

ALBERTA MINUTE BOOK \$150.00

THE MINUTE BOOK INCLUDES THE FOLLOWING SECTIONS:

- **Certificate of Incorporation:** This is what you received after you have registered a corporation. You use this certificate when you open up a business account at a bank.
- **Articles of Incorporation Continuance:** Lists information on who the directors/shareholders are, what shares they hold and where the head office is. Any changes must be filed with a private registry within 15 days of those changes. Non-Profit corporations must register changes with Alberta Registry located at the Brownlee Building downtown Edmonton.
- **By-laws (4 pages):** The structure of how the corporation is governed. This is also where you set a year end for your accounting records to end your fiscal year. See an accountant that knows corporate law to advise you on when to set a date.
- **Shareholder Minutes:** Shareholders must have a meeting once a year. Example: As a shareholder you vote on filing the Annual Return, share structure changes and filing with Revenue Canada each year.
- **Director Minutes:** Directors must have a meeting once a year. Example: As a director(s) you vote yourself into office for the coming year.
- **Mortgage & Debenture Register:** If the corporation holds land, then information concerning this is filed here. This is also where the corporation records amount of money the company owes or has on credit.
- **Annual Financial Statements:** A copy of what you have sent Revenue Canada, and Bank agreements or financial contract agreements are file here.
- **Disclosure Register:** This is where you file contracts the company holds.
- **Unanimous Shareholder Agreements:** If you are planing to have working agreements with others, you need to write down what the terms and conditions are. Have legal advise on fine tuning this agreement.
- **Two Share Holder Certificates** – more can be included at \$5.00 each. The information on who own shares, and how many shares each shareholder has. Companies sometime issue shares to raise capital. These kind of shareholders are not responsible for the debts or the day to day operation of the corporation – only Directors are. The responsibility of directors are to report to shareholder(s) what revenue they have earned or lost over the year.
- **Directors Register:** a list of the directors (past and present) when they were elected or ceased to hold office, and what positions they held.
- **Securities Register:** a list of the corporate securities are filed here.
- **Annual Reports:** annual returns must be filed once per year. Failure to file can result in the corporation being struck off the Corporate registry and the director(s) will have to repurchase (revive) the corporation again plus pay any back dues owing.
- **Shareholder ledger:** a list of the shareholders (past and present)
- **Notices:**

We set up your first meeting, prepare the director, shareholder minutes, and show you how to carry on your annual meetings as a director and shareholder each year. In order to set up the minute book, Please submit a copy of your Articles of Incorporation if we do not have them on file. We require this information along with how many shares out of the total you as a director/shareholder wish to carry. If for example, as a sole director/shareholder you may carry 100 class A shares. The first meeting we set up in the minute book would state this. However if you carry unlimited Class A shares, you may only wish to purchase 100 of this class from day one, and carry the balance as unsold.

Occasionally we get a request to set up a minute book for a corporation that did not get a minute book at the time they registered the corporation. The corporation may show that there has been shareholder changes, director changes, a registered office address change, or even a corporate name change. We require a copy of all the paperwork so we can show in the minutes what history this corporation carries.

MINUTE BOOK FOR FEDERAL CORPORATIONS

We are unable to provide the bylaws for Federal Corporations. The minute book will contain all the above except for the bylaws. We can insert a copy of the Alberta By-laws in so you can edit them and apply this new information to your corporation, or you can contact the following web site. They maybe of assistance on answering questions concerning the responsibilities as a director of a Federal corporation. Industry Canada's web site: <http://strategis.ic.gc.ca>

Please Turn Page Over.....

RESPONSIBILITIES OF CORPORATE DIRECTORS EACH YEAR

As director(s) of a corporation you each now hold a position of either President, Secretary or Treasurer. A single director holds all three positions. It is your responsibility as director(s) to hold an annual meeting on or before the anniversary date of first incorporating. In your meeting the minutes are written up agreeing to continue holding your existing position as director(s), listing changes if any - on legal or accountant companies that your corporation deals with, and so forth. These minutes are then entered into your minute book each year. Be sure to date and sign these minutes.

The shareholders of the corporations also have a similar meeting, and the minutes are signed and dated and entered into the minute book.

Also, around the anniversary date of when you incorporated, you will receive what is known as an Annual Return. If it does not arrive in the mail please obtain this document from a private or public registry and fill it out. We carry blank forms that you can fill out. The cost to file an Annual Return is between \$20.00 to \$40.00 depending in which province your corporation is located. Failure to fill out your Annual Return each year will result in your corporation being struck off the registry, and you will have to buy back (file a Revival) your corporation plus pay any Annual Returns that are past due. If your corporation is not earning a revenue or actively doing business each year, it is advisable to fill out the Annual Return to keep the corporation listed as active with the registry. The Annual Return form simply states that the information you first filed when you registered is still the same. If there is an address change, or director change simply write in the new information. In the first year you file you will have to list the names of the shareholders. The following years they will be listed on the form you receive. Sign and date the bottom of the form and fax or bring it in to us.

Revenue Canada will want to know your income status. See an accountant that specializes in corporate tax law. Accountants that specialize only in personal income tax statements may not always have the knowledge of what tax advantages you can use as a corporation.

If you have any Joint Ventures, Partnerships, or any other kinds of agreements that involve more than the sole director of the corporation (review, update and/or see a lawyer).

<http://strategis.ic.gc.ca> is the site you go to if you are wanting to register as a Federal corporation, File a patent, File a Trade Mark or Copy Right something you want protected. An example would be that you have a patent or trade mark that you want to file under the corporate name.

Keep your corporate seal in your own safe keeping – not with lawyer or an accountant. We can provide a rubber corporate seal (not metal) to use when signing contracts with the bank, leasing a retail location, or doing business with other corporations and or individuals.

Remember that if you have an address change, or there is a change of directors, or if there is share changes, then contact us to up date your records. It is important that the registry is current with these changes so that mail can be sent to you that reflects any changes that may occur over the course of owning the corporation.

Canadian Corporate & Trade Name Searches

12722- 27 Street

Edmonton, Alberta T5L 1A5

Phone: 780-413-9022 or 1-800-268-7054

Fax: 780-413-0166 or 1-888-371-2851

Web site: www.cctns.com

Email: cctns@cctns.com

The enclosed information is current as of July 2008