



In this issue:

1. [Supreme Court Releases Reasons in BCE Case](#)
2. [Protocol to Canada-US Tax Treaty In Force December 15, 2008](#)
3. [Insolvency Amendments Delayed](#)
4. [Apprenticeship Tax Credit Announced](#)
5. [Resources for Business Lawyers](#)
6. [LSM Professional Development Programs](#)
7. [MBA Mid-Winter Meeting](#)

1. Supreme Court Releases Reasons in BCE Case

The Supreme Court of Canada released its much anticipated written reasons in [BCE Inc. v. 1976 Debentureholders](#), 2008 SCC 69 on December 19, 2008. Despite the recent collapse of the BCE deal allowed by the SCC when it heard the case in June, the case is an important precedent clarifying directors' duties.

For a summary of and commentary on the decision read:

- [BCE Decision Released](#) posted by Alex Manevich on December 19th, 2008 on Slaw.ca
- [Directors must do what's best for firm, stakeholders secondary: Supreme Court](#) - posted December 19, 2008 on cbcnews.ca
- [Corporate interests come first, court rules](#) - a December 20, 2008 Toronto Star post by Julian Beltrame
- [BCE Inc. v. 1976 Debentureholders: Directors do what is best for the firm](#) - posted by Jeremy Barretto on December 22, 2008 on The Court
- [BCE legacy is certainty for boards of directors](#) - a Law Times article by Kelly Harris dated December 22, 2008.

2. Protocol to Canada-US Tax Treaty In Force December 15, 2008

As announced by the Minister of Finance in a Department of Finance [News Release](#), the September 21, 2007 protocol to the Canada-US tax treaty came into force on December 15, 2008. Among other things, the fifth protocol eliminates withholding taxes on cross-border interest payments, extends treaty benefits to limited liability companies, and clarifies how stock options are taxed. For further details see:

- [Canada's New Government Signs Protocol to the Canada-U.S Tax Treaty for the Benefit of Canadians](#) - a September 21, 2007 Department of Finance News Release describing the protocol
- [Canada-US Tax Treaty Protocol in force](#) - an FP Legal Post by Julius Melnitzer

3. Insolvency Amendments Delayed

According to a [CAIRP Bulletin](#) published December 8, 2008, insolvency amendments expected to come into force in early January will likely be delayed until March, 2009 or later, since Parliament will not sit again until January 26, 2009. Given the current economic climate and the import of the amendments (which will significantly change the *Bankruptcy and Insolvency Act* and the processes of the Office of the Superintendent of Bankruptcy and trustees) CAIRP will urge the Industry Minister to consider earlier proclamation.

4. Apprenticeship Tax Credit Announced

Manitoba has introduced a new tax credit, estimated to be worth \$3 million a year to employers, which will target labour shortages and help fill a training gap in Manitoba's apprenticeship program. The tax credit, described in a [News Release](#) dated December 4, will come into effect January 1, 2009.

5. Resources for Business Lawyers

Advising business clients in uncertain economic times is challenging. The December 2008 Issue of [The Osler Corporate Review](#) examines this issue from several perspectives, including [Enhancing Director Protections in Times of Financial Turmoil](#) by Edward A. Sellers and [Distressed Preferred Shares Offer Attractive Restructuring Alternative](#) by Mark Trachuk. The issue also includes an overview of current topics of interest to business clients from the Osler Updates.

The article [Commercial Leases: Options to Renew](#) by Richard J. Olson, Catherine Gibson, and Anthony J. Pappajohn is available for download on the CLE BC [Practice Points](#) website. The article reviews the important issues to consider when drafting options to renew, and procedures for exercising the option, determining the rent for the renewal term, and resolving disputes.

6. LSM Professional Development Programs

Those who missed last month's program concerning the new rules on client identification and verification (in effect December 31, 2008) will have another opportunity to learn about the rules at the repeat program ["Know Your Client" Rules](#). The program, presented by Barney Christianson, Q.C., takes place at the Law Society on Wednesday, January 7, 2009 from 12:00 noon - 1:30 p.m. Contact the [Law Society](#) for further details, to register for the program, or to download sample forms to assist in complying with the rules.

And, plan ahead to attend the full day continuing education program [Gain the Edge: Negotiation Strategies for Lawyers and Business Professionals](#) on March 20, 2009. The program features Martin Latz, a North American expert on negotiating techniques. If you register for the program by December 31, 2008 you will be able to apply your 2008 CLE credit.

7. MBA Mid-Winter Meeting

The annual [Mid-Winter Meeting](#) of the Manitoba Bar Association will take place from January 22 to 24, 2009 at the Hotel Fort Garry. Continuing legal education programs of interest to business lawyers include:

- 9:30 - 11:30 a.m. - *Representations and Warranties: A Guide to Negotiation*; and
- 2:00 - 4:00 p.m. - *Corporations and Criminal Law: Advising, Defending and Avoiding Prosecutions of Corporations and Directors for Commercial Crimes and Regulatory Offences*, a road map to effective representation of clients in such proceedings.

Both programs take place on January 23, 2009. Contact the [Manitoba Bar Association](#) for further details and to register.

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