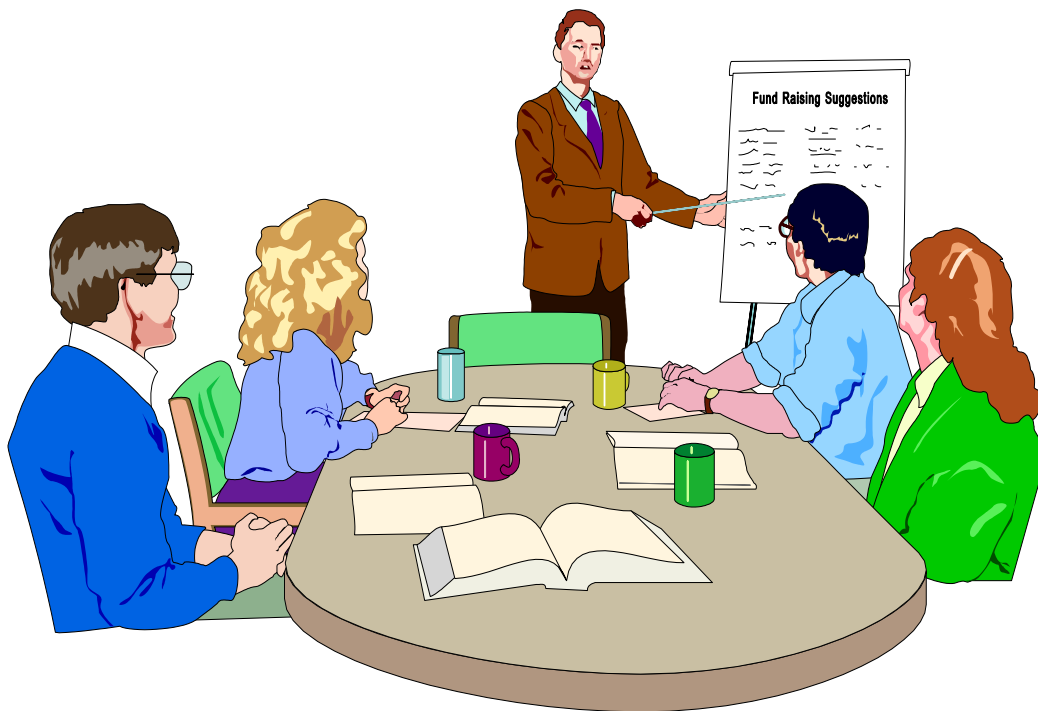




Saskatchewan Justice  
Corporations Branch  
200, 1871 Smith Street  
Regina, Sask.  
S4P 4W5

Inquiry - (306) 787-2962  
Fax - (306) 787-8999  
E-mail - [corporations@justice.gov.sk.ca](mailto:corporations@justice.gov.sk.ca)



The Non-Profit Corporations Act, 1995  
***Incorporation Kit***

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# The Non-Profit Corporations Act, 1995

## Incorporation Kit

This information on incorporating should serve the needs of most corporations. However, the Corporations Branch acts in an administrative capacity only and you should consult with an accountant or lawyer to determine what is best for you.

The Corporations Branch is located at:

\*\* 200, 1871 Smith Street  
Regina, Saskatchewan  
S4P 4W5

Our public office hours are 8:00 a.m. - 5:00 p.m., Monday through Friday

\*\* **Effective June 16, 2006**, Corporations Branch is temporarily relocating to 1840 Lorne St., Regina. This move will only affect walk in clients and courier services. Our mailing address and phone numbers will remain unchanged.

Our general inquiry lines (306) 787-2962 are open 8:15 - 12:00 noon and 1:00 - 5:00 p.m., Monday through Friday.

You may also contact us by:

- a) fax (306) 787-8999, or
- b) e-mail [corporations@justice.gov.sk.ca](mailto:corporations@justice.gov.sk.ca)

Visit the Department web site for forms and information at [www.saskjustice.gov.sk.ca](http://www.saskjustice.gov.sk.ca)



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## Section 1

### Frequently Asked Questions and Answers

#### 1. *What is a Non-Profit Corporation?*

A non-profit corporation is formed to provide a service for its members or the public. Any profits received from its activities must be used to further its purpose.

There are two kinds of non-profit corporations:

Membership Corporations	Charitable Corporations
<ul style="list-style-type: none"> <li>Financed by members through membership fees, loans, fundraising</li> </ul>	<ul style="list-style-type: none"> <li>Financed by government grants, donations, public property</li> </ul>
<ul style="list-style-type: none"> <li>For the benefit of its members</li> </ul>	<ul style="list-style-type: none"> <li>For the benefit of the public</li> </ul>
<ul style="list-style-type: none"> <li>Requires at least 1 director</li> </ul>	<ul style="list-style-type: none"> <li>Requires at least 3 directors</li> </ul>
<ul style="list-style-type: none"> <li>May pay a salary to employees</li> </ul>	<ul style="list-style-type: none"> <li>May pay a salary to employees</li> </ul>
<ul style="list-style-type: none"> <li>Members may receive remaining property on dissolution</li> </ul>	<ul style="list-style-type: none"> <li>Members <b><i>may not</i></b> receive remaining property on dissolution</li> </ul>
<ul style="list-style-type: none"> <li>May invest its funds as directors think fit, subject to the limitations contained in any gifts and the articles or bylaws</li> </ul>	<ul style="list-style-type: none"> <li>May invest its funds in shares, debentures, bonds, mortgages or other financial instruments (including mutual funds) in which trustees are by law permitted to invest. Contact your legal advisor or refer to <i>The Trustee Amendment Act, 1998</i></li> </ul>

#### 2. *Why do organizations incorporate?*

- To have a formal structure under which to operate
- To hold title to land
- To qualify for grants or funding
- To apply for a bingo or lottery license
- To limit the personal liability of its members



### **3. *How do I incorporate in Saskatchewan?***

You must complete and file, with the Corporations Branch, the following forms and fees:

1. Request for Name Search and Reservation (Form 27);
2. Articles of Incorporation (Form 1);
3. Notice of Registered Office (Form 3); and
4. Notice of Directors (Form 6).

One original and one copy are required along with the \$20.00 name search fee and \$65.00 incorporation fee. Instructions on completing these forms are included further on in the package.

### **4. *What is a registered office?***

The address within Saskatchewan where the records of the corporation are maintained.

### **5. *What is a director?***

A natural person who is at least 18, is elected by the members and manages the affairs of the corporation. Anyone who is of unsound mind and has been so found by a court in Canada or elsewhere; or a person who has the status of bankrupt, is disqualified from being a director.

### **6. *How do I search the name I want to use for my non-profit organization?***

A name may be searched by either telephoning the General Inquiry number (306)787-2962, or by completing a request for Name Search and Reservation (Form 27) and returning it to the Corporations Branch with the required fee. When telephoning in a name search request, be prepared to give the operator all the information outlined in the Name Search and Reservation form, along with a Visa/MasterCard number (and expiry date).

If mailing in the request, you may pay either by Visa, MasterCard, cheque or money order, payable in Canadian Funds.

You may also fax your name search request to (306)787-8999. Be sure to include your Visa or MasterCard number and expiry date. Make sure a name and return address are at the top of the name search request so the results can be mailed to you.

All available names are reserved for a 90 day period to allow you time to prepare and submit the incorporation documents, if they do not accompany the name search request.

### **7. *What is the cost to do a name search?***

There are three types of name searches which can be done. A Saskatchewan only search which is \$20.00, a Saskatchewan Plus search which is \$50.00 and a Canada-Wide search which is \$60.00. More information on the difference between the searches is available on page 28.

### **8. *Do I have to use an accountant or lawyer to incorporate?***

No. However, the Corporations Branch acts in an administrative capacity only. We cannot advise if incorporation, or what type of incorporation is best for you. You should contact an attorney concerning any legal concerns or an accountant for any financial concerns you may have.



**9. *Where do I get the forms to incorporate?***

A blank set of forms, along with an example of the information required on the forms is enclosed with this package. If you require more forms, you may phone the Corporations Branch at (306)787-2962, fax your request to (306)787-8999 or write us at:

Department of Justice  
Corporations Branch  
200, 1871 Smith Street  
Regina, Sask.  
S4P 4W5

All forms will be mailed back to you. We will fax blank forms at a charge of \$5.00. This must be paid for by Visa, MasterCard or cheque.

**10. *Once I have completed the forms, where do I send them?***

Fully completed forms, along with the required fees are to be sent to:

Department of Justice  
Corporations Branch  
200, 1871 Smith Street  
Regina, Sask.  
S4P 4W5

Forms must be submitted in duplicate. Completed faxed forms are acceptable.

**11. *What are the fees for incorporation?***

The fee, payable to the Minister of Finance is \$65.00 to incorporate plus \$20.00 for the corporate name search. Fees may be payable by cash, Visa, MasterCard, cheque or money order.

**12. *How do I change the name of my corporation, or any other item in the Articles of Incorporation?***

To change (or amend) any provision contained in the Articles of Incorporation, you must file Articles of Amendment (form 4). The Articles of Amendment must clearly state what the change is and must be signed by an officer or director of the corporation.

The fee to amend the Articles is \$20.00. If the name is to be changed, the fee is \$35.00 plus the \$20.00 name search fee may also be due, if there has been a substantial change in the name.

**13. *How do I change my registered office?***

By filing a new Registered Office (Form 3). There is no fee to file the change.



***14. How do I change the directors in the corporation?***

When any change of directors occurs, a Notice of Directors (Form 6) must be completed and filed within 15 days of the change. There is no fee to file the notice.

If the change of directors results in the number of directors being outside the minimum or maximum number of directors allowed in the Articles, the Notice of Directors (form 6) must also be accompanied by Articles of Amendment (Form 4) and the \$20.00 fee.

***15. Once I file the forms to incorporate and the fees what happens?***

All documents received are placed in date order and checked to see if they have been completed properly and do not violate any provision of *The Non-profit Corporations Act, 1995*. Once the documents have been checked, a Certificate of Incorporation is prepared and attached to your Articles of Incorporation. The duplicate set of forms you sent will be stamped with the date the documents were received (as long as they were correct and did not have to be returned to you) and returned to you for your records.

Your corporation will be incorporated as of the date all correctly completed forms and fees are received. You may request a later incorporation date.

***16. Once I am incorporated, is there anything else I have to do?***

Yes. There are a number of things each corporation must do yearly. More detailed information is contained later in this package. One of the main things a corporation must do each year is to file an Annual Return and financial statement with the Corporations Branch.

***17. What is an Annual Return?***

An Annual Return is a notice that is generated by this office and must be filed by the corporation every year to maintain its registration and verify the information contained in our records is correct.

***18. When are Annual Returns due?***

They are due 1 month after the anniversary of the date of Incorporation. Eg. If your incorporation date was July 15, 1994, the first annual return would be due on August 31, 1995 and every August 31 after that, as long as the corporation continues to exist. The filing fee for the Annual Return is \$10.00.

If the Annual Return is not filed by the due date, the fee is \$20.00.

***19. When are Financial Statements due?***

Financial statements must be filed at the Corporations Branch within 4 months after the fiscal year end.

***20. What happens if I do not file an Annual Return or Financial Statement?***

If no Annual Return is received within 4 months after the due date, the Corporation will be struck from the Register of Corporations.

If no financial statement is received with 9 months after the due date, the Corporation will be struck from the Register of Corporations.



**21. *What happens if my corporation is struck off?***

A Non-profit organization can not hold themselves out to be a corporation if they have been struck from the Register of Corporations. Organizations which operate as corporations without being on the Register of Corporations do so contrary to The Non-profit Corporations Act, 1995.

**22. *How can I get my corporation restored to the Register of Corporations if it gets struck off?***

To restore your corporation, simply complete Application to Restore Name to the Register (Form 25), the annual return and return them together with the \$65.00 restoral fee.

Any overdue financial statements must also be filed with the restoral documents.

If a corporation has been struck from the Register for more than 1 year, a \$20.00 name search fee will also be required.

**23. *Where can I get a copy of The Non-profit Corporations Act, 1995 and its regulations?***

A Copy of the Act and Regulations may be obtained by writing to, or picked up in person at:

Queens Printer (please call ahead for prices)  
B19 – 3085 Albert Street  
Regina, Saskatchewan  
S4S 0B1  
1-800-226-7302 (within Saskatchewan) or (306)787-6894  
E-mail: [qprinter@justice.gov.sk.ca](mailto:qprinter@justice.gov.sk.ca)  
Internet: [www.qp.gov.sk.ca](http://www.qp.gov.sk.ca)





## Section 2

### General Instructions

**1. To incorporate in Saskatchewan, you need to:**

- have your corporation name searched; **and**
- file *Articles of Incorporation* (Form 1); **and**
- file *Notice of Registered Office* (Form 3); **and**
- file *Notice of Directors* (Form 6); **and**
- pay the appropriate fee.

**2. Once you have completed the above forms, check them to:**

- 1) Make sure all areas on the forms are completed in full.
- 2) Make sure all forms have been signed and dated.
- 3) The forms **MUST** be submitted in duplicate.

**3. The fees to incorporate are:**

Name Availability Search	\$20.00
Incorporation	<u>\$65.00</u>
Total	\$85.00

\* All fees must be paid before the forms can be approved.

\* Make remittance payable to the Minister of Finance, in Canadian Funds

\* Payment can be made by:

Cash/Cheque/Money Order or  
Visa/MasterCard.

**\*\* DO NOT SEND CASH THROUGH THE MAIL \*\***

**4. The normal processing time for documents is approximately 2 weeks.**

**5. You may fax the incorporation documents (plus authorize payment by Visa, MasterCard).**

If you fax the documents DO NOT mail the originals – keep them for your files. The faxed copy must be legible and suitable for imaging. If the fax copy is not legible, you will be asked to submit the originals. Your documents will not be registered until the completed documents, acceptable for processing, and fees have been received.

**6. Send or bring your completed forms and fees to:**

Corporations Branch  
200, 1871 Smith Street  
Regina, Saskatchewan  
S4P 4W5

Fax: (306)787-8999

Corporations Branch public office hours are from 8 a.m. to 5 p.m., Monday to Friday.



## **Important Notice**

If your documents are not completed correctly, they will be sent back to you. When you return the corrected forms, a \$20.00 re-examination fee will be payable. Your corporation will be registered as of the date the completed forms and all fees are received.

## **Act Requirements**

Directors may not remove other directors from office. Only the members may remove directors.

A non-profit corporation must keep the following records at its registered office, or any other place designated by the directors:

- Articles of Incorporation and any amendments
- Bylaws and any amendments
- Minutes and resolutions of all membership and directors meetings
- Copies of all Notices as required under Section 20 of *The Non-profit Corporations Act, 1995*
- A list of members names and addresses
- Accurate and complete accounting records and annual financial statements

Financial statements must be sent or made available to the members not less than 15 days before the annual general meeting. A copy of the statement must also be sent to the Corporations Branch not less than 15 days before the annual general meeting. The financial statements must cover the fiscal year just ended and may not be more than 4 months old at the time of the annual meeting.

The first annual meeting of members must be held within 18 months of incorporation. All further annual meetings must be held within 15 months of the last annual meeting.

Notice of membership meetings must be sent to each member not less than 15 days before the meeting.

A majority of voting members present at a membership meeting is a quorum. Your bylaws may provide for a smaller or larger quorum.

If you have any questions on completing these forms, contact Gail at (306)787-3008.

## PAYMENT FOR SERVICES

All services provided by Corporations Branch may be paid for by:

- 1) Cash/cheque/money order (do not send cash through the mail)
- 2) Visa/MasterCard
- 3) Debit Card (for walk-in customers only)
- 4) Deposit Account\*

\* **Applies only to those agencies who have an Account with Corporations Branch**

- For
- 1) Mail requests - include your cheque or money order, Visa/MasterCard number (including expiry date) or Deposit Account Number.
  - 2) Fax requests - include your Visa/MasterCard number (including expiry date) or Deposit Account Number

Use the Client Payment Authorization Form below to authorize payment. This form will be destroyed once payment has been authorized.

### CLIENT AUTHORIZATION PAYMENT FORM FOR PAYMENT BY:

	<b>Deposit Account</b>	Account #
	<b>Visa/MasterCard</b>	Card #:
		Expiry Date:
Name:		
Complete Address:		
Postal Code:		



## **Section 3**

### **Completing your Incorporation Forms**

#### **Request for Name Search and Reservation**

##### ***General Information***

You can search your proposed name in three different ways:

- 1) Phone the Corporations Branch at (306)787-2962 and give the information asked for on the Request for Name Search and Reservation form;

**OR**

- 2) Complete the attached Request for Name Search and Reservation form and mail or bring it to this office with the required fee, between 10:00 a.m. and 4:00 p.m. Monday to Friday;

**OR**

- 3) Fax your request with the Client Authorization Form, if paying by Visa, MasterCard or Deposit Account, to the Corporations Branch at (306)787-8999.

\*\* The name search fees include an automatic 90-day reservation. This will give you time to complete and file the incorporation forms. In order to ensure the reserved name is still available, documents must be submitted and approved before the expiry date of the reservation. If the reservation expires before the documents are approved, it will be necessary to obtain another name search report and pay another name search fee.



**Request for Name Availability Search  
And Reservation**  
*The Non-profit Corporations Act, 1995*

Name of individual (or firm) requesting search: George Black Date: \_\_\_\_\_

Mailing Address: 200 Some Street

City: Somewhere Province: Saskatchewan Postal Code: \_\_\_\_\_

Attention: \_\_\_\_\_ Phone No: \_\_\_\_\_ Fax No: \_\_\_\_\_  
(Where you may be reached between 8:00 a.m. and 5:00 p.m.)

**I wish to incorporate as a number corporation.** (The number will be issued by Corporations Branch.) There will not be a charge for this name search. Please proceed to enter the type of business.

**Saskatchewan Mandatory Search \$20.00**  
includes a search of names registered in Saskatchewan,  
Federal corporations and registered trademarks.

<b>Service Options:</b> (Results to be mailed unless fax option selected)		<b>Scope of Search:</b> (Select the scope of search preferred)	
<input type="checkbox"/>	<b>Rush</b> (extra \$100 charge)	<input checked="" type="checkbox"/>	<b>Search all names</b> (A name search fee will apply to EVERY name)
<input type="checkbox"/>	<b>Fax</b> (extra \$5 charge)	<b>OR</b>	
Fax Number: _____		<input type="checkbox"/> <b>Search to first available name</b>	

**Names to Search: (in order of preference)** Each name requires a distinctive and descriptive term and must end in Inc., Incorporated, Corp. or Corporation.. A distinctive term distinguishes your name from another organization carrying on similar activities. A descriptive term describes the organization's activities. Eg. Regina Business Association Inc.  
(If you have additional names, please attach a separate page. **NOTE:** You do not have to enter more than one name if you do not wish to.)

- |  |
|--|
| <b>1. Viscount Recreation Association Inc.</b>     |
| <b>2. Viscount Recreation and Social Club Inc.</b> |
| <b>3.</b>  |

**Type(s) of activities this corporation intends to do:** (please be specific)  
Operate a recreation and social facility for residents of Viscount and area.

**General location(s) in Saskatchewan where corporation will carry on activities:**

**This name is to be used for:**

<input checked="" type="checkbox"/>	<b>Incorporation</b>
<input type="checkbox"/>	<b>Restoral</b>
<input type="checkbox"/>	<b>Name Change from:</b>
<input type="checkbox"/>	<b>Extra Provincial Registration from:</b>
<input type="checkbox"/>	<b>Amalgamation – The name will be the same as the following:</b>
Entity No. _____	Name: _____
<input type="checkbox"/>	<b>Extra Provincial registration of a Federally registered corporation or a Saskatchewan numbered corporation.</b> There will not be a charge for this name search. Please proceed to enter the name of the corporation and the type of business.

**\*\* Optional Searches Available (extra \$60.00 fee)** To request a search for a trademark, federal name search or a search which contains similar names registered across Canada, contact Corporations Branch at (306) 787-2962 for further details.



## **Articles of Incorporation**

### ***General Information***

For more information on what a Non-profit corporation is and what the different types are, please turn to page 4.

The Articles of Incorporation are designed to formalize the structure of a corporation.

## *Articles of Incorporation*

### **Form 1**

#### INSTRUCTIONS FOR COMPLETION

- Format:** Documents required to be sent to the Director pursuant to the Act must conform with sections 3 to 5 of *The Non-profit Corporations Regulations, 1997*. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provision by annexing a schedule in the manner described in section 5 of the regulations.
- Item 1:** Set out a proposed corporate name that complies with sections 10 to 12 of the Act and with sections 7 to 9 of the regulations. It would be preferable to clear the proposed name with the Corporations Branch before submitting the document.
- Item 2:** If more than one class of membership, set out the rights, privileges, restrictions and conditions that constitute the membership interests of each class.
- Item 3:** If the right to transfer membership interests is permitted, set out a statement to this effect and the conditions of that transfer.
- Item 4:** State the number of directors or a minimum and maximum number of directors.
- Item 5:** Indicate whether corporation is a membership corporation or a charitable corporation.
- Item 6:** If restrictions are to be placed on the activities the corporation may carry on or on the powers the corporation may exercise, set out the restrictions.
- Item 7:** Identify to whom any remaining property of the corporation is to be distributed upon its liquidation and dissolution. Sections 192 and 209 of the Act provide for the distribution of the remaining property in the event the articles do not do so.
- Item 8:** If any provision that may be set out in the bylaws should preferably be contained in the articles, set out the provision.
- Item 9:** Each incorporator must state his or her name and residential address and affix his or her signature. If an incorporator is a corporation, the address is to be that of the corporation, and the articles shall be signed by a person authorized by the corporation.
- Other Documents:** The Articles must be accompanied by:
- (a) Notice of Registered Office (Form 3);
  - (b) Notice of Directors (Form 6); and
  - (c) Request for Name Search and Name Reservation (Form 27), unless the name is reserved.



1. Name of corporation:

**Viscount Recreation Association Inc.**

2. The classes of membership:

**The annexed schedule I is incorporated in this form**

3. Right, if any, to transfer membership interest:

**None**

4. Number (or minimum and maximum number) of directors:

**Minimum of 3 and Maximum of 12**

5. The corporation is: a membership corporation  or a charitable corporation

6. Restrictions, if any, on activities the corporation may carry on or on powers the corporation may exercise:

**The activities of the corporation are restricted to providing facilities, recreation, social and other like services to the residents of Viscount and area.**

7. Persons to whom remaining property is to be distributed in the course of liquidation and dissolution of the corporation:

**Upon liquidation and dissolution, any remaining property of the corporation shall be transferred to the Town of Viscount.**

8. Other provisions, if any:

**The annexed Schedule II is incorporated in this form.**

9. Incorporators:

Name in full	Residential or business address, giving street and number or R.R. number and post office	Signature
--------------	--	-----------

<b>George Black</b>	<b>100 Anywhere Street, Viscount</b>	<b>“George Black”</b>
---------------------	--------------------------------------	-----------------------

<b>John White</b>	<b>200 Any Avenue, Viscount</b>	<b>“John White”</b>
-------------------	---------------------------------	---------------------

\_\_\_\_\_

\_\_\_\_\_

**\*\*\*If you state a Schedule is attached, be sure to attach the schedule and mark it Schedule I or Schedule II, as the case may be.**



SCHEDULE 1  
Classes of Membership

---

There shall be two classes of membership as follows:

- (a) regular membership, the members of which shall be entitled to vote at all meetings of members;
- (b) associate membership, the members of which shall be entitled to the same rights as regular members, but shall not be entitled to be elected as directors.

**SAMPLE**

SCHEDULE II  
Other Provisions

---

1. A director is required to be a member of the corporation.
2. The bylaws may not require more than a majority of members to constitute a quorum at a meeting of members.
3. The directors shall hold their meetings in Viscount or district upon notice sent to each director at least 5 days prior to the date of the meeting; provided that the directors may meet on regular dates without notice or may, by unanimous consent, meet at any time or at any place without notice.
4. A meeting of directors may be called at any time by the president or by a vice-president and the secretary shall, when directed by any of the foregoing, call the meeting.
5. No director shall be a salaried employee of the corporation.
6. No director shall receive any remuneration for acting as such. However, a director may be indemnified for his/her expenses incurred on behalf of the corporation as a director.
7. Except in the case of first bylaws after incorporation, all bylaws shall be made, amended or repealed by the members in general meeting. First bylaws shall be substituted at the first meeting of members and may by ordinary resolution be confirmed, rejected or amended.



## **Notice of Registered Office**

### ***General Information***

- The registered office of a corporation must be located in Saskatchewan. The registered office is usually the place where the corporation keeps its books and corporate records, including financial statements, minutes of meetings, the membership lists and other information about the corporation.
- If a corporation changes the address of its registered office, a Notice of Registered Office (Form 3) **MUST** be filed with the Corporations Branch within 15 days after the change.
- If the address of the registered office changes and you do not notify us of the change, it is possible that official correspondence will be sent to the wrong address. This may result in your corporation being struck from the Register of Corporations.

*Notice of Registered Office*

Form 3

INSTRUCTIONS FOR COMPLETION

- Item 1:** Type or print the name of the corporation exactly as shown in clause 1 of the Articles of Incorporation.
- Item 2:** A post office box number is not acceptable. Please type or print the street address and the name of your community. If your community does not have street addresses, just type or print the name of the community. If your registered office is on a farm or in a rural municipality, please type or print the specific land location, including the rural municipality name and number. If your registered office is on an Indian Reserve, please type or print the name and number of the Indian Reserve.
- Item 3:** If the mailing address is the same as in Item 2 above, please type or print "same". If you have a post office box number, please type or print it in this space. Please include your postal code.
- Item 4:** This is the date the registered office becomes effective.

At the bottom of the page be sure to date the form, print or type your name and sign the form. Under "office held" tell us whether you are the president, secretary, director or other officer of the corporation.





## **Notice of Directors**

### ***General Information***

- What is a director?
  - A director is any natural person who is at least 18, is elected by the members and manages the affairs of the corporation. Anyone who is of unsound mind and has been so found by a court in Canada or elsewhere; or a person who has the status of bankrupt, is disqualified from being a director.

***Notice of Directors***  
Form 6  
INSTRUCTIONS FOR COMPLETION

This form may be used to name the directors when you incorporate or change the directors of an existing corporation. We have included two sets of instructions for these options.

**To name the directors when you incorporate:**

- Item 1:** Type or print the name of the corporation exactly as shown in clause 1 of the *Articles of Incorporation*.
- Item 2:** Type or print "N/A".
- Item 3:** Type or print "N/A".
- Item 4:** Type or print the full first and last name of each director, his or her address and whether or not he or she is a resident Canadian. If a director lives in a city, a street address is also required.

**To change the directors after you are incorporated:**

- Item 1:** Type or print the name of the corporation the same as shown in clause 1 of the *Articles of Incorporation*.
- Item 2:** Type or print the names and addresses of those persons who are no longer directors of the corporation. Be sure to include the date they ceased to be directors.
- Item 3:** Type or print the names and addresses of those persons who became directors and the date they became directors.
- Item 4:** List everyone who is now a director. Type or print the full first and last name of each director, his or her address and whether or not he or she is a resident Canadian. If a director lives in a city, a street address is also required.

At the bottom of the page be sure to date the form, print or type your name and sign the form. Under "office held" tell us whether you are the president, secretary, director or other officer of the corporation.



1. Name of corporation:

Entity No.:

**Viscount Recreation Association Inc.**

2. On the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_, the following persons *ceased to be* directors of the corporation:

Full Name	Address	Occupation	Resident Canadian (yes or no)
-----------	---------	------------	----------------------------------

N/A

3. On the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_, the following persons *became* directors of the corporation:

Full Name	Address	Occupation	Resident Canadian (yes or no)
-----------	---------	------------	----------------------------------

N/A

SAMPLE

4. The directors of the corporation are:

Full Name	Address	Occupation	Resident Canadian (yes or no)
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<b>George Black</b>	<b>200 Main Street Viscount, Sask. S0K 4M0</b>	<b>Farmer</b>	<b>Yes</b>
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<b>Jean Black</b>	<b>200 Main Street Viscount, Sask. S0K 4M0</b>	<b>Homemaker</b>	<b>Yes</b>
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<b>Fred Jones</b>	<b>345 Brown Avenue Plunkett, Sask. S0K 3J0</b>	<b>Retired</b>	<b>Yes</b>
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**Nov. 15, 1995**

**George Black**

**President**

**“George Black”**

Date

Name

Office Held

Signature





## Section 4

### Additional Information

#### Corporation Name

- Before a name can be registered, it must be searched against all other names that are registered in Saskatchewan.
- This search is done to make sure there is not an identical, or very similar name to the one you wish to use for your corporation. If there is an identical or very similar name, you will not be able to use the name you have chosen.
- Your name must contain the following elements:
  1. A distinctive term – this is the term that distinguishes your organization from anyone else in the same type of activity. For example, in the name, “Greenfield Recreation Association Inc.” Greenfield is the distinctive term.
  2. A descriptive term – this is the term that tells us what type of activity you will be doing. In our example, “Recreation Association” is the descriptive part of the name.
  3. A legal ending – all corporation names must have one of the following terms or abbreviations at the **end** of its name:

Incorporated or Inc.  
Corporation or Corp.

If the name you choose uses the same distinctive term as another organization and is involved in the same type of activity, even though the descriptive terms are different, you may not be able to incorporate the name. For example, if “Greenfield’s Community Association Inc.” is already incorporated, we would not allow you to register “Greenfields Recreation Association Inc.”.

When a name is submitted for a search, the Corporations Branch checks the base of names registered in Saskatchewan to ensure that an identical or very similar name does not already exist. The name is also checked to ensure that it contains all the elements outlined above. If the name does not contain all the critical elements, or is identical or extremely similar to an existing name, it is rejected and no further search is done. If the name you submit does not pass these tests, there is no name search fee charged.

If the name passes these tests, we will then proceed to do one of the following searches. If you do not tell us what type of search you wish done, you will AUTOMATICALLY get the Saskatchewan only search.



<b>Saskatchewan Only</b>	<b>Saskatchewan Plus</b>	<b>Canada-Wide</b>
• Cost - \$20.00	• Cost - \$50.00	• Cost - \$60.00
• You are only charged for available names	• You are charged for every name searched, whether it is available or not	• You are charged for every name searched, whether it is available or not
• Only names of registered Saskatchewan businesses, non-profit organizations and corporations are searched	• Names of Registered Saskatchewan businesses, non-profit organizations and corporations are searched	• Names of registered corporations, non-profit organizations and most businesses in Canada are searched
• Trademarks and federal corporations <b><i>are not</i></b> searched	• Trademarks and federal corporations <b><i>are</i></b> searched	• Trademarks and federal corporations <b><i>are</i></b> searched
• Time to do a search is usually less than 3 working days	• Time to do a search is usually less than 3 working days	• Time to do a search is usually less than 3 working days

\*\* The name search fees include an automatic 90-day reservation. This will give you time to complete and file the incorporation forms. If your incorporation forms have not been received and approved before the 90-day reservation expires, a new name search must be performed for another fee.

## Classes of Membership

A corporation may have one or more classes of membership. If you choose to have one class of membership, the members will all have the same rights. These rights include:

The members are entitled to vote;  
The members are entitled to become directors.

When a corporation has more than one class of membership, the rights of each class must be listed in the Articles of Incorporation. You must include information on whether or not the members are entitled to attend meetings, vote and be elected as directors.

### EXAMPLE

There shall be two classes of membership:

Regular members are entitled to all privileges of membership, including the right to vote at meetings of members.

Associate members are entitled to all privileges of membership, except the right to vote at meetings of members and the right to be elected as a director.



## Other Provisions

The following list shows some provisions that may be adopted:

- A director is required to be a member of the corporation.
- No director shall be a salaried employee of the corporation
- No director shall receive any remuneration for acting as such. However, a director may be paid for his/her expenses incurred on behalf of the corporation as a director.

## Directors

- **Why does a corporation have directors?**

Corporations may have many of the same rights and responsibilities as human beings. However, a corporation is not a human being, it cannot think or make decisions and so it needs directors to fill that role.

- **How many directors does a corporation need?**

A corporation needs as many directors as it takes to run the corporation. Membership corporations may have as few as 1 director, Charitable corporations must have at least 3 directors (at least two must not be officers or employees of the corporation or its affiliates).

- **Do directors and officers have legal duties and responsibilities?**

Directors and officers have the legal responsibility to act honestly and in good faith with a view to the best interests of the corporation. They must exercise the same care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.



- **Can anyone be a director?**

Directors must be:

- 18 years of age or older;
- mentally competent;
- living; and
- not bankrupt.

At least 25% of the directors must be Canadian residents and at least one must live in Saskatchewan.

- **How does a director avoid liability?**

A director's first duty is to the corporation. Directors must make sure the corporation's affairs are run according to *The Non-profit Corporations Act, 1995*, its Articles and its bylaws and must be familiar with the corporation's activities.

Directors are liable to employees of the corporation for all moneys payable to employees for services performed while employed by the corporation.



## **Section 5**

### **Blank Forms**



Please see reverse for instructions

1. Name of corporation:
  
2. The classes of membership:
  
3. Right, if any, to transfer membership interest:
  
4. Number (or minimum and maximum number) of directors:
  
5. The corporation is: a membership corporation  **or** a charitable corporation
  
6. Restrictions, if any, on activities the corporation may carry on or on powers the corporation may exercise:
  
7. Persons to whom remaining property is to be distributed in the course of liquidation and dissolution of the corporation:
  
8. Other provisions, if any:
  
9. Incorporators:

Name in full

Residential or business address, giving street  
and number or R.R. number and post office

Signature

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**Name of corporation:**

**Entity No.:**

**1. Location of registered office**

- This is where the books of the corporation are held.
- Must not be a box number.
- May be a legal land description (including R.M. name and number).
- Must be located in Saskatchewan.

\_\_\_\_\_

Street Address (or legal land description, including R.M. name and number)

\_\_\_\_\_

**Saskatchewan**

\_\_\_\_\_

Name of City/Town/Village Postal Code

**2. Mailing address of registered office, including postal code**

(If the mailing address is the same as the Registered Office, check the box, otherwise, indicate the mailing address).  
A box number is acceptable as a mailing address.

Same as above **OR**

\_\_\_\_\_

Street Address or Post Office box number

\_\_\_\_\_

Name of City/Town/Village Province Postal Code

Attention: \_\_\_\_\_ Phone (optional): \_\_\_\_\_

**3. Effective Date of change:** \_\_\_\_\_

I \_\_\_\_\_, being \_\_\_\_\_ of the  
*(Director/Solicitor and Agent/Authorized Officer)*

corporation, certify that the above information is correct and that I have the authority to request this change be filed pursuant to *The Non-Profit Corporations Act, 1995*.

Date: \_\_\_\_\_ Signature: \_\_\_\_\_



Please see reverse for instructions

1. Name of corporation: \_\_\_\_\_ Entity No.: \_\_\_\_\_

2. On the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_, the following persons ***ceased to be*** directors of the corporation:

Full Name	Address	Occupation	Resident Canadian (yes or no)

3. On the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_, the following persons ***became*** directors of the corporation:

Full Name	Address	Occupation	Resident Canadian (yes or no)

4. The directors of the corporation are:

Full Name	Address	Occupation	Resident Canadian (yes or no)





**Request for Name Availability Search  
And Reservation**  
*The Non-profit Corporations Act, 1995*

Name of individual (or firm) requesting search: \_\_\_\_\_ Date: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

City: \_\_\_\_\_ Province: \_\_\_\_\_ Postal Code: \_\_\_\_\_

Attention: \_\_\_\_\_ Phone No: \_\_\_\_\_ Fax No: \_\_\_\_\_  
(Where you may be reached between 8:00 a.m. and 5:00 p.m.)

	<b>I wish to incorporate as a number corporation.</b> (The number will be issued by Corporations Branch.) There will not be a charge for this name search. Please proceed to enter the type of business.
--	--

**Saskatchewan Mandatory Search \$20.00**

includes a search of names registered in Saskatchewan, Federal corporations and registered trademarks.

<b>Service Options:</b> (Results to be mailed unless fax option selected)	
<input type="checkbox"/>	<b>Rush</b> (extra \$100 charge)
<input type="checkbox"/>	<b>Fax</b> (extra \$5 charge)
Fax Number: _____	

<b>Scope of Search:</b> (Select the scope of search preferred)	
<input type="checkbox"/>	<b>Search all names</b> (A name search fee will apply to EVERY name)
<b>OR</b>	
<input type="checkbox"/>	<b>Search to first available name</b>

**Names to Search: (in order of preference)** Each name requires a distinctive and descriptive term and must end in Inc., Incorporated, Corp. or Corporation.. A distinctive term distinguishes your name from another organization carrying on similar activities. A descriptive term describes the organization's activities. Eg. Regina Business Association Inc.  
(If you have additional names, please attach a separate page. **NOTE:** You do not have to enter more than one name if you do not wish to.)

<b>1.</b>	_____
<b>2.</b>	_____
<b>3.</b>	_____

**Type(s) of activities this corporation intends to do:** (please be specific)

--

<b>General location(s) in Saskatchewan where corporation will carry on activities:</b>
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**This name is to be used for:**

<input type="checkbox"/>	<b>Incorporation</b>
<input type="checkbox"/>	<b>Restoral</b>
<input type="checkbox"/>	<b>Name Change from:</b>
<input type="checkbox"/>	<b>Extra Provincial Registration from:</b>
<input type="checkbox"/>	<b>Amalgamation – The name will be the same as the following:</b> Entity No. _____ Name: _____
<input type="checkbox"/>	<b>Extra Provincial registration of a Federally registered corporation or a Saskatchewan numbered corporation.</b> There will not be a charge for this name search. Please proceed to enter the name of the corporation and the type of business.

**\*\* Optional Searches Available (extra \$60.00 fee)** To request a search for a trademark, federal name search or a search which contains similar names registered across Canada, contact Corporations Branch at (306) 787-2962 for further details.