

Canada

**Federal Guide
to Incorporation
and Related Services**

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Consumer and
Corporate Affairs
Canada

Consommation
et Corporations
Canada



1. The Commission has received a complaint from the Canadian Food Inspection Agency (CFIA) regarding the use of the word "natural" in the labeling of certain food products.

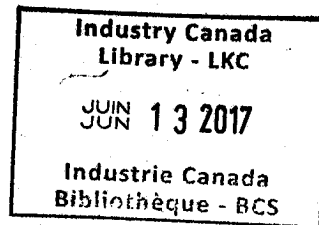
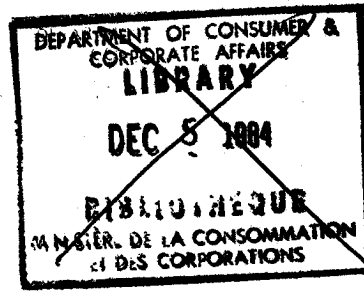
2. The complaint states that the CFIA believes that the use of the word "natural" is misleading and that it should be regulated.

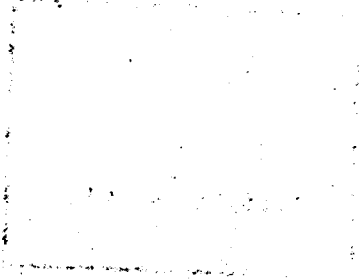
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to Incorporation
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Purpose of This Booklet

This booklet provides an easy reference guide to incorporating a federal business corporation and other services available from the Corporations Branch.

It is not intended to replace the Canada Business Corporations Act or the various detailed information kits published by the Branch.

Is Incorporation Necessary?

Incorporation is only one form of organization available to a person wishing to carry on business in Canada. A business person's needs may also be met by either a sole proprietorship or partnership structure, both of which are governed by legislation of the province or territory in which the business is carried on (see Schedule A for addresses of provincial and territorial authorities).

But, where the applicant wishes to limit the liability of participants in the enterprise, he or she will choose to incorporate to ensure the continuing existence of the business apart from its participants and to facilitate the transfer of participants' interests.

Federal or Other Incorporation

The applicant may incorporate federally or under the legislation of a province or territory (see Schedule A for addresses of provincial and territorial authorities). The decision might be based on the location of the business, on the suitability of the statute or for any other reason including mere convenience of filing. The Canada Business Corporations Act is often chosen because it enables the corporation to carry on business across Canada and to move its Registered Office around the country with relative ease.

Provincial Requirements Relating to Federal Corporations

The provinces have legislation which may apply to the newly-created federal corporation. Federal companies are required to file annual returns and pay taxes like all

other companies operating in a particular province. As well, all provinces (except Ontario and Quebec) require a federal corporation to be registered. The legislation of each province is different with respect to the requirements and the results of a failure to register. Generally speaking, the requirements for registration or licensing of a federal corporation are less stringent than those applicable to companies incorporated under provincial or territorial legislation.

How to Incorporate

Profit-making corporations at the federal level are incorporated under the Canada Business Corporations Act. For that purpose the following documents must be filed:

1. Form 1 (Articles of Incorporation), form 3 (Notice of Registered Office), form 6 (Notice of Directors) (see the information kit for the forms and assistance in completing them).
2. A Canada-biased NUANS search report (Newly Upgraded Automated Name Search System), less than 91 days old, relating to the name appearing on the articles.
3. A \$200.00 filing fee payable to the Receiver General of Canada.
Sub-section 255(2)a) of the Canada Business Corporations Act requires that all Articles (including Schedules) sent to the Branch must be submitted in duplicate.

If everything is in good form, a Certificate of Incorporation bearing the corporate name and an effective date is attached to the Articles of Incorporation which are then returned to you.

Searches generated from NUANS are performed by private organizations called Search Houses which may also advise you whether your name will be approved by the Corporations Branch when the articles are filed. Note that the Search House advice is a recommendation only and the final decision will be made in the Branch.

Where a \$15.00 fee accompanies the articles, it is possible to have the name search performed by the Corporations Branch at the time of filing. If time is important, however, it is best to have the search done by a reputable Search House. You will want to be satisfied that the name is available before filing, since articles will be rejected and the filing date lost when the Corporations Branch determines that the name is unavailable.

A list of Search Houses and the Name Policy Compendium, a document which contains the regulations and policies applied by the Branch in making its decision on the name, are both available from the Enquiries Unit.

Often-asked Questions

The following are some typical questions from incorporators:

1) Q. Where can I obtain an Incorporation Kit with blank forms for incorporation?

A. An Incorporation Kit containing instructions and the forms necessary to incorporate is available upon request from the Enquiries Unit of the Corporations Branch or from the Regional and District Offices listed in Schedule B.

2) Q. Where do I file my Application for Incorporation?

A. For the fastest processing time, send or deliver your Articles directly to the Corporations Branch. Delivery to any of the Regional or District Offices listed in Schedule B may be desirable for an earlier engrossing date (effective date on certificate). However, processing will be delayed up to three weeks for transmittal of documents to Headquarters. Any engrossing date will be lost if the Articles are rejected by the Branch.

3) Q. What is a corporate number name and how do I obtain one?

A. This is a corporate name composed of numerals plus the word CANADA and a legal element. It is assigned by the Corporations Branch on request, and in practice may be used indefinitely, although the Director has

the legal authority to require the corporation to change its name to one other than a designating number. You can reserve such a name by writing or telephoning the Document Control Unit at (819) 997-1030, or you may request that a number name be assigned in the covering letter accompanying your articles.

4) Q. What is a "Notice of Registered Office/Notice of Change of Registered Office"?

A. The Canada Business Corporations Act requires corporations to have a Registered Office at all times within Canada. The place (municipality) of this Registered Office is to be specified in the Articles of Incorporation (form 1). Its street address should appear on the Notice of Registered Office (form 3) which accompanies form 1.

Any subsequent change of address of the Registered Office must be reported to the Corporations Branch within 15 days using form 3 or a facsimile thereof. A change of the municipality specified with the Articles must be accompanied by Articles of Amendment (form 4) and a filing fee of \$50.00.

5) Q. What is a "Notice of Directors/Notice of Change of Directors"?

A. This is a form (form 6) required to be filed with the Branch on incorporation as an official list of directors of the corporation. When a change in those directors occurs a "Notice of Change of Directors" (form 6) must be filed within 15 days showing the outgoing and incoming directors. The number of directors authorized by the Certificate of Incorporation can only be changed by filing Articles of Amendment (form 4) and the applicable fee of \$50.00. Depending upon the amendment, a new form 6 may also have to be filed within 15 days.

6) Q. How soon after the Articles have been filed in the Corporations Branch will I receive my Certificate of Incorporation?

A. Visitors with Articles of Incorporation or Amendment under the CBCA arriving at the Corporations Branch between 8:30 a.m. and 11:30 a.m. and between 1:00 p.m. and 2:30 p.m. will obtain 20-minute service per Article. Articles of Incorporation or Amendment arriving by courier will be processed in three days or less. Articles arriving by mail may take six days from receipt in the Branch, i.e., only after having first been processed by Finance Branch.

Please refrain from calling within the above-stated processing times.

7) Q. What date will appear on the Certificate of Incorporation?

A. The date that articles are received in the department, including a Regional or District Office thereof, will be the effective date appearing on the Certificate unless the applicants request a later date or the Articles are rejected, in which case the original filing date is lost.

8) Q. May I commence business activities and purchase business stationery after I leave my documents with the Department?

A. You should wait until the Certificate of Incorporation is issued before commencing business as there is always the possibility that your Articles will be rejected. Most rejections are made because of the unavailability of the proposed corporate name.

Responsibilities of the New Corporation

The new corporation is responsible for ensuring that its minute books, financial records and by-laws meet the requirements of the Act. These are internal matters and the Branch does not offer any assistance with them.

As mentioned, the corporation must advise the Branch of any change to its registered office (form 3) or directors (form 6). To amend any of the provisions

of its Certificate or Articles of Incorporation, e.g., its name or share structure, the shareholders of the corporation must authorize Articles of Amendment (form 4) which should then be submitted to the Branch for issue of a Certificate of Amendment. An Amendment Kit is available on request.

The Annual Return (form 22) with fee must be filed with the Branch each year. Forms are sent to the corporation automatically during the anniversary month of incorporation and must be returned within 60 days of the anniversary date. Failure to file can result in dissolution of the corporation.

Fees

The following fees for transactions referred to in this publication must accompany your request or submission. You may either send a cheque payable to the Receiver General of Canada or you may wish to open a deposit account with this Department.

January 1984

Name search (on filing of articles only)	\$15.00
Certificate of Incorporation	\$200.00
Certificate of Amendment	\$50.00
Annual Return	\$30.00
Uncertified copies (per document, if in excess of 9 documents)	\$1.00
Certified copies (per document)	\$10.00
Certificate of Compliance	\$10.00

Corporations Branch Information

Below you will find some relevant information about the Corporations Branch.

Address

Corporations Branch
CCAC
4th Floor, Phase II
Place du Portage
Hull, Québec
K1A 0C9

Note: See Schedule B for a list of Regional and District Offices that will accept your submissions for forwarding to the Corporations Branch in Hull.

Hours

The Corporations Branch is open from 8:30 a.m. to 5:00 p.m. Monday through Friday. Visitors with Articles of Incorporation or Amendment desiring the 20-minute service per article will be served between 8:30 a.m. and 11:30 a.m. and between 1:00 p.m. and 2:30 p.m.

Telephone Numbers

Enquires: (819) 997-1142

This Unit provides general corporate information on existing federal corporations and general information on policies and procedures of the Branch. Blank forms, kits and up-to-date search house addresses are also available.

Certificates of Compliance: (819) 997-3462

Certificates used by federal corporations for provincial or territorial registrations, financial transactions and court purposes as proof of "good standing" pursuant to the Canada Business Corporations Act.

Copies: (819) 997-3462

Corporate Number Names: (819) 997-1030

Application Status Checks: (819) 997-1030

Trade Marks Branch: (819) 997-1420

Articles Examiners: (819) 997-1030
(regarding rejected articles)

Schedule A

Provincial & Territorial Authorities

British Columbia

Registrar of Companies
Ministry of Consumer & Corporate Affairs
940 Blanchard Street
Victoria, B.C.
V8W 3E6
Telephone: (604) 387-5101
Telex: 049 7351

Saskatchewan

Corporations Branch
Saskatchewan Consumer & Commercial
Affairs
2121 Saskatchewan Drive, 3rd Floor
Regina, Saskatchewan
S4P 3V7
Telephone: (306) 565-2962

Ontario

Companies Services Branch
Ministry of Consumer & Commercial
Relations
555 Yonge Street
Toronto, Ontario
M7A 2H6
Telephone: (416) 963-0552

Québec

Companies Branch
Inspector General of Financial Institutions
800 Place d'Youville
5th Floor
Québec, Québec
G1R 4Y5
Telephone: (418) 643-5253
Telex: 051 3706

Alberta

Companies Branch
Alberta Consumer & Corporate Affairs
9803-102A Avenue
14th Floor
Edmonton, Alberta
T5J 3A3
Telephone: (403) 427-4064
Telex: 037 41848

Manitoba

Consumer & Corporate Affairs
Woodsworth Bldg., 10th Floor
405 Broadway Avenue
Winnipeg, Manitoba
R3C 3L6
Telephone: (204) 944-2500

New Brunswick

Department of Justice
Consumer & Corporate Services Branch
P.O. Box 6000
Fredericton, New Brunswick
E3B 5H1
Telephone: (506) 453-2703
Telex: 014 46230

Nova Scotia

Registrar of Joint Stock Companies
Department of the Attorney General
1660 Hollis Street
P.O. Box 1529
Halifax, Nova Scotia
B3J 2Y4
Telephone: (902) 424-7770
Telex: 019 22884

Newfoundland

Registry of Deeds, Companies & Securities
Department of Justice
P.O. Box 4750
Confederation Building
St. John's, Newfoundland
A1C 5T7
N.B. Corporate searches are done by private agents in Newfoundland. For a list of these, please write to the above address.

Prince Edward Island

Corporations Division
Department of Justice
P.O. Box 2000
Charlottetown, P.E.I.
C1A 7N8
Telephone: (902) 892-5411
Telex: 014 44154

Yukon Territory

Territorial Secretary & Registrar General
P.O. Box 2703
Government of the Yukon Territory
Whitehorse, Yukon
Y1A 2C6
Telephone: (403) 667-5442
Telex: 036 8260

Northwest Territories

Registrar of Companies
Legal Registry
Department of Justice & Public Services
Government of the Northwest Territories
Yellowknife, NWT
X1A 2L9
Telephone: (403) 873-7492
Telex: 034-45528

Schedule B

Consumer and Corporate Affairs Canada, Bankruptcy Branch

Regional and District Offices

Atlantic Region

Regional Office:

Bankruptcy Branch
Consumer and Corporate Affairs Canada
Queen Square, 17th Floor
45 Alberney Drive
Dartmouth, Nova Scotia
B2Y 2N6

Québec Region

Regional Office:

Bankruptcy Branch
Consumer and Corporate Affairs Canada
Castle Building
9th Floor
1410 Stanley Street
Montréal, Québec
H3A 1P7

District Offices:

Bankruptcy Branch
Consumer and Corporate Affairs Canada
1335 King West
Office 402
Sherbrooke, Québec
J1J 2B8
Bankruptcy Branch
Consumer and Corporate Affairs Canada
Galerie Syndicat Paquet
410 Charest Blvd. East
Suite 400
Québec, Québec
G1K 8G3

Ontario Region

District Offices:

Bankruptcy Branch
Consumer and Corporate Affairs Canada
7th Floor
25 St. Clair Avenue East
Toronto, Ontario
M4T 1M2

Bankruptcy Branch
Consumer and Corporate Affairs Canada
Union Gas Building
3rd Floor
20 Hughson Street South
Hamilton, Ontario
L8N 2A1

Bankruptcy Branch
Consumer and Corporate Affairs Canada
Post Office Building
3rd Floor
217 York Street
London, Ontario
N6A 1B7

Bankruptcy Branch
Consumer and Corporate Affairs Canada
240 Bank Street
Brunswick Building
Ottawa, Ontario
K2P 1X2

Bankruptcy Branch
Consumer and Corporate Affairs Canada
767 Barrydown Road
Sudbury, Ontario
P3A 3T6

Prairie Region

District Offices:

Bankruptcy Branch
Consumer and Corporate Affairs Canada
260 St. Mary Avenue
Room 201
Winnipeg, Manitoba
R3C 0M6

Bankruptcy Branch
Consumer and Corporate Affairs Canada
2212 Scarth Street
Regina, Saskatchewan
S4P 2J6

Bankruptcy Branch
Consumer and Corporate Affairs Canada
Post Office Building
3421-8th Street East
Saskatoon, Saskatchewan
S7H 0W5

Bankruptcy Branch
Consumer and Corporate Affairs Canada
2919-5th Avenue NE
Calgary, Alberta
T2A 4X4

Bankruptcy Branch
Consumer and Corporate Affairs Canada
Oliver Building
10225-100 Avenue
Edmonton, Alberta
T5J 0A1

Pacific Region

Regional Office:

Bankruptcy Branch
Consumer and Corporate Affairs Canada
800 Burrard Street, Suite 1400
Vancouver, B.C.
V6Z 2H8