

Practical Information On Corporate And Trade-mark Matters

NEW JOINT INITIATIVE **Between Revenue Canada and Industry Canada**

It is now possible for a federal corporation to file with Revenue Canada, along with its income tax return (Form T2), information pertaining to the following CBCA forms:

- Form 22
(Annual Return) (Schedule 80);
- Form 3
(Notice of Change of Registered Office)
(Schedule 80); and
- Form 6
(Notice of Change of Directors)
(Schedule 81).

Corporations will of course, still have the choice of reporting the relevant information directly with Industry Canada.

Form 22: Filing date changed

To provide this choice, it was necessary to harmonize the filing date of annual returns (Form 22) with the filing date of a corporation's income tax return (Form T2). As a result, the 1999 annual returns must be filed within six (6) months of the corporation's taxation year-end instead of within 60 days of its anniversary date. The 60-day period still applies however for the filing of the 1998 annual returns.

Example : A federal corporation whose taxation year-end is March 30th, 1999, will have until September 30th, 1999, to file its 1999

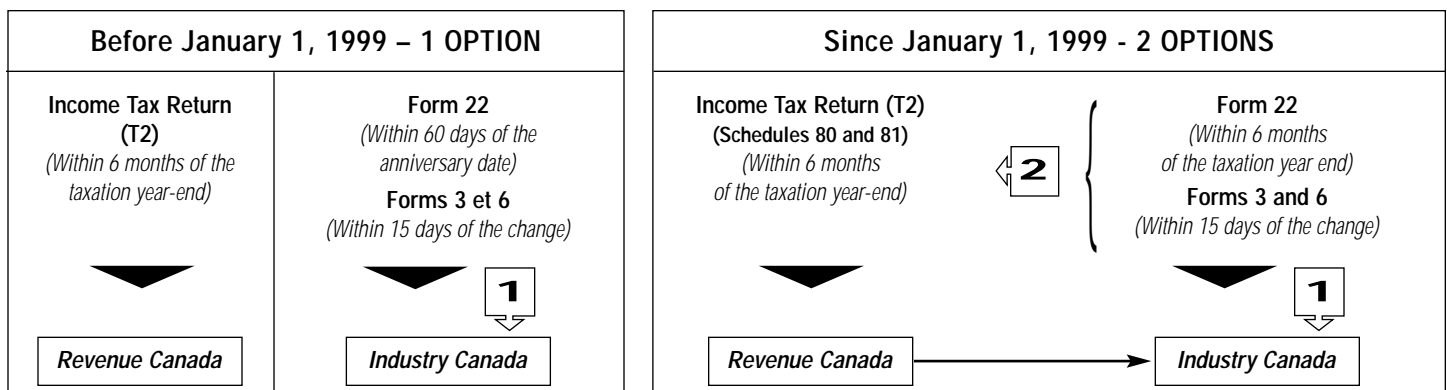
annual return. It may do so by having it filed as usual with Industry Canada (Form 22) or by joining Schedule 80 to its corporate income tax return (T2). Fees of \$ 50 must accompany the tax return. Revenue Canada will then transfer the required data to Industry Canada electronically within 2 to 5 work days.

Forms 3 and 6: No change to filing date

A corporation may also report changes as provided by Form 3 (Notice of Change of Registered Office) and Form 6 (Notice of Change of Directors) by filing appropriate

cont'd on page 2

Comparative chart : Procedure for filing information provided by Forms 22, 3 and 6 for federal corporation



New Joint Initiative... (cont'd)

schedules with its income tax return. It can therefore report changes by filing Forms 3 and 6 to Industry Canada as usual, or by filing Schedules 80 and/or 81 with Revenue Canada along with its income tax return.

Unlike the annual returns, the deadline for filing notices remains the same; that is, within 15 days of the change (sections 9(4) and 113 of the CBCA). This means that if a change is reported with the income tax return, then said change must coincide with the date when the tax return is filed. Although the sanction for the late filing is mainly theoretical (section 251 CBCA), the legal consequences are not (e.x.: potential liability for a director whose name is not removed from the register). Corporations would therefore be well advised to continue to report any changes diligently.

For further information, please contact the Corporations Directorate at (613) 941-8118.

A word of thought...

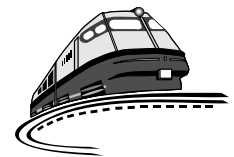
*"Love is a fruit
in season at all times
and within reach
of every hand".*

Mother Teresa (1920-1997)

Delays for corporate services: Comparative Chart as of February 1st, 1999

SERVICES	PROVINCIAL	FEDERAL
Name search report and reservation	*3 days	24 hours
Certificate of Incorporation (if search report is already done)	*4 to 5 days	2 days
Certificate of Amendment	*4 to 5 days	2 days
Certificate of Continuation, of Continuance or of Amalgamation	*3 to 4 weeks	3 to 6 days
Notice of Change (Federal) or Amending Declaration (Quebec) for which filing of articles is not required	4 to 6 weeks	2 days
Letters Patent for Non-Profit Corporations	*5 to 6 weeks	4 to 5 weeks
Attestation / Certificate of Good Standing or of Compliance	*24 hours	48 hours
Revival		3 to 6 days
Declaration of Registration	*4 to 6 weeks	
Initial Declaration or Annual Declaration	*6 to 7 weeks	
Revocation of Striking-Off (s. 54 Legal Publicity Act)	*4 to 6 weeks	
TaxExpress™ (GST / QST / QDAS)	2 to 3 weeks	
<i>The delay may vary slightly according to each file (*) = Priority service available.</i>		

Order our TAXEXPRESS™ Service (GST, QST and DAS numbers) with your incorporation!



This service allows you to meet a crucial requirement for your client at the time of incorporating a new company.

The TAXEXPRESS™ Service saves you the trouble of getting the GST, QST and the Deductions at Source numbers. All that you have to do is send us, along with your Articles of Incorporation, our questionnaire duly completed and signed. Once the numbers are issued, we promptly fax them to you.

Service fee: \$ 47 (including taxes).

For more information, please contact Ms. Franca Sucapane (ext. 328).

CONFERENCE IN COMMERCIAL LAW

“ JURISDICTION SHOPPING FOR CORPORATE ENTITIES ”

SPEAKER: Me Marie-Andrée Latreille of the law firm Goodman, Phillips & Vineberg

PLACE: Montreal, Maison du Barreau Rooms 113 to 116

DATE: Friday, February 12th, 1999

TIME: From 9:00 am to 12:00 pm



PROGRAM: For a number of reasons, it is becoming common for corporations to seek new jurisdictions: tax considerations, qualification criteria for the Board of Directors, financing, etc. Certain jurisdictions are favoured while others are not. This course will analyse the main considerations in determining the choice of a jurisdiction.

This course will also look into how to prepare the appropriate documentation for the continuance of a corporate entity under one of the more popular provincial jurisdictions.

REGISTRATION FEE: \$ 52.48 Members of the Bar since less than 5 years
\$ 70.15 Members of the Bar for more than 5 years
\$ 95.88 Non-members

For more information, please contact the “Service de la formation permanente du Barreau” at (514) 954-3460 or (800) 361-8495.

REVOCATION

of Striking-Off by a Third Party

A new form has been created to simplify the revocation of the striking-off of a legal person by a third party. Until recently, the only available form was suitable only for the registrant. It should be noted that the striking-off of a legal person (a company formed under the OCA) entails its dissolution. A creditor must therefore begin by requesting the revocation of the striking-off before it can exercise its rights against the debtor. As a rule, the debtor is not very cooperative in this situation.

An interesting point is that the third party is not required to file the missing annual declarations or pay the related fees. This represents a substantial savings, especially if the revocation is requested via priority service. Once the revocation is complete, and in order to avoid subsequent striking-off, the third party must advise the Inspector General in writing, each year, that he requires its postponement. For further information, please contact Richard Gareau at (514) 861-2722 extension 338.

Christmas and the Children of CRAC

A large number of our children took part in a Christmas party held just for them last December. All the parents wish to extend their warm thanks to those who gave of their time to organize this lovely

event: Ms. Isabelle Ladouceur, Ms. France Baraby, Mr. Oswaldo Andaluz and Mr. Richard Jobin.

