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Canada Revenue Agency | Agence du revenu du Canada

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Reportable Transaction and Notifiable Transaction Information Return (after June 21, 2023)

- Fill out this return to the best of your knowledge at the time of filing. If unknown or not applicable, indicate as such.
- Use this return if you are a person (including a partnership), an advisor or a promoter (see **notes 3 and 4**), or a person who is not dealing at arm's length with the advisor or promoter, to disclose a reportable transaction or a notifiable transaction under section 237.3 or 237.4 of the federal Income Tax Act.
- All legislative references on this return are to the federal Income Tax Act (the Act) unless otherwise noted.
- **Reportable transaction** and **notifiable transaction** are defined on page 8.
- Late filing or failure to disclose can result in:
  - a penalty (see Part 5)
  - a denial of the tax benefit that would have resulted from the transaction
  - a normal reassessment period that would not commence in respect of the transaction until you comply with the reporting requirement
- For more information to help you file this return, including the filing deadline and where to send it, see pages 6 to 9.

This disclosure is in respect of:

- ☐ a notifiable transaction (see Part 3)
- ☐ a reportable transaction (see Part 4)
- ☐ a reportable transaction that is also a notifiable transaction in respect of the same tax benefit (see Part 3)
- ☐ an optional filing under subsection 237.3(12.1) for transaction(s) potentially subject to the general anti-avoidance rule (GAAR) in section 245 of the Act (see Part 4)
- ☐ an optional filing under subsection 54(2) of the Global Minimum Tax Act for transaction(s) potentially subject to the GAAR (see Part 4)

Is this a late-filed return? (if **yes**, see Part 5) . . . . . ☐ Yes ☐ No

Is this an amended return? . . . . . ☐ Yes ☐ No

Has a favourable advance income tax ruling in respect of the disclosed transaction or series of transactions been issued by the Canada Revenue Agency? (If **yes**, attach a copy of the advance income tax ruling to the return and fill out Part 1 **only**.) . . . . . ☐ Yes ☐ No

Part 1 – Identification of the person required to disclose

☐ Individual	First name	Last name	Initial	Social insurance number
☐ Corporation	Corporation's name (including tax-exempt entities)			Business number
☐ Trust	Trust's name			Trust account number T – –
☐ Partnership	Partnership's name			Partnership's account number R Z
☐ Non-resident	(tick this box if you are a non-resident and provide your tax identification number if you do not have a Canadian income tax account number)			Tax identification number

Address:

Number _____ Street _____

City _____ Province, territory, or state _____ Postal or ZIP code _____ Country code _____

Telephone number _____

Canada

Part 1 – Identification of the person required to disclose (continued)

Tick the box that applies to you:

☐ Person obtaining the tax benefit

☐ Person who entered into the transaction for the benefit of the person obtaining the tax benefit

☐ Advisor

Fees received or receivable, attributable to the transaction or series of transactions (see **note 5**) . . . . . $ _____

☐ Promoter

Fees received or receivable, attributable to the transaction or series of transactions (see **note 5**) . . . . . $ _____

☐ Person who does not deal at arm's length with the promoter or advisor

Fees received or receivable, attributable to the transaction or series of transactions (see **note 5**) . . . . . $ _____

Name of person to contact if we need more information:

019 Name of contact person	024 Name of firm	022 Telephone number	023 Extension

Part 2 – Identification of the person obtaining the tax benefit

☐ Tick this box if you are the same person described in Part 1 (in this case, do not complete this part)

☐ Individual	First name	Last name	Initial	Social insurance number
☐ Corporation	Corporation's name (including tax-exempt entities)			Business number
☐ Trust	Trust's name			Trust account number T – –
☐ Partnership	Partnership's name			Partnership's account number R Z
☐ Non-resident	(tick this box if you are a non-resident and provide your tax identification number if you do not have a Canadian income tax account number)			Tax identification number

Address:

Number _____ Street _____

City _____ Province, territory, or state _____ Postal or ZIP code _____ Country code _____

Telephone number _____

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Part 3 – Notifiable transaction

Reference number of the transaction or the series of transactions that was designated by the Minister and in relation to which the notifiable transaction is the same or substantially similar (for more information, go to **canada.ca/notifiable-transactions**)

N T | Year | Number

Date the notifiable transaction is required to be disclosed (see instructions on page 7 for filing deadline) . . . . . Year Month Day

Tax benefit, actual or estimated, obtained or being sought . . . . . $

Do you anticipate recurring tax benefits? . . . . . ☐ Yes ☐ No

Indicate in which tax years the tax benefit (based on the tax treatment) is expected to be used | Year | Year | Year | Year

Tick the box indicating the reason you are disclosing the notifiable transaction (or the transaction in the series):

☐ It is the **same** as a transaction (or series) designated by the Minister

☐ It is **substantially similar** to a transaction (or series) designated by the Minister for the reasons set out below (if you need more space, attach additional sheets):

Part 4 – Reportable transaction

If you are disclosing a reportable transaction that is also a notifiable transaction in respect of the same tax benefit, fill out Part 3.

Briefly describe the reportable transaction (for example, the nature of the tax benefit received and the avoidance transaction(s) undertaken):

Date the reportable transaction is required to be disclosed (see instructions on page 7 for filing deadline) . . . . . Year Month Day

Tick the hallmarks that apply to this reportable transaction (see definition of reportable transaction on page 8):

☐ Fee, including contingency fees

☐ n/a - optional disclosure pursuant to subsection 237.3(12.1)

☐ Confidential protection

☐ Contractual protection

Provide more information about each of the applicable hallmarks:

Advisor and promoter identification

Tick the boxes that apply to this reportable transaction:

☐ **Advisor**: Provide the names of the advisors connected with the reportable transaction who have access to the information requested in this part (see **note 3**):

☐ **Promoter**: Provide the names of the promoters involved (see **note 4**):

☐ Promotional material is available

Part 4 – Reportable transaction (continued)

For the following questions, it is expected from advisors that do not have access to all the information requested in the following questions to obtain only the information already known and/or easily available to them.

Tax benefit, actual or estimated, obtained or being sought . . . . . **$** _____

Nature of the tax benefit (for example, capital gain) . . . . . _____

Do you anticipate recurring tax benefits? . . . . . ☐ Yes ☐ No

Indicate in which tax years the tax benefit (based on the tax treatment) is expected to be used

Year	Year	Year	Year

Details of the transactions

Identify and describe the reportable transaction or series of transactions in sufficient detail for the Minister of National Revenue to be able to understand the tax structure of all the transactions. In addition, describe the expected, claimed or purported tax treatment of all potential benefits expected to result from the transaction or series of transactions. Include any additional steps that are anticipated to occur. You may include any reference to any material used to determine the tax treatment of the transaction or series of transactions (technical interpretation, ruling, court decision, folio, interpretation bulletin, or other government document).

Examples of documentation that may be attached:

- a step-by-step description of the disclosed transaction or series of transactions
- promotional documents
- a copy of the organizational chart of all parties involved immediately before and after the transaction or series of transactions

You may:

- attach existing documents and/or
- describe the details of the transactions in the following space (if you need more space, attach additional sheets)

Legislative provisions applied

Provide references to the following: The Act, Income Tax Regulations (Reg), Income Tax Application Rules (ITAR), Tax Treaty (Treaty) or Other legislation (Global Minimum Tax Act, etc.) (for example, 85(1) of the Act).

The Act	Reg	ITAR	Treaty legislative provisions	Treaty country code	Other

Part 5 – Late-filing penalty

- If this return is filed after its due date, it is subject to a late-filing penalty (see the instructions on page 7).

Tick the box that applies to you:

Taxpayer

☐ For person described in paragraph 237.3(2)(a) or (b), or in paragraph 237.4(4)(a) or (b) [1]

For corporations [2] with carrying value of assets greater than or equal to $50 million, enter $2,000 (in any other case, enter $500) . . . . . $ _____ A

Number of weeks [3] . . . . . _____ B

Amount A **multiplied** by amount B $ _____ ▶ $ _____ C

For corporations [2] with carrying value of assets greater than or equal to $50 million, enter $100,000 (in any other case, enter $25,000) . . . . . $ _____ D

Amount of the tax benefit in respect of the transaction . . . $ _____ × 25% = $ _____ E

Amount D or amount E, whichever is greater . . . . . $ _____ F

Late-filing penalty (amount C or amount F, whichever is less) . . . . . $ _____ G

Advisor and Promoter

☐ For person described in paragraph 237.3(2)(c) or (d), or in paragraph 237.4(4)(c) or (d) [1]

Basic amount . . . . . $ 10,000 H

Fees charged by that person in respect of the transaction . . . . . $ _____ I

Number of days (up to a maximum of 100 days) [4] . . . . . _____ × $1,000 = $ _____ J

Late-filing penalty (total of amounts H to J) . . . . . $ _____ K

☐ **Payment enclosed** . . . . . $ _____

☐ **No payment enclosed** – please attach a statement outlining the basis relied on that the late-filing penalty is not applicable (for example, an explanation of the due diligence defence, etc.)

[1] See the instructions for who has to file on page 6.

[2] For its last tax year that ends prior to the day on which this return must be filed. The carrying value of the assets is to be determined in accordance with paragraphs 181(3)(a) and (b).

[3] Number of weeks is the total number of complete weeks in the period from the filing due date to the actual date filed.

[4] Number of days is the total number of days in the period from the filing due date to the actual date filed.

Part 6 – Certification

I certify this return has been completed to the best of my knowledge and with the information available to me at the time of filing.

Tick the appropriate box:

☐ I am the person filling out this return identified in Part 1 (other than the person who obtained the tax benefit).

☐ I am the person who obtained the tax benefit identified in Part 2.

_____ Name of person, authorized officer, or authorized person

_____ Position or office

_____ Signature of person, authorized officer, or authorized person

_____ Date (YYYY/MM/DD)

Privacy notice

Personal information (including the SIN) is collected and used to administer or enforce the Income Tax Act and related programs and activities including administering tax, benefits, audit, compliance, and collection. The information collected may be disclosed to other federal, provincial, territorial, aboriginal or foreign government institutions to the extent authorized by law. Failure to provide this information may result in paying interest or penalties, or in other actions. Under the Privacy Act, individuals have a right of protection, access to and correction of their personal information, or to file a complaint with the Privacy Commissioner of Canada regarding the handling of their personal information. Refer to Personal Information Bank CRA PPU 035 on Information about Programs and Information Holdings at **canada.ca/cra-information-about-programs**.

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Instructions

Amended return

Submit an amended return **only** if there was an error on a previous disclosure.

Effective date

This return applies to reportable transactions and notifiable transactions that are entered into after June 21, 2023.

This return also applies to an optional filing under subsection 237.3(12.1) of the Act for transaction(s) potentially subject to the general anti-avoidance rule (GAAR) in section 245 of the Act that are entered into after December 31, 2023. It also applies to an optional filing under subsection 54(2) of the Global Minimum Tax Act for transaction(s) potentially subject to the GAAR. (see **note 10**)

Who has to file for reportable transactions

As per subsection 237.3(2), an information return, in respect of a reportable transaction, must be filed with the Minister by:

(a) every person for whom a tax benefit results, or for whom a tax benefit is expected to result based on the person's tax treatment (see **note 8**) of the reportable transaction, from

  (i) the reportable transaction,

  (ii) any other reportable transaction that is part of a series of transactions that includes the reportable transaction, or

  (iii) a series of transactions that includes the reportable transaction;

(b) every person who entered into, for the benefit of a person described in paragraph (a), an avoidance transaction that is a reportable transaction

(c) every advisor or promoter who is or was entitled, either immediately or in the future and either absolutely or contingently, to a fee for any of those transactions that are described in paragraphs (a) or (c) of the definition of **reportable transaction**

(d) every person who is not dealing at arm's length with an advisor or promoter in respect of the reportable transaction and who is or was entitled, either immediately or in the future and either absolutely or contingently, to a fee that is referred to in paragraph (c).

For information on the circumstances in which transactions **do not** need to be reported, go to **canada.ca/mandatory-disclosure-rules**.

Optional filing - who may file

If the requirement to file a reportable transaction per subsection 237.3(2) does not apply to a person in respect of a transaction or series of transactions of which the transaction is a part, an optional RC312 may be filed pursuant to subsection 237.3(12.1) (see **note 10**).

Who has to file for notifiable transactions

As per subsection 237.4(4), an information return, in respect of a notifiable transaction, must be filed with the Minister by:

(a) every person for whom a tax benefit results, or for whom a tax benefit is expected to result based on the person's tax treatment (see **note 8**) of the notifiable transaction, from

  (i) the notifiable transaction,

  (ii) any other notifiable transaction that is part of a series of transactions that includes the notifiable transaction, or

  (iii) the series of transactions;

(b) every person who has entered into, for the benefit of a person described in paragraph (a), the notifiable transaction

(c) every advisor or promoter in respect of the notifiable transaction; and

(d) every person who is not dealing at arm's length with an advisor or promoter described in paragraph (c) and who is or was entitled, either immediately or in the future and either absolutely or contingently, to a fee in respect of the notifiable transaction.

For information on the circumstances in which transactions **do not** need to be reported, go to **canada.ca/mandatory-disclosure-rules**.

Reporting transactions in a series

The legislation provides that a person will be deemed to have satisfied the reporting obligation in respect of each transaction in a series if the person files an information return that discloses all of those transactions. This means that the person has to file only one information return in respect of the series of transactions to satisfy that person's reporting obligation, and not a separate information return for each transaction in the series.

The filing of this return is for information purposes and is not an admission that any reportable transaction or any notifiable transaction is part of a series of transactions.

Reportable Transactions - Recurring Tax Benefit and Transactions

A recurring tax benefit only needs to be reported once if it is the same tax benefit that recurs and there are **no new transactions**.

In Part 4, tick the box for **yes** in response to "Do you anticipate recurring tax benefits?" at the time the initial transaction is required to be reported to outline any subsequent anticipated relevant periods the tax benefit would recur.

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Advance income tax ruling

Transactions where a favourable advance income tax ruling has been issued would satisfy the reporting obligation where a copy of the ruling has been attached to this return. There would be no need for detailed reporting, other than the identification of the reporting person in Part 1.

Any transaction subject to the reportable transaction regime but not disclosed in the advance tax ruling has to be reported.

Filing deadline

A duly completed return must be filed with the Minister of National Revenue no later than 90 days from the earlier of:

- the time that the transaction is entered into
- the time of becoming contractually obligated to enter into the transaction

If part of a series of transactions, indicate the filing deadline date of the first transaction.

Failure to file on time

Penalty

When a return is not filed on time, every person who should have filed the return is liable for a penalty. According to subsections 237.3(8) or 237.4(12), if you fail to file this return in respect of a reportable transaction or a notifiable transaction as required on or before the day required under subsection 237.3(5) and 237.4(9), you should calculate and pay a late-filing penalty if applicable.

If you are submitting a cheque along with your return, please indicate “RC312” and your CRA issued account number in the memo field.

Penalty calculated & no payment enclosed – please attach a statement outlining the basis relied on that the late-filing penalty is not applicable (for example, an explanation of the due diligence defence, etc.)

Tax benefit disallowed

For reportable transactions only, in addition to the penalty, the tax benefit may be disallowed (see subsection 237.3(6)).

Extended reassessment period

Where this return has not been filed as and when required, the reassessment period may be extended.

Filing deadline, penalty and extended reassessment period – optional RC312 filing

A duly completed RC312 information return must be filed with the Minister no later than the taxpayer’s filing-due date for the taxation year in which the transaction(s) or series of transactions occurred to avoid the 3 year extended reassessment period and GAAR penalty imposed consequential to the potential application of the GAAR. A taxpayer may file the RC312 information return up to one year after this deadline, in which case the extended reassessment period is limited to 1 additional year and the penalty pursuant to subsection 245(5.1) will not apply.

Note that the GAAR penalty imposed under subsection 245(5.1) of the Act or under section 54 of the Global Minimum Tax Act applies to transactions that occur on or after June 20, 2024. (**note 10**)

Filing this return

Send your completed return with all supporting documents to:

Winnipeg Tax Centre
Data Assessment and Evaluation Programs
Validation and Verification Section
Foreign Reporting Returns
66 Stapon Road
Winnipeg MB R3C 3M2

Your return will undergo a preliminary review. We may contact you if more information is needed. We may select some returns for a more comprehensive review.

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Definitions

Reportable transaction – This means an avoidance transaction (see **note 2**) that is entered into by or for the benefit of a person, and each transaction that is part of a series of transactions that includes the avoidance transaction, if at any time any of the following paragraphs (hallmarks) applies in respect of the avoidance transaction or series:

(a) an advisor or a promoter (see **notes 3 and 4**), or any person who does not deal at arm's length with the advisor or promoter, has or had an entitlement, either immediately or in the future and either absolutely or contingently, to a fee (see **note 5**) (other than a fee in relation to a prescribed form required to be filed under subsection 37(11)) that to any extent

(i) is based on the amount of a tax benefit (see **note 6**) that results, or would result but for section 245, from the avoidance transaction or series,

(ii) is contingent upon the obtaining of a tax benefit that results, or would result but for section 245, from the avoidance transaction or series, or may be refunded, recovered, or reduced, in any manner whatever, based upon the failure of the person to obtain a tax benefit from the avoidance transaction or series, or

(iii) is attributable to the number of persons

(A) who participate in the avoidance transaction or series, or in a similar avoidance transaction or series, or

(B) who have been provided access to advice or an opinion given by the advisor or promoter regarding the tax consequences from the avoidance transaction or series, or from a similar avoidance transaction or series,

(b) an advisor or a promoter in respect of the avoidance transaction or series, or any person who does not deal at arm's length with the advisor or promoter, obtains or obtained **confidential protection**, and the prohibition on disclosure provided under the **confidential protection** provides confidentiality in respect of a tax treatment in relation to the avoidance transaction or series,

(i) in the case of an advisor, from a person to whom the advisor has provided any assistance or advice with respect to the avoidance transaction or series under the terms of an engagement of the advisor by that person to provide such assistance or advice, or

(ii) in the case of a promoter, from a person

(A) to whom an arrangement, plan or scheme has been promoted or sold in the circumstances described in paragraph (a) of the definition of promoter (see **note 4**),

(B) to whom a statement or representation described in paragraph (b) of the definition of **promoter** (see **note 4**) has been made, or

(C) from whom consideration described in paragraph (c) of the definition of **promoter** (see **note 4**) has been received, or

(c) either

(i) the person (in this subparagraph referred to as the "particular person"), another person who entered into the avoidance transaction for the benefit of the particular person or any other person who does not deal at arm's length with the particular person or with a person who entered into the avoidance transaction for the benefit of the particular person, has or had **contractual protection** in respect of the avoidance transaction or series, otherwise than as a result of a fee described in paragraph (a), or

(ii) an advisor or promoter in respect of the avoidance transaction or series, or any person who does not deal at arm's length with the advisor or promoter, has or had **contractual protection** in respect of the avoidance transaction or series, otherwise than as a result of a fee described in paragraph (a).

Confidential protection – This means anything that prohibits the disclosure to any person or to the Minister of the details or structure of the transaction or series under which a tax benefit results, or would result but for section 245. The disclaiming or restricting of an advisor's liability shall not be considered confidential protection if it does not prohibit the disclosure of the details or structure of the transaction or series.

Contractual protection – This means

(a) any form of insurance or other protection, including, without limiting the generality of the foregoing, an indemnity, compensation or a guarantee that,

(i) either immediately or in the future and either absolutely or contingently,

(A) protects a person against a failure of the transaction or series to achieve any tax benefit from the transaction or series, or

(B) pays for or reimburses any expense, fee, tax, interest, penalty or similar amount that may be incurred by a person in the course of a dispute in respect of a tax benefit from the transaction or series; and

(ii) is not

(A) standard professional liability insurance, or

(B) integral to an agreement between persons acting at arm's length for the sale or transfer of all or part of a business (either directly or through the sale or transfer of one or more corporations, partnerships or trusts) where it is reasonable to consider that the insurance or protection

(I) is intended to ensure that the purchase price paid under the agreement takes into account any liabilities of the business immediately prior to the sale or transfer, and

(II) is obtained primarily for purposes other than to achieve any tax benefit from the transaction or series; and

(b) any form of undertaking provided by a promoter, or by any person who does not deal at arm's length with a promoter, that provides, either immediately or in the future and either absolutely or contingently, assistance, directly or indirectly in any manner whatever, to a person in the course of a dispute in respect of a tax benefit from the transaction or series.

Notifiable transaction, at any time means

(a) a transaction that is the same as, or substantially similar (see **note 7**) to, a transaction that is designated at that time by the Minister under subsection 237.4(3); and

(b) a transaction in a series of transactions that is the same as, or substantially similar (see **note 7**) to, a series of transactions that is designated at that time by the Minister under subsection 237.4(3).

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Notes

1. For the purposes of this return, a **transaction** includes an arrangement or event.

2. An **avoidance transaction** means a transaction if it may reasonably be considered that one of the main purposes of the transaction, or of a series of transactions of which the transaction is a part, is to obtain a tax benefit.

3. **Advisor in respect of a reportable transaction**, means each person who provides, directly or indirectly in any manner whatever, any contractual protection in respect of the transaction or series, or any assistance or advice with respect to creating, developing, planning, organizing, or implementing the transaction or series, to another person (including any person who enters into the transaction for the benefit of another person).

   Advisor in respect of a notifiable transaction, means each person who provides, directly or indirectly in any manner whatever, any assistance or advice with respect to creating, developing, planning, organizing, or implementing the notifiable transaction, to another person (including any person who enters into the notifiable transaction for the benefit of another person).

4. A **promoter**, in respect of a transaction or series of transactions, means each person who:

   (a) promotes or sells (whether as a principal or agent and whether directly or indirectly) an arrangement, plan or scheme (referred to in this definition as an "arrangement"), if it may reasonably be considered that the arrangement includes or relates to the transaction or series;

   (b) makes a statement or representation (whether as a principal or agent and whether directly or indirectly) that a tax benefit could result from an arrangement, if it may reasonably be considered that

      (i) the statement or representation was made in furtherance of the promoting or selling of the arrangement, and

      (ii) the arrangement includes or relates to the transaction or series; or

   (c) accepts (whether as a principal or agent and whether directly or indirectly) consideration in respect of an arrangement referred to in paragraph (a) or (b).

5. **Fee**, in respect of a transaction or series of transactions, means any consideration that is, or could be, received or receivable, directly or indirectly in any way, by an advisor or a promoter, or any person who does not deal at arm's length with an advisor or promoter, for:

   (a) providing advice or an opinion with respect to the transaction or series;

   (b) creating, developing, planning, organizing or implementing the transaction or series;

   (c) promoting or selling an arrangement, plan or scheme that includes, or relates to, the transaction or series;

   (d) preparing documents supporting the transaction or series, including tax returns or any information returns to be filed under the Act; or

   (e) providing contractual protection.

6. **Tax benefit** has the same meaning as in subsection 245(1):

   (a) a reduction, avoidance or deferral of tax or other amount payable under the Act, and includes a reduction, avoidance or deferral of tax or other amount that would be payable under the Act but for a tax treaty,

   (b) an increase in a refund of tax or other amount under the Act, and includes an increase in a refund of tax or other amount under the Act as a result of a tax treaty, or

   (c) a reduction, increase or preservation of an amount that could at a subsequent time

      (i) be relevant for the purpose of computing an amount referred to in paragraph (a) or (b), and

      (ii) result in any of the effects described in paragraph (a) or (b).

7. The term **substantially similar**

   (a) includes any transaction, or series of transactions, in respect of which a person is expected to obtain the same or similar types of **tax consequences** (as defined in subsection 245(1)) and that is either factually similar or based on the same or similar tax strategy; and

   (b) is to be interpreted broadly in favour of disclosure.

8. **Tax treatment**, of a person, means a treatment in respect of a transaction, or series of transactions, that the person uses, or plans to use, in a return of income or an information return (or would use in a return of income or an information return if a return of income or an information return were filed) and includes the person's decision not to include a particular amount in a return of income or an information return.

9. Subsections 237.3(17) and 237.4(18) provide that, for greater certainty, information is not required to be disclosed for the purposes of section 237.3 and 237.4 if it is reasonable to believe that the information is subject to solicitor-client privilege.

10. **Optional filing - GAAR and Global Minimum Tax Act**

    On June 20, 2024, amendments to the GAAR in section 245 of the Act and section 54 of the Global Minimum Tax Act were enacted. Both provide for the optional filing of a RC312 information return pursuant to subsection 237.3(12.1) of the Act.

    For more information on the GAAR see **https://www.canada.ca/en/revenue-agency/programs/about-canada-revenue-agency-cra/compliance/how-combat-tax-evasion-avoidance/general-anti-avoidance-rule.html**