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Practical Information On Corporate And Trade-mark Matters

Extra-Provincial Registration: Guidelines for Quebec Companies

Practical Chart on the Web!

Along with this issue, we have prepared a chart outlining the procedural requirements for Quebec-based companies seeking to register in other provinces and territories. It can be viewed or copied via our web site (www.crac.com).

General Observations

If a Quebec company or a federal corporation based in Quebec wishes to conduct business in other provinces, one of the first requirements is to file the appropriate forms and pay the prescribed fees. Each province as well as territory has its own application forms for the registration of an extra-provincial corporation. Upon filing the necessary forms, the corporation is assigned a registration number for identification purposes and all information is processed in the computerized databases.

Declaring a Business Name

Except in Newfoundland, the corporation may also declare doing business under a business name other than its corporate name. Interestingly enough, Newfoundland does not keep a register for business names.

For most provinces, if you declare a business name, you will need two name searches: one for the corporate name and the other for the business name. There exists separate forms and additional fees for declaring a business name.

Filing Copy of Certificate

New Brunswick, Prince Edward Island and Nova Scotia are the only provinces where supporting documents (e.g.: copy of the charter) are not required. Some provinces require certified copies of the charter documents in support of the application while others require photocopies of same. Some provinces will also demand a Certificate of Good Standing. British Columbia

and Newfoundland will, in addition, ask for the by-laws of the corporation.

Fees

All provinces, except Ontario, charge registration fees ranging from \$100.00 to \$560.00. The fees for declaring a business name vary from \$10.00 to \$110.00. Recently in Alberta, the filing fee was reduced by two-thirds, from \$300.00 to \$100.00. A substantial reduction which reflects the province's willingness to attract new businesses. Alberta went from being one of the most expensive provinces to the second least expensive in Canada, after Ontario.

"For Quebec companies looking to expand in other provinces, our neighbor Ontario seems like the most logical choice."

Appointing an Agent/ Attorney for Service

An extra-provincial corporation is not obligated to have a physical address within the provinces of Ontario, Alberta, Saskatchewan, Manitoba or P.E.I. The corporation does, however, have to appoint an agent or attorney

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To find out the current turnaround times for corporate services, consult our web site's "what's new" section.

www.crac.com
Updated each week!

Turnaround Schedule for Corporate Services as of October 1st, 2000

| SERVICES | PROVINCIAL | FEDERAL |
|---|---------------|-------------|
| TaxExpress™ (GST / QST / QDAS) | 10 Days | — |
| Name Search Report and Reservation | *5 to 6 Days | 24 Hours |
| Certificate of Incorporation | *2 to 3 Days | 2 Days |
| Certificate of Amendment | *2 to 3 Days | 2 Days |
| Certificate of Continuation, of Continuance or of Amalgamation | *1 to 2 Weeks | 3 to 6 Days |
| Certificate of Dissolution | 5 to 6 Weeks | 2 to 3 Days |
| Notice of Change (Federal) or Amending Declaration (Quebec) | 1 to 2 Weeks | 2 Days |
| Letters Patent for Non-Profit Corporations | *1 to 2 Weeks | 20 Days |
| Attestation / Certificate of Good Standing or of Compliance | *24 Hours | 48 Hours |
| Revival | — | 3 to 6 Days |
| Initial Declaration | 1 to 2 Weeks | — |
| Registration Declaration | *1 to 2 Weeks | — |
| Annual Declaration | *1 to 2 Weeks | — |
| Revocation of Striking-Off (s. 54 Legal Publicity Act) | *1 Week | — |
| <i>The delay may vary slightly according to each file (*) = Priority service available.</i> | | |

Extra-Provincial Registration (cont'd)

for service in most provinces. An agent or attorney for service is a resident individual or corporation of the province where the application is filed. The agent or attorney for service represents the extra-provincial corporation in that province, and is authorised to receive on behalf of the corporation service of process in all suits and proceedings and any notices or correspondence.

Why Ontario is Most Attractive

For Quebec companies looking to expand in other provinces, our neighbour Ontario seems like the most logical choice. Not only is it convenient due to its proximity, Ontario is certainly the least expensive in terms of government fees and perhaps one of the least demanding in terms of paperwork.

In Ontario, no fee is required for filing an Initial Notice, and the corporation pays \$80.00 for filing a Form 2 – Registration under Business Names Act, if it registers a business name. No appointment of agent or attorney for service is necessary and you do not need a physical address in Ontario to register there. Effective April 1, 2000, the Companies Branch is requesting a photocopy of the most recent certificate and articles containing the correct name of the corporation.

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A Word of Thought...

“Friends are angels who lift us to our feet when our wings have trouble remembering how to fly.”

Anonymous (proposed by Rosanna D’Aloé, Rapido Dept.)

Extra-Provincial Registration (cont'd)

On the other hand, British Columbia's Companies Branch demands a greater number of documents, including, as we already mentioned, the by-laws of the company. Moreover, if the documents in support of the application are not in English, you must provide a certified translation of them. Due to the fact that the Inspector General's office issues all certificates in French only, Quebec companies are hindered by this requirement. All documents have to be translated in English: the certificate and articles of incorporation and any amendments thereto, the schedules, Forms 2 and 4 or the initial declaration, the Certificate of Good Standing and the by-laws of the corporation. Obviously, additional costs and delay for the translation have to be considered due to this obligation.

Updating Information

Once registered, the corporation may, in some cases, have to file annual returns as well as amendment forms to record any changes in the information contained in the initial documents received by the provinces.

Conclusion

Many factors will determine where a Quebec company will expand its business: market size, location, cost of doing business, and of course, taxation levels. It may well be then that in many cases the formalities mentioned above will not be a determining factor. Still, other issues aside, it is clear that Ontario is a natural choice for Quebec companies.

We can assist you in the filing requirements across Canada.

"The Human Side of Corporate Business"



Have you received our new Corporate Brochure?

FAMILY DAY AT CRAC: GREAT FUN!

The sun was shining brightly on our Family Day outing held September 9th at the residence of Ms. Therese Fredette, company President.

Members of our staff, their children and a few friends took part in a fun-filled day of activities. There was swimming, a volleyball tournament, a professional clown and face painting for the children. In the evening, a professional stand-up comic entertained us all.

A wonderful day, enjoyed by all those present. We offer our sincere thanks to those who took part in the organization (Anne Roy, Denis Livernoche, Julie Paquette and Therese Fredette).

