

CHURCH INCORPORATION INSTRUCTION SHEET (PEI)

This instruction sheet is to be used as a reference when applying for a Charter of Incorporation for a not-for-profit company. The Consumer, Corporate & Insurance Division of the Department of Justice and Public Safety (the "Department") is the government body responsible for issuing letters patent. Therefore, most of the correspondence below is directed to that office. The address is set out below.

PRE-INCORPORATION

1. It is advisable that the potential members of the as yet unincorporated company meet prior to filing any documents to discuss the process of incorporating. During this initial consultation the members may want to discuss the establishing or constating documents upon which the newly incorporated company will be based. Items to consider may include:

(a) The name of the non-profit organization;

(b) The criteria for membership and the initial members. For more on membership see paragraph 5 below and Article 6 of the draft By-laws;

(c) How membership can be terminated;

(d) Who will be the directors and officers of the non-profit organization;

(e) Each unincorporated church should review its ownership of real estate. If property is held in the name of the trustees of the church, a deed will need to be prepared and recorded at the appropriate land registration office. Please consult with a professional advisor regarding the completion of this step;

(f) If the unincorporated church is a registered charity, they should contact the federal Charities Directorate and provide notice that they are incorporating and that they would like this reflected in the Directorate's records.

INCORPORATION:

2. Reserve a name with the Department. The Department can be reached at 368-4550 or 368-4589. An officer will conduct the search immediately and fax you a copy of the results. It is not necessary to send the Department a copy of the search upon filing the application. It is recommended that the non-profit organization's name take the following form:

" Church Limited"

For example:

"Hillcrest United Baptist Church Limited"

Note that there is no need to insert the word "the" before the non-profit organization's name but the name must end in "Limited", "Incorporated", "Ltd." or "Inc.". The Department charges a fee of \$40 to conduct the search.

3. Complete the following forms, attached to this document:

(a) Application for Incorporation

(b) Schedule A

(c) Schedule B

(d) Schedule C

Each of the above documents has a cover sheet explaining what the document is and what modifications must be made prior to applying for incorporation.

Please be advised that the forms provided are sample draft documents. They may be used with only the amendments discussed on the respective instruction pages or with detailed amendments tailored to the individual needs of each church. We advise that you conduct a review of the above documents and that you consult with a professional advisor in the event that you have any questions with respect to these instructions or any of the enclosed documents.

4. Submit the above package along with a cheque for \$140.00 to the address below. The fee is inclusive of the advertising fee in the Royal Gazette which advertising will be arranged by the Department.

5. The Department will then process the application and if everything is in order, will issue Letters Patent, which act as evidence that the non-profit organization was successfully incorporated.

POST-INCORPORATION

6. Section 80 of the Companies Act requires the directors of the non-profit organization to file an annual return with the Director of Corporations (the "Director") within 6 months of the end of every fiscal year setting out the company's name, date of incorporation, the business being carried on (generally), the name and address of each officer and director, the name and address of each member and the authorized capital of the company (for not-for-profits this will be none).

7. If the company ever wishes to change the address of its registered office it must give the Director notice (Section 67(2) of the Companies Act).

8. While there is no requirement to provide notice if a director or officer of the non-profit organization is changed, there is an obligation to note such a change on the annual return (See paragraph 6) and an obligation for the non-profit organization to keep a record if this information.

For more information please contact:

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