

Corporate Precedent Template Requirements

Document

- Submit in a Word document (no PDFs or other document formats)
- Do not include content you do not want to appear in the final document (unless it is a special instruction, as noted below)
- Although multiple documents can be attached to a single request, each precedent must be a separate word document.

Variables

- Make variables stand out
- Put them in [Square Brackets]
- Highlight them
- Write what the variable should be in the brackets
[Formal Incorporation Date]

Formatting

- **The formatting of the provided document will be followed unless otherwise specified**, for example:
- Font style and size
- Margins
- Signature Lines

Special Instructions

- Special Instructions can appear at the beginning of the document or before the specific section being referred to
- Include any special instructions in **BLUE**
- E.g. **Ensure all names are in upper case**

Sample Document 1

Special Instructions

1. Please change to Arial 11 font

[Date (informal)]

File: [File Number]

PERSONAL & CONFIDENTIAL

[Company Name]

[Street Number and Name]

[City, Province, Postal Code]

Attention: [Client Contact First Name] [Last Name]

Dear [First Name]:

Re: Incorporation and Organization of [Name of Corporation]

We are pleased to report that [Name of Corporation] (the "Corporation") was incorporated under the *Business Corporations Act* (Alberta) (the "Act") on [Date of Incorporation (informal)].

We are enclosing the following:

1. Corporate Information Summary;
2. Copies of the Certificate of Incorporation, Articles of Incorporation and Registration Statement;
3. Minute book for the Corporation; and
4. Our invoice for incorporating and organizing the Corporation.

Please review the Corporate Information Summary in detail and contact us if any information is inaccurate. The Corporate Information Summary, along with the Certificate, Articles and Registration Statement are for your records and information.

The minute book for the Corporation contains documents for review and execution. For your convenience, we have flagged the documents requiring signatures. Please have the documents executed as soon as possible.

An electronic copy of our invoice has also been sent by email. Please note that you can pay our invoice by:

- (a) cheque payable to [Our Law Firm Name];
- (b) email money transfer; or
- (c) credit card (Visa or Mastercard only) by clicking the "Click Here to Pay Online" in the upper right section of the electronic version of the invoice which will take you to an online card processing page.

The following are the particulars of the Corporation's structure. This letter is a summary only and does not in any way take the place of the Articles of Incorporation, By-Laws, or the provisions of the Act itself.

1. Authorized Capital

The Corporation is authorized to issue the following classes of shares:

(a) [list of Share Classes]

the rights, privileges, restrictions and conditions of which are detailed in the Articles of Incorporation.

2. Shareholders

The issued capital of the Corporation are as follows:

Shareholder Name	Number and Class of Shares	Price Per Share
[Name of Shareholder]	[Number and Class]	[Price]

The subscription price for the [Share Class] issued was [price per share] per share, or [aggregate price of shares] in aggregate [if more than one class add the text - and the subscription price for the [Share Class] issued was [price per share] per share, or [aggregate price of shares] in aggregate. The Corporation is not authorized to issue shares until the shareholders pay the amounts indicated to the Corporation for their shares, and the shares are not validly issued until payment in full is received. *In order to record that the subscription price was received by the Corporation for the issuance of the shares, the monies received from the shareholder for the subscription of the shares should be deposited in the bank account of the Corporation.*

Each shareholder must pay for his or her own shares. If a third party pays for the shares or gives the shareholder the money to pay for the shares, there is a possibility that any dividends or capital gains on the shares could be attributed to the paying or gifting party and taxed in that party's hands.

3. Directors and Officers

The directors and officers of the Corporation are as set out hereunder:

Director Name
[Director Names]

Officer Name	Position Held
[Officer Names]	[Position]

The Articles of Incorporation provide for a minimum of [minimum number in words (minimum number)] and a maximum of [maximum number words (maximum number)] directors. The directors are election by the shareholders and will hold office until the

Corporation's first annual meeting of shareholders or until a successor or successors are duly elected. Upon the addition or removal of any director, the Registrar of Corporations must be notified in prescribed form.

The officers are appointed by the directors.

The directors and officers of the Corporation have certain duties and may incur liabilities under the Act and other laws and statutes, including environmental and income tax matters.

A majority of the directors at any point in time constitutes a quorum for the transaction of business.

4. Execution of Documents

The Board of Directors of the Corporation has power from time to time, by resolution, to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The Corporation must set out its full name, including the legal element (*i.e.*, Inc./Ltd.), on all contracts, invoices, negotiable instruments (*e.g.*, cheques) and orders for goods or services made by or on its behalf. When entering into contracts, signing cheques, writing letters or otherwise representing the Corporation, shareholders, directors and officers must be very careful to make sure anyone else looking at the contract, cheque or letter knows that they are representing the Corporation and not themselves personally. The best way to accomplish this is to include the Corporation's full name on all business dealings (including but not limited to signage, cheques, purchase orders, business contracts, business cards, letterhead, fax cover pages, web sites, e-mail correspondence and other external communications and documents). *Failure to do so may result in personal liability if a third party reasonably believes that it is contracting with an individual rather than a corporation.* All documents should be signed similar to the following:

[NAME OF CORPORATION]

Per: _____

[Name, Title]

5. Bank

We note that at this time the Corporation has not appointed a banker. Any banking resolutions affecting the Corporation now or in the future should be placed in the minute book and we request that a copy of same be forwarded to us for the minute book.

6. Accountant

We note that the Corporation has not appointed an accountant. Once the Corporation has appointed an accountant, please provide us with the information so that we may update our records and the corporate minute book.

7. Corporate Seal

A corporate seal has not been obtained or adopted at this time. There is no requirement that the Corporation have a corporate seal and a document executed on behalf of the Corporation without a corporate seal affixed is not invalid. In practice, a corporate seal may be desired if the Corporation will be dealing with instruments involving land on a regular basis, or if the Corporation's bank or other financial institution requires it.

8. Registered and Records Office

The registered and records office of the Corporation is [Our office address] and the Registrar of Corporations for the Province of Alberta has been so advised. The registered and records office may be changed at any time, in which event the Registrar of Corporations must be notified in prescribed form. All official notices pertaining to the Corporation will be delivered to the registered address for the Corporation. The minute book of the Corporation should be kept at the registered address.

9. Annual Returns

The Corporation is required to file Annual Returns with the Registrar of Corporations in order to remain in good standing. The Corporation must also hold an annual general meeting or pass written resolutions in lieu thereof. In our capacity as registered office for the Corporation we will prepare the minutes of the meeting, or written resolutions in lieu thereof, and the Annual Return and send same to you for execution. Our annual fee in respect of this service is currently set at \$350, not including disbursements and GST.

Thank you for having retained us for this work. Please do not hesitate to contact us with any questions or concerns you may have. Please also note that general questions regarding your Corporation can often be dealt with over the phone or by email and will often not be invoiced separately and simply included in our annual fee.

Regards,

[Our Law Firm Name]

[Lawyer Name]

/[Initials]

Enclosure

Sample Document 2

RESOLUTIONS OF THE BOARD OF

[CORPORATE NAME]

(the "Corporation")

WHEREAS Articles of Incorporation were issued to the Corporation on **[incorporation date (format – October 31, 2017)]**, and a copy of same has been inserted in the corporate records of the Corporation.

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

APPOINTMENT OF OFFICERS

The following person**[s]** be appointed to the respective office**[s]** set opposite **[his/her/their]** name**[s]** to

[Officer Name 1]

[Officer Title 1]

[Officer Name 2]

[Officer Title 2]

[Officer Name 3]

[Officer Title 3]

ENACTMENT OF BY-LAWS NO. 1 and NO. 2

By-law No. 1 of the Corporation, being a by-law relating generally to the transaction of the business and affairs of the Corporation, and By-Law No. 2 being a by-law relating to borrowing by the Corporation, are hereby enacted. The proper officers of the Corporation be authorized and directed to sign By-Law No. 1 and By-Law No. 2.

ISSUE OF SHARES

The following share**[s]** in the capital of the Corporation be issued to the following persons in the aggregate numbers and for the aggregate issue price indicated opposite their respective names pursuant to their subscriptions therefor:

Allottee	Share Class	Number of Shares	Aggregate Price
[Shareholder Name 1]	[Share Class]	[Number of Shares]	[Agg. Price]
[Shareholder Name 2]	[Share Class]	[Number of Shares]	[Agg. Price]
[Shareholder Name 3]	[Share Class]	[Number of Shares]	[Agg. Price]
[Shareholder Name 4]	[Share Class]	[Number of Shares]	[Agg. Price]

The Corporation having received payment in full for such shares, such shares shall be issued as fully-paid and non-assessable shares.

LOCATION OF CORPORATE RECORDS

The Corporation’s corporate records are maintained at either the Corporation's registered office or at the offices of the Corporation's solicitors.

BANKING

BE IT RESOLVED THAT the [Bank Name (note if bank is not set, please insert a line)] be and it is hereby appointed the bank of the Corporation and the banking resolutions as required by the said bank, in the form annexed hereto, be and the same are hereby passed.

[NOTE: keep this paragraph with the signature lines below] The undersigned, being all the directors of the Corporation, hereby consent to and approve the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario),.

DATED the [date format: 31st day of October, 2017]

[DIRECTOR TWO]

[DIRECTOR ONE (UPPER CASE)]

[DIRECTOR THREE]