ᓴᓕᒐᓕᕆᔨᒃᑯᑦᑕ
KAVAMATKOT APIKHOIYIT
DEPARTMENT OF JUSTICE
MINISTÈRE DE LA JUSTICE

Corporate Registries

Guide

EXTRA-TERRITORIAL REGISTRATION

About this Document

This document provides instructions for registering an extra-territorial corporation in Nunavut, pursuant to the *Business Corporations Act*.

These guidelines deal only with the **minimum** requirements to be met to register an extra-territorial corporation in Nunavut. We strongly recommend that you **consult a lawyer**. Corporate Registries cannot provide legal or business advice.

Submission Guidelines

Be sure to read the document titled *Corporate Registries –Submissions Guide* (available from our website) so you understand the process, requirements and advantages of submitting your registration via email, and other submission options. The guide also explains how to complete the forms, and how to scan any additional supporting documentation that may be required.

Fees

Please consult the *Business Corporations Act Fee Schedule* for current fees.

About ET Registration

Who Should Register in Nunavut?

With the exception of licensed insurance companies, all extra-territorial corporations carrying on business in Nunavut must be registered in the Corporate Registry. A corporation is "carrying on business" if:

- its name, or a name under which it carries on business, is listed in a Nunavut telephone directory,
- its name, or a name under which it carries on business, appears in any advertisement in which a Nunavut address is given for the corporation,
- it has a resident agent or a warehouse, office or place of business in Nunavut,
- it solicits business in Nunavut,
- it is the owner of any estate or interest in land in Nunavut,
- it is licensed or required to be licensed under a Nunavut Act entitling it to do business, or
- it otherwise carries on business or operations in Nunavut.

What You Need to Submit

Before you can receive a Certificate of Registration, you must submit all of the following:

- A name search request, except where you are requesting a numbered or federal company;
- Form 18, Statement of Registration Extra-Territorial Corporation;
- Form 21, Notice of Registered Office in duplicate;
- Certified true copies of the charter of the corporation, including any amendments;
- A Certificate of Status or Good Standing from the incorporating jurisdiction, not more than 30 days old;

About Your Corporation's Name

Unless you are a federal or numbered company, you must request us to do a name search and reservation. The name will be searched and (if approved) reserved for your use for 90 days. If you do not do a name search in advance we will search it at the time you submit your registration. There is a fee for the name search and reservation.

We will examine your request to determine whether the name meets the name-granting requirements of the Business Corporations Act and Regulations. We will then make a decision to grant or reject it. If your name request is granted, you have a reservation of that name for a 90-day period. If the 90-day period lapses before your registration, you must renew the reservation. If your name request is denied we will require that you either change your name prior to registration or adopt an assumed name for the purposes of carrying on business in Nunavut. An assumed name must also be searched and reserved for a fee.

What Does the Registry Do?

The Registry will check that the documentation is complete and in proper form, and that the name is acceptable. If so, the Registry will issue a Certificate of Registration showing the date of registration.

What Happens When an Application is Deficient?

Deficient applicants will be returned to the applicant with information indicating the nature of the deficiency. No fees are charged in such cases.

How do I cancel an ET Registration?

To cancel an ET Registration, you must file a *Notice of Cessation of ET Registration*.

Instructions

To register an extra-territorial corporation, follow these steps.

1. Decide whether you want to reserve your corporation's name before registering or at the same time of registration.

   NOTE: Except in the case of numbered corporations and bodies corporate incorporated by or under an Act of the Parliament of Canada, the name of every extra-territorial corporation must be approved to ensure that it complies with the provisions of the *Business Corporations Act*.

   NOTE: If the name of an extra-territorial corporation contravenes the name provisions of the Act, the corporation may apply to be registered under its own name and carry on business under an assumed name which has been approved by the Registrar.

2. If your company is not a federally-incorporated company, complete a *Request for Name Reservation* form. You can submit this form via email prior to, or at the same time as, your registration submission.

3. Complete a S*tatement of Registration of an Extra-Territorial Corporation* (Form 18).

4. Complete a *Notice of Registered Office* (Form 21).

5. Print, sign, and scan the above forms as PDF files.

6. Scan a copy of the charter of your corporation as an Adobe® PDF (Portable Document Format) file. The copy you scan must be certified by the appropriate government authority (such as the Registrar of Corporations) in the incorporating ("home") jurisdiction or it must be notarially certified. See our guide *Corporate Registries – Email Submissions* for more information.

7. Scan or obtain in PDF a *Certificate of Status* or *Certificate of Good Standing* from the corporation's incorporating ("home") jurisdiction.

8. Contact Legal Registries with a credit card number for us to keep on file and to which we can charge the name search and reservation fee and the registration fee.

9. Email all PDF files to us at the address on this page, with the subject line as follows:
   ET Registration – [Name of Company]

We will acknowledge your submission by sending you a Certificate of Extra-Territorial Registration.

Additional Information for Completing Forms

Form 18, Statement of Registration

Item 1, Name of Corporation

Enter the name of your corporation. If the name has been reserved ensure that the letter of approval is enclosed with your statement. If not the name will go through the approval process when the statement is filed. If you are registering under a bilingual name, both English and French

Item 2, Assumed Name

This item only applies if you have been advised that your name does not comply with the corporate name provisions of the Business Corporations Act. If your name complies with the Business Corporations Act this item

Item 3, Does the corporation carry on business

If the corporation carries on business for gain the fee for registration is $300.00. If the corporation does not carry on business for gain the fee for registration is $100.00. You must tick the correct box for your corporation.

Item 4, Head office address

This must be the head office of the corporation, which is usually in the corporation's home jurisdiction.

Item 5, Directors of the Corporation

You must list all the directors of the corporation together with their postal and physical

Item 6, Was the corporation previously registered or incorporated in Nunavut?

State the name and the registration number if this corporation, or any predecessor if the corporation was formed by any past amalgamations, was incorporated or ever registered in Nunavut. If the corporation was never registered in Nunavut this should be marked not applicable.

Item 7, Other required documentation

We require a certified true copy of the charter of the corporation including any amendments. The copy may be certified true by a notary public or by the corporate registry in your home jurisdiction.

We also require a certificate of status or certificate of good standing from your home jurisdiction, dated no more than 30 days prior to the submission of the documents to the Registry.

This form must be originally signed by a director or officer of the corporation. It must be dated and the title of the person signing the form must be stated.