



- Form 1, Articles of Incorporation;
- Form 2, Notice of Registered Office;
- Form 4, Notice of Directors;

## **Naming Your Corporation**

You can choose a distinctive word name or a numbered company name (such as 1234 Nunavut Limited). If you choose to incorporate a numbered company we will assign the number. The request for a number name should be made when you file the Articles of Incorporation and pay the incorporation fee.

If you choose a word name, the uniqueness of your proposed corporation within Nunavut must be established. Therefore, you may want to have the name searched and reserved against possible use by others before you file your Articles of Incorporation. If you do not search and reserve your proposed name, it will be searched at the time you file your articles. There is a fee for searching and reserving a name and this fee must be paid when the name is searched.

There is no fee if you choose to have a numbered company.

We will examine your request to determine the distinctiveness of your proposed name and assess whether it 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 incorporation, you must make a renewed request for a name reservation with us.

## **What Does the Registry Do?**

The Registry will check that your articles are complete and in proper form, and that the name is acceptable. If so, the Registry will issue a Certificate of Incorporation showing the date of incorporation. If you prefer, you may request a specific date of incorporation (this must be a future date). Applications bearing deficiencies will be returned to the applicant with information indicating the nature of the deficiency.

## **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.

## Instructions

To incorporate a territorial corporation, follow these steps:

1. Decide on a name for your corporation. See the section below for more information.
2. Complete the *Articles of Incorporation* (Form 1). See the section below for more information on parts of this form.
3. Complete a *Notice of Registered Office* (Form 2). See the section below for more information on parts of this form.
4. Complete a *Notice of Directors* (Form 4). See the section below for more information on parts of this form.
5. Print, sign, and scan the above forms as PDF files.
6. 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 incorporation fee.
7. Email all PDF files to us at the address on this page, with the subject line as follows:  
*Territorial Incorporation – [Name of Company]*

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

## Additional Information for Completing Forms

### Form 1, Articles of Incorporation

#### Item 1, Name of Corporation

Write in the proposed name. If the name has been reserved ahead of your submission, ensure that the approved Name Search and Reservation request form is included with your submission. This form will indicate our acceptance of the name, and the name reservation number that was assigned. If the name has not been reserved it will go through the approval process when the articles are filed.

If you are incorporating under a numbered name, leave a blank space on the left hand side, write in the word “Nunavut” and add the legal element of your choice, such as Inc., Ltd., Corp. etc. For example:

\_\_\_\_\_ Nunavut Inc.

If you are incorporating under a bilingual name, both English and French forms of the name should appear here.

## Item 2, Place of Registered Office

The place in the Nunavut where the registered office is to be situated must be described in terms of a broad municipal definition (for example: "Iqaluit, Nunavut") rather than a specific street address. Then, at a later time, if the Corporation decides to move its registered office within the same general place (i.e. within the same community), it will not be necessary to file Articles of Amendment (Form 3), which would have to be duly authorized by shareholders, and would incur a \$100 amendment filing fee.

## Item 3, Shares

Set out the classes and any maximum number of shares that the Corporation is authorized to issue. Please note:

- All shares must be without nominal or par value.
- The BCA gives incorporators broad discretion to designate a class of shares as common, preferred or as Class A and Class B or any other designation. Many incorporators designate shares simply as Class A and Class B.
- You do not need to place a limit on the number of shares the Corporation is authorized to issue.
- You do not need to specify a maximum aggregate consideration for the issue of shares.

The following sample clauses are often used by incorporators and are acceptable to the Registry to cover some very basic kinds of share structures. The corporation may choose to issue one class of shares only. If two or more classes of shares are issued, you must specify the rights, privileges, restrictions and conditions attached to each class. For example:

*"The Corporation is authorized to issue an unlimited number of shares of one class."*

Or

*"The Corporation is authorized to issue an unlimited number of Class A and Class B shares. The Class A shares shall be entitled to vote at all meetings of shareholders except meetings at which only holders of a specified class of shares are entitled to vote and to receive such dividend as the directors in their discretion shall declare. Subject to the provisions of the Business Corporations Act, the Class B shares shall be nonvoting. Upon liquidation or dissolution, the holders of Class A and Class B shares shall share equally the remaining property of the Corporation."*

For shares in a series, the following clause is acceptable:

*"The directors may authorize the issue of one or more series of shares within each class of shares, and may fix the number of shares in each series, and determine the*

*designation, rights, privileges, restrictions and conditions attaching to the shares of each series subject to the limits provided in the articles.”*

You may use wording similar to the following to specify the redemption of shares. Note that if a fixed price is not stated, a redemption formula that can be determined in dollars must be used.

*“The said Class X shares or any part thereof shall be redeemable at the option of the Corporation without the consent of the holders thereof (at a price of \$\_\_\_\_\_ per share) or (at a price equal to the amount paid per share) plus any declared and unpaid dividends.”*

You may vary the composition and complexity of share structures for particular situations in countless ways. The sample clauses given here are only examples of the usual kinds of share structures used by many incorporators, and are by no means mandatory or exhaustive. You may wish to seek legal advice with respect to other clauses to ensure that they are permitted under the BCA.

#### **Item 4, Restrictions on Share Transfers**

Restrictions, if any, on the transfer of shares are normally limited to the consent of the directors and/or shareholders. For example:

*“No shares of the capital of the Corporation shall be transferred without either (a) the sanction of a majority of the directors of the corporation or alternatively (b) the sanction of the majority of the shareholders of the Corporation.”*

Or

*“No shares of the corporation shall be transferred without the approval of the directors evidenced by resolution of the board, provided that approval of any transfer of shares may be given as aforesaid after the said transfer has been effected upon the records of the Corporation, in which event, unless the said resolution stipulates otherwise, the said transfer shall be valid and shall take effect as from the date of its entry upon the books of the Corporation.”*

You may wish to further restrict the transfer of shares by designating the Corporation as “non-distributing” a term that replaces the former concept of “private” corporations. Your corporation in effect will be a “non-distributing” corporation unless you file a prospectus or undertake other related procedures to constitute a public distribution of securities (as specified in section 3 of the BCA).

#### **Item 5, Number of Directors**

You may specify a range or a fixed number of directors, for example:

*“A minimum of 1 and a maximum of 7.” Or “Five directors.”*

To permit cumulative voting, the number of directors must be fixed. If the Corporation is a “distributing” corporation, there must be at least three directors.

### **Item 6, Restrictions on Business**

A BCA corporation has all the rights of a natural person, and normally one would not wish to limit this power. If there are to be no restrictions, simply state “NONE”. If, however, there are reasons why you wish to restrict the business of the corporation, the following preamble is suggested:

*“The business of the Corporation shall be limited to the following:...”*

Note that sections 15 and 16 of the BCA prohibit corporations from conducting the business of insurance, trust, stock exchange, railway, steamship, air transport, canal, telegraph, telephone or irrigation companies.

### **Item 7, Other Provisions**

The BCA allows you to include a number of additional provisions in the Articles of Incorporation. As well, incorporators occasionally include clauses to satisfy requirements of other legislation or institutions. For example, a provision regarding directors’ borrowing powers and their delegation is sometimes used to limit the authority of directors and/or to satisfy lending institutions. Mark the item as not applicable if there are no such provisions.

### **Item 8, Incorporators**

The Articles of Incorporation submitted to the Registry must be originally signed by the incorporator(s).

## **Form 2, Notice of Registered Office**

**Section 1:** The name of the Corporation will be the same as for the Articles of Incorporation.

**Section 2:** The Corporation’s registered office address must be a specific civic address within the place specified in Form 1. Please note that a post office box number is not sufficient.

**Section 3:** This address cannot be the same address as in item 2 or item 4. If the corporation does not have a separate records office this section must be marked not applicable.

**Section 4:** If the Corporation designates a post office box in this item, the same post office box cannot be used in item 2 or 3. Mark the item not applicable if the corporation does not have a separate service by mail address.

This form must be dated and signed at the bottom. It can be signed by an incorporator, officer or the solicitor of the company, and the person signing must state their relationship to the company.

## **Form 4, Notice of Directors**

**Section 1:** The name of the Corporation will be the same as for the Articles of Incorporation.

**Section 2:** All directors for the Corporation must be listed with their complete postal and physical addresses. The number of directors must correspond with the number in item 5 of Form 1.

This form must be dated and signed at the bottom. It can be signed by an incorporator, officer or the solicitor of the company, and the person signing must state their relationship to the company.

## **Other Agencies You Should Know About**

Our website includes information on other agencies relevant to Nunavut corporations.



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KAVAMATKOT APIKHOIYIT  
DEPARTMENT OF JUSTICE  
MINISTÈRE DE LA JUSTICE

## Corporate Registries

Guide

### NAME SEARCH AND RESERVATION

#### About this Document

This guide provides information about name search and reservation requests pursuant to the *Business Corporations Act*.

#### 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 Name Searches and Reservations

Under the Act, the approval of a corporate name and, therefore, a name search, is required in various circumstances including:

1. Incorporation;
2. Extra-territorial registration;
3. Change of name of territorial and extra-territorial corporations;
4. Amalgamation in which the name of the amalgamated corporation is not that of a registered predecessor corporation;
5. Continuance of a corporation as a territorial corporation;

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](mailto: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 1**  
**BUSINESS CORPORATIONS ACT**  
**ARTICLES OF INCORPORATION**  
**FORMULE 1**  
**LOI SUR LES SOCIÉTÉS PAR ACTIONS**  
**STATUTS CONSTITUTIFS**

**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) The place within Nunavut where the registered office is to be situated

Lieu de son bureau enregistré au Nunavut

--

3) The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et nombre maximal d'actions que la société est autorisée à émettre

--

4) Restrictions, if any, on the issue, transfer or ownership of shares

Restrictions imposées à l'émission, au transfert ou à l'appartenance des actions, s'il y a lieu

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5) Number (or minimum and maximum number) of directors

Nombre (ou nombre minimal et maximal) d'administrateurs

--

6) Restrictions, if any, on business the corporation may carry on

Limites imposées aux activités commerciales de la société, s'il y a lieu

--

7) Other provisions, if any

Autres dispositions, s'il y a lieu

--

8) Incorporators

Fondateurs

Name-Nom	Postal and street address (Including Postal Code) Adresse (y compris le code postal)	Signature



**FORM 2**  
**BUSINESS CORPORATIONS ACT**  
**NOTICE OF REGISTERED OFFICE OR**  
**NOTICE OF CHANGE OF REGISTERED OFFICE**  
**FORMULE 2**  
**LOI SUR LES SOCIÉTÉS PAR ACTIONS**  
**AVIS DE DÉSIGNATION OU DE MODIFICATION DU**  
**BUREAU ENREGISTRÉ**

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

- 1) Name of corporation Dénomination sociale de la société
- 2) Postal and street address of registered office (including postal code) Adresse du bureau enregistré (y compris le code postal)
- 3) Postal and street address of separate records office, if any (including postal code) Adresse du bureau des documents distinct, s'il y a lieu (y compris le code postal)
- 4) Post office box designated as the address for service by mail, if any (including postal code) Boîte postale désignée comme adresse aux fins de signification par courrier, s'il y a lieu (y compris le code postal)

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

