

If an extra-provincial or federal corporation amalgamates, continues, or changes its name, it must file an APPLICATION FOR SUPPLEMENTARY CERTIFICATE OF REGISTRATION within 90 days to update its records in Manitoba. Separate applications are required for each amalgamation, continuance or change of name that has occurred. You should see a lawyer if you have any legal questions about filing the application.

STEP 1: RESERVING THE NAME (only if the corporation changed its name)

Note: A Request for Name Reservation is **not** required for “numbered” corporate names (e.g. 123456 Canada Ltd.).

Form Required

Request for Name Reservation

Filing Fee

\$45.00

In addition to the traditional paper application that is still available, a Request for Name Reservation can be filed online at

<https://direct.gov.mb.ca/coohtml/html/internet/en/coo.html>

If your name is **reserved**, you will have 90 days to file the Application for Supplementary Certificate of Registration forms by following Step 2 below. If your name is **rejected**, please contact the Office to discuss options available.

STEP 2: FILING THE APPLICATION AND SUPPORTING DOCUMENTS

Forms Required (in duplicate)

Form #6 – [Application for Supp. Certificate of Registration](#)

Form #19 – [Request for Service](#)

Form #8 – [Power of Attorney](#) (if required)

[Annual Return](#) (if required)

Filing Fees

\$175.00

no fee

\$40.00

\$50.00 (share) **or** \$25.00 (non-profit)

Supporting Documents:

Certificate of Status from incorporating jurisdiction (if required)

no fee

Copies of documents from incorporating jurisdiction (if required)

no fee

- All sections of the registration form must be completed. If they are not, the forms will not be accepted
- Forms must be typed or printed clearly and signed in ink.
- Forms must be filed in duplicate on 8 ½ x 11 white paper. We do not accept double-sided forms or faxed copies.

Application for Supplementary Certificate of Registration:

- 1. Name of body corporate (after continuance, change of name or amalgamation)** – Provide the correct name of the corporation after the change. If the corporate name has an English and French version, ensure both are provided. The name should match the Certificate of Status (if one is being provided). If the name of the corporation changed, ensure that a Request for Name Reservation has been filed.
- 2. Date of continuance, change of name or amalgamation**
 - Full date (yyyy/mm/dd) must be shown
 - If the date is more than 90 days from the date the application is received, a Certificate of Status from the current jurisdiction is required.
- 3. Registered office address in current jurisdiction** – Provide the registered office address. For Canadian extra provincial corporations, the registered office address must be located in the jurisdiction of incorporation.

Complete ONE of the following sections

(Separate applications are required for each amalgamation, continuance or change of name that has occurred)

- 4. Continuance** – Complete this section if the corporation continued into another jurisdiction:
 - a. If change of name occurred, current name on record in Manitoba** – If the corporation changed its name upon continuance, the existing name of the corporation, as registered in Manitoba must be provided (the new name of the corporation is inserted in #1 above). If the previous name had an English and French version, ensure both are provided. If the corporation didn't change its name, insert Not Applicable.
 - b. Business Number** – Provide the BN9 or BN15 assigned to the corporation.
 - c. New jurisdiction and governing statute** – Provide the name of the jurisdiction that the corporation continued to. For Canadian extra provincial corporations, ensure that the registered office address provided in #3 above is located in this jurisdiction.

Power of Attorney – A Power of Attorney form must be filed if:

- The application is to reflect the continuance of a Manitoba Corporation to another jurisdiction, now wishing to remain registered in Manitoba as an extra-provincial corporation
- A **federal** corporation is continuing under the laws of another jurisdiction (resulting in it becoming an extra-provincial corporation), and there is not already a Power of Attorney on file.

Annual Returns – The Corporation must be up-to-date in filing its Annual Return in Manitoba.

Proceed to the signing portion at the bottom of page 2.

5. Change of Name – Complete this section if the corporation changed its name

a. Current name in Manitoba – Provide the previous name of the corporation, as registered in Manitoba. If the previous name had an English and French version, ensure both are provided.

b. Business Number – Provide the BN9 or BN15 assigned to the corporation.

Annual Returns – The Corporation must be up-to-date in filing its Annual Return in Manitoba.

Proceed to the signing portion at the bottom of page 2.

6. Amalgamation – Complete this section if the corporation amalgamated in its home jurisdiction:

a. Jurisdiction of amalgamation – provide the jurisdiction of amalgamation

b. Names of all amalgamating bodies corporate – provide the name of all corporations that amalgamated, regardless of whether they are registered in Manitoba:

- **At least one** of the amalgamating corporations must be actively registered in Manitoba. If not, an Application for Registration should be filed instead.
- All Canadian corporations that are registered in Manitoba must be from the jurisdiction noted above. If not, it may be necessary to file another Application for Supplementary Certificate of Registration continuing one or more of the corporations to that jurisdiction.

c. Business Number – provide the BN9 or BN15 assigned to each corporation that is registered in Manitoba.

d. Business number of amalgamated corporation – provide the BN9 for the new amalgamated corporation if it is known. If now known, insert “unknown at this time”

Power of Attorney:

- A new Power of Attorney is required for ALL Extra Provincial corporations.
- It is **not required** for federal corporations that have both a registered office and resident director or officer in Manitoba. In this case, include a letter providing the name and address of a director or officer residing in Manitoba.
- The individual being appointed as the attorney for service must reside in Manitoba but does not have to be a lawyer.

Annual Returns – All corporations registered in Manitoba must file an Annual Return for every “end of anniversary month” occurring prior to the amalgamation. For example:

- If one of the corporations registered in Manitoba incorporated in March and the date of amalgamation was June 1, 2015, the corporation would need to file its 2015 Annual Return reflecting information for the corporation as of March 31, 2015.
- If one of the corporations registered in Manitoba incorporated in September and the date of amalgamation was June 1, 2015, the corporation does not need to file its 2015 Annual Return.

Proceed to the signing portion at the bottom of page 2.

7. Correction of error in previous application – Complete this section to correct information provided in a previous application

a. Business Number – provide the BN9 or BN15 assigned to the corporation in Manitoba

b. Date of application being corrected – this would be the date of either the Application for Registration or Application for Supplementary Certificate of Registration containing the incorrect information.

c. Details – provide details of the information to be corrected.

Annual Returns – The Corporation must be up-to-date in filing its Annual Return in Manitoba.

Proceed to the signing portion at the bottom of page 2.

Date and Signature – Forms must be signed and dated, in ink, by a Director, Officer or Solicitor of the corporation. Ensure the Office Held by the individual signing the forms is provided.

Certificate of Status:

If, at the time of filing the application, the change occurred more than 90 days ago, you must get a Certificate of Status (sometimes called a Certificate of Good Standing or Compliance) from the home jurisdiction. This certificate cannot be more than 90 days old.

Copies of documents from incorporating jurisdiction:

Copies of the documents from the incorporating jurisdiction, related to the changes being made in the Application for Supplementary Certificate of Registration, must be provided if the corporation is non-share (non-profit), non Canadian or non U.S., trust and loan, or a cooperative.

Power of Attorney form:**Attorney for Service (top portion) - to be signed by a Director or Officer of the Corporation**

- Must be a person(s) or corporation.
- Does not have to be a lawyer.
- Attorney for Service appointed must reside in Manitoba.
- Full name and Manitoba address in Manitoba of individual(s)/corporation being appointed as the attorney for service must be shown. **Note:** initials are not accepted.
- Date, original signature and office held of a director or officer of the corporation is required

Consent to Act as Attorney (bottom portion) - to be signed by the appointed Attorney for Service

- Full name and Manitoba address of individual(s)/corporation being appointed as the attorney for service must be indicated. **Note:** initials are not accepted.
- Attorney for Service must date and sign the form. If the attorney for service is a corporation, a director or officer of that corporation must sign on behalf of the corporation.

NOTICE UNDER THE FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY ACT

Information about this corporation is collected pursuant to *The Corporations Act*. It is made available for public searching pursuant to that Act. Information will be shared with other government departments and the Minister of National Revenue pursuant to *The Electronic Commerce and Information Act* for the purposes of obtaining a Business Number (BN) for this company and administering a common business numbering and information system. If you have any questions about its collection, contact: The Director, Companies Office, 1010-405 Broadway, Winnipeg, MB, R3C 3L6 or phone (204) 945-2500.

Payment Options

If you are filing the Name Reservation (paper applications only) and Application for Supplementary Certificate of Registration together:

- If paying by **cheque**, please ensure there are two separate cheques (or **money orders**), payable to the **Minister of Finance**. If not, the office cannot process your forms and will need to send everything back.
- If paying by **credit card**, please complete and return the [payment options](#) form with your signed documents.

Where to Send the Forms and Fees**Companies Office**

Woodsworth Building
1010-405 Broadway
Winnipeg, MB R3C 3L6

Any Questions?

Telephone: (204) 945-5999 **Fax:** (204) 945-1459

Toll Free in Manitoba: 1-888-246-8353

E-Mail: companies@gov.mb.ca

Website: <http://www.companiesoffice.gov.mb.ca>

Hours: 8:30 to 4:00 Monday to Friday