

ANNEX 2
APPLICATION FOR CONTINUANCE OF A CORPORATION WITHOUT SHARE
CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT

* When drafting, please insert only applicable wording where choices are provided for in this form.

To the Minister of Industry:

I

The application of _____:
(corporate name)

SHOWS THAT:

The applicant requests Letters Patent under the provisions of section 159 of the *Canada Corporations Act* continuing it as if it had been incorporated under Part II of the *Canada Corporations Act* as a body corporate and politic without share capital and is presently carrying on its affairs under the name of _____.
(corporate name)

The applicant is now constituted a corporation by an Act of the Parliament of Canada, being _____.
(name of Act and cite)

[* The applicant requests that as part of the issuance of Letters Patent the name of the corporation be changed to

(INDICATE THE NAME OF THE CORPORATION)

The undersigned has satisfied itself and is assured that the proposed name under which continuance is sought is not the same or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive (* and, if required by the circumstances: “except that of _____ which has signified its consent to the use of this name”) and that it is not a name which is otherwise on public grounds objectionable.

II

The name, the place of residence and the occupation of each of the directors is as follows:

JOHN DOE,
100 Dominic Street, Bytown, Ontario K1A 0C9 - Barrister

JAMES SMITH,
200 Dominic Street, Bytown, Ontario K1A 0C9 - Office Manager

ANN JONES,
300 Dominic Street, Bytown, Ontario K1A 0C9 - Secretary

III

The objects of the Corporation are:

(The objects should be set forth in the infinitive form, in general terms (unless the corporation is or is to be a registered charity under the *Income Tax Act*) and be as brief as possible; they should also be compatible with the type of business implied by any descriptive word which may form part of the corporate name).

(If the corporation is, or is to be, a charity registered under the *Income Tax Act*, it is suggested that you request Canada Revenue Agency's approval the objects).

IV

The operations of the corporation may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the corporation is to be situated is: (Please specify only municipality/city and province here. The complete street address should be indicated in the covering letter)

VI (OPTIONAL)

(The following clause is recommended if the corporation is to be registered as a Canadian charitable organization under the *Income Tax Act*):

It is specially provided that in the event of liquidation, dissolution or winding-up of the corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the *Income Tax Act* (or, "registered charitable organizations in Canada").

(If the corporation is charitable in nature but not intending to be registered as a Canadian charitable organization, the following wording is recommended):

It is specially provided that in the event of liquidation, dissolution or winding-up of the corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more organizations in Canada carrying on similar activities.

(If the corporation is not to be charitable in nature but only a membership corporation, you may wish to specify one of the following):

It is specially provided that in the event of liquidation, dissolution or winding-up of the corporation, all its remaining assets after payment of its liabilities shall be distributed rateably amongst the members.

It is specially provided that in the event of liquidation, dissolution or winding-up of the corporation, all its remaining assets after payment of its liabilities shall be distributed to _____.

VII (OPTIONAL)

In accordance with Section 65 of the *Canada Corporations Act*, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the corporation may from time to time:

1. borrow money upon the credit of the corporation;
2. limit or increase the amount to be borrowed;
3. issue or cause to be issued bonds, debentures or other securities of the corporation and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;
4. secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

VIII

The by-laws of the corporation shall be those filed with the application for Letters Patent until repealed, amended, altered or added to. (Please ensure that by-laws deal with each matter set out in subsection 155(2) of the *Canada Corporations Act*).

IX

The corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the corporation are to be used in promoting its objects.

The applicant therefore requests that Letters Patent be granted continuing it as if it had been incorporated under Part II of the *Canada Corporations Act* as a body corporate and politic without share capital for the purposes above set forth.

I hereby certify that I have the relevant knowledge of the corporation and that I am authorized to sign and submit this application.

Dated at the City of _____, in the Province of _____, this __ day of _____, 20__.

(Corporate Seal)

Authorized officer (e.g., President)