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KAVAMATKOT APIKHOIYIT
DEPARTMENT OF JUSTICE
MINISTÈRE DE LA JUSTICE

Corporate Registries

Guide

EXTRA-TERRITORIAL REGISTRATION

About this Document

This document provides instructions for registering an extra-territorial corporation in Nunavut, pursuant to the *Business Corporations Act*.

These guidelines deal only with the **minimum** requirements to be met to register an extra-territorial corporation in Nunavut. We strongly recommend that you **consult a lawyer**. Corporate Registries cannot provide legal or business advice.

Submission Guidelines

Be sure to read the document titled *Corporate Registries –Submissions Guide* (available from our website) so you understand the process, requirements and advantages of submitting your registration via email, and other submission options. The guide also explains how to complete the forms, and how to scan any additional supporting documentation that may be required.

Fees

Please consult the *Business Corporations Act Fee Schedule* for current fees.

About ET Registration

Who Should Register in Nunavut?

With the exception of licensed insurance companies, all extra-territorial corporations carrying on business in Nunavut must be registered in the Corporate Registry. A corporation is "carrying on business" if:

- its name, or a name under which it carries on business, is listed in a Nunavut telephone directory,
- its name, or a name under which it carries on business, appears in any advertisement in which a Nunavut address is given for the corporation,
- it has a resident agent or a warehouse, office or place of business in Nunavut,
- it solicits business in Nunavut,
- it is the owner of any estate or interest in land in Nunavut,
- it is licensed or required to be licensed under a Nunavut Act entitling it to do business, or
- it otherwise carries on business or operations in Nunavut.

What You Need to Submit

Before you can receive a Certificate of Registration, you must submit all of the following:

- A name search request, except where you are requesting a numbered or federal company;
- Form 18, Statement of Registration Extra-Territorial Corporation;
- Form 21, Notice of Registered Office in duplicate;
- Certified true copies of the charter of the corporation, including any amendments;
- A Certificate of Status or Good Standing from the incorporating jurisdiction, not more than 30 days old;

About Your Corporation's Name

Unless you are a federal or numbered company, you must request us to do a name search and reservation. The name will be searched and (if approved) reserved for your use for 90 days. If you do not do a name search in advance we will search it at the time you submit your registration. There is a fee for the name search and reservation.

We will examine your request to determine whether the name meets the name-granting requirements of the Business Corporations Act and Regulations. We will then make a decision to grant or reject it. If your name request is granted, you have a reservation of that name for a 90-day period. If the 90-day period lapses before your registration, you must renew the reservation. If your name request is denied we will require that you either change your name prior to registration or adopt an assumed name for the purposes of carrying on business in Nunavut. An assumed name must also be searched and reserved for a fee.

What Does the Registry Do?

The Registry will check that the documentation is complete and in proper form, and that the name is acceptable. If so, the Registry will issue a Certificate of Registration showing the date of registration.

What Happens When an Application is Deficient?

Deficient applicants will be returned to the applicant with information indicating the nature of the deficiency. No fees are charged in such cases.

How do I cancel an ET Registration?

To cancel an ET Registration, you must file a *Notice of Cessation of ET Registration*.

Instructions

To register an extra-territorial corporation, follow these steps.

1. Decide whether you want to reserve your corporation's name before registering or at the same time of registration.

NOTE: Except in the case of numbered corporations and bodies corporate incorporated by or under an Act of the Parliament of Canada, the name of every extra-territorial corporation must be approved to ensure that it complies with the provisions of the *Business Corporations Act*.

NOTE: If the name of an extra-territorial corporation contravenes the name provisions of the Act, the corporation may apply to be registered under its own name and carry on business under an assumed name which has been approved by the Registrar.

2. If your company is not a federally-incorporated company, complete a *Request for Name Reservation* form. You can submit this form via email prior to, or at the same time as, your registration submission.
3. Complete a *Statement of Registration of an Extra-Territorial Corporation* (Form 18).
4. Complete a *Notice of Registered Office* (Form 21).
5. Print, sign, and scan the above forms as PDF files.
6. Scan a copy of the charter of your corporation as an Adobe® PDF (Portable Document Format) file. The copy you scan must be certified by the appropriate government authority (such as the Registrar of Corporations) in the incorporating (“home”) jurisdiction or it must be notarially certified. See our guide *Corporate Registries – Email Submissions* for more information.
7. Scan or obtain in PDF a *Certificate of Status* or *Certificate of Good Standing* from the corporation's incorporating (“home”) jurisdiction.

8. Contact Legal Registries with a credit card number for us to keep on file and to which we can charge the name search and reservation fee and the registration fee.
9. Email all PDF files to us at the address on this page, with the subject line as follows:
ET Registration – [Name of Company]

We will acknowledge your submission by sending you a Certificate of Extra-Territorial Registration.

Additional Information for Completing Forms

Form 18, Statement of Registration

Item 1, Name of Corporation

Enter the name of your corporation. If the name has been reserved ensure that the letter of approval is enclosed with your statement. If not the name will go through the approval process when the statement is filed. If you are registering under a bilingual name, both English and French

Item 2, Assumed Name

This item only applies if you have been advised that your name does not comply with the corporate name provisions of the Business Corporations Act. If your name complies with the Business Corporations Act this item

Item 3, Does the corporation carry on business

If the corporation carries on business for gain the fee for registration is \$300.00. If the corporation does not carry on business for gain the fee for registration is \$100.00. You must tick the correct box for your corporation.

Item 4, Head office address

This must be the head office of the corporation, which is usually in the corporation's home jurisdiction.

Item 5, Directors of the Corporation

You must list all the directors of the corporation together with their postal and physical

Item 6, Was the corporation previously registered or incorporated in Nunavut?

State the name and the registration number if this corporation, or any predecessor if the corporation was formed by any past amalgamations, was incorporated or ever registered in Nunavut. If the corporation was never registered in Nunavut this should be marked not applicable.

Item 7, Other required documentation

We require a certified true copy of the charter of the corporation including any amendments. The copy may be certified true by a notary public or by the corporate registry in your home jurisdiction.

We also require a certificate of status or certificate of good standing from your home jurisdiction, dated no more than 30 days prior to the submission of the documents to the Registry.

This form must be originally signed by a director or officer of the corporation. It must be dated and the title of the person signing the form must be stated.

6. Revival of a territorial corporation;
7. Reinstatement of registration of an extra-territorial corporation;
8. Use of an assumed name by an extra-territorial corporation.

A name search is conducted in a database that includes all territorial and extra-territorial corporations, partnerships, and business names.

A search of a corporate name is not required in the case of corporations incorporated by or under an Act of the Parliament of Canada or in the case of numbered corporations.

A name search and reservation request is made by submitting a *Name Reservation Request* form.

The name reservation is effective for a period of 90 days, and a name reservation may be renewed for additional periods of 90 days prior to the expiration of the existing reservation. Renewals of existing reservations are submitted using the same form (and identifying that it is a renewal of an existing reservation) and must be accompanied by the fee. If a reservation has expired, a new name search and reservation request must be submitted.

Please note that the reservation of a name is not an absolute guarantee that the name will be available at the time the documents are submitted. A Federal corporation, partnership or business name registration with a similar name may be registered or filed during the reservation period as we have no authority to refuse these registrations or filings. We then have no alternative but to consider these names at the time that the documents in respect of the reserved name are submitted for registration.

The reservation of a name is not an absolute prerequisite to registration. However, registrations will not be effected as quickly if the name has not been reserved. In addition, there will always be the risk that the name will not be approved or that it will be approved on conditions that have not been anticipated. We would, therefore, recommend that names be searched and reserved in advance of documents being prepared.

If a name has not been reserved, the documents submitted for registration should be accompanied by a name search and reservation request and an additional fee. If the name is available but the documents are rejected for some other reason, we will still reserve the name for 90 days from the date the documents are rejected. For this reason, we suggest that the fee for the name search and reservation be submitted separately when payment is being made by cheque or money order.

Name Reservations - Trade Names

There is no provision in the *Business Corporations Act* for the filing of trade names by either territorial or extra-territorial corporations. Business names may be filed by corporations under the provisions of the *Partnership Act*. As a result, the name search and reservation procedure is not applicable to these filings. If there are any questions or comments with regard to these procedures, you can contact us at the address and phone number on this page.

Instructions

To request a name search and reservation, follow these steps:

1. Complete a *Name Reservation Request* form.
2. Contact Legal Registries by telephone to provide a credit card number.
3. Email the PDF files to us at CorporateSearches@gov.nu.ca, with the subject line as follows:
Name Reservation – [Name to be reserved]

Results of the Request

Legal Registries will perform the name search and reservation. Depending on how you submitted your request, Legal Registries will respond via email (with the original PDF attachment completed), by fax, or by mail.

The return document will indicate if the name was approved for reservation, or if it was not approved and why.

NAME RESERVATION REQUEST

Business Corporations Act, s. 11(2)

Complete using Adobe®Acrobat Reader and submit this form as an Adobe® PDF file via Email to CorporateRegistrations@gov.nu.ca. You must have a credit card number on file with Legal Registries. DO NOT SEND CREDIT CARD INFORMATION IN ANY EMAIL CORRESPONDENCE.

You can contact us at
Legal Registries Division, Department of Justice, Government of Nunavut, Tel: 867-975-6590

Proposed Name	
Applicant or Nominee	
Contact Information	
Date	

For the purposes of:

<input type="checkbox"/>	Renewal of reservation which expires on:		
<input type="checkbox"/>	Incorporation	<input type="checkbox"/>	Continuance as a territorial corporation
<input type="checkbox"/>	Extra-territorial registration	<input type="checkbox"/>	Revival of a territorial corporation
<input type="checkbox"/>	Change of name of a territorial corporation	<input type="checkbox"/>	Reinstatement of an extra-territorial corporation
<input type="checkbox"/>	Change of name of an extra-territorial corporation	<input type="checkbox"/>	Assumed name for extra-territorial corporation
<input type="checkbox"/>	Amalgamation of a territorial corporation	<input type="checkbox"/>	Amalgamation of an extra-territorial corporation
<input type="checkbox"/>	Special Instructions:		

TO BE COMPLETED BY LEGAL REGISTRIES

	Date Processed	
	Name Reservation Number	
	Processed By	
<input type="checkbox"/>	Approved and expires on	
<input type="checkbox"/>	Not Approved	



FORM 18
BUSINESS CORPORATIONS ACT
STATEMENT OF REGISTRATION EXTRA-
TERRITORIAL CORPORATION
FORMULE 18
LOI SUR LES SOCIÉTÉS PAR ACTIONS
DÉCLARATION D'ENREGISTREMENT D'UNE
SOCIÉTÉ EXTRATERRITORIALE

FILED-DÉPÔT
No.: _____
Date: _____
DEPUTY/REGISTRAR OF CORPORATIONS REGISTRAIRE OU REGISTRAIRE ADJOINT DES SOCIÉTÉS

1) Name of corporation Dénomination sociale de la société

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2) Assumed name under which the corporation will carry on business in Nunavut and which has been approved by the Registrar Dénomination d'emprunt approuvée par le registraire sous laquelle la société va exercer une activité commerciale au Nunavut

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3) Does this corporation carry on business for gain? YES OUI La société est-elle à but lucratif ?
 NO NON

4) Postal and street address of head office (including postal code) Adresse du siège social (y compris le code postal)

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5) The directors of this corporation are: Les administrateurs de la présente société sont :

Name - Nom	Postal and street address (including postal code) Adresse (y compris le code postal)

IMPORTANT: If required Schedule of additional directors is attached.
 Si exigé Une liste d'administrateurs supplémentaires est jointe.

6) If the corporation was ever incorporated or previously registered in Nunavut, under what name and registration number was it incorporated or registered ? Si la société a déjà été constituée ou enregistrée au Nunavut, sous quelle énomination sociale et quel numéro l'a-t-elle été ?

Name - Nom	Registration No. d'enregistrement

- 7) The following documents are attached: Les documents suivants sont joints :
- | | |
|--|--|
| a) Copy of the charter of the corporation verified in a manner satisfactory to the Registrar | a) Une copie de la charte de la société attestée d'une façon que le registraire estime satisfaisante |
| b) Notice of Registered Office (completed Form 21) | b) L'avis de désignation du bureau enregistré (Formule 21 remplie) |

Date	Signature	Title (Director or Officer) Titre (Administrateur ou dirigeant)



FORM 21
BUSINESS CORPORATIONS ACT
NOTICE OF REGISTERED OFFICE OR NOTICE OF
CHANGE OF REGISTERED OFFICE EXTRA-
TERRITORIAL CORPORATION
FORMULE 21
LOI SUR LES SOCIÉTÉS PAR ACTIONS
AVIS DE DÉSIGNATION OU DE
CHANGEMENT DE
BUREAU ENREGISTRÉ D'UNE SOCIÉTÉ

FILED-DÉPÔT	
No.:	_____
Date:	_____
DEPUTY/REGISTRAR OF CORPORATIONS REGISTRAIRE OU REGISTRAIRE ADJOINT DES SOCIÉTÉS	

- 1) Name of Corporation Dénomination social de la société
- _____
- 2) Postal and street address of registered office Adresse du bureau enregistré au Nunavut
(including postal code) in Nunavut (y compris le code postal)
- _____
- 3) Post office box designated as the address for service by mail, Boîte postale désignée comme adresse aux fins de signification
if any, (including postal code) in Nunavut par courrier au Nunavut, s'il y a lieu
(y compris le code postal)
- _____

Date	Signature	Title (Director, Officer or Solicitor) Titre (Administrateur, dirigeant ou avocat)