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SUMMARY

Definitions

Effective April 16, 2007, amendments to The Corporations Act came into force. One amendment introduced the ability to file documents with the Companies Office in counterparts. Documents requiring the signature of more than one person may be signed in several documents of identical form, each of which is signed by one or more of the persons, and submitted together to The Companies Office together with a lawyer’s certificate of comparison.

For example, an Officer of a corporation may sign one version of a Power of Attorney form, while the Attorney for Service being appointed signs another. The two versions of the forms must be identical in all respects (except for the signatures) and are filed together as one document and must include a “Certification of Counterparts” signed by a lawyer.

Relevant Sections under The Corporations Act

[Section 251.1](#) of The Corporations Act

Forms

All forms filed under The Corporations Act **requiring multiple signatures** may be filed in counterpart. When documents are filed in counterpart, they must be accompanied by a certificate from a lawyer stating that he/she has compared all versions of the document, and that they are identical, except for the details of signing. This certificate is available on the Companies Office website at

<http://www.companiesoffice.gov.mb.ca/forms/counterpart.pdf>

Fees

There are **no** additional fees for filing documents in counterpart.

FAQ'S

Why would documents be filed in counterpart?

Documents in counterpart facilitate the completion of forms requiring the signatures of multiple individuals who are not available for signing at the same time, or in the same city.

How do you determine how many versions of the document are required when they are filed in counterpart?

Every situation will be different. Ensure there are enough versions of the form which include an original signature for every individual required to sign the documents.

Example 1: Articles of Incorporation state there are 3 incorporators. One set of the Articles of Incorporation has been signed by two of the incorporators. Therefore, a second set of the identical Articles must be submitted with the signature of the third incorporator.

In this example, the “Certification of Counterparts” must state that the lawyer has reviewed **2** versions of the Articles of Incorporation.

Example 2: Articles of Incorporation state there are 3 incorporators. Each incorporator has signed a separate set of the Articles Therefore; three sets of the identical Articles are submitted with the signatures of each incorporator being on each set.

In this example, the “Certification of Counterparts” must state that the lawyer has reviewed **3** versions of the Articles of Incorporation.

Example 3: An Officer has signed the Power of Attorney form. However, the individual being appointed as the Attorney for Service has signed a separate copy. Therefore, two sets of the identical Power of Attorney form with separate signatures are filed.

In this example, the “Certification of Counterparts” must state that the lawyer has reviewed **2** versions of the Power of Attorney.

How many copies of the Articles, etc. and their counterparts need to be filed?

The requirement that there be an original and duplicate copy filed extends to the counterparts as well. For each counterpart version of the articles, a duplicate copy of that version must also be provided.

For the parties that are not signing a particular version, what do I put in the signature area corresponding to their names?

You should leave it blank. We will be placing a stamp in that area that reads “In Counterpart”. Please note that you should still type or print that party’s name where you would normally do so, but in the area where that party would have been signing, you should leave it blank.

Is it permissible to have the first party sign a document, and then pass a photocopy of that signed document (containing a copy of the first signature) to the next person for signing?

It is preferred that counterparts not be prepared in this fashion. It could result in uncertainty as to which signatures are originals and which are copies, necessitating rejection of the documents.

What is the “Certification of Counterparts” that is filed with the documents?

A lawyer who is entitled to practice law in Manitoba certifies in writing that he/she has reviewed the executed or signed documents and that they are identical, except with respect to the details of execution or signing.

What statements need to be included in the “Certification of Counterparts”?

To assist lawyers, a “[Certification of Counterparts](#)” form is available on the Companies Office website.

How many “Certification of Counterparts” are required?

One original and one duplicate of the Certificate must be provided.

Can a non-Manitoba lawyer sign the “Certification of Counterparts”

No. This certificate may only be signed by a lawyer entitled to practice law in Manitoba.

Can documents in counterpart be filed without the “Certification of Counterparts”?

No.

Will we be able to order a certified copy of an individual counterpart version of a set of Articles?

No. Certified copies will only be provided containing the entire set, including all counterpart versions and the lawyer’s certificate.

Can documents filed under The Business Names Registration Act be filed in counterpart?

No.

PRECEDENTS

The following precedents are available to assist lawyers in the preparation of filing documents in counterpart.

[Articles of Incorporation](#)

[Power of Attorney](#)

CERTIFICATION OF COUNTERPARTS

I, JOHN DOE, a lawyer entitled to practice law in Manitoba, certify
[name of lawyer]
that:

1. I have reviewed the attached 2 versions of the
[number of versions]
ARTICLES OF INCORPORATION for
[Articles of Incorporation/Application for Registration, etc.]
1234567 MANITOBA LIMITED ;
[name of corporation]
2. Each version of the ARTICLES OF INCORPORATION contains a total of
[Articles etc.]
2 pages;
[number of pages]
3. I have reviewed all versions of the ARTICLES OF INCORPORATION
[Articles etc.]

and they are identical to each other, except with respect to the details of execution or signing.

I make this certification pursuant to clause 251.1(2)(b) of The Corporations Act.

Date: JULY 4, 2007



Signature of Lawyer

The Corporations Act
ARTICLES OF INCORPORATION (share capital)



1. Name of Corporation

1234567 MANITOBA LIMITED

2. The address in full of the registered office (include postal code)

123 Any Street
Winnipeg, Manitoba
R3C 3L6

3. Number (or minimum and maximum number) of directors

Minimum 1, Maximum 6

4. First directors

Name in full	Address in full (include postal code)
John Smith	456 Any Street Winnipeg, MB R3C 3L6
Jane Smith	789 Any Street Winnipeg, MB R3C 3L6

5. The classes and any maximum number of shares that the corporation is authorized to issue

An unlimited number of common shares, unlimited maximum consideration

6. The rights, privileges, restrictions and conditions attaching to the shares, if any

N/A

7. Restrictions, if any, on share transfers

N/A

8. Restrictions, if any, on business the corporation may carry on

N/A

9. Other provisions, if any

N/A

10. I have satisfied myself that, the proposed name of the corporation is not the same as or similar to the name of any known body corporate, association, partnership, individual or business so as to be likely to confuse or mislead.

11. Incorporators

Name in full	Address in full (include postal code)	Signature
John Smith	456 Any Street Winnipeg, MB R3C 3L6	
Jane Smith	789 Any Street Winnipeg, MB R3C 3L6	

Note: If any First Director named in paragraph 4 is not an Incorporator, a Form 3 "Consent to Act as a First Director" must be attached. State the full civic address in paragraphs 2, 4 and 11 – a P.O. box number alone is not acceptable.

OFFICE USE ONLY

Corporation Number: _____

Business Number: _____

1. Name of Corporation

1234567 MANITOBA LIMITED

2. The address in full of the registered office (include postal code)

123 Any Street
Winnipeg, Manitoba
R3C 3L6

3. Number (or minimum and maximum number) of directors

Minimum 1, Maximum 6

4. First directors

Name in full	Address in full (include postal code)
John Smith	456 Any Street Winnipeg, MB R3C 3L6
Jane Smith	789 Any Street Winnipeg, MB R3C 3L6

5. The classes and any maximum number of shares that the corporation is authorized to issue

An unlimited number of common shares, unlimited maximum consideration

6. The rights, privileges, restrictions and conditions attaching to the shares, if any

N/A

7. Restrictions, if any, on share transfers

N/A

8. Restrictions, if any, on business the corporation may carry on


N/A

9. Other provisions, if any

N/A

10. I have satisfied myself that, the proposed name of the corporation is not the same as or similar to the name of any known body corporate, association, partnership, individual or business so as to be likely to confuse or mislead.

11. Incorporators

Name in full	Address in full (include postal code)	Signature
John Smith	456 Any Street Winnipeg, MB R3C 3L6	
Jane Smith	789 Any Street Winnipeg, MB R3C 3L6	

Note: If any First Director named in paragraph 4 is not an Incorporator, a Form 3 "Consent to Act as a First Director" must be attached. State the full civic address in paragraphs 2, 4 and 11 – a P.O. box number alone is not acceptable.

OFFICE USE ONLY

Corporation Number: _____

Business Number: _____

CERTIFICATION OF COUNTERPARTS

I, JOHN DOE, a lawyer entitled to practice law in Manitoba, certify
[name of lawyer]
that:

1. I have reviewed the attached 2 versions of the
[number of versions]
POWER OF ATTORNEY for
[Articles of Incorporation/Application for Registration, etc.]
1234567 ALBERTA LTD.;
[name of corporation]
2. Each version of the POWER OF ATTORNEY contains a total of
[Articles etc.]
2 pages;
[number of pages]
3. I have reviewed all versions of the POWER OF ATTORNEY
[Articles etc.]

and they are identical to each other, except with respect to the details of execution or signing.

I make this certification pursuant to clause 251.1(2)(b) of The Corporations Act.

Date: JULY 5, 2007



Signature of Lawyer

Take notice that 1234567 ALBERTA LTD.

(Name of appointing body corporate)

appoints


JOHN SMITH

(Name of attorney in full)

456 Any Street, Winnipeg, MB R3C 3L6

(Business address of the attorney including street number, municipality and postal code)

its attorney in Manitoba to accept service of or be served with process in any suit or proceeding against it in the province and to receive all lawful notices for it. It authorizes the attorney to perform all necessary acts relating to the matters within the scope of this power of attorney. It declares that, until notice of the appointment of the attorney's replacement has been filed with and accepted by the Director under *The Corporations Act*, service of process or a lawful notice on the attorney is legal and binding on it.

Date July 5/07	Signature 	Office held President
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CONSENT TO ACT AS ATTORNEY

I, JOHN SMITH of
(Name of attorney in full)

456 Any Street, Winnipeg, MB R3C 3L6

(Business address, including street number, municipality, and postal code)

consent to act as the attorney for the appointing body corporate named above.

Date	Signature of attorney
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Business Number 123456789MC0001

OFFICE USE ONLY
Corporation Number _____

Take notice that 1234567 ALBERTA LTD.

(Name of appointing body corporate)

appoints

JOHN SMITH

(Name of attorney in full)

456 Any Street, Winnipeg, MB R3C 3L6

(Business address of the attorney including street number, municipality and postal code)

its attorney in Manitoba to accept service of or be served with process in any suit or proceeding against it in the province and to receive all lawful notices for it. It authorizes the attorney to perform all necessary acts relating to the matters within the scope of this power of attorney. It declares that, until notice of the appointment of the attorney's replacement has been filed with and accepted by the Director under *The Corporations Act*, service of process or a lawful notice on the attorney is legal and binding on it.

Date	Signature	Office held President
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CONSENT TO ACT AS ATTORNEY

I, JOHN SMITH of
(Name of attorney in full)

456 Any Street, Winnipeg, MB R3C 3L6

(Business address, including street number, municipality, and postal code)

consent to act as the attorney for the appointing body corporate named above.

Date <u>July 4/07</u>	Signature of attorney 
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Business Number 123456789MC0001

OFFICE USE ONLY
Corporation Number _____