

SUBJECT III INCORPORATION PROCESS



I. Intro

A. Corporations Canada

- Regulatory body
- Simply verifies name and that documents properly completed

I. Intro

B. Contents of Application

1. Form I - Articles of Incorporation (s.7)
2. Form II - Initial Registered Office
Address and First Board of
Directors (s.19(2), 106(1))
3. Name Documents

4. Payment


II. Who can Incorporate?

A. Anybody



B. Exception

S.5(1)



III. Articles of Incorporation

Form I

A. Requirements

s.6(1) (a) Name of Corp.

(b) Province of registered office

(c) Share max (not obligatory) and classes:



III. Articles of Incorporation

A. Requirements

s.6(1) (d) Issue and Transfer restrictions of shares 

(e) Number o Directors (s.102(2))



(f) Business Restrictions



III. Articles of Incorporation

B. Additional Provisions (s.6(2))

C. Special Majorities (s.6(3))



D. The Articles and BD (s.6(4))




III. Articles of Incorporation

E. Certificate of Incorporation

1. Issued if Articles compliant (s.8(1))
2. Issued if Form II compliant (s.8(2))
3. Effect of Certificate (s.9)

IV. Registered Office & Records

A. Form II (s.19(2))

1. Name of Corporation
2. Registered Address 
3. Name and Address of Directors



IV. Registered Office & Records

B. Registered Office

1. Must have a Canadian address (s.19(1))
2. Can change any time (s.19(3))
3. Notice of change – 15 days (s.19(4))
 - Form III

IV. Registered Office & Records

C. Corporate Records (s.20(1))



D. Director Records



E. Failure



V. Access to Records

A. Who can Access? (s.21(1))



B. Securities Records (s.21(1.1))



V. Access to Records

C. Shareholder Lists

1. Who can access (s.21(3))

- Shareholders, creditors and Director
- Anybody if Distributing Corp.
- Need affidavit

2. Use of List (s21(9))

- For voting purposes
- For securities offers
- For corporation affairs

V. Access to Records

C. Punishment

- \$5000 and / or 6 months jail (s.21(10))

VI. Form and Seal

A. Form of Records

S. 22 (1) Any recognized recording form

(2) Protect from tampering, loss, errors

(3) \$5000 and / or 6 months jail

B. Corporate Seal

S. 23

