

# PRELIMINARY VERSION

## UNEDITED

The preliminary version of this legislative summary is made available to parliamentarians, parliamentary staff and the public to ensure timely access to the information, research and analysis needed to study the bill in question. The official version of the legislative summary, which may differ from this unedited version, will replace this document on the Parliament of Canada website.



## Legislative Summary

### **BILL S-11: FEDERAL LAW–CIVIL LAW HARMONIZATION ACT, NO. 4**

44-1-S11-E

**12 July 2023**

Philippe Antoine Gagnon and Iryna Zazulya

Research and Education

# PRELIMINARY VERSION

## UNEDITED

### AUTHORSHIP

12 July 2023	Philippe Antoine Gagnon	International Affairs and Integrated Reference Services
	Iryna Zazulya	Legal, Social and Indigenous Affairs

### ABOUT THIS PUBLICATION

Library of Parliament legislative summaries summarize bills currently before Parliament and provide background information about them in an objective and impartial manner. They are prepared by Research and Education, which carries out research for and provides information and analysis to parliamentarians, Senate and House of Commons committees and parliamentary associations. Legislative summaries are revised as needed to reflect amendments made to bills as they move through the legislative process.

For clarity of exposition, the legislative proposals set out in the bill described in this legislative summary are stated as if they had already been adopted or were in force. It is important to note, however, that bills may be amended during their consideration by the Senate and House of Commons and have no force or effect unless and until they are passed by both houses of Parliament, receive Royal Assent and come into force.

© Library of Parliament, Ottawa, Canada, 2023

*Legislative Summary of Bill S-11*  
(Preliminary version)

44-1-S11-E

Ce document est également publié en français.

## CONTENTS

1	BACKGROUND .....	1
1.1	Principle of Complementarity Between Federal Law and Civil Law .....	1
1.2	Purpose of Harmonization.....	2
1.3	Stages in the Harmonization Project.....	4
1.4	Consultations on Bill S-11 .....	4
1.5	Policy on Legislative Drafting .....	5
2	DESCRIPTION AND ANALYSIS.....	5
2.1	Key Amendments.....	5
2.1.1	Immovables.....	6
2.1.1.1	Rationale .....	6
2.1.1.2	Examples .....	7
2.1.2	Agent or Mandatary.....	9
2.1.2.1	Rationale .....	9
2.1.2.2	Examples .....	9
2.1.3	Fiduciary.....	11
2.1.3.1	Rationale.....	11
2.1.3.2	Examples .....	11
2.1.4	Rights .....	12
2.1.4.1	Rationale .....	12
2.1.4.2	Examples .....	13
2.1.5	Pledge of a Security .....	15
2.1.5.1	Rationale .....	15
2.1.5.2	Examples .....	15
2.1.6	Hypothec .....	16
2.1.6.1	Rationale .....	16
2.1.6.2	Examples .....	17
2.1.7	Hypothecary Creditor .....	18
2.1.7.1	Rationale.....	18
2.1.7.2	Examples .....	19

# PRELIMINARY VERSION

## UNEDITED

2.1.8	Suretyship and Security .....	20
2.1.8.1	Rationale .....	20
2.1.8.2	Examples .....	20
2.1.9	Bequest or Legacy .....	22
2.1.9.1	Rationale .....	22
2.1.9.2	Examples .....	22
2.1.10	Liquidator of a Succession .....	23
2.1.10.1	Rationale .....	23
2.1.10.2	Examples .....	24
2.1.11	Sequestrator .....	27
2.1.11.1	Rationale .....	27
2.1.11.2	Examples .....	27
2.1.12	In Trust .....	28
2.1.12.1	Rationale .....	28
2.1.12.2	Examples .....	29
2.1.13	Lease .....	30
2.1.13.1	Rationale .....	30
2.1.13.2	Examples .....	30
2.1.14	Disposition .....	31
2.1.14.1	Rationale .....	31
2.1.14.2	Examples .....	32
2.1.15	Void/Null .....	33
2.1.15.1	Rationale .....	33
2.1.15.2	Examples .....	34

### APPENDIX – BILL S-11

## LEGISLATIVE SUMMARY OF BILL S-11: FEDERAL LAW–CIVIL LAW HARMONIZATION ACT, NO. 4

---

### 1 BACKGROUND<sup>1</sup>

Bill S-11, A fourth Act to harmonize federal law with the civil law of Quebec and to amend certain Acts in order to ensure that each language version takes into account the common law and the civil law (short title: Federal Law–Civil Law Harmonization Act, No. 4), was introduced by the Representative of the Government in the Senate, Marc Gold, on 26 October 2022.<sup>2</sup> On 13 December 2022, the Standing Senate Committee on Legal and Constitutional Affairs considered the bill and presented its report without amendment on 14 December 2022. Bill S-11 passed third reading in the Senate on division on 15 December 2022.

This is the fourth bill introduced by the government in the course of the harmonization project undertaken by the Department of Justice Canada (Department of Justice) as a result of the coming into force of the *Civil Code of Québec* (CCQ) in 1994. The other Acts, *Federal Law–Civil Law Harmonization Act, No. 1*,<sup>3</sup> *Federal Law–Civil Law Harmonization Act, No. 2*<sup>4</sup> and *Federal Law–Civil Law Harmonization Act, No. 3*,<sup>5</sup> came into force in 2001, 2004 and 2011, respectively.<sup>6</sup>

Bills to harmonize federal law are generally passed in a consensus-finding, cross-party fashion and are not controversial because they do not, in principle, seek to change the “legislative direction, substance or very foundation” of a bill.<sup>7</sup> However, they are highly technical and require a thorough analysis of existing laws.

#### 1.1 PRINCIPLE OF COMPLEMENTARITY BETWEEN FEDERAL LAW AND CIVIL LAW<sup>8</sup>

Since 1867, the Parliament of Canada has enacted more than 300 statutes that are designed, in whole or in part, to regulate matters of private law. It has done so primarily under Parliament’s exclusive jurisdiction over matters that, had it not been for the division of powers in the *Constitution Act, 1867*,<sup>9</sup> would have fallen under the provinces’ jurisdiction over property and civil rights. Examples of these matters are marriage and divorce, bankruptcy and insolvency, bills of exchange and promissory notes, interest on money, admiralty law, patents of invention, and copyright. To the same end, though less directly, Parliament has enacted statutes that primarily regulate questions of public law but also include provisions that rest on concepts or regulate relationships governed by private law, such as matters of income tax concerning the tax consequences of the sale or transfer of receivables, a donation or a legacy.

All these statutes do not create an independent legal system. Because these Acts derogate from or add to the *jus commune*<sup>10</sup> of each province, they are supplemented by the relevant provincial law, which is used to interpret them and to apply them. There is, therefore, a complementary relationship between federal legislation and the *jus commune* of the provinces.

In Quebec, the civil law – the *jus commune* governing private law – supplements federal legislation in the same way as the common law does in the other provinces. This role can also be described as “suppletive”<sup>11</sup> to federal legislation, as recognized and implemented by the courts.

## 1.2 PURPOSE OF HARMONIZATION

Harmonization aims to ensure that the existing provisions of federal laws are brought into line with the existing civil law and common law in both of Canada’s official languages.<sup>12</sup> It also addresses the question of pre-Confederation law and the need to rewrite the French versions of federal statutes in order to reflect the common law.<sup>13</sup>

The reform of the CCQ, which made changes in language and in substance to Quebec’s common law, has an impact on federal legislation. Changes in vocabulary highlighted disparities between federal legislation and the new civil law terminology.<sup>14</sup> As for the substantive changes, traditional institutions were reshaped; new concepts, created; new institutions, established; and existing rules, reformed.

With respect to pre-Confederation law that continues to be in effect in Quebec, this problem has been described as follows:

Problems are also being caused by the survival of a certain number of provisions of the *Civil Code of Lower Canada* that predate Confederation. The reason for their survival is that Quebec has been unable to repeal them (they concern matters which since 1867 have been under federal jurisdiction) and Parliament has not yet done so. These provisions were part of one Code and one whole system. Since the demise of that Code, they have been isolated from the system to which they belonged. They express a law frozen in a wording more than a century old, and their relationship with the current civil law has become imbued with conflict.<sup>15</sup>

In 1993, in anticipation of the coming into force on 1 January 1994 of the CCQ, which would replace the *Civil Code of Lower Canada* (CCLC), the Department of Justice created the Civil Code Section to review federal statutes to ensure that they properly reflect both legal traditions, namely the civil law system in Quebec and the common law system in the rest of Canada.

However, the reform of the civil law in Quebec is not the only factor responsible for the lack of harmony between the federal law and the civil law. Although bills and regulations have been co-drafted by a bijural drafting and revision team within the Legislative Services Branch since 1978,<sup>16</sup> Parliament has not always taken the civil law system and its language into account when setting out any new private law standards. This has been obvious in three different ways:

- the use of vague or inaccurate phrases to express concepts for which there is a recognized vocabulary in the civil law;
- the expression of legislative provisions only in accordance with the common law system, so that the two legal traditions did not receive equal treatment; and
- the policy of so-called semi-legal legislative drafting, whereby, for a number of years, the language of the civil law was used only in the French version and the language of the common law was used only in the English version, resulting in unequal treatment of Canada's anglophone and francophone communities.<sup>17</sup>

The Government of Canada has cited other reasons to justify the need to harmonize federal statutes with the civil law of Quebec. Some of these reasons are set out in the preamble to the *Federal Law–Civil Law Harmonization Act, No. 1*, which states, among other things, that:

- all Canadians are entitled to have access to federal laws in keeping with their legal tradition;
- the civil law reflects the unique character of Quebec society;<sup>18</sup>
- the harmonious interaction of federal and provincial legislation is essential; and
- the full development of our two major legal traditions gives Canadians a window on the world and facilitates exchanges with the vast majority of other countries.

Two rules of interpretation were added to the *Interpretation Act* in the context of this first harmonization Act, provided for in sections 8.1 and 8.2:

8.1 Both the common law and the civil law are equally authoritative and recognized sources of the law of property and civil rights in Canada and, unless otherwise provided by law, if in interpreting an enactment it is necessary to refer to a province's rules, principles or concepts forming part of the law of property and civil rights, reference must be made to the rules, principles and concepts in force in the province at the time the enactment is being applied.

8.2 Unless otherwise provided by law, when an enactment contains both civil law and common law terminology, or terminology that has a different meaning in the civil law and the common law, the civil law terminology or meaning is to be adopted in the Province of Quebec and the common law terminology or meaning is to be adopted in the other provinces.<sup>19</sup>

### 1.3 STAGES IN THE HARMONIZATION PROJECT

Since 1993, the federal Department of Justice has examined over 700 federal statutes and has identified 350 that need to be harmonized.

The first stage in the harmonization project was to establish how and on what basis Quebec civil law came into contact with federal law, in order to determine the nature and extent of action necessary. Two studies were then completed.<sup>20</sup> In parallel, the Department of Justice held consultations with leading authorities in the faculties of law in the province of Quebec. Following these consultations, the Department of Justice issued a report suggesting a methodology and a work plan.

In the second stage, pilot studies were carried out to determine what amendments should be made to the federal legislation in order to reflect the new context.<sup>21</sup>

The third stage involved specific studies of surviving provisions of the CCLC (enacted in 1866) governing subjects that, after 1867, came within the exclusive jurisdiction of Parliament of Canada (for example, marriage, insolvency, maritime law, the Crown and bills of exchange) and that had not been repealed or even amended by the province because it lacked jurisdiction.<sup>22</sup> Researchers identified 478 provisions of the 1866 CCLC that were likely to cause problems.<sup>23</sup> They also found that 111 of these had been validly repealed, in whole or in part, by Parliament and 64 had been repealed by the pertinent provincial legislature. In addition, another 261 articles were affected by federal legislation, rendering them of no force or effect, in whole or in part. This meant that 42 articles were still in effect, although 17 of these were subject to dispute.<sup>24</sup> According to the Department of Justice, repeal of these provisions would help to clarify legislation and avoid conflict between laws.

Some of the laws identified in the harmonization project will be harmonized when they are substantially revised or modernized.

### 1.4 CONSULTATIONS ON BILL S-11

Consultations on Bill S-11 were held from 1 February 2017 to 1 May 2017.<sup>25</sup> More than 400 stakeholders provided comments, including banks, all bar associations and the Government of Quebec.<sup>26</sup> Introductory materials were also published to gather comments from key legal stakeholders who benefit from the harmonization of federal laws and to understand how the laws, as drafted, were interpreted by experts in the field.<sup>27</sup>

Prior to their appearance before the Standing Senate Committee on Legal and Constitutional Affairs, Justice Canada officials produced an extensive analysis of each of the amendments made by the bill.<sup>28</sup> During their appearance, they explained that,



since Parliament now takes harmonization into account when drafting legislation, the number of statutes that need to be harmonized is no longer increasing. In addition, Department of Justice officials said that a legislative revision services group was established in 2002 to ensure all Canadian laws undergo a thorough bilingual review.<sup>29</sup>

## 1.5 POLICY ON LEGISLATIVE DRAFTING

Since June 1995, all new legislation drafted by the Department of Justice must comply with the Policy on Legislative Bilingualism.<sup>30</sup>

According to this policy, the Department of Justice:

- formally recognizes that it is imperative that the four Canadian legal audiences<sup>31</sup> may read federal statutes and regulations in the official language of their choice and find in them terminology and wording that are respectful of the concepts, notions and institutions proper to the legal system of their province or territory;
- undertakes, in drafting both versions of every bill and proposed regulation that touches on provincial or territorial private law, to take care to reflect the terminology, concepts, notions and institutions of both of Canada's private law systems; and
- charges the Legislative Services Branch with the mandate of seeing to the respect and the implementation of legislative bilingualism, in bills and proposed regulations.

## 2 DESCRIPTION AND ANALYSIS

### 2.1 KEY AMENDMENTS

Bill S-11 has 642 clauses and seeks to amend 51 statutes under the responsibility of nine federal departments for harmonization purposes. Most of the amended legislation affects the financial sector. The following is a non-exhaustive summary of 15 major terminological changes that illustrate the harmonization implemented by this bill. Each term is accompanied by a brief rationale for the proposed amendment and examples of changes. The underlined terms are those added or changed by the bill and explained below.

Bill S-11 makes various types of terminological changes, which can be categorized as follows:

1. definitions;
2. legal concepts; and
3. contextual terms or expressions.

This legislative summary deals with the first two categories in more detail. A non-exhaustive list of amendments by category can be found in the appendix of this document.

It should be noted that the term used in the English or the French version depends on the legal tradition associated with each version. Therefore, in the English version of the amended legislation, the concept of common law is presented before that of civil law, and vice versa in the French version (e.g., section 125 of the *Bank Act*, amended by clause 19 of Bill S-11).

The following analysis is based on documents prepared by the Department of Justice: the *Bijural Terminology Records*,<sup>32</sup> which list the language issues raised by the various harmonization Acts, and the *Clause-by-Clause Analysis*.<sup>33</sup>

## 2.1.1 Immovables

### 2.1.1.1 Rationale

The concept of “*bien immeuble*” [IN FRENCH] in civil law does not correspond to that of “real property” in common law. Moreover, although the term “*bien immeuble*” [IN FRENCH] may be used in common law, it is preferable to use the term “*bien réel*” [IN FRENCH] in the French version.

The problem in much of the legislation addressed by Bill S-11 is that only civil law terminology (“*immeuble*” [IN FRENCH]) is used in the French version and only common law terminology (“real property”) is used in the English version.

The solution proposed in the bill is to add the term “immovables” to the English version of legislation to reflect the civil law, while adding the term “*biens réels*” [IN FRENCH] to the French version in order to reflect the common law.

2.1.1.2 Examples

French version only: clause 2(1) repealing the definition of “*biens immeubles*” [IN FRENCH] in section 2 of the *Bank Act*.

**Textual description**

Table 1: In this example, the definition of « *biens immeubles* » [IN FRENCH] in the French version is struck through to show that it is being repealed. The English version confirms the changes to the French version.

**Table 1**

English Version	French Version
<p><del><b>real property</b> includes a leasehold interest in real property; (<i>biens immeubles</i>)</del></p> <p>[Definition repealed]</p>	<p><del><b>biens immeubles</b> Sont assimilés aux biens immeubles les droits découlant des baux immobiliers. (<i>real property</i>)</del></p> <p>[Définition abrogée]</p>

Source: Table prepared by the Library of Parliament.

English and French versions: clause 242(2) replacing the definition of “residential property” in section 2(1) of the *Insurance Companies Act*.

**Textual description**

Table 2: In this example, the definition of “residential property” in the English version of the *Insurance Companies Act* is being amended to add the concept of an “immovable.” The term “immovable” is underlined to emphasize that it is being added. The French version contains similar changes, namely the addition of the term “*réel*” [IN FRENCH].

**Table 2**

English Version	French Version
<p><b>residential property</b> means any real property or <u>immovable</u> consisting of buildings of which at least one half of the floor space is used, or is to be used, as one or more private dwellings; (<i>immeuble résidentiel</i>)</p>	<p><b>immeuble résidentiel</b> Immeuble ou bien <u>réel</u> consistant en bâtiments dont au moins la moitié de la superficie habitable sert ou doit servir à des fins privées d’habitation. (<i>residential property</i>)</p>

Source: Table prepared by the Library of Parliament.

English and French versions: clause 458 amending section 435.1(1) of the *Trust and Loan Companies Act*.

### Textual description

Table 3: In this example, which reproduces section 435.1(1) of the *Trust and Loan Companies Act*, the English version is being amended to clarify that the hypothec is on an immovable. The words “on an immovable” are underlined to emphasize that they are being added. The French version contains similar changes, namely the addition of the words “*sur un immeuble ou bien réel*” [IN FRENCH].

Table 3

English Version	French Version
<p><b>435.1(1)</b> If a company makes a loan in respect of which the disclosure requirements of section 436 apply, and the loan is not secured by a mortgage on real property or a hypothec <u>on an immovable</u> and is required to be repaid either on a fixed future date or by instalments, the company must, if there is a prepayment of the loan, rebate to the borrower a portion of the charges included in the cost of borrowing in respect of the loan.</p>	<p><b>435.1(1)</b> La société qui consent un prêt à l'égard duquel l'article 436 s'applique, qui n'est pas garanti par une hypothèque <u>sur un immeuble ou bien réel</u> et qui est remboursable à une date fixe ou en plusieurs versements doit, si le prêt est remboursé avant échéance, consentir une remise d'une partie des frais compris dans le coût d'emprunt.</p>

Source: Table prepared by the Library of Parliament.

English and French versions: clause 610 amending section 27(4) of the *Museums Act*.

### Textual description

Table 4: In this example, which reproduces section 27(4) of the *Museums Act*, the English version is being amended to clarify that the sale or other disposal of real property or immovables by a museum is subject to the *Financial Administration Act*. The term “immovables” is underlined to emphasize that it is being added. The French version contains similar changes, namely the addition of the words “*immeubles*” [IN FRENCH] and “*réels*” [IN FRENCH].

Table 4

English Version	French Version
<p><b>27</b></p> <p>...</p> <p><b>(4)</b> Despite subsection 99(3) of the <i>Financial Administration Act</i>, subsection 99(2) of that Act applies to each museum with respect to the sale or other disposal of real property or <u>immovables</u>.</p>	<p><b>27</b></p> <p>[...]</p> <p><b>(4)</b> Le paragraphe 99(2) de la <i>Loi sur la gestion des finances publiques</i> continue de régir, pour chaque musée, la vente ou tout mode de disposition d'<u>immeubles</u> ou biens <u>réels</u>, et ce malgré le paragraphe 99(3) de cette loi.</p>

Source: Table prepared by the Library of Parliament.

2.1.2 Agent or Mandatary

2.1.2.1 Rationale

A “*mandataire*” [IN FRENCH] in civil law is the equivalent of an “agent” in common law. The problem in most of the legislation addressed by the bill is that only the common law terminology (“agent”) is used in the English version, and only the civil law term “*mandataire*” [IN FRENCH] is used in the French version.

The proposed solution is to add the term “mandatary” after “agent” in the English version of the targeted legislation in order to correspond, in civil law, to the common law concept of “agent.” In these cases no amendment is required to the French version, since the term “*mandataire*” [IN FRENCH] is appropriate for both civil law and common law.

2.1.2.2 Examples

English version only: clause 4 amending sections 20(1)(d) and 20(1)(e) of the *Bank Act*.

**Textual description**

Table 5: In this example, which reproduces sections 20(1)(d) and 20(1)(e) of the *Bank Act*, the English version is being amended to add the term “mandatary,” which is underlined in the text, following the word “agent,” to designate a person dealing with a bank or a person who has acquired rights from the bank against whom the bank may not make the assertions set out in paragraphs (d) and (e). The French version remains unchanged.

**Table 5**

English Version	French Version
<p><b>20(1)</b> No bank and no guarantor of an obligation of a bank may assert against a person dealing with the bank or against a person who has acquired rights from the bank that</p> <p>...</p> <p><b>(d)</b> a person held out by the bank as a director, an officer, an employee or an agent or <u>mandatary</u> of the bank has not been duly appointed or has no authority to exercise the powers and perform the duties that are customary in the business of the bank or usual for a director, an officer, an employee or an agent or <u>mandatary</u>; or</p> <p><b>(e)</b> a document issued by any director, any officer, any employee or any agent or <u>mandatary</u> of the bank with actual or usual authority to issue the document is not valid or not genuine.</p>	<p><b>20(1)</b> La banque, ou ses cautions, ne peuvent opposer aux personnes qui ont traité avec elle ou à ses ayants droit ou ayants cause les prétentions suivantes :</p> <p>[...]</p> <p><b>d)</b> une personne qu'elle a présentée comme l'un de ses administrateurs, dirigeants, employés ou mandataires n'a pas été régulièrement nommée ou n'est pas habilitée à exercer les attributions qui découlent normalement du poste ou de son activité commerciale;</p> <p><b>e)</b> un document émanant régulièrement de l'un de ses administrateurs, dirigeants, employés ou mandataires n'est pas valable ou authentique.</p>

Source: Table prepared by the Library of Parliament.

English version only: clause 186 amending section 141 of the *Cooperative Credit Associations Act*.

**Textual description**

Table 6: In this example, which reproduces section 141 of the *Cooperative Credit Associations Act*, the English version is being amended to add the term “mandatary,” which is underlined in the text following the word “agent,” as one of the authenticating agents of an issuer. The French version remains unchanged.

**Table 6**

English Version	French Version
<b>141</b> An authenticating trustee, registrar, transfer agent or other agent or <u>mandatary</u> of an issuer has, in respect of the issue, registration of transfer and cancellation of a security of the issuer,	<b>141</b> Les personnes chargées par l'émetteur de certifier l'authenticité des valeurs mobilières, notamment les mandataires, les fiduciaires et les agents d'inscription ou de transfert, ont, lors de l'émission, de l'inscription du transfert ou de l'annulation d'une valeur mobilière de l'émetteur :

Source: Table prepared by the Library of Parliament.

English version only: clause 523 amending section 20(1) of the *Canadian Dairy Commission Act*.

**Textual description**

Table 7: In this example, the English version of section 20(1) of the *Canadian Dairy Commission Act* is being amended to add the term “mandatary,” which is underlined in the text following the word “agent,” as one of the persons who may contravene the Act. The French version remains unchanged.

**Table 7**

English Version	French Version
<b>20(1)</b> Every person who, or whose employee or agent or <u>mandatary</u> , contravenes or fails to comply with any provision of this Act or any regulation made under this Act is guilty of an offence and liable	<b>20(1)</b> La personne qui – ou dont l'employé ou le mandataire – enfreint quelque disposition de la présente loi ou d'un règlement d'application commet une infraction et encourt, sur déclaration de culpabilité :

Source: Table prepared by the Library of Parliament.

2.1.3 Fiduciary

2.1.3.1 Rationale

In the current *Bank Act*, the original definition of “fiduciary” or “représentant” [IN FRENCH] reads as follows:

- English version: “means any person acting in a fiduciary capacity and includes a personal representative of a deceased person.”
- French version: “*Toute personne agissant à ce titre, notamment le représentant personnel d’une personne décédée.*” [IN FRENCH]

The English and French versions do not correspond. In the English version, the common law expression “person acting in a fiduciary capacity” has a different meaning from the concept of “representative” used in civil law. The first refers to the civil law concept of a person who, because of a relationship of trust with another person, has an obligation of honesty and loyalty.

The harmonized solution is to add this case in the English and French versions to reflect civil law. Moreover, the expression “*qui agit à titre fiducial*” [IN FRENCH] is introduced in the French version, in accordance with the French common law.

2.1.3.2 Examples

English and French versions: clause 2(2) amending the definition of “fiduciary” in section 2 of the *Bank Act*.

**Textual description**

Table 8: In this example, the definition of “fiduciary” in the English version of section 2 of the *Bank Act* is being amended to include “any person acting in a fiduciary capacity.” The French version contains similar changes, namely the addition of the words “*qui agit à titre fiducial*” [IN FRENCH] and “*qui, en raison d’une relation de confiance avec une autre personne, a envers celle-ci une obligation d’honnêteté et de loyauté*” [IN FRENCH].

**Table 8**

English Version	French Version
<b><i>fiduciary</i></b> means any person who is acting in a fiduciary capacity or who has an obligation of honesty and loyalty to another person because they are in a relationship of trust and confidence with that person, and includes a personal representative of a deceased person; ( <i>représentant</i> )	<b><i>représentant</i></b> Toute personne qui agit à titre fiducial ou qui, en raison d’une relation de confiance avec une autre personne, a envers celle-ci une obligation d’honnêteté et de loyauté, notamment le représentant personnel d’une personne décédée. ( <i>fiduciary</i> )

Source: Table prepared by the Library of Parliament.

# PRELIMINARY VERSION

## UNEDITED

A similar definition is introduced in the *Cooperative Credit Associations Act*, the *Insurance Companies Act*, the *Trust and Loan Companies Act*, the *Canada Business Corporations Act*, the *Canada Cooperatives Act* and the *Canada Not-for-profit Corporations Act*.

The term “representative” or “*représentant*” [IN FRENCH] is an umbrella concept that covers, in both legal systems, cases where a person acts for others.

The above term includes the concept of “personal representative” or, in French, “*représentant personnel*” [IN FRENCH], the definition of which is also amended in the *Bank Act*, the *Cooperative Credit Associations Act*, the *Insurance Companies Act* and the *Trust and Loan Companies Act*.

### 2.1.4 Rights

#### 2.1.4.1 Rationale

In the Acts amended by Bill S-11, the English version referred only to the concept of “interest,” recognized in common law, and the French version referred only to the concept of “*droits*” [IN FRENCH], recognized in civil law. With respect to property rights and interests, the terms “interests” or “*intérêts*” [IN FRENCH] and “rights” or “*droits*” [IN FRENCH] refer to different legal realities in civil law and the common law.

Therefore, the term “rights” is added to the English version and the term “*intérêts*” [IN FRENCH] is added to the French version.



2.1.4.2 Examples

English and French versions: clause 252(3) amending section 100(2)(b) of the *Insurance Companies Act*.

**Textual description**

Table 9: In this example, which reproduces section 100(2)(b) of the *Insurance Companies Act*, the English version is being amended to clarify that reasonable proof may consist of a deceased holders' interest or right in the security. The term "right" is underlined to emphasize that it is being added following the term "interest." The French version contains similar changes, namely the addition of the term "*intérêts*" [IN FRENCH] following the term "*droits*" [IN FRENCH].

**Table 9**

English Version	French Version
<p><b>100(2) ...</b>  <b>(b)</b> reasonable proof of the governing laws, of the deceased holder's interest or <u>right</u> in the security and of the right of the personal representative or the designated person to become the registered shareholder.</p>	<p><b>100(2) [...]</b>  <b>b)</b> une attestation suffisante des lois applicables, des droits ou <u>intérêts</u> du détenteur décédé sur ces valeurs mobilières et du droit du représentant personnel, ou de la personne qu'il désigne, d'en devenir le détenteur inscrit.</p>

Source: Table prepared by the Library of Parliament.

English and French versions: clause 439 amending section 341(2) of the *Trust and Loan Companies Act*.

**Textual description**

Table 10: In this example, which reproduces section 341(2) of the *Trust and Loan Companies Act*, the English version is being amended to clarify that the court may also order any party to give notice to the complainant if the court determines that the interests or rights of any complainant might be substantially affected. The term “rights” is underlined to emphasize that it is being added following the term “interests.” The French version contains similar changes, namely the addition of the term “*intérêts*” [IN FRENCH] following the term “*droits*” [IN FRENCH].

**Table 10**

English Version	French Version
<p><b>341 ...</b></p> <p>(2) An application made or an action brought or intervened in under subsection 339(1) or section 343 must not be stayed, discontinued, settled or dismissed for want of prosecution or, in Quebec, failure to act within a time limit set under the applicable rules of civil procedure, without the approval of the court given on any terms that the court thinks fit and, if the court determines that the interests or <u>rights</u> of any complainant might be substantially affected by any stay, discontinuance, settlement or dismissal, the court may order any party to the application or action to give notice to the complainant.</p>	<p><b>341 [...]</b></p> <p>(2) La suspension, l’abandon, le règlement ou le rejet des demandes, actions ou interventions visées au paragraphe 339(1) ou à l’article 343 pour cause de défaut de poursuite ou, au Québec, de défaut d’agir dans le délai prescrit selon les règles de procédure civile applicables est subordonné à l’approbation du tribunal selon les modalités qu’il estime indiquées; le tribunal peut également ordonner à toute partie d’en donner avis aux plaignants s’il conclut que leurs droits ou <u>intérêts</u> pourraient être sérieusement atteints.</p>

Source: Table prepared by the Library of Parliament.

A similar solution was previously applied in the *Federal Law–Civil Law Harmonization Act, No. 3*. A similar addition is also made to eight other statutes harmonized by Bill S-11.

## 2.1.5 Pledge of a Security

### 2.1.5.1 Rationale

The term “pledge” is used in both legal traditions and is a type of security interest.

The corresponding term “*gage*” [IN FRENCH] is added to the French version to better reflect the term “pledge.”

It is important to note that the concept of “*nantissement*” [IN FRENCH], which continues to be used in common law in the French version, has been replaced by the concept of “*hypothèque mobilière avec ou sans dépossession*” [IN FRENCH] in civil law. An “*hypothèque mobilière avec dépossession*” [IN FRENCH] is also called a “*gage*” [IN FRENCH] or “pledge,” a concept that also exists in common law.

The solution is to add the term “*gage*” [IN FRENCH] in the French version or to replace the term “*nantissement*” [IN FRENCH] with “*gage*” [IN FRENCH], as the case may be.

### 2.1.5.2 Examples

French version only: clause 2(2) amending the definition of “*sûreté*” [IN FRENCH] in section 2 of the *Bank Act*.

#### Textual description

Table 11: In this example, the definition of “*sûreté*” [IN FRENCH] in the French version of section 2 of the *Bank Act* is being amended to add the term “*gage*,” [IN FRENCH] which is underlined in the text. No similar change is made to the English version, because it already contains the term “pledge.”

Table 11

English Version	French Version
<b><i>security interest</i></b> means an interest or right in or a charge on property, by way of mortgage or hypothec, lien, pledge or otherwise, taken by a creditor or guarantor to secure the payment or performance of an obligation; ( <i>sûreté</i> )	<b><i>Sûreté</i></b> Droit, intérêt ou charge – notamment hypothèque, privilège, <u>gage</u> ou nantissement – grevant un bien pour garantir au créancier ou à la caution soit le paiement d’une dette soit l’exécution d’une obligation. ( <i>security interest</i> )

Source: Table prepared by the Library of Parliament.

English and French versions: clause 17(4) amending section 121(4) of the *Bank Act*.

**Textual description**

Table 12: In this example, which reproduces section 121(4) of the *Bank Act*, the English version is being amended to clarify that a transfer or pledge of a security shown in the records of a clearing agency may be effected by making an appropriate entry in those records, under certain conditions. The term “pledge” is underlined to emphasize that it is being added. The French version contains similar changes, namely the addition of the word “gage” [IN FRENCH].

**Table 12**

English Version	French Version
<p><b>121</b></p> <p>...</p> <p><b>(4)</b> A transfer or <u>pledge</u> of a security shown in the records of a clearing agency or of an interest or right in such a security may, in addition to other methods, be effected by making an appropriate entry in those records if the security is evidenced by</p>	<p><b>121</b></p> <p>[...]</p> <p><b>(4)</b> Le transfert ou le <u>gage</u> de la valeur mobilière figurant aux registres d’une agence de compensation et de dépôt, ou d’un droit ou intérêt s’y rattachant, peut notamment être effectué par l’inscription requise dans les registres de l’agence, à condition que l’existence de la valeur mobilière soit confirmée :</p>

Source: Table prepared by the Library of Parliament.

2.1.6 Hypothec

2.1.6.1 Rationale

Where the common law term “mortgage” is used in the English version, the bill adds the equivalent civil law term “hypothec,” which more closely corresponds to the concept of “*hypothèque*” [IN FRENCH] in the French version.

Moreover, the resulting concepts are also harmonized by adding, for example, the concept of “construction legal hypothec” to correspond to that of “*hypothèque légale de la construction*” [IN FRENCH] or the concept of “movable hypothecs” to correspond to that of “*hypothèques mobilières*” [IN FRENCH].

2.1.6.2 Examples

English version only: clause 2(2) amending the definitions of “security interest” in section 2 of the *Bank Act*.

**Textual description**

Table 13: In this example, which reproduces the definition of “security interest” in section 2 of the *Bank Act*, the English version of the definition of “security interest” is being amended to add the term “hypothec,” which is underlined in the text, to the list of security interests that may be created. The French version remains unchanged.

**Table 13**

English Version	French Version
<b>security interest</b> means an interest or right in or a charge on property, by way of mortgage or <u>hypothec</u> , lien, pledge or otherwise, taken by a creditor or guarantor to secure the payment or performance of an obligation; ( <i>sûreté</i> )	<b>sûreté</b> Droit, intérêt ou charge – notamment hypothèque, privilège, gage ou nantissement – grevant un bien pour garantir au créancier ou à la caution soit le paiement d’une dette soit l’exécution d’une obligation. ( <i>security interest</i> )

Source: Table prepared by the Library of Parliament.

A similar definition is introduced in the *Cooperative Credit Associations Act*, the *Insurance Companies Act* and the *Trust and Loan Companies Act*.

English version only: clause 223(1) amending section 382.1(1) of the *Cooperative Credit Associations Act*.

**Textual description**

Table 14: In this example, which reproduces section 382.1(1) of the *Cooperative Credit Associations Act*, the English version is being amended to clarify that, in the case of a loan made by a retail association, the amount outstanding of any “mortgage” or “hypothec” cannot exceed 80% of the value of a residential property. The term “hypothec” is underlined in the text, following the term “mortgage,” to emphasize that it is being added. The French version remains unchanged.

**Table 14**

English Version	French Version
<b>382.1(1)</b> A retail association must not make a loan in Canada on the security of residential property in Canada for the purpose of purchasing, renovating or improving that residential property, or refinance a loan for that purpose, if the amount of the loan, together with the amount outstanding of any mortgage or <u>hypothec</u> of equal or higher rank on the residential property, would exceed 80% of the value of the residential property at the time of the loan.	<b>382.1(1)</b> Il est interdit à l’association de détail de faire garantir par un immeuble résidentiel situé au Canada un prêt consenti au Canada pour l’achat, la rénovation ou l’amélioration de cet immeuble résidentiel, ou de renouveler un tel prêt, si la somme de celui-ci et du solde impayé de toute hypothèque de rang égal ou supérieur excède quatre-vingts pour cent de la valeur de l’immeuble résidentiel au moment du prêt.

Source: Table prepared by the Library of Parliament.

English version only: clause 383(3) amending paragraphs (a) and (b) of the definition of “title insurance” in the schedule to the *Insurance Companies Act*.

### Textual description

Table 15: In this example, which reproduces the definition of “title insurance” in the schedule to the *Insurance Companies Act*, the English definition of “title insurance” is being amended to add the term “hypothec,” which is underlined in the text, to paragraphs (a) and (b). The French version remains unchanged.

Table 15

English Version	French Version
<p><b>title insurance</b> means insurance against loss or damage caused by</p> <p>(a) the existence of a mortgage, <u>hypothec</u>, charge, lien, encumbrance, servitude or any other restriction on real property or an immovable;</p> <p>(b) the existence of a mortgage, <u>hypothec</u>, charge, lien, pledge, encumbrance or any other restriction on personal property or an immovable;</p>	<p><b>titres</b> Assurance contre la perte ou le dommage résultant, selon le cas :</p> <p>a) de l'existence d'une charge, d'une hypothèque, d'une servitude, d'un privilège ou de toute autre restriction sur un bien immeuble ou bien réel;</p> <p>b) de l'existence d'une charge, d'une hypothèque, d'un privilège, d'un nantissement ou de toute autre restriction sur un bien meuble ou bien personnel;</p>

Source: Table prepared by the Library of Parliament.

## 2.1.7 Hypothecary Creditor

### 2.1.7.1 Rationale

The term “mortgagee” in the English version refers to a common law concept. To reflect the civil law, the bill adds the term “hypothecary creditor.” The problem does not arise in the French version because the term “*créancier hypothécaire*” [IN FRENCH] is used in both legal systems.

2.1.7.2 Examples

English version only: clause 81(1) amending section 433(b) of the *Bank Act*.

**Textual description**

Table 16: In this example, which reproduces section 433(b) of the *Bank Act*, the English version is being amended to clarify that a bank may purchase real property offered for sale by a “hypothecary creditor,” a term that is underlined in paragraph (b), following the term “mortgagee,” to emphasize that it is being added. The French version remains unchanged.

**Table 16**

English Version	French Version
<p><b>433</b> A bank may purchase any real property offered for sale</p> <p style="text-align: center;">...</p> <p><b>(b)</b> by a mortgagee or <u>hypothecary creditor</u> or other encumbrancer, having priority over a mortgage or hypothec or other encumbrance held by the bank, or</p>	<p><b>433</b> La banque peut acheter des biens immeubles mis en vente :</p> <p style="text-align: center;">[...]</p> <p><b>b)</b> par un créancier détenteur d’une hypothèque ou d’une charge d’un rang supérieur à celui de l’hypothèque ou de la charge détenue par la banque;</p>

Source: Table prepared by the Library of Parliament.

English version only: clause 301 amending section 441(1)(a) of the *Insurance Companies Act*.

**Textual description**

Table 17: In this example, which reproduces section 441(1)(a) of the *Insurance Companies Act*, the English version is being amended to clarify that a company may act as an agent or mandatary for “hypothecary creditors,” a concept that is underlined in paragraph (a), following the concept of “hypothecary debtors,” to emphasize that it is being added. The French version remains unchanged.

**Table 17**

English Version	French Version
<p><b>441(1)</b> In addition, a company may</p> <p><b>(a)</b> act as an agent or mandatary for vendors, purchasers, mortgagors, mortgagees, hypothecary debtors, <u>hypothecary creditors</u>, lessors or lessees in respect of real property or immovables and provide consulting or appraisal services in respect of real property or immovables;</p>	<p><b>441(1)</b> La société peut en outre :</p> <p><b>a)</b> agir en qualité de mandataire pour des acheteurs, des vendeurs, des créanciers ou débiteurs hypothécaires, des locataires ou des bailleurs relativement à des immeubles ou biens réels et fournir des services de consultation et d’évaluation relativement à des immeubles ou biens réels;</p>

Source: Table prepared by the Library of Parliament.

2.1.8 Suretyship and Security

2.1.8.1 Rationale

The terms “*garantie*” [IN FRENCH] and “*cautionnement*” [IN FRENCH] are not equivalent. The latter has a narrower meaning, although it is included in the concept of “security” in the English version.

The proposed solution is to replace, in the French version, “*cautionnement*” [IN FRENCH] by “*garantie*” [IN FRENCH], a more neutral term that reflects the two legal systems.

However, when context requires, the term “*cautionnement*” [IN FRENCH] replaces “*garantie*” [IN FRENCH] and, in the English version, the concept of “suretyship” is added after that of “guarantee” (see clause 552 amending section 29(1) of the *Financial Administration Act*, discussed further).

2.1.8.2 Examples

French version only: clause 60 amending section 349(b) of the *Bank Act*.

**Textual description**

Table 18: In this example, which reproduces section 349(b) of the *Bank Act*, the English version remains unchanged. The French version is being amended to clarify that the court may order the appointment of a liquidator, with or without security. The term “*garantie*” [IN FRENCH] is underlined in the text.

**Table 18**

English Version	French Version
<p><b>349</b> In connection with the liquidation and dissolution of a bank, the court may, where it is satisfied that the bank is able to pay or adequately provide for the discharge of all its obligations, make any order it thinks fit including, without limiting the generality of the foregoing,</p> <p>...</p> <p><b>(b)</b> an order appointing a liquidator, with or without security, fixing a liquidator’s remuneration and replacing a liquidator;</p>	<p><b>349</b> Dans le cadre de la dissolution et de la liquidation, le tribunal peut, s’il est convaincu de la capacité de la banque d’acquitter ses obligations ou de constituer une provision pour les honorer, prendre, par ordonnance, les mesures qu’il estime indiquées et, notamment :</p> <p>[...]</p> <p><b>b)</b> nommer un liquidateur en exigeant ou non une <u>garantie</u>, fixer sa rémunération et le remplacer;</p>

Source: Table prepared by the Library of Parliament.



French version only: clause 537(3) amending section 6(6) of the *Dry Docks Subsidies Act*.

### Textual description

Table 19: In this example, which reproduces section 6(6) of the *Dry Docks Subsidies Act*, the English version remains unchanged. The French version is being amended to clarify that the Minister may require a company to provide security for the payment of any fees or charges that are or may become payable under this section, as the words “*fournisse une garantie*” [IN FRENCH] are underlined in the text.

Table 19

English Version	French Version
<p><b>6</b></p> <p>...</p> <p><b>(6)</b> The Minister may require the company to provide security, in an amount determined by the Minister and subject to any terms and conditions that the Minister may specify, for the payment of any fees or charges that are or may become payable under this section.</p>	<p><b>6</b></p> <p>[...]</p> <p><b>(6)</b> Le ministre peut exiger que la compagnie <u>fournisse une garantie</u>, selon le montant et les autres modalités qu’il détermine, pour le paiement des frais payables en application du présent article.</p>

Source: Table prepared by the Library of Parliament.

English and French versions: clause 552 amending section 29(1) of the *Financial Administration Act*.

### Textual description

Table 20: In this example, which reproduces section 29(1) of the *Financial Administration Act*, the English version is being amended to clarify that any amount required to be paid for the purposes of this section is paid as a “suretyship,” a term that is underlined in the text and added after the term “guarantee.” The French version contains similar changes, namely the addition of the term “*cautionnement fourni*” [IN FRENCH].

Table 20

English Version	French Version
<p><b>29(1)</b> When a guarantee or <u>suretyship</u> has been given under the authority of Parliament by or on behalf of His Majesty for the payment of any debt or obligation, any amount required to be paid by the terms of the guarantee or <u>suretyship</u> may, subject to the Act authorizing the guarantee or <u>suretyship</u>, be paid out of the Consolidated Revenue Fund.</p>	<p><b>29(1)</b> Les montants à verser au titre d’un <u>cautionnement fourni</u> avec l’approbation du Parlement, par Sa Majesté ou en son nom pour le règlement d’une dette ou l’acquittement d’une obligation, peuvent, sous réserve de la loi l’autorisant, être payés sur le Trésor.</p>

Source: Table prepared by the Library of Parliament.

In addition, clause 562 amends the English and French definitions of “payment bond” and “*cautionnement*” [in French], respectively, in section 72 of the *Financial Administration Act*.

## 2.1.9 Bequest or Legacy

### 2.1.9.1 Rationale

The bill adds the legal concept of “*legs*” [IN FRENCH] in the French version and “bequest or legacy” and “legacy” in the English version as a separate transaction from “*don*” [IN FRENCH] or “gift.” In French, the term “*legs*” [IN FRENCH] is used in both legal systems.

Unlike common law which recognizes a gift by will, civil law uses the concept of “legacy” to refer to a transfer of property by will.

### 2.1.9.2 Examples

English and French versions: clause 7 amending section 71(3) of the *Bank Act*.

#### Textual description

Table 21: In this example, which reproduces section 71(3) of the *Bank Act*, the English version is being amended to clarify that a bank may accept a gift, bequest or legacy in accordance with the conditions set out in this section. The words “bequest or legacy” are underlined to emphasize that they are being added. The French version contains similar changes, namely the addition of the words “*ou tout legs*” [IN FRENCH].

Table 21

English Version	French Version
<p>71</p> <p>...</p> <p>(3) A bank may accept from any shareholder or member a share or membership share, as the case may be, of the bank surrendered to it as a gift, <u>bequest or legacy</u>, but must not extinguish or reduce a liability in respect of an amount unpaid on the surrendered share or membership share except in accordance with section 75.</p>	<p>71</p> <p>[...]</p> <p>(3) La banque peut accepter toute donation <u>ou tout legs</u> d'actions ou de parts sociales, mais ne peut limiter ni supprimer l'obligation de les libérer autrement qu'en conformité avec l'article 75.</p>

Source: Table prepared by the Library of Parliament.

English and French versions: clause 536 amending section 5 of the *Dry Docks Subsidies Act*.

### Textual description

Table 22: In this example, which reproduces section 5 of the *Dry Docks Subsidies Act*, the English version is being amended to clarify that any company that seeks to enter into an agreement with His Majesty to construct a dry dock may not have obtained the site by way of “legacy,” and the term is underlined in the text. The French version contains similar changes, namely the addition of the term “legs” [IN FRENCH].

Table 22

English Version	French Version
<p><b>5</b> Any company that seeks to enter into an agreement with His Majesty to construct a dry dock under this Act shall, as part of its application to construct a dry dock, present detailed working plans and specifications of the proposed works, accompanied by estimates of the cost, including estimates of the cost of all necessary equipment, machinery, plant and site, if the company is obliged to pay for the site in cash and does not obtain or has not obtained a site by way of bonus, gift or <u>legacy</u>, and the estimates of cost shall be in such detail as will enable the Minister to verify them for the purposes of the recommendation made by the Minister under section 8.</p>	<p><b>5</b> Toute compagnie qui cherche à passer un contrat avec Sa Majesté pour la construction d'un bassin de radoub sous le régime de la présente loi doit, comme partie de sa demande à cet effet, présenter des plans et devis détaillés des ouvrages projetés, accompagnés des estimations de leur coût, y compris celui de l'équipement, des machines, de l'outillage et de l'emplacement nécessaires, pourvu que la compagnie soit obligée de payer l'emplacement au comptant et n'obtienne pas ou n'ait pas obtenu un emplacement sous forme de prime, de don ou de <u>legs</u>. Ces estimations du coût doivent être données avec suffisamment de précisions pour permettre au ministre de les vérifier dans le cadre de la préparation du rapport qu'il est tenu de présenter en vertu de l'article 8.</p>

Source: Table prepared by the Library of Parliament.

#### 2.1.10 Liquidator of a Succession

##### 2.1.10.1 Rationale

The concept of “liquidators of a succession” or “*liquidateurs de la succession*” [IN FRENCH] replaces that of “testamentary executor” or “*exécuteur testamentaire*” [IN FRENCH], which has become obsolete in civil law.

The solution is to add the terms “liquidators of a succession” or “*liquidateurs de la succession*” [IN FRENCH] in the respective versions.

For the common law version, the English expression “executor or administrator of an estate” and its French equivalent, “*exécuteur testamentaire*” [IN FRENCH], are retained.

Furthermore, it should be noted that, in sections 119(1) and 119(2) of the *Financial Administration Act*, the original expression “heirs and agents” is replaced by “heirs, assigns or successors, and legal representatives or liquidators of a succession,” as illustrated further.

#### 2.1.10.2 Examples

English and French versions: clause 2(2) amending the definition of “personal representative” in section 2 of the *Bank Act*.

##### Textual description

Table 23: In this example, the English version of the definition of “personal representative” in section 2 of the *Bank Act* is being amended to add the concept of “liquidator of a succession,” which is underlined in the text, following that of “administrator of an estate.” The French version contains similar changes, namely the addition of the concept of “*liquidateur de la succession*,” [IN FRENCH] following that of “*administrateur successoral*” [IN FRENCH].

Table 23

English Version	French Version
<p><b>personal representative</b> means a person who stands in place of and represents another person and includes a trustee, an executor or administrator of an estate, a <u>liquidator of a succession</u>, an administrator of the property of another, a committee, a guardian, a tutor, a curator, an assignee, a receiver or sequestrator, an agent or mandatary, or an attorney, but does not include a delegate; (<i>représentant personnel</i>)</p>	<p><b>représentant personnel</b> Personne agissant en lieu et place d'une autre, notamment le fiduciaire, l'exécuteur testamentaire, l'administrateur successoral, le <u>liquidateur de la succession</u>, l'administrateur du bien d'autrui, le tuteur, le curateur, le cessionnaire, le séquestre ou le mandataire. La présente définition ne vise toutefois pas le délégué. (<i>personal representative</i>)</p>

Source: Table prepared by the Library of Parliament.

A similar definition is included in the *Cooperative Credit Associations Act*, the *Insurance Companies Act* and the *Trust and Loan Companies Act*.

English and French versions: clause 70 substantially amending section 412 of the *Bank Act*.

**Textual description**

Table 24: In this example, which reproduces section 412 of the *Bank Act*, as it would be amended by Bill S-11, the English version is being amended to clarify that it is prohibited for a bank to act in Canada as a administrator “of an estate” or “liquidator of a succession,” both underlined in the text to emphasize that they are being added to paragraph (a). The French version contains similar changes, namely the addition of the words “des fonctions de liquidateur de la succession” [IN FRENCH].

**Table 24**

English Version	French Version
<p><b>412</b> It is prohibited for a bank to act in Canada</p> <p><b>(a)</b> as an executor or administrator of <u>an estate</u> or <u>liquidator of a succession</u>;</p> <p><b>(b)</b> as a trustee for a trust;</p> <p><b>(c)</b> as a guardian, committee, tutor, curator or adviser of an incapable person; or</p> <p><b>(d)</b> in any capacity similar to the capacities mentioned in paragraph (c).</p>	<p><b>412</b> Il est interdit à la banque de remplir au Canada :</p> <p><b>a)</b> <u>des fonctions de liquidateur de la succession</u>, d'exécuteur testamentaire ou d'administrateur successoral;</p> <p><b>b)</b> des fonctions de fiduciaire d'une fiducie;</p> <p><b>c)</b> des fonctions de tuteur, de curateur ou de conseiller d'une personne incapable;</p> <p><b>d)</b> des fonctions analogues à celles mentionnées à l'alinéa c).</p>

Source: Table prepared by the Library of Parliament.

English and French versions: clause 573(1) amending section 119(1) of the *Financial Administration Act*.

**Textual description**

Table 25: In this example, which reproduces section 119(1) of the *Financial Administration Act*, the English version is being amended to clarify the conditions under which the Treasury Board shall indemnify the persons listed in this section, with the concept of “liquidators of a succession” underlined in the text to emphasize that it is being added following the concept of “legal representatives.” The French version contains similar changes, namely the addition of “*liquidateurs de leur succession*” [IN FRENCH] before that of “*représentants personnels*” [IN FRENCH].

**Table 25**

English Version	French Version
<p><b>119(1)</b> The Treasury Board shall, in accordance with the regulations, if any, indemnify a present or former director or officer of a Crown corporation or a person who acts or acted at the request of a Minister or a Crown corporation as a director or officer of another corporation, and his or her heirs, assigns or successors, and legal representatives or <u>liquidators of a succession</u>, against the costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, that are reasonably incurred by him or her in respect of any civil, criminal, administrative or investigative action or proceeding to which he or she is a party by reason of being or having been such a director or officer, if he or she</p> <p>(a) acted honestly and in good faith with a view to the best interests of the Crown corporation or other corporation; and</p> <p>(b) in the case of any criminal or administrative action or proceeding that is enforced by a monetary penalty, believed on reasonable grounds that the director’s or officer’s conduct was lawful.</p>	<p><b>119(1)</b> Le Conseil du Trésor indemnise, en conformité avec les règlements éventuels, ceux des administrateurs ou dirigeants d’une société d’État ou leurs prédécesseurs, ou les personnes qui, à la demande de la société ou d’un ministre, agissent ou ont agi en cette qualité pour une autre personne morale, ainsi que leurs héritiers, leurs ayants droit et les <u>liquidateurs de leur succession</u> ou représentants personnels, des frais et dépens, y compris les sommes versées pour transiger ou pour exécuter un jugement, entraînés par la tenue d’une enquête ou des procédures civiles, pénales ou administratives auxquelles ils étaient parties en cette qualité, si les conditions ci-après sont réunies :</p> <p>a) ils ont agi avec intégrité et de bonne foi au mieux des intérêts de la société ou de l’autre personne morale;</p> <p>b) dans le cas de procédures pénales ou administratives aboutissant au paiement d’une peine pécuniaire, ils avaient des motifs raisonnables de croire à la régularité de leur conduite.</p>

Source: Table prepared by the Library of Parliament.

2.1.11 Sequestrator

2.1.11.1 Rationale

Only the term “receiver,” recognized in common law, is used in the English version. Parliament must add “sequestrator” for the concept to be understood in civil law. The term “sequestrator” is therefore added to the English version.

The French version does not need to be amended because the term “*séquestre*” [IN FRENCH] refers to both the civil law and common law concepts.

2.1.11.2 Examples

English version only: clause 2(2) amending the definition of “personal representative” in section 2 of the *Bank Act*.

**Textual description**

Table 26: In this example, the English version of the definition of “personal representative” in section 2 of the *Bank Act* is being amended to include the concept of “sequestrator,” which is underlined in the text to emphasize that it is being added after the concept of “receiver.” The French version remains unchanged.

**Table 26**

English Version	French Version
<p><b><i>personal representative</i></b> means a person who stands in place of and represents another person and includes a trustee, an executor or administrator of an estate, a liquidator of a succession, an administrator of the property of another, a committee, a guardian, a tutor, a curator, an assignee, a receiver or <u>sequestrator</u>, an agent or mandatary, or an attorney, but does not include a delegate; (<i>représentant personnel</i>)</p>	<p><b><i>représentant personnel</i></b> Personne agissant en lieu et place d'une autre, notamment le fiduciaire, l'exécuteur testamentaire, l'administrateur successoral, le liquidateur de la succession, l'administrateur du bien d'autrui, le tuteur, le curateur, le cessionnaire, le séquestre ou le mandataire. La présente définition ne vise toutefois pas le délégué. (<i>personal representative</i>)</p>

Source: Table prepared by the Library of Parliament.

English version only: clause 210 amending section 299(2)(b)(iii) of the *Cooperative Credit Associations Act*.

**Textual description**

Table 27: In this example, which reproduces section 299(2)(b)(iii) of the *Cooperative Credit Associations Act*, the English version is being amended to add the term “sequestrator,” which is underlined in the text to emphasize that it is being added after the term “manager,” to the list of persons qualified to be an auditor. The French version remains unchanged.

**Table 27**

English Version	French Version
<p><b>299(2) ...</b>  <b>(b) ...</b>  <b>(iii)</b> has been a liquidator, trustee in bankruptcy, receiver, receiver and manager or <u>sequestrator</u> of any member that is a central cooperative credit society or of any subsidiary of the association within the two years immediately preceding the person’s proposed appointment as auditor of the association, other than a subsidiary of the association acquired under section 394 or through a realization of security under section 395.</p>	<p><b>299(2) [...]</b>  <b>(b) [...]</b>  <b>(iii)</b> soit a été séquestre, séquestre-gérant, liquidateur ou syndic de faillite d’un associé qui est une centrale ou d’une filiale de l’association dans les deux ans précédant la date de la proposition de sa nomination au poste de vérificateur, sauf s’il s’agit d’une filiale de l’association acquise conformément à l’article 394 ou dont l’acquisition découle de la réalisation d’une sûreté en vertu de l’article 395.</p>

Source: Table prepared by the Library of Parliament.

A similar definition is also introduced in the *Insurance Companies Act*, the *Trust and Loan Companies Act* and the *Financial Administration Act*.

2.1.12 In Trust

2.1.12.1 Rationale

The legal concept “in trust” has a broader meaning in English than the concept “*en fiducie*” [IN FRENCH], which is used in the French version to reflect the common law.

In civil law, property can be held either “in trust” in the sense of a formal trust (“*en fiducie*” [IN FRENCH]) or “in trust” where one person holds property for another person (“*en fidéicommis*” [IN FRENCH]).

The solution is to add to the French version the possibility of holding property “*en fidéicommis*” [IN FRENCH].



2.1.12.2 Examples

French version only: clause 55(2) amending section 291(4)(b) of the *Bank Act*.

**Textual description**

Table 28: In this example, which reproduces section 291(4)(b) of the *Bank Act*, the English version remains unchanged. The French version is being amended to add the act of holding money “*en fidéicomis*” [IN FRENCH], with the term underlined in the text to emphasize that it is being added following the term “*fiducie*” [IN FRENCH], as one of the orders that can be made in connection with proceedings under this section.

**Table 28**

English Version	French Version
<p><b>291(4)</b></p> <p>...</p> <p>(b) order that the money or other consideration is to be held in trust by a person other than the offeree bank;</p>	<p><b>291(4)</b></p> <p>[...]</p> <p>b) faire détenir en fiducie ou <u>en fidéicomis</u> le montant en numéraire ou toute autre contrepartie par une personne autre que la banque pollicitée;</p>

Source: Table prepared by the Library of Parliament.

A similar amendment is also introduced in the *Insurance Companies Act* and the *Trust and Loan Companies Act*.

French version only: clause 214(1) amending section 337(1)(d) of the *Cooperative Credit Associations Act*.

**Textual description**

Table 29: In this example, which reproduces section 337(1)(d) of the *Cooperative Credit Associations Act*, the English version remains unchanged. The French version is being amended to add the act of opening an account “*en fidéicomis*” [IN FRENCH], with the term underlined in the text to emphasize that it is being added following the term “*fiducie*” [IN FRENCH], for the purposes of this section.

**Table 29**

English Version	French Version
<p><b>337(1)</b></p> <p>...</p> <p>(d) open and maintain a trust account for the moneys received by the liquidator in the course of the liquidation of the association;</p>	<p><b>337(1)</b></p> <p>[...]</p> <p>d) ouvrir un compte en fiducie ou <u>en fidéicomis</u> pour les fonds reçus dans le cadre de la liquidation de l'association;</p>

Source: Table prepared by the Library of Parliament.

A similar amendment is also introduced in the *Bank Act*, the *Insurance Companies Act* and the *Trust and Loan Companies Act*.

2.1.13 Lease

2.1.13.1 Rationale

In clause 585, the words “alienate” or “*aliéner*” [IN FRENCH], previously used in section 21(1)(a) of the *Interpretation Act*, have a narrower scope in civil law than in common law. In civil law, the concept of alienate does not include the concept of lease, yet in this provision, the concept of lease was also intended by Parliament.

In clause 619, the term “*aliénation*” [IN FRENCH] in the French version is narrower in scope than the term “disposition” in the English version. However, it is not sufficient to add the concept of “disposition” because, unlike in common law, neither “*aliénation*” [IN FRENCH] nor “*disposition*” [IN FRENCH] includes “*location*” [IN FRENCH] in civil law. However, “*location*” [IN FRENCH] is indeed intended in the context of this section.

Therefore, the terms “lease” or “*louer*” [IN FRENCH] are added in the respective version to reflect this additional consideration in civil law. The concept of “*location*” [IN FRENCH] cannot be equated with a form of acquisition in civil law, as is the case in common law.

2.1.13.2 Examples

English and French versions: clause 585 amending section 21(1)(a) of the *Interpretation Act*.

**Textual description**

Table 30: In this example, which reproduces section 21(1)(a) of the *Interpretation Act*, the English version of this section is being amended to add the act of leasing property or movable property as a designated action under this section, with the word “lease” underlined in the text following the word “alienate.” The French version contains similar changes, namely the addition of the words “*de les louer*” [IN FRENCH] following the words “*de les aliéner*” [IN FRENCH].

**Table 30**

English Version	French Version
<p><b>21(1) ...</b>  <b>(a)</b> as vesting in the corporation power to sue and be sued, to contract and be contracted with by its corporate name, to have a common seal and to alter or change it at pleasure, to have perpetual succession, to acquire and hold personal or movable property for the purposes for which the corporation is established and to alienate and <u>lease</u> that property at pleasure;</p>	<p><b>21(1) [...]</b>  <b>a)</b> l’attribution du pouvoir d’ester en justice, de contracter sous sa dénomination, d’avoir un sceau et de le modifier, d’avoir succession perpétuelle, d’acquérir et de détenir des biens meubles ou personnels dans l’exercice de ses activités, de les aliéner et <u>de les louer</u>;</p>

Source: Table prepared by the Library of Parliament.

English and French versions: clause 619 amending section 7(b)(ii) of the *Department of Canadian Heritage Act*.

### Textual description

Table 31: In this example, which reproduces section 7(b)(ii) of the *Department of Canadian Heritage Act*, the English version of this section is being amended to add the act of leasing as a designated action under this section, following the action of disposing of property. The concept of “lease” is underlined in the text following the words “dispose of.” The French version contains similar changes, namely the addition of the words “*en disposer autrement*” [IN FRENCH] and “*les louer*” [IN FRENCH], which are underlined in the text, following the words “*échanger les biens*” [IN FRENCH].

Table 31

English Version	French Version
<p>7 ...</p> <p>(b) ...</p> <p>(ii) subject to the <i>Surplus Crown Assets Act</i> and to the terms and conditions on which the property was acquired, hold, administer, invest, expend, sell, exchange or otherwise dispose of or <u>lease</u> that property; and</p>	<p>7 [...]</p> <p>b) [...]</p> <p>(ii) employer, gérer, investir, détenir, échanger les biens, ou <u>en disposer autrement</u>, ou <u>les louer</u>, sous réserve de la <i>Loi sur les biens de surplus de la Couronne</i> et à la condition de respecter les conditions dont est assortie l'acquisition des biens;</p>

Source: Table prepared by the Library of Parliament.

A similar addition is also introduced in the *Bank Act*, the *Surplus Crown Assets Act* and the *Pest Control Products Act*.

#### 2.1.14 Disposition

##### 2.1.14.1 Rationale

The French versions were problematic because the term “*aliénation*” [IN FRENCH] in the earlier French versions does not have the same scope as the terms “disposed of” or “disposition” in the English versions, in both civil and common law. The narrower term “*aliénation*” [IN FRENCH] is therefore replaced by “*disposition*” [IN FRENCH] in the French version of these Acts.

2.1.14.2 Examples

French version only: clause 360 amending section 793(8) of the *Insurance Companies Act*.

**Textual description**

Table 32: In this example, which reproduces section 793(8) of the *Insurance Companies Act*, the English version remains unchanged. The French version is being amended to clarify that “*disposition*” [IN FRENCH], term underlined in the text, of shares to which an order relates is a reason for which the Act shall cease to apply.

**Table 32**

English Version	French Version
<p><b>793 ...</b>  <b>(8)</b> Subsection (7) shall cease to apply in respect of a person when the shares to which the order relates have been disposed of.</p>	<p><b>793 [...]</b>  <b>(8)</b> Le paragraphe (7) cesse de s'appliquer s'il y a eu <u>disposition</u> des actions ayant donné lieu à l'arrêt.</p>

Source: Table prepared by the Library of Parliament.

French version only: clause 446 amending section 386(2)(a) of the *Trust and Loan Companies Act*.

**Textual description**

Table 33: In this example, which reproduces section 386(2)(a) of the *Trust and Loan Companies Act*, the English version remains unchanged. The French version is being amended to clarify that “*disposition*” [IN FRENCH], term underlined in the text, of shares to which a contravention relates is a designated reason under the Act.

**Table 33**

English Version	French Version
<p><b>386(2) ...</b>  <b>(a)</b> the shares to which the contravention relates have been disposed of;</p>	<p><b>386(2) [...]</b>  <b>a)</b> il y a eu <u>disposition</u> des actions ayant donné lieu à la contravention;</p>

Source: Table prepared by the Library of Parliament.

French version only: clause 595 amending section 20(a) of the *Surplus Crown Assets Act*.

### Textual description

Table 34: In this example, which reproduces section 20(a) of the *Surplus Crown Assets Act*, the English version remains unchanged. The French version is being amended to clarify that the powers conferred on the Minister by order with respect to the “*disposition*” [IN FRENCH], term underlined in the text, of assets are designated under the Act.

Table 34

English Version	French Version
<p><b>20 ...</b>  <b>(a)</b> by order, confer on the Minister additional powers and duties with respect to the disposal or lease of accepted surplus Crown assets; and</p>	<p><b>20 [...]</b>  <b>a)</b> par décret, conférer au ministre des pouvoirs et fonctions supplémentaires en ce qui concerne la <u>disposition</u> ou la location des biens désignés;</p>

Source: Table prepared by the Library of Parliament.

A similar addition is also introduced in the *Bank Act*, the *Cooperative Credit Associations Act*, the *Financial Administration Act*, the *Canadian Centre on Substance Abuse Act*, the *Museums Act*, the *Department of Canadian Heritage Act*, and the *Pest Control Products Act*.

#### 2.1.15 Void/Null

##### 2.1.15.1 Rationale

Only the common law term “void” is used in the English version of the legislation addressed by the bill. This term is inadequate as regards the CCQ.

The term “null” with the specificity “in Quebec” is added in order to add civil law terminology to the federal legislation, while avoiding possible confusion with the expressions “void” or “null” in common law, which have a completely different meaning in that legal system.

2.1.15.2 Examples

English version only: clause 9 amending section 91(a) of the *Bank Act*.

**Textual description**

Table 35: In this example, which reproduces section 91(a) of the *Bank Act*, the English version is being amended to clarify that, in Quebec, scrip certificates become “null” if not exchanged before a specified date. The words “or, in Quebec, null” are underlined to emphasize that they are being added following the term “void.” The French version remains unchanged.

**Table 35**

English Version	French Version
<p><b>91 ...</b>  <b>(a)</b> the scrip certificate becomes void <u>or, in Quebec, null</u> if not exchanged for a share certificate representing a full share before a specified date; and</p>	<p><b>91 [...]</b>  <b>a)</b> que ceux-ci seront frappés de nullité s'ils ne sont pas échangés avant une date déterminée contre des certificats d'actions entières;</p>

Source: Table prepared by the Library of Parliament.

English version only: clause 393 amending section 94(a) of the *Trust and Loan Companies Act*.

**Textual description**

Table 36: In this example, which reproduces section 94(a) of the *Trust and Loan Companies Act*, the English version is being amended to clarify that scrip certificates become “null” if not exchanged before a specified date. The words “or, in Quebec, null” are underlined to emphasize that they are being added following the term “void.” The French version remains unchanged.

**Table 36**

English Version	French Version
<p><b>94 ...</b>  <b>(a)</b> the scrip certificate becomes void <u>or, in Quebec, null</u> if not exchanged for a share certificate representing a full share before a specified date; and</p>	<p><b>94 [...]</b>  <b>a)</b> que ceux-ci seront frappés de nullité s'ils ne sont pas échangés avant une date déterminée contre des certificats d'actions entières;</p>

Source: Table prepared by the Library of Parliament.

A similar addition is also introduced in the *Cooperative Credit Associations Act*, the *Financial Administration Act* and the *Insurance Companies Act*.

NOTES

1. Much of the material in the “Background” section is borrowed from legislative summaries previously published by the Library of Parliament: Élise Hurtubise-Loranger, Dara Lithwick and Julia Nicol, [Legislative Summary of Bill S-3: Federal Law–Civil Law Harmonization Act, No. 3](#), Publication no. 41-1-S3-E, Library of Parliament, 13 October 2011; and Wade Raaflaub, [Legislative Summary of Bill S-10: Federal Law–Civil Law Harmonization Act, No. 2](#), Publication no. 38-1-LS-487-E, Library of Parliament, 17 December 2004.
2. [Bill S-11, A fourth Act to harmonize federal law with the civil law of Quebec and to amend certain Acts in order to ensure that each language version takes into account the common law and the civil law](#), 44<sup>th</sup> Parliament, 1<sup>st</sup> Session.
3. [Federal Law–Civil Law Harmonization Act, No. 1](#), S.C. 2001, c. 4.
4. [Federal Law–Civil Law Harmonization Act, No. 2](#), S.C. 2004, c. 25.
5. [Federal Law–Civil Law Harmonization Act, No. 3](#), S.C. 2011, c. 21.
6. Élise Hurtubise-Loranger, Dara Lithwick and Julia Nicol, [Legislative Summary of Bill S-3: Federal Law–Civil Law Harmonization Act, No. 3](#), Publication no. 41-1-S3-E, Library of Parliament, 13 October 2011.
7. Senate, Standing Committee on Legal and Constitutional Affairs (LCJC), [Evidence](#), 13 December 2022 (France Allard, Senior General Counsel, Legislative Services Branch, Department of Justice Canada, referring to Justice Anne McLellan’s remarks when the first harmonization bill was introduced).
8. Sections 1.1 to 1.4 of this document are based on the summary of the work done by the Department of Justice in the harmonization project: André Morel, “Harmonizing Federal Legislation with the *Civil Code of Québec*: Why? and Wherefore?,” in Department of Justice, *The Harmonization of Federal Legislation with Quebec Civil Law and Canadian Bijuralism: Collection of Studies*, 1997, pp. 1–25.
9. [Constitution Act, 1867](#), 30 & 31 Victoria, c. 3 (U.K.).
10. Roderick A. Macdonald, “Encoding Canadian Civil Law,” in Department of Justice, *The Harmonization of Federal Legislation with Quebec Civil Law and Canadian Bijuralism: Collection of Studies*, 1997, pp. 138–213.
11. [Interpretation Act](#), R.S.C. 1985, c. I-21, s. 8.1 (this section recognizes Canada’s bijural tradition and the application of provincial private law in a suppletive capacity).
12. The Honourable Michel Bastarache, former justice of the Supreme Court of Canada, “[Bijuralism in Canada](#),” *Bijuralism and Harmonization: Genesis*, Lunch and Learn Workshop on Bijuralism and the Judicial Function, Speech to the Department of Justice, 4 February 2000.
13. André Morel, “Harmonizing Federal Legislation with the *Civil Code of Québec*: Why? and Wherefore?,” in Department of Justice, *The Harmonization of Federal Legislation with Quebec Civil Law and Canadian Bijuralism: Collection of Studies*, 1997, p. 15. See also André Morel, “Pre-Confederation Civil Law and the Role of Parliament after the New Civil Code,” in Department of Justice, *The Harmonization of Federal Legislation with Quebec Civil Law and Canadian Bijuralism: Collection of Studies*, 1997, pp. 71–133. It should be noted that the *Civil Code of Lower Canada* came into effect on 1 August 1866 and continued to be in effect in Quebec after the adoption of the *Constitution Act, 1867*, thus forming part of pre-Confederation law.
14. André Morel, “Harmonizing Federal Legislation with the *Civil Code of Québec*: Why? and Wherefore?,” in Department of Justice, *The Harmonization of Federal Legislation with Quebec Civil Law and Canadian Bijuralism: Collection of Studies*, 1997, pp. 10–11.
15. *Ibid.*, p. 11.
16. LCJC, [Evidence](#), 13 December 2022 (France Allard, Senior General Counsel, Legislative Services Branch, Department of Justice Canada).
17. This unequal treatment between the two communities is due to the fact that each language version is associated with only one of the two legal systems: the English-speaking community in Quebec therefore does not have access in English to legislative texts drafted in the language of the civil law, and the French-speaking community in the other provinces does not have access in French to texts drafted in the language of the common law; see André Morel, “Harmonizing Federal Legislation with the *Civil Code of Québec*: Why? and Wherefore?,” in Department of Justice, *The Harmonization of Federal Legislation with Quebec Civil Law and Canadian Bijuralism: Collection of Studies*, 1997, p. 14.

# PRELIMINARY VERSION

## UNEDITED

18. House of Commons, "[Government Orders: Recognition of Quebec as a Distinct Society](#)," *Statements by Members*, 29 November 1995 (Prime Minister Jean Chrétien, motion to recognize Quebec as a distinct society that includes a French-speaking majority, a unique culture and a civil law tradition).
19. [Interpretation Act](#), R.S.C. 1985, c. I-21, ss. 8.1–8.2.
20. Roderick A. Macdonald, "Encoding Canadian Civil Law," in Department of Justice, *The Harmonization of Federal Legislation with Quebec Civil Law and Canadian Bijuralism: Collection of Studies*, 1997, pp. 135–213; and Jean-Maurice Brisson and André Morel, "Federal Law and Civil Law: Complementarity, Dissociation," in Department of Justice, *The Harmonization of Federal Legislation with Quebec Civil Law and Canadian Bijuralism: Collection of Studies*, 1997, pp. 215–264.
21. These pilot studies examined the following federal statutes: the *Federal Real Property Act*, S.C. 1991, c. 50; the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3; the *Crown Liability and Proceedings Act*, R.S.C. 1985, c. C-50; the *Garnishment, Attachment and Pension Diversion Act*, R.S.C. 1985, c. G-2; and the *Supreme Court Act*, R.S.C. 1985, c. S-26.
22. André Morel, "Pre-Confederation Civil Law and the Role of Parliament after the New Civil Code," in Department of Justice, *The Harmonization of Federal Legislation with Quebec Civil Law and Canadian Bijuralism: Collection of Studies*, 1997, pp. 71–133.
23. Ibid.
24. Ibid., pp. 96–97.
25. Government of Canada, "[D\) Federal Law–Civil Law Harmonization Act, No. 4](#)," *Harmonization Acts and Related Information*.
26. LCJC, [Evidence](#), 13 December 2022 (France Allard, Senior General Counsel, Legislative Services Branch, Department of Justice Canada).
27. Government of Canada, [Harmonization Acts and Related Information](#) (this site provides links to the three series of proposals to harmonize federal law with civil law, leading to consultations).
28. Department of Justice, Specialized Legislative Services Section, Legislative Services Branch, *Clause-by-Clause Analysis*, Bill S-11, Part 1 and Part 2.
29. LCJC, [Evidence](#), 13 December 2022 (France Allard, Senior General Counsel, Legislative Services Branch, Department of Justice Canada).
30. Government of Canada, [Policy on Legislative Bijuralism](#).
31. The Honourable Michel Bastarache, former justice of the Supreme Court of Canada, "[Bijuralism in Canada](#)," *Bijuralism and Harmonization: Genesis*, Lunch and Learn Workshop on Bijuralism and the Judicial Function, Speech to the Department of Justice, 4 February 2000.
32. Government of Canada, [Bijural Terminology Records](#).
33. Department of Justice, Specialized Legislative Services Section, Legislative Services Branch, *Clause-by-Clause Analysis*, Bill S-11, Part 1 and Part 2.



## APPENDIX – BILL S-11

**Legend:** An (E) or (F) indicates that only the English or French version has been respectively amended.

**Note:** This table lists the key (A) definitions, (B) legal concepts and (C) terms or other expressions amended or replaced by [Bill S-11, A fourth Act to harmonize federal law with the civil law of Quebec and to amend certain Acts in order to ensure that each language version takes into account the common law and the civil law](#), 44<sup>th</sup> Parliament, 1<sup>st</sup> Session. It was prepared by the Library of Parliament based on a detailed analysis of the bill.

### DEFINITIONS

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Adverse claim	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Opposition	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Agent	<i>Bank Act</i>	Agent	<i>Loi sur les banques</i>
Associate of the offeror	<i>Bank Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	Associé du pollicitant	<i>Loi sur les banques</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Beneficial ownership (E)	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Véritable propriétaire et propriété effective	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Call	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Option d'achat (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Commercial loan	<i>Cooperative Credit Associations Act</i>	Prêt commercial	<i>Loi sur les associations coopératives de crédit</i>
Crown debt	<i>Financial Administration Act</i>	Créance sur Sa Majesté	<i>Loi sur la gestion des finances publiques</i>
Enforcement notice (E)	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Avis d'exécution	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>

PRELIMINARY VERSION  
UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Fiduciary	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Trust and Loan Companies Act</i> <i>Canada Business Corporations Act</i>	Représentant	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi canadienne sur les sociétés par actions</i>
Financial leasing entity	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Entité s'occupant de crédit-bail	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Fishing vessel	<i>Bank Act</i>	Bateau de pêche (F)	<i>Loi sur les banques</i>
Form of proxy (E)	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i>	Formulaire de procuration	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i>
Immovable	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Museums Act</i> <i>Anti-Personnel Mines Convention Implantation Act</i>	Immeuble (intérêt ou bien réel)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi sur les musées</i> <i>Loi de mise en œuvre de la Convention sur les mines antipersonnel</i>
Leasing activities	<i>Bank Act</i> <i>Interpretation Act</i> <i>Surplus Crown Assets Act</i> <i>Department of Canadian Heritage Act</i> <i>Pest Control Products Act</i>	Activités de location Location/Louer	<i>Loi sur les banques</i> <i>Loi d'interprétation</i> <i>Loi sur les biens de surplus de la Couronne</i> <i>Loi sur le ministère du Patrimoine canadien</i> <i>Loi sur les produits antiparasitaires</i>
Loan	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i>	Prêt ou emprunt	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i>

PRELIMINARY VERSION  
UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Membership interest or ownership interest	<i>Financial Administration Act</i>	Titres de participation (F)	<i>Loi sur la gestion des finances publiques</i>
Mutual fund entity	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Entité s'occupant de fonds mutuels (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Optional product or service (E)	<i>Bank Act</i>	Produit ou service optionnel	<i>Loi sur les banques</i>
Payment bond	<i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Financial Administration Act</i>	Cautonnement Garantie avec cautionnement	<i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi sur la gestion des finances publiques</i>
Personal representative	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	Représentant personnel	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Proxy	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Procuration	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Proxyholder	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Fondé de pouvoir (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Purchaser	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Acquéreur	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Put	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Option de vente (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Real property	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Museums Act</i> <i>Anti-Personnel Mines Convention Implantation Act</i>	Bien réel (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi sur les musées</i> <i>Loi de mise en œuvre de la Convention sur les mines antipersonnel</i>

# PRELIMINARY VERSION

UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Real property	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Museums Act</i> <i>Anti-Personnel Mines Convention Implantation Act</i>	Biens immeubles (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi sur les musées</i> <i>Loi de mise en œuvre de la Convention sur les mines antipersonnel</i>
Real property brokerage entity	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Courtier immobilier	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Residential property	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	Immeuble résidentiel	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Securities underwriter (E)	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Souscripteur à forfait	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Security	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	Titre ou valeur mobilière	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Security certificate (E)	<i>Bank Act</i>	Certificat de valeur mobilière	<i>Loi sur les banques</i>
Security interest	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	Sûreté	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Share	<i>Financial Administration Act</i>	Action	<i>Loi sur la gestion des finances publiques</i>

# PRELIMINARY VERSION

UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Solicit or solicitation (E)	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Sollicitation	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Trade	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Surplus Crown Assets Act</i>	Opération (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les biens de surplus de la Couronne</i>
Trust indenture	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Acte de fiducie	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Warehouse receipt	<i>Bank Act</i>	Récépissé d'entrepôt	<i>Loi sur les banques</i>

# PRELIMINARY VERSION

UNEDITED

## LEGAL CONCEPTS

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Agent or mandatary (E)	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Canadian Dairy Commission Act</i> <i>Cultural Property Export and Import Act</i> <i>Financial Administration Act</i> <i>Contraventions Act</i>	Mandataire	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi sur la Commission canadienne du lait</i> <i>Loi sur l'exportation et l'importation de biens culturels</i> <i>Loi sur la gestion des finances publiques</i> <i>Loi sur les contraventions</i>
Assignment of Crown debt	<i>Financial Administration Act</i>	Cession des créances sur Sa Majesté	<i>Loi sur la gestion des finances publiques</i>
Bailee/Depositary	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Canada Business Corporations Act</i> <i>Canada Cooperatives Act</i> <i>Canada Not-for-profit Corporations Act</i>	Baillaire/Dépositaire	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi canadienne sur les sociétés par actions</i> <i>Loi canadienne sur les coopératives</i> <i>Loi canadienne sur les organisations à but non lucratif</i>

PRELIMINARY VERSION  
UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Bailor/Depositor	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Canada Business Corporations Act</i> <i>Canada Cooperatives Act</i> <i>Canada Not-for-profit Corporations Act</i>	Baillant/Déposant	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi canadienne sur les sociétés par actions</i> <i>Loi canadienne sur les coopératives</i> <i>Loi canadienne sur les organisations à but non lucratif</i>
Bequest or legacy	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Dry Docks Subsidies Act</i>	Legs Donation de legs	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi sur les subventions aux bassins de radoub</i>
Charge	<i>Financial Administration Act</i>	Charge	<i>Loi sur la gestion des finances publiques</i>
Claim	<i>Bank Act</i>	Créance	<i>Loi sur les banques</i>
Compensate (a debt) (E)	<i>Financial Administration Act</i>	Compenser (une créance)	<i>Loi sur la gestion des finances publiques</i>
Construction legal hypothec	<i>Bank Act</i>	Hypothèque légale de la construction	<i>Loi sur les banques</i>
Contract for services or of enterprise	<i>Conflict of Interest Act</i>	Contrat de service ou d'entreprise	<i>Loi sur les conflits d'intérêts</i>

PRELIMINARY VERSION  
UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Dispose of (e.g., shares/securities)	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Financial Administration Act</i> <i>Surplus Crown Assets Act</i> <i>Canadian Centre of Substance Abuse Act</i> <i>Museums Act</i> <i>Department of Canadian Heritage Act</i> <i>Pest Control Products Act</i>	Disposition (p. ex. des actions ou d'actifs) (F) Disposer (p. ex. des valeurs mobilières) (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi sur la gestion des finances publiques</i> <i>Loi sur les biens de surplus de la Couronne</i> <i>Loi sur le Centre canadien de lutte contre les toxicomanies</i> <i>Loi sur les musées</i> <i>Loi sur le ministère du Patrimoine canadien</i> <i>Loi sur les produits antiparasitaires</i>
Equities or, in Quebec, rights (E)	<i>Financial Administration Act</i>	Droits	<i>Loi sur la gestion des finances publiques</i>
Gift	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	Donation	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Heirs Assigns or successors Liquidator of a succession Legal representatives	<i>Financial Administration Act</i>	Héritiers Leurs ayants droit Liquidateurs de leur succession Représentants personnels	<i>Loi sur la gestion des finances publiques</i>
Hypothecary creditor (E)	<i>Bank Act</i>	Créancier détenteur d'une hypothèque	<i>Loi sur les banques</i>
Immovable	<i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>An Act respecting the National Battlefields at Quebec</i> <i>The National Battlefields at Quebec Act, 1914</i>	Immeuble Immeuble résidentiel	<i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi concernant les champs de bataille nationaux de Québec</i> <i>Loi des champs de bataille nationaux à Québec, 1914</i>



# PRELIMINARY VERSION

UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
In trust	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	En fiducie ou en fidéicommiss (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Instalment sale contract	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	Vente à tempérament	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Interest or right	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Canada Cooperatives Act</i> <i>An Act respecting the National Battlefields at Quebec</i> <i>Dry Docks Subsidies Act</i> <i>Escheats Act</i> <i>Financial Administration Act</i> <i>Conflict of Interest Act</i>	Droit(s) ou intérêt(s) Droit ou intérêt attesté	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi canadienne sur les coopératives</i> <i>Loi concernant les champs de bataille nationaux de Québec</i> <i>Loi sur les subventions aux bassins de radoub</i> <i>Loi sur les biens en déshérence</i> <i>Loi sur la gestion des finances publiques</i> <i>Loi sur les conflits d'intérêts</i>
Lease	<i>Dry Docks Subsidies Act</i> <i>Farm Products Agencies Act</i> <i>Financial Administration Act</i> <i>Interpretation Act</i> <i>Surplus Crown Assets Act</i> <i>Department of Canadian Heritage Act</i> <i>Pest Control Products Act</i>	Louer	<i>Loi sur les subventions aux bassins de radoub</i> <i>Loi sur les offices des produits agricoles</i> <i>Loi sur la gestion des finances publiques</i> <i>Loi d'interprétation</i> <i>Loi sur les biens de surplus de la Couronne</i> <i>Loi sur le ministère du Patrimoine canadien</i> <i>Loi sur les produits antiparasitaires</i>



PRELIMINARY VERSION  
UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Lease (of land or property)	<i>Access to Information Act</i> <i>Dry Docks Subsidies Act</i> <i>Interpretation Act</i> <i>Surplus Crown Assets Act</i> <i>Department of Canadian Heritage Act</i> <i>Pest Control Products Act</i>	Location (de terrains ou autres biens)	<i>Loi sur l'accès à l'information</i> <i>Loi sur les subventions aux bassins de radoub</i> <i>Loi d'interprétation</i> <i>Loi sur les biens de surplus de la Couronne</i> <i>Loi sur le ministère du Patrimoine canadien</i> <i>Loi sur les produits antiparasitaires</i>
Legal hypothecs, charges or encumbrances	<i>Dry Docks Subsidies Act</i>	Hypothèques légales ou privilèges, charges ou grèvements	<i>Loi sur les subventions aux bassins de radoub</i>
Legal representative, or, in Quebec, representative	<i>Financial Administration Act</i> <i>Canada Business Corporations Act</i>	Représentant, ou ailleurs qu'au Québec, un représentant juridique	<i>Loi sur la gestion des finances publiques</i> <i>Loi canadienne sur les sociétés par actions</i>
Lien or, in Quebec, a charge or a right of retention	<i>Cooperative Credit Associations Act</i>	Privilège ou, au Québec, à une charge ou à un droit de rétention	<i>Loi sur les associations coopératives de crédit</i>
Mortgage or hypothec	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	Hypothèque	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Movable hypothec	<i>Bank Act</i>	Hypothèque mobilière	<i>Loi sur les banques</i>
Movables	<i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>The National Battlefields at Quebec Act, 1914</i> <i>Interpretation Act</i>	Meubles Meubles ou biens personnels	<i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi des champs de bataille nationaux à Québec, 1914</i> <i>Loi d'interprétation</i>
Notarial copy, or, in Quebec, a certified true copy (of an affidavit)	<i>Canada Evidence Act</i>	Copie certifiée conforme, ou, ailleurs qu'au Québec, une copie notariée (d'un affidavit)	<i>Loi sur la preuve au Canada</i>

PRELIMINARY VERSION  
UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Obligation of honesty and loyalty	<i>Insurance Companies Act Trust and Loan Companies Act Canada Cooperatives Act Canada Not-for-profit Corporations Act</i>	Obligation d'honnêteté et de loyauté	<i>Loi sur les sociétés d'assurances Loi sur les sociétés de fiducie et de prêt Loi canadienne sur les coopératives Loi canadienne sur les organisations à but non lucratif</i>
Other chose in action or incorporeal property	<i>Financial Administration Act</i>	Bien incorporel ou chose non possessoire	<i>Loi sur la gestion des finances publiques</i>
Personal liability	<i>Bank Act</i>	Responsabilité personnelle	<i>Loi sur les banques</i>
Personal property or movable (leasing)	<i>Bank Act Cooperative Credit Associations Act Insurance Companies Act Trust and Loan Companies Act Interpretation Act</i>	(Crédit-bail de) meubles ou biens personnels	<i>Loi sur les banques Loi sur les associations coopératives de crédit Loi sur les sociétés d'assurances Loi sur les sociétés de fiducie et de prêt Loi d'interprétation</i>
Pledge of a security	<i>Bank Act Cooperative Credit Associations Act Insurance Companies Act Trust and Loan Companies Act</i>	Gage (de la valeur mobilière) (F) Mise en gage	<i>Loi sur les banques Loi sur les associations coopératives de crédit Loi sur les sociétés d'assurances Loi sur les sociétés de fiducie et de prêt</i>
Prior claim or a right of retention	<i>Bank Act</i>	Priorité ou droit de rétention	<i>Loi sur les banques</i>
Property without an owner Escheat or <i>bona vacantia</i>	<i>Escheats Act</i>	Biens sans maître Biens en déshérence	<i>Loi sur les biens en déshérence</i>
Proxy (E)	<i>Bank Act Cooperative Credit Associations Act</i>	Procuration	<i>Loi sur les banques Loi sur les associations coopératives de crédit</i>

PRELIMINARY VERSION  
UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Real property	<i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Dry Docks Subsidies Act</i> <i>Museums Act</i> <i>Anti-Personnel Mines Convention Implantation Act</i>	Bien réel	<i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi sur les subventions aux bassins de radoub</i> <i>Loi sur les musées</i> <i>Loi de mise en œuvre de la Convention sur les mines antipersonnel</i>
Rescind the transfer (security)	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Canada Cooperatives Act</i> <i>Canada Not-for-profit Corporations Act</i>	Résolution (F) d'un transfert (valeur mobilière) Résoudre	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi canadienne sur les coopératives</i> <i>Loi canadienne sur les organisations à but non lucratif</i>
Right of survivorship	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	Droit de survie (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Security	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Dry Docks Subsidies Act</i>	Garantie (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi sur les subventions aux bassins de radoub</i>
Security	<i>Insurance Companies Act</i> <i>Financial Administration Act</i>	Sûretés (F) Réalisation d'une sûreté	<i>Loi sur les sociétés d'assurances</i> <i>Loi sur la gestion des finances publiques</i>

PRELIMINARY VERSION  
UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Sequestrator	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Financial Administration Act</i>	Séquestre	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur la gestion des finances publiques</i>
Solicitor–client privilege or the professional secrecy of advocates and notaries or to litigation privilege	<i>Canadian Human Rights Act</i> <i>Public Servants Disclosure Protection Act</i> <i>Conflict of Interest Act</i>	Secret professionnel de l’avocat ou du notaire, ou le privilège relatif au litige	<i>Loi canadienne sur les droits de la personne</i> <i>Loi sur la protection des fonctionnaires divulgateurs d’actes répréhensibles</i> <i>Loi sur les conflits d’intérêts</i>
Substantial beneficial interest Executor or administrator of the estate Liquidator of the succession Administrator of an estate Administrator of the property of another	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	Intérêt bénéficiaire substantiel Liquidateur de la succession Exécuteur testamentaire Administrateur successoral Administrateur du bien d’autrui	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d’assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Suretyship	<i>Financial Administration Act</i>	Cautionnement	<i>Loi sur la gestion des finances publiques</i>
(Make a) transfer, grant or concession	<i>Escheats Act</i>	Transférer ou concéder Transfert ou concession	<i>Loi sur les biens en déshérence</i>
Trust or an estate or succession Estate or succession	<i>Bank Act</i> <i>Financial Administration Act</i>	Fiducie ou la succession Succession	<i>Loi sur les banques</i> <i>Loi sur la gestion des finances publiques</i>
(Trustee for a) trust	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	(Fiduciaire d’une) fiducie (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d’assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Void or null (E) Voidable or annulable (E)	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Financial Administration Act</i>	Nullité Nul ou annulable	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur la gestion des finances publiques</i>

**OTHER MODIFIED EXPRESSIONS**

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
« an absolute title in or to real property or ownership of an immovable affected by a mortgage or hypothec »	<i>Bank Act</i>	« propriété d'un immeuble hypothéqué ou le titre absolu de propriété d'un bien réel hypothéqué »	<i>Loi sur les banques</i>
Act respecting escheats or property without owner	<i>Escheats Act</i>	Loi concernant les biens sans maître ou en déshérence	<i>Loi sur les biens en déshérence</i>
Association	<i>Cooperative Credit Associations Act</i>	Société	<i>Loi sur les associations coopératives de crédit</i>
« that are, in the auditor's or auditors' opinion, necessary to enable the auditor or auditors to perform their duties »	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	S.O.	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
By-laws – « (a) each member had duly approved the by-law; and (b) there were in the by-law a covenant under seal, or, in Quebec, a formal undertaking, on the part of each member, and the successors and assigns of the member, to conform to the by-law »	<i>Bank Act</i>	Règlement administratif – « comme si chaque membre les avait dûment approuvés et comme s'ils comportaient l'engagement scellé ou, au Québec, un engagement formel de la part de chaque membre ainsi que de ses ayants droit et successeurs de s'y conformer »	<i>Loi sur les banques</i>
By-laws – « (a) each member had duly approved the by-law; and (b) there were in the by-law a covenant under seal, or, in Quebec, a formal undertaking, on the part of each member, and the successors and assigns of the member, to conform to the by-law »	<i>Cooperative Credit Associations Act</i>	Règlement administratif – « comme si chaque membre les avait dûment approuvés et comme s'ils comportaient l'engagement scellé ou, au Québec, un engagement formel de la part de chaque membre ainsi que de ses ayants droit et successeurs de s'y conformer »	<i>Loi sur les associations coopératives de crédit</i>

PRELIMINARY VERSION  
UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Certified court order	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Copie certifiée de l'ordonnance (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Clerk	<i>Canada Evidence Act</i>	Greffier	<i>Loi sur la preuve au Canada</i>
Compensation – Victim – « for any pain and suffering that the victim experienced as a result of the discriminatory practice »	<i>Canadian Human Rights Act</i>	Indemnité – victime (F) – « pour les souffrances et douleurs découlant de l'acte »	<i>Loi canadienne sur les droits de la personne</i>
Counsel (E)	<i>Canada Evidence Act</i>	Avocat	<i>Loi sur la preuve au Canada</i>
Defamation – « No action lies in defamation with respect to »	<i>Access to Information Act</i> <i>Privacy Act</i> <i>Official Languages Act</i>	Diffamation – « Ne peuvent donner lieu à poursuites pour diffamation »	<i>Loi sur l'accès à l'information</i> <i>Loi sur la protection des renseignements personnels</i> <i>Loi sur les langues officielles</i>
Delivery of shares	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Canada Business Corporations Act</i>	Livraison (des actions) (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi canadienne sur les sociétés par actions</i>
Deposit agreement – « The assets referred to in paragraph (3)(a) shall be kept with a Canadian financial institution approved by the Superintendent pursuant to a deposit agreement entered into with the prior approval of the Superintendent. »	<i>Bank Act</i>	Contrat de dépôt (F) – « Les éléments d'actifs visés au paragraphe (3) doivent être déposés auprès d'une institution financière canadienne agréée par le surintendant conformément aux termes d'un contrat de dépôt préalablement approuvé par celui-ci. »	<i>Loi sur les banques</i>

PRELIMINARY VERSION  
UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Discharge or cancellation – « after the delivery of an instrument or act and before the release, discharge or cancellation of the security by the bank »	<i>Bank Act</i>	Mainlevée ou radiation – « mainlevée ou radiation »	<i>Loi sur les banques</i>
Member – Disqualification – « any pecuniary or other interest »	<i>Canadian Radio-television and Telecommunications Commission Act</i>	Conseiller – Qualité requise – « des intérêts, pécuniaires ou autres, dans »	<i>Loi sur le Conseil de radiodiffusion et des télécommunications canadiennes</i>
Document (E)	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Document	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Document executed or, in Quebec, signed (E)	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Document signé	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>
Employees	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Privacy Act</i> <i>Radiation Emitting Devices Act</i> <i>Foreign Publishers Advertising Services Act</i>	Employés	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi sur la protection des renseignements personnels</i> <i>Loi sur les dispositifs émettant des radiations</i> <i>Loi sur les services publicitaires fournis par des éditeurs étrangers</i>
« the entire or partial estate or interest of any person, or the right or share of a right of any person, including an immovable real right, in or to those hydrocarbons or minerals, rights, licences, permits and lands »	<i>Bank Act</i>	« le domaine ou l'intérêt, total ou partiel, de toute personne, ou le droit ou la quote-part d'un droit de toute personne, notamment un droit réel immobilier, afférent à ces hydrocarbures, substances minérales, droits, licences, permis et terrains »	<i>Loi sur les banques</i>



PRELIMINARY VERSION  
UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
Express or by the operation of law	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Trust and Loan Companies Act</i>	Expresse ou par effet de la loi (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Failure to act – « or, in Quebec, failure to act within a time limit set under the applicable rules of civil procedure »	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Canada Cooperatives Act</i> <i>Canada Not-for-profit Corporations Act</i>	Défaut de poursuite ou défaut d'agir – « défaut de poursuite ou, au Québec, de défaut d'agir dans le délai prescrit selon les règles de procédure civile applicables »	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi canadienne sur les coopératives</i> <i>Loi canadienne sur les organisations à but non lucratif</i>
« a foreclosure or taking the immovable in payment »	<i>Bank Act</i>	« prise en paiement ou une forclusion »	<i>Loi sur les banques</i>
Grant of probate or letters of administration or, in Quebec, the issuance of letters of verification or of a judgment probating a will	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Canada Business Corporations Act</i>	Lettres d'homologation ou d'administration ou, au Québec, de lettres de vérification de testament	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi canadienne sur les sociétés par actions</i>
him or her (E) his or her	<i>Auditor General Act</i> <i>Canada Evidence Act</i> <i>Financial Administration Act</i>	S.O.	<i>Loi sur le vérificateur général</i> <i>Loi sur la preuve au Canada</i> <i>Loi sur la gestion des finances publiques</i>
Instrument or act (E)	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	Acte	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>

PRELIMINARY VERSION  
UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
« Joint as parties »/ « Add as a party »	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	« Joints comme parties à l'instance »/« Joindre comme parties à l'instance »	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Judgment probating a will or other document of similar import Letters of verification or other document of similar import Certified copy of notarial minutes of probate of a will or other document of similar import	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Canada Business Corporations Act</i>	Jugement en vérification du testament ou autre document de portée semblable Lettres de vérification ou autre document de portée semblable Copie certifiée du procès-verbal notarié de vérification de testament ou autre document de portée semblable	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi canadienne sur les sociétés par actions</i>
Lands or immovable	<i>An Act respecting the National Battlefields at Quebec</i>	Terrains ou immeubles	<i>Loi concernant les champs de bataille nationaux de Québec</i>
His Majesty (the King) in right of Canada	<i>Cultural Property Export and Import Act</i> <i>Dry Docks Subsidies Act</i> <i>Escheats Act</i> <i>Financial Administration Act</i>	Sa Majesté du chef du Canada	<i>Loi sur l'exportation et l'importation de biens culturels</i> <i>Loi sur les subventions aux bassins de radoub</i> <i>Loi sur les biens en déshérence</i> <i>Loi sur la gestion des finances publiques</i>
Minors – « or in Quebec, annulment or reduction of the minor's obligations »	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	Mineurs – « l'annulation ou la réduction des obligations du mineur ou la répudiation ultérieure »	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Municipalities or other bodies	<i>An Act respecting the National Battlefields at Quebec</i>	Municipalité ou autres organismes	<i>Loi concernant les champs de bataille nationaux de Québec</i>
Name, residence	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i>	Nom, résidence (de l'administrateur) (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i>

PRELIMINARY VERSION  
UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
« person acting on behalf of »	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	« personne agissant en son nom » (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Person who holds a right	<i>An Act respecting the National Battlefields at Quebec</i>	Titulaire du droit	<i>Loi concernant les champs de bataille nationaux de Québec</i>
Pledged	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	Mis en gage (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Powers – « the rights, powers and privileges » (of a natural person)	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i> <i>Museums Act</i>	Pouvoirs (F) – « les droits, pouvoirs et privilèges » (de cette personne)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i> <i>Loi sur les musées</i>
Property – « against the loss of, or damage to »	<i>Insurance Companies Act</i>	Biens (F) – « qui couvre la perte des biens ou le dommage causé »	<i>Loi sur les sociétés d'assurances</i>
Purchase	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Cultural Property Export and Import Act</i>	Achat	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur l'exportation et l'importation de biens culturels</i>
« realization of a security interest »	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	« réalisation d'une sûreté » (F)	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>

PRELIMINARY VERSION  
UNEDITED

English Version	Modified Act(s) in English	French Version	Modified Act(s) in French
« release of the equity of redemption in the mortgaged property »	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	« renonciation au droit de rachat en équité du bien hypothéqué »	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>
Evidence – Restriction – « as evidence anything that would be inadmissible in a court by reason of any privilege under the law of evidence »	<i>Canadian Human Rights Act</i>	Preuve – Restriction (F) – « un élément qui, devant les tribunaux judiciaires, serait inadmissible en raison de l'existence d'une immunité en droit de la preuve » (F)	<i>Loi canadienne sur les droits de la personne</i>
Unaffected rights – « existing cause of action, claim or liability to prosecution is unaffected »	<i>Bank Act</i> <i>Cooperative Credit Associations Act</i> <i>Insurance Companies Act</i> <i>Trust and Loan Companies Act</i>	Maintien des droits (F) – « causes d'action ou aux réclamations déjà nées, ni aux possibilités de poursuite pour infraction »	<i>Loi sur les banques</i> <i>Loi sur les associations coopératives de crédit</i> <i>Loi sur les sociétés d'assurances</i> <i>Loi sur les sociétés de fiducie et de prêt</i>