

**GUIDELINES FOR COMPLETION OF
ARTICLES OF INCORPORATION (WITHOUT SHARE CAPITAL)
UNDER THE CORPORATIONS ACT OF MANITOBA**



These guidelines are to help in the completion of Articles of Incorporation for corporations without share capital (non-profit corporations). **These guidelines are not a substitute for legal advice! As these forms are legal documents, the Companies Office cannot provide any advice in their completion.**

- **All paragraphs of the Articles of Incorporation 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.**

Paragraph 1 – Name of Corporation

- Except for numbered corporations, every corporate name must have been searched and reserved by filing a Request for Name Reservation. If you have not done this step, please file the Request for Name Reservation first.
- The name of the corporation must match the reserved name exactly.
- The corporate name must end with a legal element: “Incorporated”, “Corporation” (or an abbreviation of these words or their French equivalent).
- If incorporating a numbered name, please insert the following:
_____ **MANITOBA ASSOCIATION INC.** *(or another legal element of your choice)*

Paragraph 2 – The Address of the Registered Office

The registered office is where the books and records of the corporation are kept (i.e. articles, by-laws, minutes of meetings, resolutions, etc.).

- A full civic address is required together with the postal code.
- The address must be located in Manitoba.
- A post office box alone in Winnipeg or Brandon is not acceptable.

Paragraph 3 – Number (or Minimum and Maximum) of Directors

- The corporation must have at least 3 directors
- May provide a fixed number (e.g. 3). If a fixed number has been provided, the Articles of Incorporation must provide the names and addresses of that number of directors.
- If preferred, a minimum **and** maximum number of directors can be shown (e.g. Minimum of 3, Maximum of 7). In this example, the Articles of Incorporation must provide the names and addresses of at least three directors, but no more than 7 directors.

Paragraph 4 – First Directors

Directors are responsible for supervising the activities of the corporation and for making decisions regarding those activities.

- A director must:
 - Be at least 18 years old
 - Not be in “bankrupt” status (a person who has previously been bankrupt may be a director after they have received their full discharge).
 - Be an individual (a corporation cannot be a director)
- Provide the full names and home addresses of all directors of the corporation. Initials are not acceptable.
- Ensure the number of directors provided in this section matches the information provided in Paragraph 3.
- Any directors not listed as an incorporator (paragraph 11) will need to sign a [Consent to Act as First Director](#) form which must be filed together with the Articles of Incorporation.
- At least 25% of the directors must be residents of Canada.

Paragraph 5 – The Undertaking of the Corporation is Restricted to the Following

The undertaking of the corporation must be restricted to one that is only of a patriotic, religious, philanthropic, charitable, educational, agricultural, scientific, literary, historical, artistic, social, professional, fraternal, sporting or athletic nature or the like. The following are examples of undertakings that could fall within the above categories:

Agricultural

The undertaking of the corporation is restricted to the following: The undertaking and operation of a harvest festival and exhibition.

Artistic

The undertaking of the corporation is restricted to the following: The facilitation and promotion of artistic and economic development of the arts and cultural industries within the Province of Manitoba.

Artistic or Educational

The undertaking of the corporation is restricted to the following: To provide an arts festival in the film, video, and entertainment realm. The festival will provide workshops, panel discussions, and screenings. It will act as an awareness tool for the Aboriginal and Non-aboriginal community with a special focus on youth, and provide information to the public on the film/video industry.

Charitable

The undertaking of the corporation is restricted to the following: To relieve suffering caused by old age or disability, with includes raising funds for and assisting in providing facilities for the care, maintenance, and rehabilitation of the elderly and disabled.

Or

The undertaking of the corporation is restricted to the following: Charitable organizations raising funds for cancer.

Educational

The undertaking of the corporation is restricted to the following: To the funding, facilitation, promotion, and carrying out of activities and programs for the advancement of education and other purposes beneficial to the community as a whole. It is without pecuniary gain to its members, including, without limitation: Increasing understanding of the business world, making aware of business law related activities, and providing information of both a business and business law related nature.

Fraternal and Social

The undertaking of the corporation is restricted to the following: To develop and establish a Celtic community within the perimeters of Manitoba as a non-profit.

Or

The undertaking of the corporation is restricted to the following: To pursue the civic interest and social welfare of its members. To unite all Filipino-Canadian free masons and their families in the bond of brotherhood, fellowship, mutual understanding and helpfulness at all times. To encourage its members to regularly attend and actively participate in all lodge meetings. To promote fraternal interaction through fellowship and social functions, and to raise funds for its duly approved charitable projects.

Historical and Educational

The undertaking of the corporation is restricted to the following: A museum located on the Long Plain First Nation Reserve, commemorating the history of Indian Residential Schools in Canada by the establishment and display of a database for students, resources material, pictorial archives, and simulated classroom settings.

Literary

The undertaking of the corporation is restricted to the following: To publish a magazine on Women's Health.

Patriotic

The undertaking of the corporation is restricted to the following: To organize the Canada Day Celebration.

Philanthropic and Religious

The undertaking of the corporation is restricted to the following: A Christian organization, which is aimed at starting a Christian counselling service, a shelter for the homeless, and to deliver service for down trodden families and individuals, etc.

Professionals

The undertaking of the corporation is restricted to the following: To increase awareness of ergonomics, to promote professional standards, and to provide a networking opportunity for those interested in ergonomics.

Religious and Professionals

The undertaking of the corporation is restricted to the following: To gather vocational Christian ministers for support and encouragement to foster partnerships and alliances within the Christian church. To build networks and provide resources to vocational Ministers in order to advance the Christian religion and Christian service more effectively.

Religious

The undertaking of the corporation is restricted to the following: to establish and maintain a Christian church of the Baptist denomination, to promote the message and works of the Christian gospel in the community.

Scientific and Educational

The undertaking of the corporation is restricted to the following: A group dedicated to informing the public on critical geological issues.

Social

The undertaking of the corporation is restricted to the following: The Winnipeg senior drop-in centre, with activities including social teas, barbecues, craft, ceramics, and card games.

Or

The undertaking of the corporation is restricted to the following: Operation of a summer camp for children and families.

Sporting or Athletic

The undertaking of the corporation is restricted to the following: To promote the benefits of participation in sports and recreation by providing athletic and leadership opportunities that would allow aboriginal children, youth, and adults to reach their full potential.

Sporting or Athletic, and Philanthropic

The undertaking of the corporation is restricted to the following: To lend money from time to time to various curling clubs in order that those curling clubs may renovate or refurbish their premises, and to do all incidental or conducive to attainment of the foregoing.

Sporting or Athletic, and Social

The undertaking of the corporation is restricted to the following: To operate a sports club and social club for the benefit of the members and their families. To have indoor sports and activities such as table tennis, curling, exercise, cards, pool table and others with a restaurant and bar. And to sponsor outdoor sports such as soccer, baseball, football, tennis and others.

Or

The undertaking of the corporation is restricted to the following: The corporation is an Area Association which, in conjunction with the community centres it represents will endeavour to foster a positive experience with emphasis on sportsmanship, participation, and skill development for the largest number of hockey players possible regardless of age, calibre, cultural or economic background by providing a well-organized, rewarding hockey program through quality coaching, meaningful parental involvement, and comprehensive communication with community centres, coaches, parents, and players.

Paragraph 6 – Other Provisions, if any

- If there are no provisions, “none” “not acceptable” or “N/A” must be noted.
- Could include provisions for classes of members.
- May detail provisions for the disposal of property upon dissolution of the corporation:
 - The corporation may state that on dissolution, property may be distributed among members or to a designated organization. If the Articles of Incorporation do not specifically state that the assets can go to the members upon dissolution, this **cannot** be amended at a later date.
 - If provisions for property disposal upon dissolution are not laid out in the Articles of Incorporation, at the time of dissolution the members will make the decision as to who receives the property, but it **must** go to a charitable organization or one that is beneficial to the community.

Paragraph 7 and 8 – Statements

Do not insert anything into these sections.

Paragraph 9 - Where the undertaking of the corporation is of a social nature, the address in full of the clubhouse or similar premises that the corporation will maintain

If the corporation is a social club, the civic address of the clubhouse must be completed in full. Otherwise, “none”, “not acceptable” or “N/A” must be noted.

Paragraph 10 - Statement

Do not insert anything into this section.

Paragraph 11 - Incorporators

- Provide the full names and home addresses of all incorporators. Initials are not acceptable. Signatures of all incorporators are required.
- Any directors (paragraph 4) not listed as an incorporator will need to sign [Consent to Act as First Director](#) form which must be filed together with the Articles of Incorporation.
- A corporation may be an incorporator.
- An Incorporator must:
 - If an individual, be at least 18 years of age;
 - Not be in “bankrupt” status (a person who has previously been bankrupt may be an incorporator after they have received their full discharge).