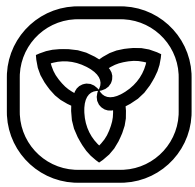


Practical Information On Corporate And Trade-mark Matters



Obtaining Corporate Documents in Ontario: Getting through the maze!

A surprising statement for those who have come to identify Ontario as a leader when it comes to servicing the needs of private enterprise. And yet, in the area of ordering copies of corporate documents, the system in Ontario is woefully ineffective.

The worst in Canada

"Of all the provinces, Ontario's system for obtaining copies is the worst" states without hesitation Ms. Linda Hamelin. As Supervisor of C.R.A.C.'s corporate inquiries department, Ms. Hamelin has first hand experience in this matter. Her team deals, on a daily basis, with government services across the country.

Example: Let's suppose your client requires the file history of an Ontario company formed in 1985. Here's a quick look at the procedure involved.

Documents filed prior to 1992

To obtain a copy of notices, certificates and articles filed before 1992, the Ontario Companies Branch will return to us nothing more than a microfiche. It can be certified or not. It is impossible to order paper copies of documents appearing on the microfiche! We must therefore have access to a microfiche reader/printer to extract the relevant paper copies.

Official certified paper copies being out of the question, a common practice is to have ordinary copies authenticated by an attorney or other competent persons. This begs the question as to what advantage there is in ordering a certified microfiche.

Documents filed since 1992

Copies of certificates (amending, amalgamation, continuance) and articles filed since 1992 are also obtained by ordering a microfiche. However, notices (change of address, etc.) are reproduced on microfilm. For these documents, the Companies Branch will send paper copies, but only in certified form!

cont'd on page 3

PROCEDURE FOR ORDERING COPIES IN ONTARIO

| Copy of documents filed PRIOR TO 1992 | Copy of documents filed SINCE 1992 | |
|---|--|---|
| - Notices (Change of Address, Directors, etc.); - Articles and Certificates (Incorporation, Amending, Amalgamation, Continuance, etc.) | Articles and Certificates (Incorporation, Amending, Amalgamation, Continuance, etc.). | Notices (Change of Address, Directors, etc.); |
| Certified or non-certified microfiche. Up to the agent who orders to make own copies. | Certified or non-certified microfiche. Up to the agent who orders to make own copies. | Certified copies only. |
| Delay: Non-certified microfiche: 5 work days. Certified microfiche: 10 work days. | Delay: Non-certified microfiche: 5 work days. Certified microfiche: 10 work days. | Delay: 5 to 10 working days. |



Reflexion...

*To profit
from good advice
requires
more wisdom
than to give it.*

John Churton Collins

Delays for Corporate Services as of August 1st, 1999

| SERVICES | PROVINCIAL | FEDERAL |
|---|---------------|-------------|
| TaxExpress™ (GST / QST / QDAS) | 10 days | |
| Name Search Report and Reservation | *3 to 4 days | 24 hours |
| Certificate of Incorporation | *4 to 5 days | 2 days |
| Certificate of Amendment | *4 to 5 days | 2 days |
| Certificate of Continuation, of Continuance or of Amalgamation | *2 weeks | 3 to 6 days |
| Certificate of Dissolution | *2 weeks | 2 to 3 days |
| Notice of Change (Federal) or Amending Declaration (Quebec) | 2 to 3 weeks | 2 days |
| Letters Patent for Non-Profit Corporations | *2 weeks | 20 days |
| Attestation / Certificate of Good Standing or of Compliance | *24 hours | 48 hours |
| Revival | | 3 to 6 days |
| Initial or Registration Declaration | *2 weeks | |
| Annual Declaration | *3 to 4 weeks | |
| Revocation of Striking-Off (s. 54 Legal Publicity Act) | *2 to 3 weeks | |

The delay may vary slightly according to each file () = Priority service available.*

E R R A T U M

In our last issue, we indicated that Industry Canada now issued certificates with the signature of the Director printed in blue ink. However, it appears that this was a temporary situation and did not reflect a change in practice. Certificates issued by Industry Canada will therefore continue to be printed in black and white.

The "all-in-one" corporate service: CORPOKIT™

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CONFERENCE ON COMMERCIAL LAW



SHAREHOLDERS' RIGHTS AND RECOURSES QUEBEC VS. NORTH AMERICA

(Bilingual conference with simultaneous translation)

Date: Wednesday, September 15th, 1999

Time: from 8:30 a.m. to 5:00 p.m.

Place: Montreal, Radisson Gouverneurs Hotel

PROGRAM

Presided by Mtre Guy Paquette of Paquette Gadler, S.E.N.C., the conference will cover eight important topics in the area of shareholders' rights presented by a group of specialists in the field:

Rules of Corporate Governance of Public Corporations and their Shareholders' Rights
Mr. Yves Michaud, President

Quebec Association for the Protection of the Savers and Investors (APEIQ)

Recourse pursuant to Section 241 of the C.B.C.A. – Latest developments, access to information, safeguard ordinances and provisions for fees.

Mtre Paul Martel – *Martineau Walker* and Mtre Benoit Lapointe – *Paquette Gadler*

Shareholders' Protection under Quebec Laws – Where do we stand?

Mtre Guy Paquette – *Paquette Gadler*

The Notion of Reasonable Expectations of Shareholders and
Defense Techniques for Corporations

Mtre Jean G. Bertrand – *Ogilvy Renault*

Evolution of the Role of the Courts since the Dickerson Report (topic to be confirmed)

Honourable Mr. Justice James M. Farley, *Ontario Superior Court of Justice*

Shareholders' Class Actions in the U.S.A. – The American Experience

Mtre William Lerach – *Milberg Weiss Bershad Hynes & Lerach LLP*

Shareholders' Class Actions elsewhere in Canada – The latest tendencies

Mtre David A. Klein – *Klein Lyons*

Shareholders' Class Actions in Quebec – What does the future reserve for us?

Mtre Paul Unterberg – *Unterberg, Labelle, Lebeau & Morgan*

REGISTRATION FEES

\$495.00 - taxes included. Payable by cheque or by Visa /MasterCard.

INFORMATION

To register or for more information, please contact Ms. Louise Bertrand at

Phone: (514) 954-3460 ext. 255 – Fax: (514) 954-3481 – E-mail: lbertrand@barreau.qc.ca

BARREAU DU QUÉBEC

c/o Ms. Louise Bertrand, 445 St-Laurent Blvd., Suite 400, Montreal, Quebec, H2Y 3T8

Getting through the maze! (cont'd)

Delays

The delay is 5 work days for a non-certified microfiche and 10 for a certified one. For certified copies of microfilmed documents, the delay is 5 to 10 work days.

It should be noted that there is no priority service of any kind, which is the source of many complaints. Request for copies are frequently made at the last minute to cover "due diligence" requirements.

Conclusion

For our clients who are accustomed to ordering documents from the Federal and Quebec authorities: getting copies in Ontario is tedious. We invite you therefore to call on our services and let us see you through the maze!

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