

HOW TO USE THIS BOOK

Throughout this edition of *Shareholders' Agreements: A Tax and Legal Guide*, common abbreviations and acronyms have been used in place of full titles for legislation and subject-specific terms.

Unless otherwise indicated, all legislative references in this book are to the federal *Income Tax Act* and to the Regulations under that Act.

References, Abbreviations and Acronyms

Legislative

Act	<i>Income Tax Act</i> (Canada)
CBCA	<i>Canada Business Corporations Act</i>
FLA	<i>Family Law Act</i>
OBCA	<i>Business Corporations Act</i> (Ontario)
Regulation(s)	Regulations under the <i>Income Tax Act</i>

Specific Terms and Issuing Bodies

ABIL	Allowable Business Investment Loss
CCA	Capital Cost Allowance
CDA	Capital Dividend Account
CMT	Corporate Minimum Tax
CNIL	Cumulative Net Investment Loss
CRA	Canada Revenue Agency
GAAR	General Anti-Avoidance Rule
GRIP	General Rate Income Pool
LICDA	Life Insurance Capital Dividend Account
LRIP	Low Rate Income Pool
NCPI	Net Cost of Pure Insurance
RDTOH	Refundable Dividend Tax on Hand

TABLE OF CONTENTS

	Page
Preface	iii
How To Use This Book	iv
	Paragraph
1 General Contents of Shareholders' Agreements	
Introduction	105
Contents of a Shareholders' Agreement	110
Title	115
Date	120
Parties	125
Recitals	130
Consideration Clause	135
Business of the Corporation	140
Interpretive Provisions	145
Organization and Management of the Company	150
Financing	155
Use of Surplus	160
Share Capital	165
Exit Provisions	170
General Sale Provisions — <i>Inter Vivos</i> and <i>Post-Mortem</i>	
Buy-Outs	175
Income Tax Implications of Buy-Sell Provisions	180
Funding <i>Inter Vivos</i> and <i>Post-Mortem</i> Buy-Outs —	
Alternatives	185
2 Tax Considerations — <i>Inter Vivos</i> Buy-Outs	
Sale of Shares by Individual Shareholders	200
Overview	205
Qualified Small Business Corporation	210
Tax Implications for Vendor	215
Sale of Shares by Holding Company	220
Tax Implications for Purchaser of Shares	225
Purchase for Cancellation or Redemption by Corporation	230
Shares Owned by an Individual	235
Shares Owned by Holding Company	240
Tax Implications for Remaining Shareholder	245

	Paragraph
Staggered Redemption	250
Change of Control	255
Non-Compete Payment, Retiring Allowance or Consulting Fee	260
Non-Resident Vendor	265
3 <i>Buy-Sell Agreements and Life Insurance</i>	
Overview	300
Buy-Sell Agreements and Business Continuation Planning	305
Funding <i>Inter Vivos</i> and <i>Post-Mortem</i> Buy-Outs —	
Alternatives	310
Funding from Outside the Corporation Cash on Hand	315
Funding from within the Corporation	320
Insurance Funding	325
Types of Life Insurance	330
How Life Insurance Policies Are Taxed	335
Insurance Planning Issues	340
The Exempt Test and Life Insurance	345
Transfers of Life Insurance Policies	350
Life Insurance and Share Valuation	355
Life Insurance as Collateral, Capital Dividend Account Planning, and Quebec Concerns	360
Non-Insurance Planning Issues	365
The Sole Shareholder	370
What about Partnerships?	375
Issues for Non-Resident Shareholders	380
Summary	385
4 <i>Buy-Outs on Death</i>	
Overview	400
Criss-Cross Insurance	405
Criss-Cross Insurance — Individual Shareholders	407
Criss-Cross Insurance — Holding Companies Overview	409
Hybrid Purchase Note — Corporate Redemption	415
Hybrid Purchase Note — Corporate Redemption —	
Individuals Overview	420
Hybrid Purchase Note — Corporate Redemption —	
Holding Companies	425
Corporate Share Repurchase	430
Corporate Share Repurchase — Individuals Overview	435
Illustration	440
Stop Loss Rules	442
Tax Implications for the Survivor	444
Corporate Share Repurchase — Holding Companies	445
Combination Method	450
Corporate Partnerships	455
Conclusion	460

	Paragraph
Appendices	
1 <i>Shareholders' Agreement</i>	1000
2 <i>Appendix 2</i>	
Overview	2000
Classification of Corporations for Tax Purposes	2005
Arm's Length, Related Persons, Affiliated Persons and Associated Corporations Rules	2010
	Page
Index	227