

Yellowknife Electric Ltd.

of the company, a lawyer's office, and the solicitors for the company omitted to file same. The directors of the company simply did not know why the annual summaries were not filed. The solicitors for the company did not have any record of the notices, nor do they recollect the circumstances of the default in filing the summaries.

I and my staff have gone to some pains to determine these facts are accurate because even though this may seem like a small matter, we are proposing to occupy some time of Hon. Members and of this House in making a determination of this particular Bill. So I can speak with some conviction when I say that these facts are accurate as stated.

The company, unaware of the order published in *The Canada Gazette* on June 24, 1967, dissolving Yellowknife Electric Ltd., continued to carry on business as if it had not been dissolved. It will not be possible for the company to continue to carry on business unless it is revived. Assets are trapped inside the company and cannot be dealt with by the company as Yellowknife Electric Ltd. is technically not a legal entity. For example, the directors have no capacity to transfer land owned by the company, nor would the Land Titles Office register a transfer without a certificate of good standing of the corporation. The certificate is of course impossible to obtain because without revival there is no company. The company has complied with required publication requirements. The company has no liabilities whatsoever.

To address the question of why the Bill is in the House today, the Companies Act as amended, Revised Statutes of Canada 1952, Chapter 53, had no revival provisions for a company dissolved in circumstances such as applied in the case of Yellowknife Electric Ltd. This, with respect, could be described as a legislative oversight. Rare as those may be, this appears to be one. However, today's legislation allows revival of the dissolved corporation as an administrative matter. One simply files articles of revival with the director of corporations and the director shall issue a certificate of revival. That appears under the terms of the Canada Business Corporations Act, Statutes of Canada, 1984, 1985, 1986, Chapter 33.

● (1410)

Since the company was a corporation to which Part I of the Canada Corporations Act applied, and since there is no provision in this Act for revival of a company that has been dissolved, the company cannot be revived except by a special Act of the Parliament of Canada.

With respect to the matter of continuance, if the company had not been dissolved it would have been required to apply on or before December 15, 1980, for a certificate of continuance pursuant to the Canada Business Corporations Act.

Let me give some background on the company. The company has its objects set out in the letters patent. They provide that the Yellowknife Electric Ltd. is in the business of electrical and plumbing contracting. At this moment, it is winding down its affairs in Yellowknife. I am informed that it

is the intention of the company to relocate and carry on business in Vancouver, British Columbia. It owns substantial assets, including a block of realty in Yellowknife in the Northwest Territories.

The company has no liabilities. It made an attempt to sell the realty and, in fact, accepted an interim agreement for sale and purchase, when they were made aware that the company had been struck in 1967.

The registrar of land titles in the Northwest Territories would not accept the transfer without a certificate of good standing of the corporation and this was, of course, impossible to provide as the company was dissolved.

I believe it was at this stage that it was discovered that this Bill would be necessary and that it would be necessary for the Parliament of Canada to become active in the case.

As I said at the outset, I hope the House might be disposed to deal with this matter today. I hoped that would be the case, but I am given to understand that it may not be.

In any event, I hope the facts as I have been able to outline them will be of some benefit to Hon. Members in determining the fate of this company. There was innocence, perhaps some neglect, if not negligence on the part of certain individuals in positions of trust. I am given to understand that at least one of them may have been rather elderly at the time that the responsibility was on his shoulders. I hope Members might consider the circumstances and give some consideration to the affairs of the company so that it could be restored to personhood, one might say, and continue the objects of the directors of the company.

Mr. David Berger (Laurier): Madam Speaker, on behalf of our Party I want to indicate to the Hon. Member that we would be happy to deal with this Bill immediately. In saying so, I find it remarkable that no summaries or annual returns were filed from the year 1963 to the present. It is quite astonishing that that period of time could go by without anyone being aware that no returns were filed, including 20 years elapsed from the time the company was dissolved pursuant to a notice that appeared in *The Canada Gazette* on June 14, 1967.

I understand that the company paid property tax and income tax throughout that period and that no person or corporation would be adversely affected by the passage of this Bill. I see the Hon. Member nodding in the affirmative.

I also note that this Bill has been passed in the Senate, but was referred to the Legal and Constitutional Affairs Committee of the other place. The solicitor on behalf of the company appeared before the Senate, as well as an official of the Department of Consumer and Corporate Affairs, who assured members of the other place that indeed this is a *pro forma* matter and that no person will be affected adversely by the passage of this Bill. Therefore, on that basis, we would be pleased to proceed with the passage of this Bill.