# Corporate Beneficial Ownership Registry 2.0?

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Private federal corporations governed by the *Canada Business Corporations Act* ("**CBCA**") are currently required to prepare and maintain a register of "individuals with significant control" (see our previous article regarding the specific requirements). This requirement was implemented in 2022 with the aim of targeting money laundering, tax evasion, and to increase corporate transparency and accountability. In an effort to further enhance transparency and combat illicit activities, the Government of Canada recently proposed legislation that would require CBCA corporations to report beneficial ownership information to the government and make such information available to the public. This would represent a significant step forward as federal corporations are currently only required to disclose beneficial ownership information if requested by an investigative body.

While many companies expanding into Canada are opting for a provincial incorporation, and therefore would not be affected by the proposed legislation, an increasing number of provincial corporate statutes have introduced the requirement to maintain a beneficial ownership register. For example, Ontario corporations are now required (as of January 1, 2023) to maintain a register of "individuals with significant control" (see our previous article), which is currently only required to be disclosed to tax and compliance authorities and law enforcement at their request.

Quebec is currently the only Canadian jurisdiction that requires public disclosure of beneficial ownership information. It remains to be seen whether the proposed federal legislation will be enacted and whether other provincial governments will adopt a similar approach.

Aird & Berlis will continue to monitor any further developments. If you have any questions relating to the proposed legislation, or if you require assistance with creating a beneficial ownership register, we encourage you to reach out to your regular contacts at Aird & Berlis or to the authors of this article.

## Contacts



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Fiona has extensive experience advising international businesses entering the Canadian market. To date, she has advised over 100 companies expanding into Canada. Fiona advises clients in this space all day, every day. She has been practising for over a decade, and is a regular speaker and writer on market expansion matters. Fiona is proud to have been recognized by *The Best Lawyers in Canada, The Canadian Legal Lexpert Directory* and *Benchmark Litigation Canada.*

A proactive and comprehensive approach is required to succeed in a new market. Fiona manages teams of other lawyers and patent agents to provide her clients with a full range of legal services to help their businesses grow. She acts as project manager to ensure her clients receive seamless legal services in all relevant areas.

Fiona takes great care to understand her clients' businesses and deliver advice that is tailored to meeting their specific needs. Her responsiveness, dedication to clear communication and hands-on approach show that she is personally invested in the success of her clients.



**Andrew Magnus**
Partner

Andrew is a member of the firm's Capital Markets Group. He has experience in mergers and acquisitions, corporate finance and securities law. His practice spans a variety of industry sectors where he has participated in a variety of transactions, including public and private equity financing, debt financing, share and asset purchase transactions, corporate reorganizations and ongoing general corporate and commercial activities. Andrew frequently advises international clients on doing business in Canada.

In 2010/2011, Andrew accepted a secondment with a private equity fund in London, England and worked on a variety of transactions involving the acquisition and management of opportunistic real estate investments in the residential and hospitality sectors.



**Felix Ng**
Associate

Felix is a dedicated corporate lawyer. He is committed to learning about the intricacies of his clients' businesses in order to help them reach their goals. Felix's clients appreciate his responsiveness and problem solving skills on a wide variety of corporate matters.

Felix is a member of the firm's Corporate/Commercial Group. His practice focuses on M&A transactions and advising international clients on expanding their businesses into Canada. Felix represents clients in a range of industries, including pharma, e-commerce, transportation, agriculture, food and beverage and construction.

Felix has passed Level III of the Chartered Financial Analyst (CFA) Program.