

Practical Guidance



# Lexis<sup>®</sup> Smart Forms User Guide

LexisNexis.ca/[Practical-Guidance](https://www.lexisnexis.ca/Practical-Guidance)

 LexisNexis<sup>®</sup>

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## INTRODUCTION TO LEXIS® SMART FORMS

Lexis Smart Forms are automated legal templates that provide trusted up-to-date content delivered on a powerful technology platform. The templates come in the form of interactive interviews that can build documents with the right data and clauses based on user answers. The interviews can support multiple data types, enabling easy population of the document based on interview answers supplied as free text, date selections, radio button selections, etc.

Completed forms built using Lexis Smart Forms can be downloaded as Word files (.docx) or PDF. Interview answers can also be saved and imported into other Smart Forms interviews.

### Finding Smart Forms

Smart Forms are included in select Practical Guidance practice areas. Navigate Practical Guidance as you normally would, by browsing the Topic List or using the Search bar to find forms. If there are Smart Forms available in your browse or search results list, you will see a “Lexis® Smart Forms” check box at the end of the list of filters. Check the box to see just the Smart Forms in your browse or search results list. Smart Forms are labeled in browse and search results with an information button. Hover over the button to get more information about Smart Forms.

The screenshot shows a search results page with a left-hand filter pane and a main results area. In the filter pane, the 'Lexis® Smart Forms' checkbox is checked and highlighted with a red circle. The main results area shows three items, each with a 'Smart Form' label and an information icon (i) circled in red. The first item is '3. Director Consent to Act' with a snippet: '... continue in effect from year to year so long as I am elected or appointed to the Board or until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation. Dated [date] [Name of Director] [Director's address for service] [City, Province] [Postal code] Fax no.: [Director's fax number] Tel. no.: [Director's telephone number] E-mail: [Director's e-mail address] Signature Drafting Note to Clause Director ...'. The second item is '4. Director Consent to Act (CBCA)' with a snippet: '... consent to act as a director of the Corporation. I also hereby consent pursuant to the provisions of the by-laws of the Corporation to the holding of meetings of the board of directors or of any committee of the board of directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. These consents shall continue in effect from year to year so long as I am re-elected to the board, but in the ...'. The third item is '5. Director Consent to Act (CNCA)' with a snippet: '... Director Consent to Act (CNCA) This precedent is a consent of a director to the appointment or election onto the board of a federal non-profit corporation. Written consent is required in order for the election or appointment to be effective. It also includes a variation for federal non-profit corporations that are registered as charities — Hartley R. Nathan, Q.C., Lynx Equity Limited and Clifford S. Goldfarb, Gardiner Roberts LLP. TO: [NAME OF CORPORATION] (the "Corporation") I, THE UNDERSIGNED: ...'.

The screenshot shows a search results page with a 'Narrow By' filter pane on the left and a main results area. The 'Narrow By' filter pane shows 'Corporate and Private M&A' selected. The main results area shows three items, each with a 'Smart Form' label and an information icon (i). A tooltip titled 'More about Lexis® Smart Forms' is overlaid on the page. The tooltip contains three steps: Step 1 (Answer questions), Step 2 (Build document), and Step 3 (Download document). Below the steps is a note: 'Note: Smart Forms help you save time and reduce the risk of errors by building your document with the relevant content and clauses based on answers you provide in an automated questionnaire.' The background shows the same search results as the previous screenshot, with the first item '3. Director Consent to Act' partially visible.

You can see all Smart Forms available on your Practical Guidance subscription by clicking on the link in the Smart Forms pod on select practice area pages.

## Lexis® Smart Forms



Save time and reduce the risk of errors by building your document based on answers you supply to an interactive questionnaire.

[See your Smart Forms](#)

Practical Guidance CA Practice Areas director consent Corporate and Private M&A

Results for: director consent Actions

Practice Notes	240
Precedents	21
Clauses	19
Forms	4
Checklists	61
Tables, Flowcharts & Diagrams	7
Articles	0
Cases	0
Legislation	0

Narrow By

- Corporate and Private M&A
- Federal
- Ontario

Clear

Search Within Results

Enter search terms

Jurisdiction

Corporate and Private M&A Topics

### Precedents (21)

1. [Director Consent to Act](#)  
Smart Form ⓘ  
... **Director Consent** to Act to appointment or election. It contains drafting notes and optional clauses. The precedent can be used for both share capital and non-share capital corporations and is required in order for the election or appointment as **director** to be effective. The **Director Consent** to Act sets out **consents** to the election or appointment and to the holding of meetings by telephone, electronic or other communication facilities, and declares that the **director** meets eligibility requirements, ...

2. [Indemnity Agreement for Director and Officer](#)  
Smart Form ⓘ  
... interpreting the agreement, indemnification by the corporation and obligations of the indemnified party, **directors'** and officers' liability insurance, indemnification proceedings, and other miscellaneous items including confidentiality, insolvency and governing law. For more information on indemnity of **directors** and officers, see Indemnification of **Directors** and Officers. For more information on **director** and officer liability generally, see **Director** and Officer Duties and Powers and **Director** ...

3. [Director Resolution Approving Continuance into the CNCA from the Ontario Corporations Act](#)  
... **Director** Resolution Approving Continuance into the CNCA from the Ontario Corporations Act The following precedent is a resolution of the **directors** of an Ontario non-profit corporation approving its continuance into federal jurisdiction under the Canada Not-for-profit Corporations Act. In particular, it sets out a new corporate by-law, authorizes the application for continuance and provides for the special general meeting of members — Clifford S. Goldfarb, Gardiner Roberts LLP. FOR MINUTES of the ...

4. [Director Resolution Approving Asset or Share Acquisition \(Purchaser\)](#)  
... **Director** Resolution Approving Asset or Share Acquisition (Purchaser) This precedent is a set of resolutions of the board of **directors** approving an asset or share acquisition. The resolutions are drafted for the purchaser, and apply to either an asset or

## Accessing Smart Forms

Practical Guidance forms that have the Smart Forms feature include a “Build Your Document” button at the top of the screen. When you click on “Build Your Document,” the start screen will open in your default browser in a new tab or window.

The screenshot shows the Lexis Practical Guidance interface. At the top, there is a navigation bar with 'Practical Guidance', 'CA', 'Practice Areas', and a search bar. Below this, the document title 'Document: Director Consent to Act' is displayed. A 'Build Your Document' button is prominently featured in a dark banner. The main content area shows the document title and a 'Summary' section. There are buttons for '+ Expand all Drafting Notes' and '+ Expand all Clauses'. A 'Smart Form' banner at the top of the document area says 'Save time and reduce the risk of errors by building your document with an interactive questionnaire.' On the right side, there is a sidebar with 'About This Document', 'Quick Download', 'About the Author', 'Drafting Notes', 'Alternate & Optional Clauses', and 'Related Content'.

The screenshot shows the Lexis Smart Forms interface for the document 'Director Consent to Act'. The header includes the Lexis Smart Forms logo. The main content area is titled 'Director Consent to Act' and contains a 'Summary' section. The summary text reads: 'This precedent is a Director Consent to Act to appointment or election. It contains drafting notes and optional clauses. The precedent can be used for both share capital and non-share capital corporations and is required in order for the election or appointment as director to be effective. The Director Consent to Act sets out consents to the election or appointment and to the holding of meetings by telephone, electronic or other communication facilities, and declares that the director meets eligibility requirements, including with respect to age, capability and status as non-bankrupt. Optional Clauses are included to address requirements with respect to directors of registered charities. For more information on the election or appointment of directors generally, see Director Election or Appointment to Office (OBCA), Director Election or Appointment to Office (CBCA) and Director Election or Appointment to Office (CNCA).' At the bottom, there are buttons for 'Quit', 'Skip', and 'Next'.

## Interview Progress

Each screen in the interview will show you the name of the form that will be built based on your answers, which topic you are in within the interview, and the number of questions answered and remaining. Answer fields may be free text fields, drop-down menus, radio buttons, date selectors, or check boxes.

NO.	ITEM	DESCRIPTION
1	Form in Progress	Form title with the additional words “in progress...” indicating that the interview is in progress.
2	Hide/Show Interview Progress	Click to hide the progress pane. Click again to show the progress pane.
3	Topic Progress	The topic highlighted in white denotes the topic of the interview that the user is on.
4	Count of Questions Answered	Indicates the number of questions answered in the interview and the number remaining to be answered. Hover over the red progress bar to check the progress in percentage form.
5	Topic Title	Title of the topic, which reflects the title in the Topic Progress pane.

6	Answer Field	Text answers should be written here. Other types of answer fields may include radio buttons, check boxes, date selectors, and dropdown menus.
7	Asterisk	Signifies an answer that is mandatory to progress to the next interview topic.
8	Quit	Quits the Smart Forms interview. The user will be taken to the Practical Guidance home page.

### Navigating the Interview Topics

You can jump from one interview topic to another by clicking on the topics in the Topic Progress pane. If you jump to a different topic, you will see a pop-up box prompting you to commit to your answers in the current screen before jumping (Commit), jump to the new topic without committing to your answers (Jump), or cancel. Select “Don’t ask me again – always take this action” before clicking on Jump or Commit to make it your default action. You can change this setting in your session configuration. Note that by selecting Jump, you will lose the answers you have entered in the current interview topic.

×

## Jump from the topic 'Director' to 'Director -> Service Address'?

Your answers have not been saved from this page.

You can choose to:

- jump now, ignoring answers from the page (don't commit)
- commit your answers *and* jump to this topic if possible
- cancel and use next to proceed with the interview

Jump

Commit

Cancel

Don't ask me again - always take this action

If you click on the topic you are currently in, you will see a pop-up box that will allow you to reload the topic. This is useful if you want to delete the answers that have been entered into the screen and start over. As with the Jump pop-up box, you can select “Don’t ask me again – always take this action” before clicking on Reload to make it your default action. You can change this setting in your session configuration.

Lexis® Smart Forms

### Director Consent to Act in progress...

🔍 Hide Interview Progress

<div style="background-color: #f0f0f0; padding: 5px; margin-bottom: 5px;">Topic Progress...</div> <div style="padding: 5px; margin-bottom: 5px;">Corporation <span style="float: right; color: green;">✓</span></div> <div style="padding: 5px; margin-bottom: 5px;">Signature <span style="float: right; color: green;">✓</span></div> <div style="padding: 5px; margin-bottom: 5px; border-left: 2px solid red;">Director <span style="float: right; color: green;">✓</span></div> <div style="padding: 5px; margin-bottom: 5px;">Service Address <span style="float: right;">○</span></div> <div style="padding: 5px;">Contact Information <span style="float: right;">○</span></div>	<div style="border-bottom: 1px solid #ccc; padding-bottom: 5px;">Director</div> <div style="border-bottom: 1px solid #ccc; padding-bottom: 5px;">Service Address</div> <div style="border: 1px solid #ccc; padding: 5px; margin-bottom: 5px;"> <p style="margin: 0;"><b>Drafting Note</b></p> <p style="margin: 0; font-size: 10px;">Corporations Canada requires an address for service, which need not be a residence address, but cannot be a P.O. Box.</p> </div> <div style="border-bottom: 1px solid #ccc; padding-bottom: 5px;"> <p style="margin: 0;">Street <span style="float: right; border: 1px solid #ccc; padding: 2px 10px;">Jane Doe</span></p> </div> <div style="border-bottom: 1px solid #ccc; padding-bottom: 5px;"> <p style="margin: 0;">City <span style="float: right; border: 1px solid #ccc; padding: 2px 10px;">Springfield</span></p> </div> <div style="padding-bottom: 5px;"> <p style="margin: 0;">Province* <span style="float: right; border: 1px solid #ccc; padding: 2px 10px;">Select an answer ▼</span></p> </div>
--	---

Interview Progress...

5 Questions Answered  
7 Questions to Answer (Min.)

🔍 Preview

✕

## Reload the topic 'Director -> Service Address'?

Your answers have not been saved from this page.

You can choose to:

- reload the topic, reviewing previously committed answers if any
- cancel and use next to proceed with the interview

Reload

Cancel

Don't ask me again - always take this action

To go back and forth between interview screens, click the Back or Next buttons. Skip allows you to go from an interview screen to the document preview by skipping all non-mandatory questions.

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Director Consent to Act in progress...

Hide Interview Progress

Topic Progress...

Corporation ✓

Signature ✓

# Director ✓

Service Address ○

Contact Information ○

Interview Progress...

5 Questions Answered

7 Questions to Answer (Min.)

Preview

Director

Service Address

Drafting Note

Corporations Canada requires an address for service, which need not be a residence address, but cannot be a P.O. Box.

Street

City

Province

Jump from the topic 'Director' to 'Director -> Service Address'?

Your answers have not been saved from this page.

You can choose to:

- jump now, ignoring answers from the page (don't commit)
- commit your answers *and* jump to this topic if possible
- cancel and use next to proceed with the interview

Jump

Commit

Cancel

Don't ask me again - always take this action

Reload the topic 'Director -> Service Address'?

Your answers have not been saved from this page.

You can choose to:

- reload the topic, reviewing previously committed answers if any
- cancel and use next to proceed with the interview

Reload

Cancel

Don't ask me again - always take this action

9
10
11
12
13

< Back

Save

>> Skip

Next >

9

NO.	ITEM	DESCRIPTION
9	Jump pop-up window	Enables the user to navigate to another topic and either (1) commit to the answers before jumping, which will save the answers on the screen or (2) jump without committing, which will delete the answers on the screen. The user can choose to always take one or the other action by selecting "Don't ask me again – always take this action."
10	Reload pop-up window	Enables the user to reload the topic. Any answers written will be lost if the topic is reloaded. The user can choose to always take this action when the current topic is reloaded by selecting "Don't ask me again – always take this action."
11	Back	Takes the user back to the previous screen in the interview.
12	Skip	Skip to the document preview. If the interview has any mandatory questions that have not been answered, then clicking Skip will show the user the mandatory questions that remain in the interview.
13	Next	Takes the user to the next screen in the interview.

To go back and forth between interview screens, click the Back or Next buttons. Skip allows you to go from an interview screen to the document preview by skipping all non-mandatory questions.

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Director Consent to Act in progress...

Hide Interview Progress

Topic Progress...

- Corporation ✓
- Signature ⚠
- Director ✓

Interview Progress...

10 Questions Answered

2 Questions to Answer (Min.)

Q Preview

Signature

Date\*

*There are problems with this answer. To fix it, please enter: A date in the format "January 15, 2008".*

## Previewing and Saving Your Document

You can preview your document in two ways: (1) within an interview screen by clicking on “Preview” to see the document with the answers entered so far in the interview and (2) at the end of the interview, when a preview is generated with all the answers supplied in the interview.

The document preview at the end of the interview also includes options for downloading the document to your local drive as a Microsoft® Word or PDF file.

You can also save all your interview answers by clicking on the Save button. The Save button is available on all interview screens as well as the document preview, so that you can save your answers at any point in the interview. When Save is clicked, an answer file will be saved to your local drive. The answer file can then be imported into any Smart Forms interview, with answers populating the interview to the extent the fields match what is in the answer file.

The screenshot shows the Lexis Smart Forms interface for a 'Director Consent to Act' interview. The title bar reads 'Lexis® Smart Forms' and the main heading is 'Director Consent to Act in progress...'. Below the heading is a 'Hide Interview Progress' link. On the left, a 'Topic Progress...' sidebar shows 'Corporation' and 'Signature' as completed (green checkmarks), 'Director' as the current step (green checkmark), and 'Service Address' and 'Contact Information' as pending (grey circles). Below this is an 'Interview Progress...' bar showing '8 Questions Answered' and '3 Questions to Answer (Min.)'. The main form area contains fields for 'Director', 'Contact Information', 'Fax', 'Telephone', and 'E-mail'. At the bottom, there are buttons for 'Quit', 'Back', 'Save', 'Skip', and 'Next'. A red circle with the number '14' highlights the 'Preview' button at the bottom left of the form area.

The screenshot shows the 'Output Preview' window with two tabs: 'Preview' (selected) and 'Summary'. The preview area displays the following text:

**DIRECTOR CONSENT TO ACT**

TO: ABC CORP (the "Corporation")  
I, THE UNDERSIGNED:

1. consent to being elected or appointed and to acting as a member of the Board of Directors of the Corporation (the "Board"), such consent to take effect immediately;
2. consent to the holding of meetings of the Board or of committees of the Board by means of such telephone, electronic or other communication facilities as permit all persons participating in the meetings to communicate with each other simultaneously and instantaneously;
3. am at least 18 years of age;
4. have not been found under the laws of any province to be unable to manage my property, or have been declared to be incapable by any court in a jurisdiction outside Canada.

OK

Red circles with numbers '15' and '16' highlight the 'Preview' and 'Summary' tabs, respectively.

## Director Consent to Act complete 17

1. Review the web preview below and click any **active text** to change your answers.
2. Review the **interview summary** at the bottom of this page and click any question to change your answer.
3. When you are happy with the document and your answers, create and download the document in Word or PDF. Click Save to download an answer file.

✕ Quit

18

Save

Create a **Word/DOCX** document, containing:

The document       Drafting notes       Interview summary

**Open**

19

Create a **PDF** document, containing:

The document       Drafting notes       Interview summary

**Open**

20

### DIRECTOR CONSENT TO ACT

TO: "ABC CORP" (the "Corporation")

----- Document continues below -----

## Interview Summary 21

### Corporation

**Name**

ABC Corp

**Is the corporation a registered charity?**

No

### Director

**Name**

Mr. Knight

**Service Address**

**Street**

1 Yonge St.

**City**

Toronto

**Province**

Ontario

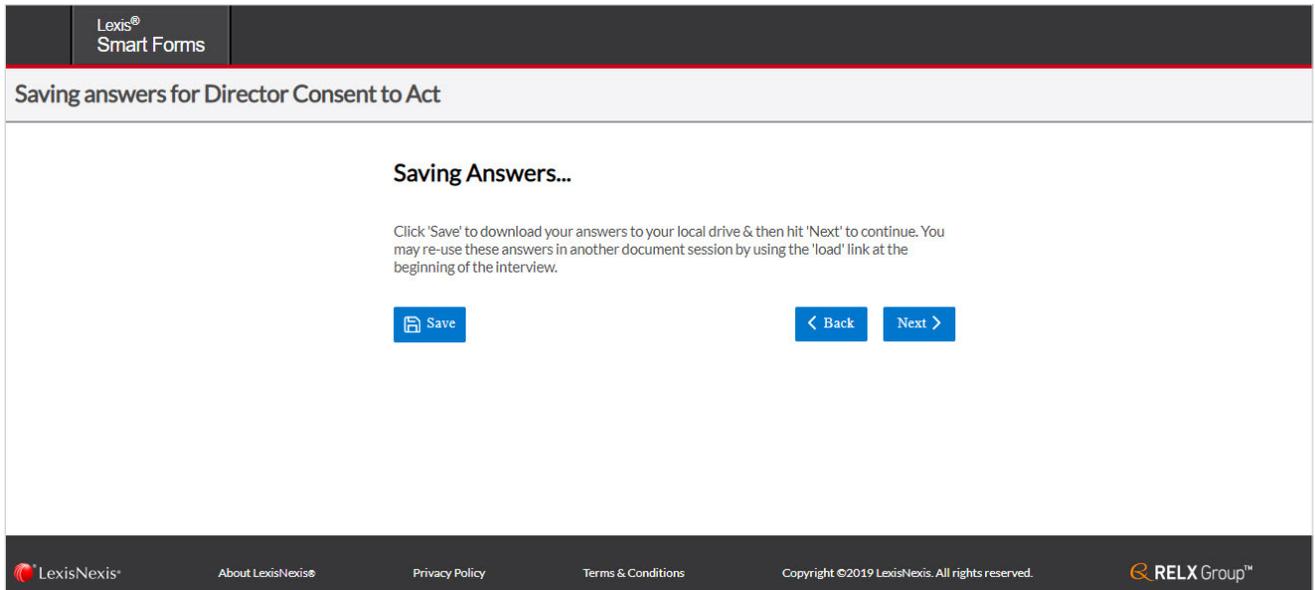
----- Document continues below -----

NO.	ITEM	DESCRIPTION
14	Preview link	Generates a preview of the document using the currently available interview answers.
15	Preview pop-up window	Preview of the document generated based on the currently available interview answers.
16	Summary	A tab within the Preview pop-up window, this shows a list of all the currently available interview answers.
17	Document Preview	At the end of the interview, the Document Preview shows a preview of the document with all available interview answers, download options, and the interview summary.
18	Save	Also available on each interview screen, the Save button enables the user to save the answers to the interview to the user's local drive.
19	Download options	<p>Allows the user to download the document as a Microsoft Word or PDF file. In addition to the document, the user can include Drafting Notes and the Interview Summary in the download.</p> <ul style="list-style-type: none"> <li>• Drafting Notes: Additional guidance about select clauses in the document that may not have been addressed in the interview, such as how and why a clause may need to be revised to fit particular situations and filing or service instructions. Not every document will have Drafting Notes.</li> <li>• Interview Summary: A list of the answers the user supplied in the interview.</li> </ul>
20	Active text	When clicked, active text will take the user back to the corresponding question, allowing the user to change the answer. After changing an answer using active text and clicking Next, the user will be taken back to the Document Preview.
21	Interview Summary	A list of the answers the user supplied in the interview. The user can go back to any of the questions in the interview by clicking on the question names (blue text).

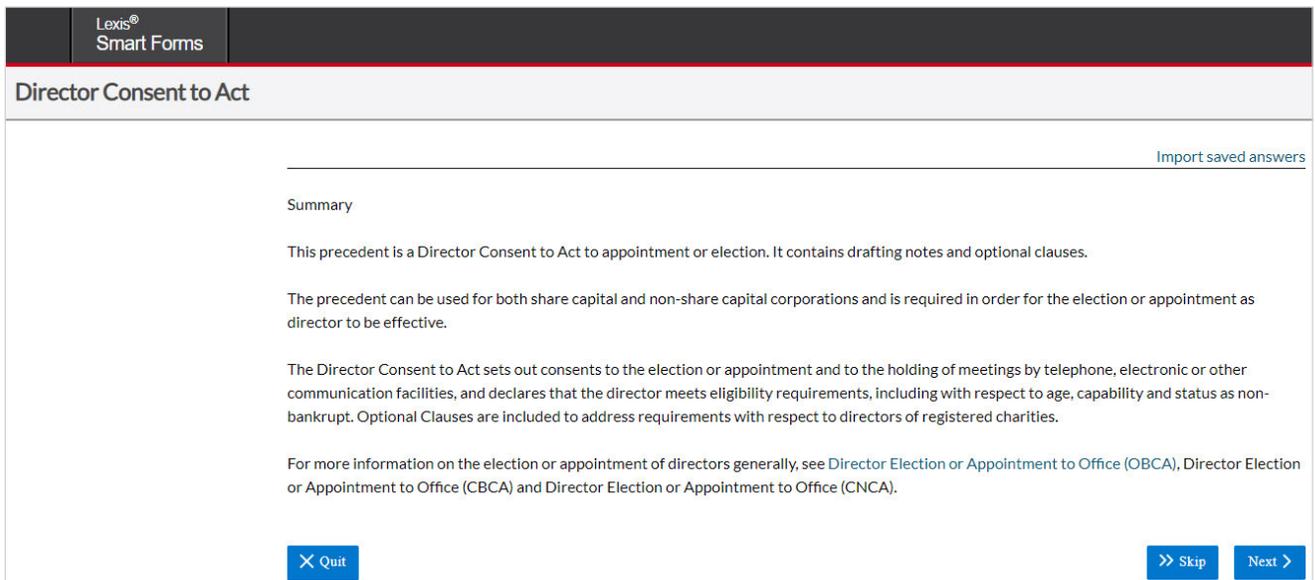
## Previewing and Saving Your Document

As noted above, the Save button is available on every interview screen and the Document Preview at the end of the interview. When the Save button is clicked, you will see a screen prompting you to download your answers to your local drive. You can upload saved answers to a Smart Forms interview by clicking on the link on the first interview screen. Answers will populate in the interview to the extent the answers in the upload match the questions in the interview.

After you click Save you will see this screen, where you will be able to select the location on your local drive to save the answer file:



When you are in a Smart Form and you want to import your answers from an answer file, click "Import Saved Answers":



If you want to import into the interview, you will be taken to a screen where you can select the answer file on your local drive.

Lexis®  
Smart Forms

### Load answers for Director Consent to Act

#### Loading Answers...

Select your saved Exari Answer File (.ans) to upload.

Filename:  No file chosen

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