

Registration of Extra-Provincial Corporations

This fact sheet is an easy reference guide to help you file for registration of an extra-provincial corporation under Part 21 of the *Business Corporations Act of Alberta*.

This information is not intended to replace the Business Corporations Act nor is it meant to be an interpretation of this legislation.

What is an extra-provincial corporation?

An extra provincial corporation is a body corporate that has been incorporated, amalgamated, or continued outside the jurisdiction of Alberta

Which extra-provincial corporations must register?

Every extra-provincial corporation must register under Part 21 of the *Business Corporations Act* within (30) days after it begins to carry on business in Alberta. As a result of amendments to the Business Corporations Act in 1987, Canadian Corporations are now required to register as extra-provincial corporations if they are carrying on business in Alberta.

What constitutes carrying on business in Alberta?

According to Section 264 of the *Business Corporations Act*, an extra-provincial corporation carries on business in Alberta if:

- its name, or any name under which it carries on business, is listed in a telephone directory for any part of Alberta;
- its name, or any name under which it carries on business, appears or is announced in any advertisement in which an address in Alberta is given for the extra-provincial corporation;

- it has a resident agent or representative or a warehouse, office, or place of business in Alberta;
- it solicits business in Alberta;
- it is licensed or registered or required to be licensed or registered, under any Act of Alberta entitling it to do business;
- It is in respect of a public vehicle as defined in the *Motor Transport Act*, the holder of a certificate of registration under the *Motor Vehicle Administration Act*, unless it neither picks up or nor delivers goods or passengers in Alberta;

it is the holder of a certificate issued by the Alberta Motor Transport Board, unless it neither picks up nor delivers goods or passengers in Alberta; or

it otherwise carries on business in Alberta.

How to register an extra-provincial corporation

1. Prior to registration in Alberta, you must determine if the corporation's name can be used in Alberta. To determine this, complete the following two steps:
 - Obtain an Alberta Search Report from a private search house (also known as a NUAN's report). This report should be used to determine if there are any similar names to your corporation being used in Alberta.

Note: Canada corporations (federally incorporations) are exempt from this requirement.

- Read the Business Corporations Act and Regulations to determine if the name of your corporation can be used in Alberta.

The decision on whether or not a name can be used in Alberta is up to the corporation.

If your corporate name is not available for use in Alberta, you may want to consider choosing an assumed name for use in the province. This would allow you to register in Alberta and carry on business in the province under this assumed name. For further information on this procedure, see Item 3 below.

2. You must file the following with a Registry:

- a statement of Registration (Form 24);
- a Notice of Attorney (Form 27);
- an original Alberta Search Report, (also known as a NUANs report), less than 90 days old, relating to the name appearing on the Statement of Registration;
- a copy of the corporation's charter, including all amendments, certified to be true copies by a company official, having custody of the original documents. The certification should be originally signed and dated. Bylaws, Articles of Association, rules or regulations relating to the management and affairs of the corporation, and internal regulations are excluded from being submitted.

Note: If the corporation is formed by amalgamation, check to determine if any of the amalgamating corporations are extra-provincially registered in Alberta. If none are registered in Alberta, proceed by completing the Statement of Registration (Form 24)

Should any of the amalgamating corporations be registered in Alberta, complete the Statement of Amalgamation (Form 30) instead of the Statement of Registration.

3. To register an assumed name under Section 270 of the Business Corporations Act, you must also file the following:

- a Notice of Assumed Name (Form 33);
- an original Alberta Search Report, less than 90 days old, for the assumed name;
 - The assumed name must contain a legal element (that is, Limited, Incorporated, Corporation, or an abbreviation of one of these.)
 - If you do not wish to use a name as the assumed name, the corporation's number from its home jurisdiction may be used (e.g. 123456 Saskatchewan Ltd.). If the name of the home jurisdiction is part of the assumed name (e.g. Lee's Hairstyling B.C. Inc.) consent will be required from the government of the home jurisdiction, if it is within Canada.

Note: When the assumed name is a number name, an Alberta Search Report is not required.

- an original, Alberta Search Report for the corporation's home name or verification that the home name would not be available in Alberta;

Note: The above requirements are in addition to those listed in Item 2.

A copy of the Business Corporations Act and Regulations can be obtained from:

Edmonton

Publications Services 2nd Floor
11510 Kingsway Ave.
Edmonton, Alberta T5G 2T5
Phone: (780) 427-4952 Fax: (780) 452-0668

Calgary

Publications Services
455 – 6 Street S.W.
Calgary, Alberta T2P 4E8
Phone: (403) 297-6251 Fax: (403) 297-8450

Completion of Forms

Instructions for completion can be found on each form.

Statement of Registration (Form 24)

1. *Name of Corporation*

Provide the corporation name as it appears on the most recent charter documents.

2. *Date of Incorporation/Amalgamation or Continuance*

State the date the corporation was incorporated, amalgamated or continued.

3. *Place of Incorporation/Amalgamation or Continuance*

State the place the corporation was incorporated, amalgamated or continued,

4. *Head Office Address Inside or Outside Alberta*

Give the complete address including the Postal/Zip Code of the Head Office of the corporation. This should be the registered office address of the corporation.

5. *Principal Business of Corporation*

State the principal Business of the corporation. Be as specific as possible. Example: "Investments in Real Estate" or "Investments in gas and oil".

6. *Directors of Corporation*

Give the complete names, addresses (including Postal/Zip Codes) of all the directors of the corporation.

7. *Was This Corporation Ever Incorporated or Previously Registered in Alberta?*

Indicate YES or NO to the question. If YES, set out the corporate name and access number under which it was previously incorporated/registered.

8. *Is This Corporation Valid and Subsisting in its Home Jurisdiction?*

Indicate YES or NO to this question. If YES, a Certificate of Status from the home jurisdiction is not required. If NO, this indicates the corporation is not in good standing in its home jurisdiction and it will not be approved for registration in Alberta at this time.

9. *The Statement Must be Dated and Signed*

A director or officer authorized by the corporation shall sign and date the statement and indicate his/her relationship (Title) to the corporation.

Note: Form 24 and any attachments must be submitted in duplicate.

Notice of Attorney (Form 27)

1. *Name of Corporation*

Provide the corporation name as it appears on the most recent charter documents.

2. *Corporate Access Number*

This is the number assigned to the corporation after it has been registered. For a new registration, this item should be left blank.

3. *First/Change/Alternative Attorney*

At the time of registration, a corporation must appoint a first attorney and may, if it wishes, also appoint an alternative attorney. Separate forms must be completed for each. Check the appropriate box, either "First Attorney" or "Alternative Attorney."

4. *Name of Appointed Attorney*

Provide the full name of the individual who will represent the corporation in Alberta. This individual must reside in Alberta.

5. *Full Address of Attorney*

Provide the complete address of the attorney. This address must be accessible to the public during normal business hours and must be in Alberta. If it is not a mailing address, give a mailing address as well, including Postal Code.

6. *Signature of Attorney and Witness*

Provide the name, date and signature of attorney. Witnesses to the signature are required to sign their names and addresses.

7. *The Notice Must be Dated and Signed*

A director, officer, or attorney for the corporation shall sign and date the Notice of Attorney and indicate his/her relationship (Title) to the corporation.

Continuous Filing

On the anniversary date of the month of registration in this province, each corporation must file an Annual Return (Form 22). Alberta Registry will forward a preprinted form to the corporation's attorney for service the month prior to its anniversary month. If you fail to file this form, your registration may be cancelled.

At the time of a change of any of the following, you must send notice to Corporate Registry using these following forms:

- Notice of Change of Directors (Form 6)
- Notice of Change of Attorney (Form 27)
- Notice of Change of Address of Registered Attorney (Form 27.1)
- Notice of Change of Head Office (Form 28)

PLEASE TEAR OFF INSTRUCTIONS AND RETAIN

Statement of Registration

Extra-Provincial Corporations
BUSINESS CORPORATIONS ACT
FORM 24

INSTRUCTIONS

Documents required by a registry pursuant to the Business Corporations Act must conform to Section 1 of the Regulations made under the Act.

Item 1. Give the proposed corporate name that complies with Sections 269 and 270 of the Act.

Item 2. State the date the corporation was incorporated, amalgamated or continued.

Item 3. State the place where the corporation was incorporated, amalgamated or continued.

Item 4. Give the complete address, including postal or zip code of the Head Office of the corporation inside or outside Alberta. This should be the registered address of the corporation.

Item 5. State the principal business of the corporation. Be as specific as possible.

Item 6. Give the complete names and addresses of all directors of the corporation including the postal or zip code.

Item 7. Indicate YES or NO in answer to the question. If YES, include complete corporate name and access number previously incorporated/registered under.

Item 8. Indicate YES or NO in answer to the question.

A director or authorized officer of the corporation must sign and date the form, and give their title in relationship to the corporation.

Other Documents:

The Statement of Registration form must be accompanied by:

- a copy of the charter of the corporation and amendments, certified by a company official or notary public,
- an English translation of Charter (if applicable) certified by a company official or notary public,
- Notice of Attorney for Service (Form 27),
- an Alberta Search Report (also known as a Nuans report) on the proposed name dated not more than 90 days from the date the documents are received by a registry.

STATEMENT OF REGISTRATION

Extra-Provincial Corporations
Business Corporations Act
Section 267

2. Date of Incorporation,
Amalgamation or Continuance

1. Name of Corporation

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3. Place of Incorporation, Amalgamation or Continuance

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4. Head Office Address Inside or Outside of Alberta

Address (including postal/zip code)

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5. Principal Business of Corporation

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6. Directors of Corporation

Name

Address (including Postal/Zip Code)

Name

Address (including Postal/Zip Code)

Name

Address (including Postal/Zip Code)

Name

Address (including Postal/Zip Code)

Name

Address (including Postal/Zip Code)

Name

Address (including Postal/Zip Code)

7. Was this corporation ever Incorporated or previously registered in Alberta? Yes No
If Yes, under what name and corporate Access number was it Incorporated/registered?

Name of Corporation	Corporate Access Number

Is this corporation valid and subsisting in its home jurisdiction? Yes No

Signature of Director / Authorized Officer

Title (please print)

Date

This information is being collected for the purposes of corporate registry records in accordance with the Partnership Act. Questions about the collection of this information can be directed to Alberta Registries, Research and Program Development, 10365-97 Street, Edmonton, Alberta T5J 3W7
REG 3055 (Form 24)

PLEASE TEAR OFF INSTRUCTIONS AND RETAIN

Notice of Attorney for Service Or Change of Attorney Or Alternative Attorney

BUSINESS CORPORATIONS ACT
FORM 27

INSTRUCTIONS

Documents required by a registry pursuant to the Business Corporations Act must conform to Section 1 of the Regulations made under the Act.

For new registrations, Items 1, 3, 4, 5 and 6 must be completed.
For changes, complete Items 1, 2, 3, 4, 5 and 6.

Item 1. Give the corporation's full legal name in Alberta.

Item 2. The Corporate access number must be given. It is printed on the top right hand corner of the Certificate of Registration.

Item 3. Check the appropriate box. Only one attorney can be appointed per form. Attorneys must be individuals.

Item 4. Give the full name of the individual who has been appointed as the attorney or alternative attorney.

Item 5. Give the complete address of the attorney, including the postal code. This address must be accessible to the public and must be within Alberta. If it is not a mailing address, give a mailing address as well, including postal code.

Item 6. The attorney must:

- Give his or her full name
- sign the form
- date the form

The witness must:

- sign the form
- give his or her full name and complete address.

A director or authorized officer of the corporation must sign and date the form, and give their title in relationship to the corporation, include a telephone number where they can be reached during the day.

**NOTICE OF ATTORNEY FOR SERVICE OR
CHANGE OF ATTORNEY OR
ALTERNATIVE ATTORNEY**

Business Corporations Act
Section 267 and 275

1. Name of Corporation	2. Date of Incorporation, Amalgamation or Continuance

3. Attorney Status: (Check the appropriate box)

- Attorney appointed for the purpose of registration
- Change of Attorney
- Alternative Attorney
- Change of Alternative Attorney
- Resignation / Revocation of _____ as Alternative Attorney.
Name of Attorney

4. The above mentioned corporation has appointed _____ as the corporation's Attorney for service.

5. Full Address of Attorney

Address (accessible to public)	City	Province	Postal Code
Mailing Address (if different from above)	City	Province	Postal Code

6. Attorney's Consent:

I _____ consent to act as the Attorney of the above named
Name of Attorney
corporation, as of _____
Date

Signature of Attorney

Signature of Witness

Name of Witness (please print)

Address of Witness	City/Town	Province	Postal Code
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A director or authorized officer of the corporation must complete the following:

Signature of Director / Authorized Officer

Date

Title (please print)

Telephone Number