

Part 4

Law Corporations

Register

4-1 The chief executive officer must keep and maintain a register of law corporations containing the following information:

- (a) the name and registered office address of the law corporation and the permit number assigned to it;
- (b) the date the initial permit was issued to the law corporation;
- (c) the date the permit of the law corporation was renewed, expired, revoked or suspended; and
- (d) any other particulars as may be required.

Corporate name certificate

4-2 A member must apply in writing to the chief executive officer for a certificate that the society consents to the incorporation of a law corporation under a proposed name. On receipt of the application the chief executive officer must:

- (a) issue a certificate to the member if he or she is satisfied that the intended name complies with rule 5-112; or
- (b) reject the application and notify the member in writing of his or her decision.

Application for permit

4-3 A corporation applying for a permit under subsection 32(1) of the Act must deliver to the chief executive officer:

- (a) a completed permit application;
- (b) a copy of all articles of incorporation and amendments thereto;
- (c) a current certificate of status for the corporation; and
- (d) the required permit fee.

Change in particulars

4-4 A law corporation must inform the chief executive officer of any changes in the particulars set out in the application filed under rule 4-3 by providing the chief executive officer with a statement of particulars within 15 days of the change.

Issuance of permit

4-5(1) Subject to subsection (2), when a corporation has filed the material required under rule 4-3, the chief executive officer, if he or she is satisfied that the corporation has complied with the provisions of section 32(1) of the Act, must issue a law corporation permit to the corporation entitling the corporation to practise law in Manitoba.

Refusal to issue permit

4-5(2) The chief executive officer may refuse to issue a permit to a corporation where:

- (a) a permit of the corporation has been revoked; or
- (b) a director, officer or shareholder of the corporation is or has been a director, officer or shareholder of a corporation whose permit has been revoked.

Change of corporate name

4-6(1) A law corporation must apply in writing to the chief executive officer for a certificate that the society does not object to a specific change of name for the law corporation. On receipt of the application the chief executive officer must:

- (a) issue a certificate to the law corporation if he or she is satisfied that the new name complies with rule 5-112; or
- (b) reject the application and notify the law corporation in writing of his or her decision.

New permit

4-6(2) The chief executive officer must issue a new permit to a law corporation that has:

- (a) obtained the certificate referred to in subsection (1);
- (b) delivered to the chief executive officer a copy of the articles of amendment showing the change of name and the date it is effective; and
- (c) paid any required fee.

Expiry of new permit

4-6(3) A new permit issued under subsection (2) is valid until the date on which the permit that it replaces would have expired.

Effective date

4-7 Subject to rule 4-8, a law corporation permit issued under rule 4-5 is valid from the effective date shown on it until the following March 31st.

Permit ceasing to be valid

4-8(1) A permit issued to a law corporation ceases to be valid if it is:

- (a) not renewed by the corporation or renewal is denied by the chief executive officer;
- (b) surrendered by the corporation to the chief executive officer;
- (c) suspended; or
- (d) revoked.

Effect of permit ceasing to be valid

4-8(2) When the permit of a law corporation ceases to be valid, the corporation must cease practising law in Manitoba.

Notification to director appointed under The Corporations Act

4-9 The chief executive officer must provide written notification to the director appointed under The Corporations Act when a permit issued to a law corporation ceases to be valid.

Annual permit

4-10(1) On or before April 1st in each year, each law corporation entered on the register of the society must either:

- (a) renew the law corporation permit for the following year by paying the annual renewal fee and filing any renewal information required by the chief executive officer; or
- (b) file notification with the chief executive officer that the corporation will not be renewing its permit.

(AM. 02/11)

Issuance of renewal permit

4-10(2) Subject to subsection (3), when a law corporation has filed the information required under subsection (1)(a), the chief executive officer must, if he or she is satisfied that the law corporation continues to comply with the provisions of subsection 32(1) of the Act, issue a renewal permit to the law corporation. (AM. 02/11)

Refusal to renew

4-10(3) The chief executive officer may refuse to issue a renewal of a permit to a law corporation where:

- (a) a permit of the corporation has been revoked; or
- (b) a director, officer or shareholder of the corporation is or has been a director, officer or shareholder of a corporation whose permit has been revoked.

Decision not to renew

4-10(4) Repealed (02/11)

Notice of permit renewal

4-11 On or before March 1st in each year, the chief executive officer must send a written notice of the annual permit renewal fee to each law corporation entered on the register of the society and holding an active permit. The notice may be mailed to the law corporation at its address appearing in the register of the society.

Automatic suspension of permit

4-12(1) The permit of a law corporation will be automatically suspended if the law corporation fails to pay the renewal fee or file the required renewal information within 30

days of the due date for payment and filing. (AM. 02/11)

Reinstatement

4-12(2) Subject to rules 4-10(2) and 4-10(3), the permit of a law corporation that is suspended under subsection (1) must be reinstated when the law corporation pays the fee and any penalty owing, completes and files the required renewal information and pays the prescribed reinstatement fee. (AM. 02/11)

Late payment penalty

4-13 A law corporation that fails to complete and file the required renewal information or pay the renewal fee must pay a penalty of \$10 daily until the information is filed or the fee is paid to a maximum of penalty of \$300. (AM. 02/11)

Waiver of penalty

4-14 The chief executive officer may waive or reduce a penalty assessed against a law corporation under rule 4-13 upon application by the law corporation.

Failure to pay penalty

4-15 The permit of a law corporation that fails to pay the late payment penalty assessed under rule 4-13 or any reduced penalty assessed under rule 4-14 within 30 days of the due date is automatically suspended and the provisions of rule 2-91 apply with the necessary changes in so far as they are applicable.

Revocation, suspension or imposition of conditions on permit

4-16(1) The chief executive officer may revoke, suspend or impose conditions on the permit of a law corporation that ceases to meet any of the conditions set out or referred to in subsections 32(1) and 37(1) of the Act. The permit of a law corporation that remains suspended under rules 4-12 and 4-15 for more than 12 months is automatically revoked. (AM. 06/03)

No renewal after revocation

4-16(2) No law corporation permit that has been revoked may be renewed, but a law corporation whose permit has been revoked under subsection (1) or whose permit has expired may make application for a new permit under rule 4-3.

Review of chief executive officer's decision

4-17 Where the chief executive officer:

- (a) rejects an application under rule 4-2 or 4-6;
- (b) refuses to issue a permit under rule 4-5; or
- (c) refuses to renew a permit under rule 4-10(3);

the members affected by the chief executive officer's decision may apply in writing within 21 days of receipt of the decision for a review of the chief executive officer's decision by a committee designated by the benchers for that purpose.

Committee's decision

4-18 After considering any written submissions received from the member and chief executive officer, the committee must:

- (a) confirm the decision of the chief executive officer; or
- (b) vary the decision of the chief executive officer; and
- (c) notify the member and chief executive officer in writing of its decision.

Disclosure of corporate information

4-19 All information and documents relating to a law corporation received by the society are confidential and must not be disclosed to any person unless otherwise required by law except that:

- (a) the information and documents may be used by the society for it to govern and administer its affairs; and
- (b) the following information may be disclosed to any person upon request:
 - (i) the name of a law corporation;
 - (ii) a law corporation's place of business;
 - (iii) whether a corporation has a valid law corporation permit;
 - (iv) whether a member is an employee or a voting shareholder of a law corporation; and
 - (v) whether a law corporation is a voting shareholder of another law corporation.