Number of Directors Within a Range for ChargeItUp! Incorporated

SPECIAL RESOLUTION
Of
CHARGEITUP! INCORPORATED

WHEREAS by articles of incorporation of CHARGEITUP! INCORPORATED (herein called the "Corporation"), the number of directors was set at a minimum of one (1) and a maximum of five (5);

AND WHEREAS it is agreed that for the present there shall be two (2) directors of the Corporation;

NOW THEREFORE BE IT RESOLVED that the number of directors of the corporation be fixed within the range established by the articles at two (2).

The undersigned, being all of the shareholders of the Corporation, hereby sign the foregoing resolutions pursuant to subsection 104(1) of the *Business Corporations Act* (Ontario). This resolution may be signed and delivered in counterpart and/or by electronic facsimile or by such other electronic means.

DATED the 25th day of September, 2020.

945324 Ontario Ltd.

_____ per: _____
Alice Jane Kaltush Devinder Kumar Chanda
I have the authority to bind the Corporation

[although this acceptance by all of the shareholders is appropriate and likely in a non-offering corporation with a small number of shareholders, such as ChargeItUp!, only the holders of a majority of the voting shares need sign following the passage of the Better for People, Smarter for Business Act, 2020, unless the articles or unanimous shareholder agreement has provided for a higher number of shareholder votes. In the case of this sample by-law, the document pre-dated the proclamation of this new statute.]

FIGURE 9H Shareholders' Ledgers—ChargeltUp!

SHAREHOLDER'S LEDGER

Corporation: **ChargeltUp! Incorporated**
 Name: **Alice Jane Kaltush**
 Address: 44 Main Street, Embrun, ON K0A 6N7
 Class of Shares: Common

DATE	TRANSFER NUMBER	TO OR FROM WHOM	SHARES		
			<i>Transferred</i>	<i>Acquired</i>	<i>Balance Held</i>
25 Sept 20	1	Treasury		70	70

SHAREHOLDER'S LEDGER

Corporation: **ChargeltUp! Incorporated**
 Name: **945324 ONTARIO LTD.**
 Address: 56 Lindhurst Crescent, Ottawa ON K1H 3T2
 Class of Shares: Common

DATE	TRANSFER NUMBER	TO OR FROM WHOM	SHARES		
			<i>Transferred</i>	<i>Acquired</i>	<i>Balance Held</i>
25 Sept 20	2	Treasury		30	30

FIGURE 9I Securities/Stock Transfer Register—ChargeltUp!

STOCK TRANSFER REGISTER

Corporation: **ChargeltUp! Incorporated**

DATE			TRANSFEROR	TRANSFeree	CLASS OF SHARES	NO. OF SHARES HELD		
<i>Month</i>	<i>Day</i>	<i>Year</i>	<i>Transferred From</i>	<i>Transferred To</i>		<i>Common</i>	<i>Class A</i>	<i>Class B</i>
Sept	25	2020	Treasury	Kaltush, Alice Jane	Common	70		
Sept	25	2020	Treasury	945324 Ontario Ltd.	Common	30		

FIGURE 9J Sample Register of Land Ownership in Ontario

REGISTER OF LAND OWNERSHIP IN ONTARIO

Corporation: **ABCDEFG Ontario Ltd.**

DATE ACQUIRED (MM-DD-YY)	MUNICIPAL ADDRESS	REGISTRY OFFICE OR LAND TITLES DIV. & PIN	LEGAL DESCRIPTION	ASSESSMENT ROLL NO.	DATE OF DISPOSITION (MM-DD-YY)
03-01-08	5763 Arbour Road, Nepean, ON	LRO04 (Ottawa-Carleton) PIN 987654321	Pt. Lot 12, Con 1, Nepean	0777066005044400000	06-03-17
11-11-15	68 Bond St., Sarnia, ON	LRO25 (Lambton) PIN 123456789	Lot 32, Plan M-574, Sarnia	0444033002011100000	

APPENDIX 9.1 Checklist Re: Organizing an Ontario Corporation

1. Obtain articles of incorporation, now with certificate of incorporation.
2. Determine whether a corporate seal is to be adopted. If yes, order it from a provider of corporate supplies.
3. Determine whether share certificates are to be issued. If yes, order them from a provider of corporate supplies, unless the law firm has its own precedent for printing.
4. If the minute book is to be in paper form rather than digital, order or prepare a corporate minute book following the process of the law firm in which you work. Alternatively, prepare a digital minute book in your firm's share drive according to your firm's protocol.

In general, the dividing tabs will be as follows for a paper minute book, with appropriate modifications in the digital minute book:

 - a. Articles of Incorporation (this section also to include Certificate of Incorporation, any Articles of Amendment, or Articles of Dissolution as time goes on)
 - b. Other government filings (Initial Return, Notices of Change, and for a federal corporation, Annual Returns)
 - c. By-laws
 - d. Directors' Resolutions
 - e. Shareholders' Resolutions
 - f. Annual Meeting minutes—for use when actual minutes are taken of the meeting; where the process is done by resolutions, frequently this tab does not exist and the resolutions are filed under Directors' Resolutions or Shareholders' Resolutions as appropriate
 - g. Directors' Register (usually also states any office held by a director; otherwise, have a separate tab labeled "Officers' Register" and include these)
 - h. Transfer Register of Securities (or Shares)
 - i. Shareholders' Ledger
 - j. Shareholder's Ledgers (one for each shareholder)
5. Prepare the following by-law documents from precedents, bearing in mind the needed changes:
 - a. By-law No. 1—organizing by-law (using long or short form based on instructions of the lawyer)—passed by directors
 - b. Prepare documents for the adoption of By-law No. 1 by shareholders, at a meeting if necessary or by signature of the requisite number of shareholders
 - c. By-law No. 2—borrowing by-law (if instructed by the lawyer)
 - d. Prepare documents for the adoption by shareholders of By-law No. 2, if it is needed
6. If the directors in the articles of incorporation are not to be the directors on a longer-term basis, prepare the following resolutions:
 - a. directors' resolution approving the form of a share certificate, if there is to be one
 - b. directors establish the price to be paid for a share from each class of shares that will be purchased at this point
 - c. review the subscriptions for shares from potential shareholders
 - d. ensure that each subscribing shareholder has paid for the shares at the agreed amount in cash, property or by past service rendered that meets the value to be paid for the share
 - e. directors issue shares to subscribing and paying shareholders (in certificate or uncertificated form, depending on the client's instructions)
 - f. first directors named in articles of incorporation resign
 - g. shareholders accept resignations of first directors and elect new directors
 - h. directors appoint officers (continue process described below, starting at 7 (g)).

APPENDIX 9.1 Checklist Re: Organizing an Ontario Corporation *concluded*

7. If all of the directors on the articles of incorporation are to continue for the time being:
 - a. directors appoint officers, specifying job duties, if needed and unclear from By-law No. 1
 - b. prepare directors' resolution approving the form of a share certificate, if there is to be one
 - c. directors establish the price to be paid for a share from each class of shares that will be purchased at this point
 - d. directors review the subscription for shares from subscribing shareholders
 - e. directors ensure that each corporation has paid for that amount in cash, property, or by past service rendered that meets the value to be paid for the share
 - f. directors issue shares to subscribing and paying shareholders (in certificate or uncertificated form, depending on the client's instructions)
 - g. directors determine the fiscal year-end
 - h. directors determine the place of the registered office
 - i. directors adopt any pre-incorporation contract by and for the benefit of the corporation, and relieve the individuals who originally entered into it of liability and responsibility
8. Prepare the needed banking documents for signature by the directors: financial institution's standard forms including operation and verification of account agreement, resolution of directors, certificate of incumbency.
 - Financial institution will usually want a copy of the articles.
 - Take copy of resolutions and other documents for insertion into the minute book, or create a digital or electronic "minute book".
9. Prepare share certificates, or notices containing information that would have been on certificate, in accordance with statutory requirements.
10. Prepare the following ledgers and documents:
 - a. Directors' Register, including officers' particulars (or, if preferred, a separate Officers' Register)
 - b. Securities (or Shareholders') Register
 - c. Stock Transfer Register
 - d. Individual Shareholder's Ledgers
 - e. Register of Land Ownership in Ontario, where applicable
11. Prepare Initial Return (Form 1 under the CIA).
12. Once all documents are signed:
 - a. send Initial Return to government office after taking copy for insertion into hard copy or electronic minute book
 - b. file all internal documents in the relevant portions of the hard copy minute book and/or in the electronic corporate records
13. If there is to be a unanimous shareholder agreement, prepare a draft with instructions from the lawyer, who will then review with the client.
14. Prepare reporting letter, statement of account, and trust account statement according to instructions from the lawyer, for signing by the lawyer.

APPENDIX 9.2 Comparison of Ontario and Federal Statutory Provisions According to Topics

Topic	Ontario Business Corporations Act (OBCA) section	Canada Business Corporations Act (CBCA) section	Notes
Issue of certificate of incorporation	6, 7, 273	8, 262	OBCA stamps the certificate at the top of page 1 of the articles that are submitted in person or by mail; CBCA issues a separate document to attach to the articles
Corporate seal	13	23	
Share certificate—required information	56; 54 where no certificate	49	CBCA differs here in that a security or shareholder is entitled to a certificate at the holder's option
First meeting of directors	117	104	
Resolutions in writing signed by all directors in lieu of meeting	129(1)	117	
Resolutions in writing signed by the requisite number of shareholders in lieu of meeting	104	142	
Waiver of notice of meeting of directors in writing or by attendance	126(10)	114(6)	
By-laws: not necessarily required	17(1)	16(1)	
By-laws: Procedures for enacting, amending, and repealing	116	103	
Resolutions: ordinary and special	1(1)	2(1)	Slight differences in wording
Determining number of directors within range established by articles	125(3)—special resolution, 125(4)	silent	In a CBCA corporation, the number of directors is determined by the shareholders at the first meeting and each subsequent meeting
Appointment of officers	133	121	
Issue of shares	23	25	
Share certificates, uncertificated shares, and information	54, 55, 56	49	CBCA corporate shareholders are entitled to a share certificate on request; OBCA shareholders may not have certificate availability
Location of registered office of corporation	14	19	As in articles, unless changed by resolution, special resolution, or articles of amendment
Adoption of pre-incorporation contracts	21	14	

APPENDIX 9.2 Comparison of Ontario and Federal Statutory Provisions According to Topics *continued*

Topic	Ontario Business Corporations Act (OBCA) section	Canada Business Corporations Act (CBCA) section	Notes
First meeting of shareholders	94(1)(a)	133(1), 142	
Waiver of notice of meeting of shareholders in writing or by attendance	98	136	
Director may not resign unless a successor is elected or appointed by shareholders	119(2)		No similar clause in CBCA to that of OBCA
Directors hold office from incorporation to first meeting of shareholders	119(1)	106(2)	
Directors can be elected for up to three years	119(4)	106(3)	
Where no term of office stated, director ceases to hold office at the close of the first annual meeting following election	119(6)	106(5)	
Newly elected directors do not all have to serve the same term	119(5)	106(4)	
Filling vacancies in board of directors	124	111	
Consents of individuals to be directors	119(9), 119(10), 5(2)	106(9)	In writing before or after meeting; for CBCA, could also be by attending meeting at which elected without objection or acting as a director
Appointment of auditor	149(1)	162(1)	
Financial statements approved by directors, then submitted to shareholders	159, 154	158, 155	
Auditor remains in office until the appointment of a successor	149	162	
Auditor must be independent of the corporation	152	161	
Exemption from audit requirements for non-offering corporation	148	163	
Directors may fill a vacancy in role of auditor	149(3)	166	

APPENDIX 9.2 Comparison of Ontario and Federal Statutory Provisions According to Topics *continued*

Topic	Ontario Business Corporations Act (OBCA) section	Canada Business Corporations Act (CBCA) section	Notes
Auditor to receive notice of appointment	149(9)		No similar clause in CBCA to that of OBCA
Remuneration of auditor	149(7)	162(4)	
Auditor's right to notice of all shareholder meetings	151(1)	168(1)	
Request for an auditor to attend shareholder meeting to answer questions	151(2)	168(2)	
Qualified privilege of auditor's statements or reports	151(7)	172	
Auditor's right to examine the corporate records	153	169, 170	
Auditor's right to attend and to be heard at audit committee meetings	158(3), 158(5)	171	
Removal of auditor	149(4), (5), (6)	165	
Minute book held by the corporation's lawyer	140, 141, 143	20, 50	

Contents of minute book

Articles and by-laws	140(1)(a)	20(1)(a)	
A copy of any unanimous shareholder agreement	140(1)(a)	20(1)(a)	
Shareholders' resolutions & minutes of shareholders' meetings	140(1)(b)	20(1)(b)	
Directors' resolutions and minutes of directors' meetings	140(2)(b)	20(2)	
Directors' register	140(1)©	20(1)(c)	Different wording of requirement
Register of interest in land in Ontario	140.1		Not yet in CBCA
Securities register	141	50(1)	Some differences
Register of securities transfer	141(2)	50(1)(c)	
Register of individual significant control (ISO)		2.1, 21.1 to 21.4 inclusive	Not (yet) in OBCA
Adequate accounting records	140(2)(a)	20(2)	

APPENDIX 9.2 Comparison of Ontario and Federal Statutory Provisions According to Topics *concluded*

Topic	Ontario Business Corporations Act (OBCA) section	Canada Business Corporations Act (CBCA) section	Notes
Electronic versions of registers	139	22	
Location of records/minute book	140(1), 140.1(1), 141(1), 143	20(4), 50(3), (5), (6)	
Examination of records	144, 145	20 (4), (5.1), 21	
Right to information on shareholders	146	21	
Unanimous shareholder agreements	108	146	

APPENDIX 9.3 Sample Share Certificate

Certificate No. _____
 for _____ Common Shares
 Issued to _____
 Dated _____, 20____
 From whom transferred
 Issued from Treasury _____
 Dated _____
 No. Original Certificate _____
 No. Original Shares _____
 No. of Shares Transferred _____
 Received Certificate No. _____
 for _____ Shares
 this _____ day
 of _____, 20____

INCORPORATED UNDER THE BUSINESS CORPORATIONS ACT (ONTARIO)

Common Shares

No. _____

ONTARIO LTD.

This is to Certify that _____
 is the registered holder of _____ (_____) Common Shares of

ONTARIO LTD.

The class or series of shares represented by the Certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers

this _____ day of _____, 20____.

 President

 Secretary

APPENDIX 9.3 Sample Share Certificate *concluded*

For value received

hereby assigns and transfers unto

the _____ Common Shares

represented by this Certificate.

Dated

_____ (signature)

Certificate

for _____

COMMON SHARES

of _____ **ONTARIO LTD.**

ISSUED TO _____

DATE _____



APPENDIX 9.4 Sample Clauses in a Unanimous Shareholder Agreement (USA)

Sample clause	Comment
<p>At the top of the document, but before the clauses begin, you will find the identification of the parties to the agreement, who will be all of the shareholders, and the corporation, if this is a USA</p>	<p>The corporation must be a party to acknowledge the existence of the agreement</p>
<p>This Agreement constitutes, with respect to the business and affairs of the Corporation a “unanimous shareholder agreement” within the meaning of the Act [a previous clause will have defined which Act (CBCA or OBCA) is applicable for the Corporation]. The powers of the Board of Directors to manage and supervise the management of the business and affairs of the Corporation are wholly restricted and the management of the Corporation shall forthwith be conducted by the Shareholders, acting unanimously, in accordance with the terms of this unanimous shareholder agreement.</p>	<p>This clause identifies the agreement as a unanimous shareholder agreement, specifically stating that this agreement is put in place specifically to give the shareholders the power to manage the corporation in the manner described in the agreement, rather than the directors, as is their usual role. This gives the directors both the requirement to step aside, and the assurance that they will not be held responsible to the shareholders for doing so.</p>
<p>In the event of any conflict between the provisions of this Agreement on the one hand and the Articles or By-laws on the other, the Shareholders hereby agree to vote or to cause to be voted the Shares owned by them so as to cause the Articles or By-laws, or both, as the case may be, to be amended to resolve any such conflict in favour of the provisions of this Agreement.</p>	<p>The unanimous shareholder agreement has the greatest supremacy of the documents, and the shareholders agree to exercise their votes to comply with the provisions of the shareholders’ agreement.</p>
<p>The Corporation by its execution hereof acknowledges that it has actual notice of the terms of this Agreement, consents hereto and hereby covenants with the parties hereto that it will at all times during the term of this Agreement be governed by the terms and provisions hereof in carrying out its business and affairs and, accordingly, shall give or cause to be given such notices, execute or cause to be executed such documents and do or cause to be done all such acts, matters and things as may from time to time be necessary or required to carry out the terms and intent hereof. To the extent permitted in law, the Shareholders waive each and every provision contained in the Articles or By-laws insofar as they may conflict with the provisions of this Agreement.</p>	<p>The Corporation is part of this agreement too, acknowledging that there is a shareholder agreement that takes precedent</p>
<p>Any certificates representing shares now or hereafter beneficially owned by the Shareholders or any other Person during the currency of this Agreement (whether such certificates are issued initially or with respect to a transfer or otherwise) shall have endorsed thereon in bold type the following legend:</p> <p style="padding-left: 40px;">“THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO THE PROVISIONS OF A UNANIMOUS SHAREHOLDER AGREEMENT, WHICH AGREEMENT CONTAINS RESTRICTIONS TO THE RIGHT TO VOTE, TRANSFER OR OTHERWISE DEAL WITH SUCH SHARES AND NOTICE OF THE TERMS AND CONDITIONS OF SUCH AGREEMENT IS HEREBY GIVEN.”</p> <p>Where the shares of the Corporation are uncertificated, it is agreed that any notice provided to a shareholder in the Corporation shall contain wording similar to the foregoing.</p>	<p>For a federal (CBCA) corporation, notice must be given to anyone acquiring those shares that the shares are subject to a shareholder agreement so that possible new shareholder can know fully the implications of this agreement and how its routine rights and responsibilities are impacted or affected.</p> <p>This notice is not required in a provincial (OBCA) corporation, but is certainly advisable. Where a notice is not provided, a shareholder who later learns about the shareholder agreement is entitled to rescind their purchase of shares.</p>

APPENDIX 9.4 Sample Clauses in a Unanimous Shareholder Agreement (USA) *continued*

Sample clause	Comment
<p>The By-laws for the Corporation shall be as found in Schedule A of this Agreement. No amendment of the articles of incorporation for the Corporation may be made without the prior unanimous consent of all the Shareholders to this Agreement or their successors or assigns, as the case may be.</p>	<p>The agreement may contain a clause that sets out the form of by-laws the shareholders require the directors to enact. The clause may also state that the by-laws and articles may be amended or repealed only with the prior unanimous consent of the shareholders.</p>
<p>The parties agree that shares in the authorized capital of the Corporation shall be allocated by the Directors following incorporation as follows:</p> <p>Shareholder X—xx Common shares for a total subscription price of \$xx</p> <p>Shareholder Y—xx Class A shares for a total subscription price of \$xx</p> <p>It is agreed that on a date which is the first business day following the first anniversary of incorporation of the Corporation, Shareholder X will purchase xx additional Common Shares in the authorized capital for the total subscription price of \$xx, and the parties agree that the said shares shall be issued when the full subscription price is paid.</p> <p>It is agreed that on a date which is the first business day following the second anniversary of incorporation of the Corporation, Shareholder X will purchase xx additional Common Shares in the authorized capital for the total subscription price of \$xx, and the parties agree that the said shares shall be issued when the full subscription price is paid.</p>	<p>If the agreement is signed before incorporation, it may include a clause that sets out how the shareholders require the corporation's shares to be allocated. The clause will indicate the number and class of shares going to each shareholder and the purchase price of those shares. There may also be a clause requiring an existing shareholder to purchase more shares of the corporation at a stated price on a given date; this is especially helpful if the shareholders know that the corporation will require major additional funds for a specific purpose at a certain point. You will recall that these types of matters are generally decided by the directors of the corporation in the absence of an agreement such as this.</p>
<p>The Shareholder parties to this Agreement hereby agree as follows:</p> <ol style="list-style-type: none"> a. That no Shareholder (herein called the "Selling Shareholder") may sell their shares in the capital stock of the Corporation to any other Shareholder, including each other, without first obtaining the consent of every other Shareholder. It is acknowledged that a Shareholder party to this Agreement may require, as a condition of granting consent under this clause, to be given the opportunity by the Selling Shareholder to purchase some or all of the shares which the Selling Shareholder may be interested in selling on the same terms and conditions as the Selling Shareholder has been offered. b. Each Shareholder to this Agreement agrees that they shall not pledge their shares in the Corporation as collateral security for any loan made to them personally. c. Each Shareholder to this Agreement agrees that, before entering into a marriage or cohabitation with another following the date of this Agreement, they will have their intended spouse enter into a prenuptial or cohabitation agreement, as applicable, that excludes the shares in the Corporation belonging to the Shareholder from being considered an asset capable of division following the end of the marriage or cohabitation arrangement. A Shareholder who is already married will use their best efforts to have their spouse sign a marriage contract to the same effect. 	<p>Existing shareholders may also wish to prevent fellow shareholders from transferring or selling their shares to outsiders. Clauses controlling the sale of existing shares may give existing shareholders the pre-emptive right to purchase the shares offered for sale by a fellow shareholder (this is called a right of first refusal) or may simply state that a sale can proceed only with the consent of the others. Please note that the sample clauses provided are very simplistic and address only the broadest of categories; they can become quite complicated as a result of shareholder efforts to address every possible contingency. They may include a pledge agreement, or a clause requiring shareholders to sign prenuptial or marriage contracts protecting their shares from a division of assets on marriage breakdown.</p>

APPENDIX 9.4 Sample Clauses in a Unanimous Shareholder Agreement (USA) *continued*

Sample clause	Comment
<p>In the event that a Shareholder (herein called the “offering Shareholder”) wishes to sell all of their shares in the Corporation, or to purchase the shares of the other Shareholder, they will make an offer to that other Shareholder to purchase or to sell each such share at a price set forth in that notice, and shall give the other Shareholder a period of ten (10) business days to consider or decide whether they will purchase the shares of the offering Shareholder or to sell their shares to the offering Shareholder at the price so stated. The transaction will be completed 10 business days following the decision of the other Shareholder.</p>	<p>Shareholder agreements often provide a mechanism for coping with disgruntled shareholders or those wishing to own the corporation but do not have an offer to purchase shares from another source. Frequently this mechanism takes the form of a buy–sell agreement (also called a shotgun buy–sell agreement), which allows shareholder A to force shareholder B to either buy A’s shares or sell their own shares to A at a pre-established price. The key to a buy–sell agreement is that it gives every shareholder the right to initiate the buy–sell mechanism. Where there has been a falling out among shareholders, it provides a way for a shareholder to resolve an intolerable situation, but for obvious reasons it is not invoked lightly. Buy–sell clauses can be extremely complex—often running to several pages in length in the agreement—and must include notice provisions, an arbitration clause, and so forth. The sample is a very simple beginning clause for a corporation having only two shareholders. In effect, the shareholder making the proposal will, at the end of the process, be entirely in the corporation (ie. hold all of the shares) or entirely out. This forces each party to choose a fair offer price, as the other shareholder is the one who decides whether to accept or decline the offer.</p>
<p>Each Shareholder to this Agreement agrees that the shares may not become part of their estate following their death until each other Shareholder to this Agreement (herein each called the “Surviving Shareholder”) has first had the opportunity to purchase some or all of the deceased Shareholder’s shares by paying the estate of the deceased Shareholder a price to be determined by an auditor of the value of the shares immediately before the death of the deceased Shareholder. Should the total of all shares desired by the Surviving Shareholder exceed those owned by the deceased Shareholder at the time of their death, the Surviving Shareholders may purchase the shares of the deceased Shareholders in proportion to their respective current shareholders in the Corporation.</p>	<p>The agreement may also contain clauses designed to ensure the smooth running of the corporation on the death, legal incapacity, or bankruptcy of a shareholder. For example, an agreement can make it mandatory for a shareholder or their estate to sell their shares (at a pre-established price or using a pre-established method of calculating the price) to the remaining shareholders immediately following death. Similar clauses with appropriate changes would be drafted for the events of legal incapacity, or bankruptcy of a shareholder. These are all designed to ensure that others do not become shareholders without the opportunity of the original Shareholders or their successors or assigns to increase their interest.</p>

APPENDIX 9.4 Sample Clauses in a Unanimous Shareholder Agreement (USA) *concluded*

Sample clause	Comment
<p>Whenever a vacancy in the membership of the board of directors takes place, notwithstanding that there may still be a quorum of directors in office, the Shareholders will elect a new director of the Corporation. The Shareholders will make all decisions related to the remuneration of directors and senior staff of the Corporation.</p>	<p>A shareholder agreement can be used to control the election, powers, remuneration, and replacement of directors. Clauses addressing these issues in a unanimous shareholder agreement override the statutory provisions relating to directors.</p>
<p>The Shareholders hereby agree that the appointment of the officers of the Corporation, including which positions may be the subject of appointment, by whom, for how long, their powers, responsibilities, and remuneration, shall be decided by them on a unanimous basis, notwithstanding any provisions to the contrary in the statute governing the creation of the corporation.</p>	<p>A unanimous shareholder agreement can set out a mechanism governing the appointment, powers, remuneration, and replacement of officers. It may even list the names of each person who will act as an officer and the position they will hold.</p>
<p>The Shareholders hereby agree that:</p> <ol style="list-style-type: none"> no funds greater than \$3,000 shall be borrowed by the Corporation without the unanimous consent of the Shareholders; the requirement of an auditor shall be waived; Smart and Wise shall be the accountants of the Corporation the fiscal year end of the Corporation shall be 30 June in each year any change to any of the foregoing decisions shall be made on a unanimous basis 	<p>A unanimous agreement can dictate how certain financial issues are dealt with by the corporation. For example, it can establish the fiscal year of the corporation, appoint auditors or waive the shareholders' right to an audit of the corporate financial records, and create rules for the borrowing of money by the corporation. Although a number of these items are already to be decided by the shareholders, that may be on the basis of a majority vote, whereas the shareholders may wish the issue to be decided on a unanimous basis or in accordance with pre-determined choices.</p>
<p>Any disputes arising with respect to any one or more terms of this Agreement shall be decided by arbitration by a single arbiter if agreeable to all Shareholders, or, if they should fail to reach an agreement, by each naming an arbiter; if the total number of arbiters named who are willing to act as such is an even number, those named arbiters shall appoint another, and the majority decision of those arbiters shall govern.</p>	<p>Many agreements will also contain clauses that state how disputes concerning the agreement itself will be settled. Often the intention of such clauses is to avoid recourse to the courts. The agreement may require that a dispute be submitted to mediation or arbitration, either informally or through an established dispute resolution organization.</p>
<p>This Agreement is binding upon every Shareholder who is a signatory hereto, their heirs, successors, and assigns.</p>	<p>The agreement should state that it is binding on each shareholder who is a signatory to it, as well as each subsequent purchaser of shares, or person who becomes a shareholder of the corporation by reason of gift, inheritance or the like.</p>

APPENDIX 9.5 Sample Reporting Letter for ChargeItUp! Incorporated

CAPABLE & TRUE, LLP
Barristers & Solicitors
34 Riveredge Drive
Ottawa, Ont.

30 September 2020

ChargeItUp! Incorporated
151 Innovation Blvd.
Ottawa, ON K1K 2V2

Attention: Ms. Alice Kaltush, Secretary

Dear Madam,

Re: **ChargeItUp! Incorporated** (the "Corporation")
Incorporation and Organization
Our File No.: 3464-213

In accordance with your instructions, we have completed the incorporation of **ChargeItUp! Incorporated** (the "Corporation"). While complete details of the Corporation are contained in the minute book of the Corporation, we wish to summarize for you the more important matters relevant to the Corporation.

Incorporation

Pursuant to the *Business Corporations Act* (Ontario) (the "Act"), the Corporation was incorporated by the filing of Articles of Incorporation with the Director appointed under the Act (the "Director") and the issue of a Certificate of Incorporation incorporating the Corporation effective as of September 25, 2020. The Certificate and Articles of Incorporation (the "Articles") have been placed in the minute book of the Corporation and an electronic copy is being provided to you for your records.

Prior to incorporating, two NUANS name searches were obtained: one that was federally-biased and, once the decision was made to incorporate under the provisions of the provincial Act, an Ontario-biased NUANS. Although the searches revealed no other corporation with the name ChargeItUp! Incorporated, very similar domain names were found to have existed. As a result, and as discussed with you, the Corporation will need to determine and register a different domain name.

The Corporation is currently a "non-distributing" corporation as defined by the *Securities Act* (Ontario). This is because the inclusion in the Articles of a series of clauses restricting any transfer of shares without the consent of all directors, restricting the number of shareholders, in general, to no more than 50, and not

permitting the shares of the Corporation to be sold to the public provides it with a private issuer exemption from the *Securities Act*. Should you ever wish to sell shares in the Corporation to the public, for example, through a stock exchange, or increase the number of shareholders beyond 50, or remove the approval to transfer of shares, compliance with such provisions as preparing and providing a prospectus will be required, and either we or another law firm should be consulted.

Capacity and Powers

The Corporation has the capacity and the rights, powers and privileges of a natural person. There are no restrictions in the Articles of Incorporation on the business that the Corporation may carry on. The Corporation may conduct business in Ontario and elsewhere in Canada to the extent that the law of each jurisdiction permits, subject also to the availability of the business name elsewhere. However, extra-provincial registration is required by most Canadian provinces or territories before the Corporation may commence its business within such province or territory.

Capital

The authorized capital of the Corporation consists of an unlimited number of Common shares and an unlimited number of Class A and Class B shares. The rights, privileges, restrictions, and conditions attaching to the shares are set out in the Articles. Stated briefly, the Common shares carry with them the right to vote on the basis of one vote for each Common share held, and the right to receive the remaining property of the Corporation upon dissolution. Holders of the Class A shares are entitled to a cumulative dividend of \$2.00 per share per year and repayment of the amount paid for these shares on liquidation or dissolution in priority to common shares; however, the shareholders are not entitled to vote. Holders of Class B shares are entitled to a vote of one vote per share, to receive the amount paid for these shares in priority to repayment on Class A and Common shares, to have their shares redeemed by the corporation, and to a dividend as declared by the directors of the Corporation.

Issue of Shares

The present issued capital of the Corporation consists of 100 common shares as follows:

Shareholder Name	No. and Class of Shares and Consideration paid
Alice Kaltush	70 common shares - \$70.00
945324 Ontario Ltd.	30 common shares - \$30.00

The bank account of the Corporation should reflect the deposit from the shareholders of \$100.00 representing the aggregate subscription price for the shares.

No Class A or Class B shares have been issued by the Corporation.

By-Law No. 1

By-Law No. 1 of the Corporation was enacted and made by the directors and confirmed by the shareholders effective the 25th day of September, 2020.

Banking

The current bank of the Corporation is the Dominion Trust. The banking resolution passed by the directors provides that cheques, other withdrawals and electronic transfers of up to \$3,000, require the signature or approval of any director, and that cheques, withdrawals or electronic transfers of \$3,000 or more require the signature of any two directors of the Corporation.

Directors

The articles provide for a minimum of one (1) and a maximum of five (5) directors. The present number of directors is fixed at two (2); however, this number can be changed within the range established by the Articles by means of a special resolution passed by at least 2/3 of the votes cast by shareholders following passage by the directors. Should you wish to make this sort of change, we would be pleased to assist you in the future.

The current directors of the Corporation are Alice Jane Kaltush and Devinder Kumar Chada, who were elected by the shareholders as of the 25th day of September 2020.

As noted below, an initial return to this effect has been filed with the Ministry of Government Services. Should there be any change in number within the range authorized by the Articles and/or membership of the board of directors, the Corporation is required to file with the Ministry a notice, in prescribed form, of every such change within fifteen (15) days after each such change occurs. Any change in the minimum and maximum number of directors specified in the Articles may only be effected by the Corporation obtaining an amendment to its Articles.

A director is required to be an individual of not less than eighteen (18) years of age. Individuals who have been found by a court to be incapable or who have the status of bankrupt are disqualified from being directors. It is not necessary for a director or officer to be a shareholder of the Corporation. Twenty-five percent (25%) or more of the directors must be resident Canadians and where the Corporation has fewer than four directors, at least one director must be a resident

Canadian. A resident Canadian includes a Canadian citizen ordinarily resident in Canada or a permanent resident, within the meaning of the *Immigration and Refugee Protection Act* (Canada) who is ordinarily resident in Canada.

[while the last two sentences of this paragraph regarding residency of directors are correct at the date of the sample reporting letter, following the proclamation of the Better for People, Smarter for Business Act, 2020, they must be removed]

Officers

The officers of the Corporation were appointed by the directors effective 25 September 2020 and are as follows:

Name	Positions Held
Alice Jane Kaltush	President and Secretary
Devinder Kumar Chada	Treasurer

These officers hold office until the next annual meeting, unless they are removed from office, resign, die or become incapable. As described in By-law No. 1, the President is the chief operating officer, the Chair of meetings of the board of directors, and the Secretary is responsible for keeping and issuing the corporate records and certified copies of documents. The Treasurer is responsible for ensuring that all financial records and filings are made and maintained on a timely basis.

The officers of the Corporation need not be shareholders or directors of the Corporation. One or more offices may be held by the same individual, as is the case with the President and Secretary at present, and additional directors may be appointed.

Meetings and Transaction of Business

By-law No. 1 states that any meeting of the Board of Directors may be held at the registered office of the Corporation or any other place fixed by the Board. Notice of every directors' meeting must be given to each director at least forty-eight (48) hours before the meeting is to be held. Generally, a notice of a meeting of the directors need not specify the purpose of the business to be transacted at the meeting. A director may waive notice of a meeting of directors and the attendance of a director at a meeting of directors is deemed to be a waiver of notice of the meeting unless the director attends for the purpose of objecting to the transaction of business at the meeting on the grounds it was not lawfully called. A director may, if all the directors present or participating in the meeting consent, participate in a directors' meeting by telephone, electronic or other communications facility which permits all individuals participating in the meeting to communicate adequately with each other. Under these circumstances, each director is deemed to be present at the meeting.

Meetings of the shareholders shall be held at the registered office of the Corporation or at another place as the directors may specify. Except where the

Corporation has only one shareholder, a quorum for a meeting of shareholders of the Corporation is present where not less than a majority of the outstanding shares of the Corporation carrying voting rights are represented by any of individuals present in person or by proxy, or who an authorized representative of a corporate shareholder. Not less than 10 days and not more than 50 days' notice is required for a meeting of shareholders, but the shareholders may waive that notice in writing or simply by attending and participating in the meeting, unless that attendance is for the purpose of contesting the validity of the meeting.

Notice of a meeting of shareholders called for any purpose other than consideration of the minutes of an earlier meeting, financial statements and auditor's report, election of directors and reappointment of the incumbent auditor, shall state the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgement thereon and shall state the text of any special resolution or by-law to be submitted to the meeting.

The first annual meeting must be held not later than eighteen (18) months after the date of incorporation and subsequently not more than fifteen (15) months after the holding of the last preceding annual meeting.

If applicable, the directors are required to approve and place before each annual meeting of shareholders financial statements for the period ended not more than six (6) months before the annual meeting consisting of a balance sheet, statement of retained earnings and statement of changes in financial position of the Corporation. The business transacted at an annual meeting also includes the appointment of auditors or accountants (if the shareholders have dispensed with the appointment of an auditor pursuant to the Act) to hold office until the next annual meeting, the election of directors for the ensuing year and such other matters as are brought before the meeting. The newly elected board of directors appoints the officers of the Corporation for the ensuing year.

Any written by-law or resolution authorized at any time during the Corporation's existence by the signature of all the directors or all of the shareholders is as valid as if it had been passed at a meeting of the directors or shareholders.

Registered Office

The registered office of the Corporation is stated in the Articles to be at 115 Innovation Boulevard in Ottawa, Ontario. Any change in the address within the City of Ottawa may be effected by resolution of the directors. Any change in location from Ottawa to another municipality may only be effected by a special resolution passed by the shareholders.

The Corporation is required to file with the Director appointed under the Act, a notice in prescribed form of every change in address of its registered office within fifteen (15) days after such a change occurs.

Corporate Records

A minute book has been obtained for the Corporation and we have prepared and inserted therein the Articles that bear the Certificate of Incorporation, the organizational resolutions, documents and registers required to be kept in compliance with the Act. Unless the directors otherwise designate, the corporate books and records of a corporation must be maintained at the registered office of such corporation. By resolution of the directors, the Corporation was authorized to maintain its books and records at the offices of Capable and True LLP as well as the registered office. We will retain the minute book and corporate seal at our offices pending our receipt of your instructions for their return.

Auditors and Accountants

At the first and each annual meeting, the shareholders must appoint an auditor to hold office until the close of the next succeeding annual meeting unless all the shareholders consent to an exemption from the audit requirements of the Act. In the case of ChargetUp! Incorporated, the exemption from the audit requirements of the Act was signed by the shareholders effective 25 September 2020, and a resolution was passed by the shareholders dated 25 September 2020 appointing Greenback and Cashman LLP as the accountants of the Corporation, to hold office until the close of the first annual meeting of shareholders.

Financial Year End

The directors have decided that the financial year of the Corporation ends on 30 September, with the first full fiscal year running from 25 September 2020 to 30 September 2021, as a corporation may have a financial year not exceeding fifty-three (53) weeks from the date of incorporation. Thereafter the year will run from 1 October to the next 30 September.

The Corporation's financial statements for each financial year in a form previously approved by the directors must be placed before the shareholders at an annual meeting that must take place within six (6) months of the financial year-end. Following the completion and filing by the Corporation of a tax return upon which an assessment is made, the financial year-end may not be changed without the consent of the Canada Revenue Agency.

Tax Returns

Federal corporate income tax returns under the *Income Tax Act* (Canada) must also be filed within six (6) months of the end of the fiscal year and instalment

payments made of estimated income tax payable where applicable. Consideration must also be given to registration with Canada Revenue Agency, for harmonized sales tax. The Corporation's auditor should also be requested to consider the filing of any appropriate returns.

Generally

The Corporation must set out in full its name in legible characters in all contracts, invoices, negotiable instruments and orders for goods or services issued or made by or on behalf of the Corporation and in all documents submitted to the Director appointed under the Act. Failure to set out the full name of the Corporation may result in personal liability being attributed to the individuals involved in the Corporation.

In signing a document on behalf of the Corporation, it is strongly recommended that the signing officer(s) place their name following their signature which has inserted in front of it the notation "per:" or "by" and under the name of the Corporation. This will clarify that the individual officer is signing in his or her capacity as a representative of the Corporation, and not on a personal basis.

If it is proposed that the Corporation carry on business under a name or style different from its full name, registration of such name or style is required. If at any time the Corporation carries on business under its corporate name without the legal ending or under any business name, please advise us accordingly so that appropriate registrations may be made. We recommend that you consider whether trade mark protection might also be available and preferred.

Finally, we enclose our account for services rendered in this matter, including disbursements, as well as a summary statement accounting for the retainer you paid at the commencement of this matter.

If you have any questions with respect to the foregoing or if we can be of assistance, please do not hesitate to contact us. We wish you all the best in your new venture.

Yours truly,
CAPABLE & TRUE, LLP

per: *Corrine True*
Corrine True

CT/djo

Enclosures