# Community Development Corporation Manual

## Table of Contents

### Introduction
- Purpose of the Manual .................................................. Page 3

### Section I: Start-up
- What is a Community Development Corporation? .................. Page 4
- How are Community Development Corporations Formed? .......... Page 5
  - Resolution by Council .................................................. Page 5
  - Ministerial Approval .................................................... Page 5
  - Guidelines for Articles of Incorporation and By-law .............. Page 6
  - Financial Structure ..................................................... Page 7
  - Reactivating an Existing Community Development Corporation . Page 7
  - Dissolution of the Community Development Corporation ........ Page 7

### Section II: Operating Guidelines
- Key Functions of a CDC .................................................. Page 8
- Planning ................................................................. Page 8
- Liaison ................................................................. Page 8
- Mentoring/Advocacy .................................................... Page 8
- Promotion ............................................................... Page 9
- Prospecting ............................................................. Page 9
- Business Assistance .................................................... Page 9
- Research ............................................................... Page 10
- Community Enhancement ............................................... Page 10
- Monitoring ............................................................. Page 10
- Other Functions ......................................................... Page 10
- Financing a Community Development Corporation ............... Page 11
- Revenue Sources ......................................................... Page 11
• Community Development Corporations Administration . . . . . . . . . . . . . . . . . . . Page 11
  • Mission Statement . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 11
  • By-law . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 12
  • Management . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 12
  • Administrator or Economic Development Officer . . . . . . . . . . . . . . . . . . . . Page 13
• General Administration . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 13
  • Duties and Responsibilities . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 13
• Human Resources . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 13
• Taxation Implications . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 14
• Annual Return . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 14
• Banking, Legal and Accounting . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 14
• Meetings, Committees and Public Relations . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 14
• Policies and Procedures . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 15
• Use of Financial Agencies . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 15
• Support Organizations . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 15
• Resource Guide . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 16

Section III: Appendix

A. Part XXI, Section 262-264 of The Corporations Act . . . . . . . . . . . . . . . . . . . . . . . . . Page 17
B. Flowchart to Form a CDC . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 18
C. Sample Community Resolution for the Formation of a CDC . . . . . . . . . . . . . . . Page 19
D. Sample By-law . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 20
E. Section 56 of The Northern Affairs Act . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 26
F. Contact List (ANA/CEDF/MAFRI) . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . Page 28

Section IV: Forms

• Filing Articles of Incorporation – Under The Corporations Act of Manitoba
  • Articles of Incorporation (share capital)
  • Request for Name Reservation
  • Request for Service
• Filing Articles of Revival – Under The Corporations Act of Manitoba
• Articles of Dissolution
• Non-Profit Organization (NPO) Information Return
• Annual Return of Information
Introduction

Every community whether on a community or regional basis should have an economic development strategy or plan in place. An economic development strategy outlines the community’s intentions to address community and economic development and is recommended under section 54(3) of The Northern Affairs Act which reads:

**Strategic Plan**

54(3) A council may adopt a strategic plan for economic development in the community.

A Community Development Corporation (CDC) is a legal entity that will allow the community a formal body to address the economic development strategy. Historically, the main reason to organize a CDC has been to:

- Organize community economic development (CED)
- Create and retain jobs
- Stabilize or increase the local population base
- Take advantage of opportunities for small enterprise development
- Mobilize community resources to solve issues facing the community
- Engage in community capacity building

Time has shown that communities that have not organized themselves for economic development have substantially reduced their chances for long term economic growth and prosperity.

Purpose of the Manual

The purpose of this manual is to provide community members, community leadership, development service providers and other stakeholders that have an interest in a tool for organizing for economic development. This is a comprehensive, yet easy to use manual and is specifically applicable to Manitoba Aboriginal and Northern Affairs (ANA) communities.

This manual provides practical information on how to start and operate a CDC in Manitoba. The information in this manual can serve as a starting point for discussion, for action and for developing a solid understanding of CDCs.

This manual is posted on the Manitoba Government website via the ANA link at manitoba.ca/ana. This website is a good source of information on community profiles and for current affairs in ANA communities.
Section I: Start-up

What is a Community Development Corporation?

A Community Development Corporation (CDC) is a company incorporated under Part XXI (21) of The Corporations Act of the Province of Manitoba (See Appendix A). The primary role of a CDC is to promote its community with a view to achieving the objectives as set out in the community economic development strategy, the community management plan or local development agency action plan. A CDC is often formed as an outcome of the formalization of an economic or community development committee or board normally initiated through community council. A CDC can conduct a wide range of activities to stimulate the local economy, one of which may be to act as a community lender, where funds are available.

In order to represent the interests of the community at large, the CDC must have the complete support of its local community council. To be successful, a CDC should also have the support of other community groups and other local business, economic and community development groups. Matters affecting local economic development should regularly be sent to the CDC by these groups for review and recommendations.

The CDCs first responsibility is to recognize the community’s needs and its overall potential for development. In order to make change within the community, a CDC must have a strong community commitment and broad support through its volunteer base. The corporation is composed of key stakeholders who believe in persistence and hard work in order to successfully achieve their community goals. It is important to generate involvement from all community members, representing diverse backgrounds. Often specialized programs and projects will require individuals with a strong financial, administrative and business knowledge or skill set.

Manitoba CDCs generate ideas and implement initiatives that enhance community development throughout the province. The CDCs are masters of their own destiny and as such, establish their own plans and set their own priorities.

A CDC operates as a non-profit organization; however it can own and form for-profit companies. For the purpose of this manual, shareholder refers to community members.
How are Community Development Corporations Formed?

A flowchart outlining the steps to form a CDC is provided in Appendix B. These steps consist of the initial community consultation to the eventual first meeting of the CDC board. At this meeting the board will determine the focus of the CDC.

It is necessary to determine the level of commitment among community members to undertake the administrative, organizational and legal work necessary to establish a CDC and maintain it over the long term. Whether you establish a new CDC or reactivate an existing one, the ongoing support of key community leaders is vital to the success of this organization.

The whole process of establishing a CDC calls for careful thought and an appreciation of the community’s character, economy, needs and capabilities. A crucial step is forming a steering committee composed of leading citizens representing the major segments of the local economy. It is critical to a CDC’s success that all of the participants have an active role in the organization. Committee representatives should be drawn from such groups as:

- a) Community Council
- b) Community Residents
- c) Major Employers
- d) Financial Community
- e) Other Economic Development Organizations
- f) Other Interest Groups or Community Organizations

It is advisable that a significant number of committee members have a strong business, economic or financial background.

The steering committee may wish, in conjunction with the community council, to hold a public community meeting to discuss the formation and objectives of the CDC.

Resolution by Council

There can only be one community development corporation representing a community or a defined part of a community. The area in which a CDC can be incorporated can include more than one community, provided they adjoin. The community council must pass a resolution approving the incorporation of the CDC. See Appendix C for a sample resolution.

Ministerial Approval

Prior to incorporation, the incorporating directors (steering committee) must first obtain the approval of the Minister of Agriculture, Food and Rural Initiatives (MAFRI) to establish a CDC in the area. The Minister of Aboriginal & Northern Affairs (ANA) will also be notified to comment. The procedure to obtain approval follows and all forms mentioned in these steps are included in Section IV: Forms of this manual and on the Department of Finance website under www.companiesoffice.gov.mb.ca/forms.html.
Upon approval by the Minister of Agriculture, Food and Rural Initiatives, the incorporation documents and cheques will be forwarded directly to the Companies Office for expedited processing. It should be noted that the CDCs steering committee should not send the documents directly to the Companies Office.

**Guidelines for Articles of Incorporation and By-law**

The steering committee of a CDC should seek legal counsel in establishing its Articles of Incorporation and by-law. The articles and related by-law should cover at least these points:

- Name of Corporation
- Quorums
- Head Office Location
- Fiscal Year
- Restrictions on Undertakings
- Geographical Boundaries
- Voting Procedures
- Remuneration and Compensation
- Directors and Officers
- Borrowing Restrictions/Abilities
- Election and Removal of Directors
- Eventual Distribution of Assets
- Term of Office
- Prescribed Rules and Regulations
- By-law Amendment Procedures
- Banking Requirements and Location
- Filling of Vacancies
- Administering Documents
- Authority of Directors/Officers
- Location and Frequency of Meetings
- Books and Records

As well, the by-law should address such matters as confidentiality and conflict of interest. See Appendix D for a sample by-law.
Financial Structure

A CDC can be funded directly by the community through unconditional VLT allocations or a grant under Section 54(4) of *The Northern Affairs Act* which reads:

<table>
<thead>
<tr>
<th>Condition of Grant</th>
</tr>
</thead>
<tbody>
<tr>
<td>54(4) A council may make a grant for the purpose of economic development in the community, but the grant must not be used directly or indirectly to reduce the amount of community or school taxes payable to the community or to reimburse a person for community or school taxes that are paid or payable to the community.</td>
</tr>
</tbody>
</table>

It can also be funded by interest on loans and capital, by grants and by shares or securities sold to investors. The financial structure of a CDC set up in an ANA community would typically not involve securities. Appendix E cites section 56 of the Act which provides the community council the power to make grants.

Reactivating an Existing Community Development Corporation

A community reactivating an existing CDC should complete the Filing Articles of Revival – Under The Corporations Act of Manitoba form with the Companies Office of Manitoba Finance. Reactivating a CDC will cost a minimal amount payable to the Minister of Finance. See Section IV: Forms of this manual for this form.

Dissolution of the Community Development Corporation

Upon dissolution of a CDC, no distribution of profits or assets may be made unless the distribution is approved by the Province (by order of the Lieutenant Governor in Council). This does not, however, apply to the winding up of an insolvent corporation. See Section IV: Forms of this manual for an Articles of Dissolution form.

The corporation will provide the following information in their request to the Minister of Agriculture, Food and Rural Initiatives:

- a) Declaration of the Corporation’s solvency;
- b) A copy of an audited financial statement for the latest fiscal year;
- c) Copy of the resolution authorizing the dissolution and distribution of assets ratified by two-thirds of the shareholders at a duly authorized meeting;
- d) A listing of any objectors to such a resolution; and
- e) A solicitor’s opinion with respect to the legality and compliance to *The Corporations Act* and related legislation or Acts in the dissolution of the CDC.

Upon review and approval by the Province, documentation is returned for filing at the Companies Office.
Key Functions of a CDC

CDCs can play a significant and diverse role in establishing appropriate and strategic actions for community enhancement. These key functions are highlighted below.

Planning

Preparing and maintaining a broadly based development strategy with a focus on business, commercial and industrial development include the following:

- assessing the present situation and capabilities
- analysing existing potential

These plans should fit in and be an integral part of the community’s planning processes. They should be well documented, with both short-term and long-term perspectives, and be reviewed and updated on a regular basis.

Liaison

Successful local development is not driven in isolation by one element within a community. Rather it is an outcome of the cooperation of several interested groups, who ultimately share in the benefits. The key to successful development often depends on effective communication and coordination between various parties. Therefore, an important function of a CDC is to act as a liaison or a coordinator. Since there are many groups which affect community or economic development, a CDC can assume a role to facilitate the planning and implementation of various projects or initiatives with other stakeholders. These stakeholders could include service clubs, agricultural organizations, local chambers of commerce, community council, provincial and federal agencies, tourism associations, labour organizations, business organizations and educational institutions. A particular emphasis should be placed upon the creation of a strong partnership with the CDC and the community council. A CDC should keep in close contact with any other economic development service providers in the region to ensure their economic development plans are consistent with the regions overall goals.

The liaison function does not end at the community, but is an ongoing function between government and outside business. It is important for the community to have a single and clear access point which acts as a central body to supply information or contact points, as well as initiating contact with other outside sources or opportunities. The CDC, in fact, becomes a conduit for information flow. Outside organizations prefer to deal with one organization in a community, so the more effective the contact point (CDC), the greater the impact on the community.

Mentoring/Advocacy

CDCs should provide mentoring assistance to local business and government as required. This can be done by providing input to the community council on matters of business, industrial and commercial land requirements, zoning, industrial park development, sales and tax policies, licensing, permits, etc. The same type of mentorship can apply to business, where legal advice is required regarding sales tax, regulatory requirements, accounting, zoning and so forth.
In order to effectively carry out this role, it is important for a CDC to identify and utilize local residents who have the appropriate skills and knowledge. These individuals can then act as mentors or advocates through a committee or independently. Some examples of CDC mentoring are:

- CDC or CDC Association advises government on a policy or regulatory issue to enhance their local development.
- CDC may act as an agent between an entrepreneur and a lending institution.
- CDC can promote business growth through business and manufacturing incubators.

**Promotion**

In order to foster continued growth and competitiveness, the CDC must maintain a high level of community visibility. The CDC should formulate and implement a community public relations program for internal and external use. Community visibility is important so that other jurisdictions, governments and business are aware of the benefits and positive conditions that exist in the area. This promotion can be accomplished through a wide range of tools, which can include print and electronic media. The community must focus on a medium that they feel may be most effective for their purposes. Some CDC examples could include:

- preparing tourism and industrial development brochures, literature and advertising.
- developing a community web site to tell the economic story of the community and its people, industry and business, their products and successes.
- providing newsletters or news releases, etc., to identify timely events or updated information.

**Prospecting**

In order for a community to attract outside business and resources, there is an onus on the CDC to conduct a host of prospecting activities through research, promotion and personal contact. Prospecting is also gathering information on strategic options available for use within the community. This is done to solicit new opportunities, facilities, business and industry to locate within the CDC service area. Prospecting is a function of the CDC and can be achieved through a wide range of activities. Some examples are:

- networking at local, provincial or national conferences or business gatherings.
- researching business and government publications and/or web sites.
- providing local tours or community promotional days.

**Business Assistance**

The CDC must always be active in promoting and encouraging new and expanding facilities, business and industries. This can be achieved through mentorship or business assistance, including financial support and/or training. This assistance would include knowledge or availability of grants, loans, software, business promotion and training. For example:

- promoting the sale of locally-made products through trade fairs and advertising.
- assisting in organizing industry, labour and business management courses/seminars.
- providing access to internal/external financial assistance to new or expanding community enterprises.
- providing options for business partnerships or taking an equity position in a local business.
Research

In order for a CDC to be an effective source of communication and information and be market-ready for strategic planning and action, it must have a strong and ongoing research component. The research can be conducted through a variety of mediums, which may include the Internet, Statistics Canada, Canada-Manitoba Business Service Centres, MAFRI regional offices, ANA Community & Resource Development Consultants, media, industry associations, local survey data, key stakeholder interviews and other CDCs to identify a few. Through this research, the CDC will be positioned to provide current and effective data which will have a direct impact on planning, negotiations, implementation and development of local projects and initiatives. The nature or type of research to be conducted may include:

- Human, business and natural resource inventory
- Labour and market trends
- Government programs and services
- Local and regional initiatives and plans
- Community leakage studies

Community Enhancement

In conjunction with the community council and other community organizations, the CDC will propose programs for the beautification of the community and development of other amenities to attract new investment.

Monitoring

In order for a CDC to maintain its growth and impact on the community, it must monitor its programs, services and projects. To determine the effectiveness of its plan and initiatives, the CDC should design and maintain a regular review process that is documented throughout the year and in its annual report. The monitoring should focus on such basic indicators as job creation and maintenance, expenditures, business growth and impact on tax base and other variables associated with healthy community development.

Effective monitoring allows a CDC to adapt or modify its plans or approaches to changing circumstances. Monitoring is important, but should be conducted in a way that is neither time-consuming nor complicated. It should not be a substitute for action.

Other Functions

Where there are no services or ideas for CDCs to use, CDCs must use their cooperative ingenuity and imagination in determining the most effective initiatives for their own local community. Such ideas include:

- business incubation through a common space or through the actual creation of a business which is later sold
- product promotion for local businesses or manufacturers
- residential and commercial real-estate ownership and/or development
- attracting national or international business interests for the purposes of partnerships or relocation
- equity positions/partnerships in business ventures
Financing a Community Development Corporation

Revenue Sources

There is no constant for CDC funding. CDCs can generate revenues through a variety of means within their service area. The ability to obtain funds is often directly related to the level of confidence or impact to the local economy. The more proactive a CDC becomes, the more projects it is involved in, the more products and services it provides, the greater its community awareness, the better the chances are for a CDC to obtain support from government, business and other interested stakeholders. CDCs can receive their initial funding from sources such as community council, local financial institutions, service clubs, school boards, shareholders, local philanthropists and charities or through special CDC events. The sources are limitless. A CDC only needs to use its imagination and initiative to tap into the wealth.

The CDC may receive ongoing revenue from the repayment of any loans it has made, from the repayment of any mortgages it holds, from any properties it has leased or sold, from operating profits of companies under its umbrella and from any securities in companies it may have accepted as part payment for services or facilities it has provided.

In addition, a CDC may obtain funds from the local community(ies) in the form of annual grants through property taxation or unconditional VLT grant.

A CDC can also generate revenues by providing fee-for-service consulting services to local clients, agencies and other CDCs.

The directors of a CDC can use community grants to cover operating expenses or they can designate and use them for specific purposes, ie. defraying advertising expenses, survey or report costs, feasibility study costs, etc.

Community Development Corporations Administration

Mission Statement

To be effective it is important that members of an organization have a clear understanding as to why the organization exists. The mission statement incorporates the views and ideas of its membership and becomes the guiding principle by which the organization conducts its business. The mission statement should answer these questions:

- Who are we?
- Why do we exist?
- Who do we serve?
- What do we want to achieve and produce?

The CDC might consider the following approach as one option in developing its mission statement. The board and staff participate in a visioning session to create the mission statement by concentrating on key words they would like to incorporate into that statement. Each person is allotted two to three key words, which are then recorded and through a process of selection and elimination, the participants come to a consensus.
Examples of two different mission statements follow:

“Will promote economic development and growth in the community by coordinating, facilitating business and community development activity, which will improve the quality of life for the people in and surrounding the community area.”

“To create an environment in which community economic development goals, endeavours and activities are fostered, guided and encouraged to thrive.”

The mission statement could also be set up similar to the one below.

“The mission of the [Insert Community Name] Community Development Corporation is to promote and enhance economic development and job creation in the [Provide Description of the CDC Area] by assisting business and entrepreneurs through support and mentorship.”

Management

A volunteer board of directors, who serve without pay and are dedicated to the ongoing development of their community, conduct the affairs of the corporation and formulate its programs and governing policies. They should represent a cross-section of community leaders, stakeholders and expertise. In selecting board members, care must be taken to ensure that the board is a workable size. Experience has shown that a good working number is six to nine directors. The board is charged with the responsibility of providing leadership, direction and decision-making with respect to CDC activities. Directors must be committed and willing to allocate a significant amount of attention to their offices. The board is a critical element for CDC success. The number of persons applying for a corporation charter should be the same as the number of directors the corporation plans to have. This is because the applicants will be the first directors of the corporation.

A successful board consists of enthusiastic members with strong commitment and sound judgement. The board elects officers who have additional responsibilities within the CDC. These officers and their duties are outlined below.

The president acts as chairperson of the board and chief executive officer of the corporation. The president’s duties are to possess and exercise such powers and fulfil such duties as the board of directors shall from time to time determine by resolution.

The vice-president assumes the duties of the president in his/her absence and such other responsibilities that the board may direct from time to time.

By-law

The by-law sets out the rules and regulations that govern the directors in the administration and operation of the corporation. The by-law is developed in conjunction with the incorporation process. The by-law can be amended and/or redeveloped based on the experience of the CDC. Amendments to the by-law are often adopted at the annual general meeting and are subject to a vote by the membership. It is the responsibility of the directors and the membership to be current with the CDC by-law and to ensure it is applied in a consistent manner.
The secretary, treasurer or secretary-treasurer, as the board deems necessary from time to time, may be a member of the board or appointed from outside the board. The secretary-treasurer shall:

a) issue all notices of meetings of the directors, executive committee and shareholders;

b) record the resolutions at all meetings and have charge of the minute books of the corporation;

c) hold, in safe keeping, all the records and documents of the corporation, including the corporate seal.

The treasurer shall have the care and custody of all the funds and securities of the corporation and shall deposit them in such a bank or credit union as the board directs from time to time, by resolution. The board may require that the treasurer be bonded.

Administrator or Economic Development Officer

The board may appoint an administrator or economic development officer who can, but need not be, a director of the corporation. The board shall prescribe in writing the duties, responsibilities and term of this office. The incumbent shall conform to all lawful orders given by the board. This member shall give the board all information it requires regarding the affairs of the corporation. This person can be a volunteer, a council employee or depending on workload, can be a part-time or full-time employee of the corporation. Small corporations may obtain professional and administrative assistance from other organizations within the community such as the community or regional development corporation or solicit other fundraising, advertising or consulting assistance to undertake specific projects.

Other officers may be appointed as required by the board to fulfil the mandate of the directors and perform such duties as directed. In any case that a director may forfeit his/her office, a number of reasons may apply, including a written resignation, bankruptcy or insolvency, ceases to be a rate payer in the community, failure to attend meetings or is found to be of unsound mind.

General Administration

Duties and Responsibilities

The duties and responsibilities of the directors and staff of a CDC include, but are not limited to, budget preparation and control of finances, business development, planning and research, promotion and fundraising, conducting meetings, maintenance of records, public consultation, liaison with various levels of industry and government, developing, accessing and delivering programs.

The board and its administrators can prepare and implement documentation for any economic development strategies, fundraising and publicity campaigns, etc., which may be undertaken.

Human Resources

It is generally expected that a volunteer run organization uses its directors and volunteers to carry out its duties and responsibilities. Responsibilities are delegated to certain individual board members or committees through portfolios. However, the organization may sometimes require a staff person or contractor to carry out a portion of the corporation’s business. For example, administration and accounting responsibilities may be carried out by arrangement through community council staff or a local financial institution.
Depending on the size of the board, the workload and access to budget resources, the CDC may want to hire full or part-time staff, contract out management services or make arrangements for a secondment. The CDC board is responsible for setting the terms of reference for all staff positions. It is vital that the CDC first determine the need for staffing and its ability to pay wages, benefits and other associated employment and administrative costs. The following consideration should be taken before hiring staff:

- Develop a job description
- Define position requirements
- Decide on compensation
- Implement search procedures
- Prepare selection instrument
- Identify short list

**Taxation Implications**

Canada Revenue Agency has certain tax requirements for community development corporations. The necessary taxation form titled the Non-Profit Organization (NPO) Information Return must be filed annually and is included in Section IV: Forms of this manual.

**Annual Return**

Every CDC is required to file an Annual Return of Information with the Province of Manitoba’s Companies Office. The Companies Office will send the CDC a partially filled form. This form is necessary to update the Companies Office on board membership. The CDC has up to 6 months to file this annual return with the Companies Office. A copy of this form is included in Section IV: Forms of this manual.

**Banking, Legal and Accounting**

It is the board’s responsibility to select and maintain a strong working relationship with those who provide professional support services (legal/accounting). The CDC should ensure that it researches and is provided references for these types of services. CDCs should realize that professional fees are often negotiable, including those associated with financial institutions.

**Meetings, Committees and Public Relations**

The board should conduct regular meetings (usually monthly), scheduled in advance, in order to have the greatest level of participation. CDC business should be carried out in a timely and consistent manner. To encourage community participation, CDCs should conduct public meetings and welcome input from local residents. Annual general meetings (AGMs) should be held at a suitable time and place. AGMs should be well advertised and open to the general public. This is an opportunity for the board and the CDC members to demonstrate their accomplishments and present their goals for the future.

The board should form committees to carry out its various functions. These committees should be encouraged to function as proficiently as the board itself. To ensure meetings are properly run, it is recommended they be conducted using Roberts Rules of Order.

Development projects and the operations of the CDC should be discussed at these meetings. Appropriate plans for action should be made to further the economic development of the community and the interests of the CDC. Minutes of all meetings should be kept.
Policies and Procedures

It is important that a CDC develop sound policies and procedures. These provide guidelines with respect to the operations of the CDC. Policies and procedures are developed to provide:

- Guidelines for action to achieve the organization’s mission
- General directives to ensure consistent decision making
- A point of reference to precedent-setting decisions

An example of a policy is:

“All CDC expense claims shall be in accordance with the Manitoba Government rate policy.”

Procedures are the organization’s operational guidelines. In most cases, they specify how things will be done, when they will be done and by whom. Procedures communicate working methods and detailed instructions to both volunteers and staff. Some examples of organizational procedures are:

- General office practices
- Expense claim procedures
- Staff evaluation procedures
- Board of directors orientation process

An example of a procedure is:

“Expense claims must be submitted to the administrator within one month of being incurred.”

Use of Financial Agencies

A CDC may use the resources of any ordinary financial agency in the course of its operations. Commercial banks may be approached for short-term loans. Firms in the mortgage field may be approached for projects involving real-estate. Funding for projects may be approved or rejected upon the financial agency’s assessment of the merits of the proposed investment.

Support Organizations

The services of the department of Manitoba Aboriginal & Northern Affairs, the Community Economic Development Fund and the department of Manitoba Agriculture, Food & Rural Initiatives are available on a continuing basis to provide suggestions and advice to assist CDCs in their activities. A contact list for these support organizations is provided in Appendix F. The directors and staff of CDCs are encouraged to consult the nearest office concerning the formation and operation of their corporation.

Support staff will not normally give advice on specific loans or business deals, but will give advice on policies, programs, by-laws and operating procedures. Where program details or technical advice is required, support staff can be invited to board meetings.
Resource Guide

The following resources are recommended for CDCs:

- Ota-Miska
- First Nations Community Profiles
- Manitoba Aboriginal and Northern Affairs Community Profiles
- *The Northern Affairs Act*
- *The Securities Act*
- *The Corporations Act*
- Robert’s Rules of Order
- Canada-Manitoba Business Service Centre
- Community Futures Development Corporations
- Regional Development Corporations
- Area Chamber of Commerce
Appendix A –
Part XXI, Section 262-264
of The Corporations Act

Community Development Corporations

Application

262(1) Except where it is otherwise expressly provided this Part applies to every corporation with share capital heretofore or hereafter incorporated as a community development corporation.

Consent of minister required

262(2) No articles shall be accepted for filing without the prior approval of the minister.

Additional requirements in articles

262(2) The articles shall be in the form the Director requires and in addition shall
(a) state that the business of the corporation is restricted to fostering the social and
economic development of a municipality or other local area in the province; and
(b) state the name of the municipality, or clearly describe the area, in respect of which
the corporation is incorporated.

One corporation in any area

263 Where a corporation is incorporated in respect of any municipality or area, the Director shall not issue any articles to any other corporation in respect of the same municipality or area or in respect of an area that includes the whole or any part of the same municipality or area.

Limitation on the distribution of profits or assets

264 A corporation to which this part applies shall not
(a) make any distribution of profits; or
(b) make any distribution of capital or assets on a liquidation, dissolution or otherwise;
unless the distribution is approved by order of the Lieutenant Governor in Council;
but this section does not apply to the winding-up of an insolvent corporation.
## Appendix B – Flowchart to Form a CDC

This flowchart outlines the 10 steps to form a Part 21 Incorporated Community Development Corporation (CDC).

<table>
<thead>
<tr>
<th>Step</th>
<th>Description</th>
</tr>
</thead>
</table>
| Step 1 | *Consultant holds meeting(s) with community council to introduce the CDC concept.  
*This is not restricted to a single meeting. The consultant may need to meet with council on multiple occasions to assist in raising awareness and to answer community concerns.* |
| Step 2 | Community council passes a resolution to form a CDC.  
*The resolution is an indication of the community's commitment to proceed with setting up a CDC.* |
| Step 3 | Community council completes documentation to form a CDC:  
a. Request for Name Reservation Form  
b. Articles of Incorporation (share capital)  
*The consultant may assist the community in filling out the required documentation. A cheque will be required to process the application.* |
| Step 4 | Community Council submits completed documentation to Manitoba Agriculture, Food and Rural Initiatives (MAFRI). |
| Step 5 | Documentation is circulated by MAFRI to the Minister of Aboriginal and Northern Affairs (ANA) for comment. |
| Step 6 | Community receives approval from MAFRI to form a CDC. |
| Step 7 | Community council meets to review and approve the CDC by-law.  
*The consultant can assist the community in developing this by-law.* |
| Step 8 | Community council schedules a shareholders meeting and will vote or select board members.  
*The consultant may assist the community by facilitating the shareholders meeting.* |
| Step 9 | CDC board meets for their first meeting.  
*The consultant may assist the board by facilitating the first CDC board meeting or participate by conference call. Typically, the CDC decides on its area of focus during the first CDC board meeting.* |
| Step 10 | CDC is now operational. *Congratulations!* |

*Consultant: The consultant can be ANA's Community & Resource Development Consultant or MAFRI's Business Development Consultant.*
Appendix C – Sample Community Resolution for the Formation of a CDC

(Your Community Name)
Certified Resolution

RESOLUTION: #
MOVED BY:
SECONDED BY:

WHEREAS: the community of (Your Community Name) wishes to incorporate a Community Development Corporation.

THEREFORE BE IT RESOLVED: that the community of (Your Community Name) approves the incorporation of the (Your Community Name) Community Development Corporation.

CARRIED

I certify that the above resolution was passed at the regular or special meeting of the community of (Your Community Name).

___________________________________ Mayor
___________________________________ Councillor
___________________________________ Councillor
___________________________________ Councillor
___________________________________ Councillor

____________________ Date
___________________________________ Community Administrative Officer
Appendix D –
Sample By-law

(COMMUNITY NAME) Community Development Corporation
By-Law No. 1 / 2007

Being a by-law to establish the (COMMUNITY NAME) Community Development Corporation, in accordance with the provisions of Part XXI of The Corporations Act, R.S.M. 1987, C.C225.

Be it enacted and it is hereby enacted as a by-law of the (COMMUNITY NAME) Community Development Corporation (hereinafter called the “Corporation”) as follows:

HEAD OFFICE
1. The head office of the Corporation shall be (COMMUNITY NAME) in the area of the (COMMUNITY NAME) Community Council boundary.
2. The name of the Corporation shall be “(COMMUNITY NAME) Community Development Corporation”.

MISSION
3. The mission of the Corporation is to promote and enhance the social and economic development in the community of (COMMUNITY NAME).

DEFINITION OF PERSON
4. In this by-law of the Corporation the singular includes the plural, and the plural the singular. The word “person” shall include firms and corporations, and the masculine shall include the feminine.

NUMBERS
5. No more than twelve and no less than five Directors shall constitute the Board of Directors and shall manage the affairs of the Corporation.

QUALIFICATIONS
6. A Director shall be a resident of the (COMMUNITY NAME) Community.

TERM OF OFFICE
7. Three Directors shall be appointed from the Community Council.
8. The term of office for Directors shall be no longer than one (1) year.
9. A vacancy on the Board of Directors created prior to the annual shareholders meeting may be filled for the balance of the term by appointment by quorum of the Board of Directors.
ELECTIONS
10. (i) Election of Directors shall not be by ballot unless demanded. Elections shall be held at the annual shareholders meeting.
   (ii) If, at the Shareholder’s meeting, there is not enough individuals coming forward to fill vacant Board seats, Mayor and Council will appoint individuals from the Community of (COMMUNITY NAME) to serve a one year term.

REMOVAL
11. A Director forfeits office due to:
   (a) written resignation;
   (b) becomes bankrupt or insolvent;
   (c) ceases to be a resident within the boundary of the (COMMUNITY NAME) Community Council.
   (d) is found to be of unsound mind;
   (e) missing three (3) consecutive meetings without Board approval.

LOCATION
12. The Board of Directors shall meet at a location pre-determined by the Board or as called by the President. A meeting may be convened by the President or Vice-President or by any two Directors. Notice of meetings may be by telephone, mail, fax, email or personal contact. Notice of meetings must be provided one week in advance unless the Directors agree to waive this notice by mutual consent.

FIRST MEETING
13. The first meeting of the Board shall be held immediately following the annual shareholders meeting and after elections of the Directors have been completed, provided a quorum is present.

QUORUM
14. Fifty percent plus one of the Directors shall form a quorum for the transactions of business. Resolutions of the Board shall be decided by a majority vote. The President or Chairperson is entitled to vote on any matter, and in the case of an equality of votes, the motion shall be declared lost.

REMUNERATION
15. Directors shall serve without remuneration. Directors shall be reimbursed for travel and other expenses duly incurred while on authorized business for the Corporation outside the (COMMUNITY NAME) Community boundary. The travel will be reimbursed in accordance with rates and policies established by the Board at a shareholders meeting.
DIRECTORS AND OFFICERS

16. Each year immediately after the annual shareholders meeting, the elected Directors shall meet to elect Directors to the following positions, namely;

President
The President shall act as Chairperson of the Board, as well as, Chief Executive Officer of the Corporation. The duties shall be to possess and exercise such powers and fulfill such duties as the Board of Directors shall from time to time determine by resolution.

Vice-President
The Vice-President shall, in the absence of the President, assume the duties and responsibilities of the President, and such other responsibilities that the Board may direct from time to time.

Secretary, Treasurer, or Secretary-Treasurer
The Secretary, Treasurer, or Secretary-Treasurer, as the Board deems necessary from time to time, may be a member of the Board or appointed from outside the Board.

(i) The Secretary shall issue all notices of meetings of the Directors and Shareholders.
(ii) The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit them in such bank or credit union as the Board directs from time to time, by resolution. The Board may require the Treasurer to be bonded.

Other Officers
Other officers may be appointed as required by the Board to fulfill the mandate of the Directors and perform such duties as directed.

At any time, the Board may appoint individuals to serve in an “advisory capacity” to the Board. These individuals may include Ex Officio appointments and may include, but not restricted to, local banking managers and professional persons. These appointed individuals will be non-voting.

17. All cheques, documents and instruments of the Corporation shall be signed by two (2) of the three (3) Directors – President, Vice-President or Secretary-Treasurer.

FISCAL YEAR

18. The fiscal year of the Corporation will be terminated on the 31st day of December, in each year.

(a) The Shareholders of the (COMMUNITY NAME) Community Development Corporation shall be residents of the Community of (COMMUNITY NAME).

ANNUAL SHAREHOLDERS MEETING

19. The annual shareholders meeting shall be held within 90 days of the fiscal year end.
OTHER SHAREHOLDERS MEETINGS
20. Other shareholders meetings may be convened at any time or place by order of the President or Vice-President, or by the Board on their own motion, or at the written request of five (5) shareholders.

NOTICE OF SHAREHOLDERS MEETINGS
21. Notice of shareholders meetings shall be given in writing, stating the time, place, date and purpose of the meeting. Notice shall be given seven (7) days in advance of the meeting date.

RESERVE FUND
22. The Board may from time to time set aside such sums as it deems fit as a reserve fund to meet appropriate contingencies. The Board may in its discretion, increase, reduce or abolish any reserve fund in completely, or in part, and may transfer the whole or any part of any reserve fund to surplus.

SHARES & SECURITIES IN OTHER COMPANIES
23. Where the Corporation owns voting shares in other companies, the Board may appoint a person to represent the Corporation as directed. The Board may issue voting certificates and other evidence of the right to vote in such names as it may determine.

FINANCIAL ADMINISTRATION
24. The Board of Directors shall develop a budget for the operation of the (COMMUNITY NAME) Community Development Corporation and a new and existing project status report on an annual basis. This shall be prepared for presentation and approval at the annual shareholders meeting. Financial Statements will be prepared and audited on an annual basis as per Generally Accepted Accounting Principles (GAAP).

INSPECTION OF BOOKS BY SHAREHOLDERS
25. The Board may from time to time determine whether and to what extent, and at what time and place, and under what conditions or regulations the accounts and books of the Corporation shall be open for inspection by the shareholders.

CONFLICT OF INTEREST POLICY & GUIDELINES
26. (a) Policy Statement:
It is essential that Directors and Officers of the (COMMUNITY NAME) Community Development Corporation maintain high standards of honesty, integrity, impartiality and conduct. They avoid situations which may result in actual or apparent situations, which may result in actual or apparent misconduct, or conflicts of interest. (COMMUNITY NAME Community Development Corporation)’s Directors and Officers shall at all times abide by the standards of official and personal conduct set forth in this policy statement and in their Declaration of Confidentiality.

Sample By-law - 23
(b) **Conflict of Interest Guidelines**

(i) **General Provisions:**

**(COMMUNITY NAME) Community Development Corporation's** Directors and Officers shall avoid conducting themselves in any manner that may result in, or create the appearance of the Directors and Officers receiving a private gain due to their position or authority. In particular, **(COMMUNITY NAME) Community Development Corporation** Directors and Officers shall not:

1. Engage directly or indirectly in any personal business transaction or private arrangement for personal profit which accrues from, or is based upon, confidential or non-public information which they gain due to such position or authority.
2. Divulge confidential or non-public information to any unauthorized person, or release such information in advance of authorization for its release.
3. Act in any official matter where there is a personal interest which is incompatible with an unbiased exercise of official judgment.

(c) Place them in a position where they are under obligation to any person or organization that may benefit from improper considerations. Favor on their part or seek in any way, to gain improper treatment from them in the discharge of their official duties and responsibilities.

(d) **Disclosure:**

**(COMMUNITY NAME) Community Development Corporation's** Directors and Officers are responsible to disclose to the Board of Directors or other designated officer, any situation or matter where there is a conflict of interest or the foreseeable conflict of interest. All disclosures shall be in accordance with Section 115 of The Corporations Act.

If a member is in conflict of interest, they shall not have a vote.

**CONFIDENTIALITY**

27. (a) All materials that an Applicant provides to the **(COMMUNITY NAME) Community Development Corporation** in connection with a request for financing must be considered as confidential and care must be taken to ensure that the circulation of all such material relating to the fund, is restricted to those officers and staff who have a direct responsibility for the specific aspect of the administration of the account. Disclosure of information to anyone not authorized to deal with it is prohibited. In extraordinary cases, these prohibitions may be waived with the written consent of the Applicant.

(b) Where the Corporation obtains credit and/or character references from outside sources, these are to be kept confidential and access to them without permission of the source must be denied to the Applicant.
PROTECTION OF DIRECTORS
28. The Corporation hereby consents that each and every Director or Officer of the Corporation shall be deemed to have assumed the office on the expressed understanding and agreement that he/she, his/her heirs, executors and administrators shall at all times be indemnified and saved harmless out of the funds of the Corporation against all costs, charges and expenses, whatsoever which may be sustained or incurred in or about actions, suits or proceedings that are brought, commenced or prosecuted against him/her. In respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office. Except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

COMING INTO FORCE
29. This by-law shall come into force and effect on the day and year it is sanctioned at a general meeting of the shareholders.

AMENDMENTS
30. This by-law may be amended from time to time at any general meeting of the shareholders, provided seven (7) days notice is given to the shareholders of such proposal to amend this by-law.

PASSED and ENACTED at a general Shareholders’ meeting held this

_________________________ day of ____________________________, AD 20___.

(COMMUNITY NAME) Community Development Corporation

President: ________________________________

Secretary-Treasurer: ________________________________
Appendix E –  
Section 56 of *The Northern Affairs Act*

**Grants**

**Power to make grants**

56(1) A council may make a grant to or otherwise assist
(a) a charitable or non-profit organization, association or corporation;
(b) another community; or
(c) a municipality or local authority;
if in its opinion the purpose for which the grant is made is in the interest or to
advantage of the community or its residents.

**Benefit may be to only part of community**

56(2) A council may make a grant under this section even though only a part of the
community or only some of the residents may benefit from the grant.

**Recipient may be outside community**

56(3) A council may make a grant under this section even though the recipient, or any of its
facilities, programs or activities, is primarily or solely located or carried on outside the
community, if the residents of the community, or some of them, will or could benefit
from the grant.

**Grant to community or regional development corporation**

56(4) A community may enter into an agreement with a community or regional development
corporation for the making of a grant to the community or regional development
corporation, but such an agreement must not provide for
(a) a grant to be made after the council’s term of office expires; or
(b) any renewal or continuation of the agreement by reason of the failure of a party to
give notice.
Condition of grant

56(5) A grant under subsection (4) must not be used directly or indirectly to reduce the amount of community or school taxes payable to a community or to reimburse a person for community or school taxes paid or payable to a community.

Definitions

56(6) The following definitions apply in this section.

“community development corporation” means a corporation incorporated under Part XXI (Community Development Corporations) of The Corporations Act.

“regional development corporation” means a corporation incorporated under Part XXII (Corporations Without Share Capital) of The Corporations Act.
Appendix F -
Contact List (ANA/CEDF/MAFRI)

Manitoba Aboriginal & Northern Affairs (ANA)

Northern Region
59 Elizabeth Dr (Box 27)
Thompson, MB
Tel: 204-677-6787
Fax: 204-677-6525

North Central Region
27-2nd Ave, SW (Box 15)
Dauphin, MB
Tel: 204-622-2145
Fax: 204-622-2305

Community Economic Development Fund (CEDF)

100-23 Station Rd
Thompson, MB
Tel: 204-778-8887
Fax: 204-778-4313
Toll Free: 1-800-778-8887

Manitoba Agriculture, Food and Rural Initiatives (MAFRI)

<table>
<thead>
<tr>
<th>North Parkland GO Team</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dauphin GO Centre</td>
</tr>
<tr>
<td>27 - 2nd Avenue SW</td>
</tr>
<tr>
<td>Dauphin, MB R7N 3E5</td>
</tr>
<tr>
<td>Tel: 204-622-2007</td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td>Roblin GO Centre</td>
</tr>
<tr>
<td>Box 970</td>
</tr>
<tr>
<td>Roblin, MB R0L 1Po</td>
</tr>
<tr>
<td>Tel: 204-937-6460</td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td>Ethelbert GO Office</td>
</tr>
<tr>
<td>Box 266</td>
</tr>
<tr>
<td>Ethelbert, MB R0L 0To</td>
</tr>
<tr>
<td>Tel: 204-742-4060</td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td>Ste. Rose GO Office</td>
</tr>
<tr>
<td>Box 180</td>
</tr>
<tr>
<td>Ste. Rose, MB R0L 1So</td>
</tr>
<tr>
<td>Tel: 204-447-4030</td>
</tr>
</tbody>
</table>
### North Interlake GO Team

**Arborg GO Centre**  
317 River Road W.  
Arborg, MB R0C 0A0  
Tel: 204-376-3300  
Fax: 204-376-3311  

**Lundar GO Office**  
9 Main Street  
Lundar, MB R0C 1Y0  
Tel: 204-762-5649  
Fax: 204-762-5577  

**Ashern GO Centre**  
43 Railway Avenue  
Ashern, MB R0C 0E0  
Tel: 204-768-2782  
Fax: 204-768-2610  

**Fisher Branch GO Office**  
23 Main Street  
Fisher Branch, MB R0C 0Z0  
Tel: 204-372-6526  
Fax: 204-372-6954  

### Valleys North GO Team

**Swan River GO Centre**  
120 - 6th Avenue North, Box 370  
Swan River, MB R0L 1Z0  
Phone: 204-734-3417  
Fax: 204-734-5271  

**The Pas GO Centre**  
Rm. 234 - 3rd & Ross, Box 2550  
The Pas, MB R9A 1M4  
Phone: 204-627-8255  
Fax: 204-623-1839  

### South Interlake GO Team

**Teulon GO Centre**  
Box 70, 77 Main Street  
Teulon, MB R0C 3B0  
Tel: 204-886-2693  
Fax: 204-886-3657  

**Selkirk GO Office**  
201 - 446 Main Street  
Selkirk, MB R1A 1V7  
Tel: 204-785-5035  
Fax: 204-482-4383  

**Dugald GO Office**  
Box 160, 712 Dugald Road  
Dugald, MB R0E 0K0  
Tel: 204-853-5170  
Fax: 204-853-5177  

**Stonewall GO Office**  
Box 920, 336 Main Street  
Stonewall, MB R0C 2Z0  
Tel: 204-467-4700  
Fax: 204-467-5129
Section IV: Forms

- Filing Articles of Incorporation – Under *The Corporations Act* of Manitoba
  - Articles of Incorporation (share capital)
  - Request for Name Reservation
  - Request for Service

- Filing Articles of Revival – Under *The Corporations Act* of Manitoba

- Articles of Dissolution

- Non-Profit Organization (NPO) Information Return

- Annual Return of Information
To incorporate in the Province of Manitoba, ARTICLES OF INCORPORATION must be filed. These steps must be followed:

STEP 1: RESERVING THE NAME

Before a company can be incorporated in Manitoba, a Request for Name Reservation must be filed to determine if the name is available for use. Please read the notes on the reverse side of that form.

<table>
<thead>
<tr>
<th>Form Required</th>
<th>Filing Fee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Request for Name Reservation</td>
<td>$40.00</td>
</tr>
</tbody>
</table>

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 Articles of Incorporation forms by following Step 2 below. If your name is rejected, you must choose a new name and do Step 1 over again (including fee).

STEP 2: INCORPORATION

<table>
<thead>
<tr>
<th>Forms Required (in duplicate)</th>
<th>Filing Fees</th>
</tr>
</thead>
<tbody>
<tr>
<td>Form # 1 - Articles of Incorporation (share)</td>
<td>$300.00</td>
</tr>
<tr>
<td>Form # 2 - Articles of Incorporation (non-profit)</td>
<td>$100.00</td>
</tr>
<tr>
<td>Form #19 - Request for Service</td>
<td>no fee</td>
</tr>
</tbody>
</table>

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.

Special Notes

- All forms must be typed or printed clearly and signed in ink.
- A numbered corporation is a company that has its file number as the main part of its name. The Companies Office will assign a number to the corporation. A name reservation is not required.
- You should see a lawyer if you have any legal questions about incorporating.
PAYMENT OPTIONS

If you are filing the Name Reservation (paper applications only) and Articles of Incorporation forms 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, your signature on this form authorizes us to process two separate transactions.

If paying by Credit Card, please return this bottom portion with your forms.

Name Reservation  $40.00 □
Articles of Incorporation
share  $300.00 □
non-profit  $100.00 □

Visa □  MasterCard □
Card # ________________________ Expiry Date ____________ Signature ________________________

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.gov.mb.ca/finance/cca/comp_off/index.html
Hours: 8:00 – 4:30 Monday to Friday
1. Name of Corporation

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

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

4. First directors

<table>
<thead>
<tr>
<th>Name in full</th>
<th>Address in full (include postal code)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

5. The classes and any maximum number of shares that the corporation is authorized to issue
6. The rights, privileges, restrictions and conditions attaching to the shares, if any

7. Restrictions, if any, on share transfers

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

9. Other provisions, if any

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

<table>
<thead>
<tr>
<th>Name in full</th>
<th>Address in full (include postal code)</th>
<th>Signature</th>
</tr>
</thead>
</table>

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.
The Corporations Act / The Business Names Registration Act  
Loi sur les corporations / Loi sur l’enregistrement des noms commerciaux

REQUEST FOR NAME RESERVATION
DEMANDE DE RÉSERVATION DE NOM

CAUTION: RESPONSIBILITY FOR CHOICE AND USE OF THE NAME RESTS ENTIRELY WITH THE APPLICANT. READ TERMS AND CONDITIONS ON REVERSE BEFORE ANSWERING ALL QUESTIONS.
ATTENTION : LE CHOIX ET L’UTILISATION DE LA DÉNOMINATION INCOMBENT AU REQUÉRANT. LIRE LES MODALITÉS ET CONDITIONS QUI FIGURENT AU VERSO AVANT DE RÉPONDRE AUX QUESTIONS.

A

1. What is the proposed company name? / Quel est le nom proposé de l’entreprise?

2. Select the reason for the reservation / Choisissez le motif de la réservation
   - [ ] Incorporation (share) / Constitution en société par actions
   - [ ] Incorporation (non-share) / Constitution en société sans capital actions
   - [ ] Business Name Registration / Enregistrement du nom d’entreprise
   - [ ] Name Notation / Demande d’inscription de nom
   - [ ] Registration of Federal Corporation / Enregistrement d’une société de capitaux fédérales
   - [ ] Registration of Extra-Provincial Corporation / Enregistrement d’une société de capitaux extra-provinciale
   - [ ] Trust or Loan Corporation / Société de fiducie ou de prêt
   - [ ] Revival or Restoration/ Revitalisation ou restauration
   - [ ] Change of Name From / Changement de nom de

3. How or why was this name chosen? / Comment ou pourquoi ce nom a-t-il été choisi?

4. Indicate where in Manitoba the business will be carried on (i.e. Gimli, Winnipeg, etc.)
   Indiquez l'endroit au Manitoba où l'entreprise sera en exploitation (p. ex. Gimli, Winnipeg, etc.)

5. Describe the nature of business. Please provide a detailed description. / Décrivez la nature de l'entreprise. Veuillez donner une description détaillée

6. Note any other relevant information / Indiquez tout autre renseignement pertinent (e.g. names of affiliated businesses, consents available from other companies, home jurisdiction of extra-provincial corporation, etc.) (p. ex., nom des société affiliées, consentements offerts par d’autres entreprises, autorisation d’exploitation locale de sociétés à l’extérieur de la province, etc.)

7. (a) The cost of expediting is double the cost of the request. If you would like to expedite your request, please select this option.
   Le coût du service accélééré est le double de celui d'une demande ordinaire. Si vous préférez le service accéléré, veuillez sélectionner cette option.
   - [ ] EXPEDITE / SERVICE ACCÉLÉRÉ

   (b) Client's File Number or Name (optional) / Numéro de dossier ou nom du client (facultatif)

B

Delivery and Contact Information / Données de contact et de livraison

<table>
<thead>
<tr>
<th>Name and Address of Sender / Nom et adresse de l’expéditeur</th>
<th>Contact person / Personne-ressource</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Telephone / Téléphone</th>
<th>How would you like the reply delivered? / Comment est-ce que vous aimeriez la réponse livrée?</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Mail / Courrier / Fax# / Télécopieur / Pickup / Cueillette / E-mail address / Adresse courriel</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>
TERMS AND CONDITIONS

1. A name reservation request must be done to determine if a name is available to register a business name, register a name notation, incorporate or register a company or to change an existing name. (Note: If a company name is being registered as or changed to a numbered name, a name registration request is not required. e.g. 3456789 Manitoba)

2. A name reservation request will result in a five page report. The first two pages list names on record in Manitoba. The next two pages list names in other Canadian jurisdictions. The last page will list trademarks.

3. It is your responsibility to ensure that the name you choose is not identical or confusingly similar to an existing trademark, business, association or body corporate. If anyone complains about your name, and that complaint is held to be valid, it will be your obligation to change your name. The Companies Office does not provide any guarantee or warranty that the obtaining of a name reservation, or a subsequent registration, means that the name that you have chosen will be the subject of such a complaint or direction to change your name.

4. You can check for similar names by reading telephone directories, trade publications, magazines, advertisements, and by contacting the corporations branches in other jurisdictions.

5. Reservation of a name is not “protection” or a “guarantee” that your name is automatically available. Use of a name is done at the risk of the user.

6. Only one name can be requested on this form. If the name is not available, a new name must be selected, AND a new Reservation form AND FEE will have to be filed. Careful selection and research of a name may save you time and money.

_MODALITÉS ET CONDITIONS

1. Il faut soumettre une demande de réservation de nom pour établir si un nom peut être utilisé pour enregistrer un nom commercial, déposer une demande d’inscription de nom, constituer une entreprise en société, enregistrer une entreprise ou modifier un nom existant. (Nota. Si on enregistre le nom d’une entreprise comme un nom à numéro ou si on modifie le nom pour qu’il devienne un nom à numéro, il n’est pas nécessaire de soumettre une réservation de nom, p. ex. 3456789 Manitoba.)

2. Toute demande de réservation de nom se traduit par la production d’un rapport de cinq pages. Les deux premières indiquent les noms enregistrés au Manitoba. Les deux suivantes indiquent les noms enregistrés ailleurs au Canada. La dernière indique les marques de commerce.

3. Il vous incombe de veiller à ce que le nom que vous choisissez ne soit pas identique ou trop semblable à une marque de commerce, une entreprise, une association ou une personne morale existante. Si quelqu’un dépose une plainte au sujet de votre nom et que la plainte est fondée, il vous incombe de modifier le nom que vous avez choisi. L’Office des compagnies ne garantit aucunement que l’obtention d’une réservation pour le nom que vous avez choisi ou l’enregistrement subséquent du nom réservé signifie qu’il ne fera pas l’objet d’une plainte ou d’une directive de modification.


5. La réservation d’un nom ne « protège » pas le nom et ne « garantit » pas qu’il sera automatiquement à votre disposition. L’utilisateur d’un nom doit assumer tous les risques liés à cette utilisation.

6. Un seul nom peut être réservé en utilisant ce formulaire. Si le nom n’est pas disponible, il faut choisir un nouveau nom ET soumettre un nouveau formulaire de réservation, accompagné des DROITS exigibles. La recherche attentive et le choix judicieux d’un nom peuvent vous épargner du temps et de l’argent.

REASONS FOR REJECTION OF NAME / MOTIFS DE REJET D’UN NOM

- Prohibited / Nom interdit
- Consists of general words or only describes the nature of business / Comprend des mots courants ou ne décrit que la nature de l’entreprise
- Consists of surname or geographical name only / Ne comprend qu’un nom de famille ou un nom géographique
- Too similar to other name(s) / Trop semblable à d’autre nom (s).
- Obscene or on public grounds objectionable / Nom obscène ou choquant pour une utilisation publique
- Distinctive element should be added / Un élément distinctif devrait être ajouté.
- Descriptive element should be added / Un élément descriptif devrait être ajouté.
The Corporations Act  
REQUEST FOR SERVICE  

A  Name and address of sender  

Contact person  

Tel: (8:00-4:30)  

Fee enclosed $  

B  Current name of the corporation  

Business Number  

C  IF YOU ARE FILING ARTICLES OR AN APPLICATION, PLEASE IDENTIFY THE FORM BEING FILED:  

☐ Articles of Incorporation  

☐ Articles of  

☐ Application for Registration  

☐ Application for Supplementary Registration  

☐ Other  

D  IF YOU WANT CERTIFICATES AND/OR COPIES, PLEASE IDENTIFY THE DESIRED ITEM(S):  

☐ Certificate of status  

☐ Certificate of search  

☐ Photocopy of  

☐ Certified copy of  

E  OFFICE REPLY  

☐ Forms accepted, your copy enclosed.  

☐ Requested item(s) enclosed.  

REMARKS  

SIGNATURE FOR RECEIPT  

OFFICE USE ONLY  

Corporation Number  

RETURN FEE AND TWO COPIES OF FORM TO:  
COMPANIES OFFICE  
200 905 BROADWAY  
WINNIPEG, MANITOBA, R3C 3L6  
(204) 945-2501  
MC 10235 (REV DEC 02)  

FORM 19
FILING ARTICLES OF REVIVAL
Under The Corporations Act of Manitoba

To revive a dissolved Manitoba corporation, ARTICLES OF REVIVAL must be filed as follows:

STEP 1: RESERVING THE NAME

The name does not have to be reserved if the corporation was dissolved less than 180 days ago.

Form Required

Request for Name Reservation

Filing Fee

$40.00

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 Articles of Revival forms by following Step 2 below. If your name is rejected, you must choose a new name and do Step 1 over again (including fee).

STEP 2: FILING ARTICLES OF REVIVAL

Forms Required (in duplicate)

Form # 14 - Articles of Revival
Form # 19 - Request for Service
Annual Return (if required)

Filing Fees

share  non-profit

$100.00  or  $50.00

$ 40.00  or  $20.00

DO YOU HAVE A BUSINESS NUMBER?

A Business Number (BN) is assigned by Canada Customs and Revenue Agency. If you already have a Business Number (BN), it is very important that you provide it. If you do not have a BN already, Companies Office will obtain one for you.

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.

Special Notes

• All forms must be typed or printed clearly and signed in ink.
• The Articles of Revival must be signed by an officer or director of the corporation.
• If the registered office has changed, complete and sign a Notice of Change of Registered Office, no filing fee. If any directors have been changed, complete and sign a Notice of Change of Directors, no filing fee.
• Annual Returns cannot be signed by lawyers, accountants, general councils and bookkeepers.
• You should see a lawyer if you have any legal questions about reviving your corporation.
**PAYMENT OPTIONS**

If you are filing the Request for Name Reservation (paper applications only) and Articles of Revival forms 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**, your signature on this form authorizes us to process two separate transactions.

If paying by **Credit Card**, please return this bottom portion with your forms.

<table>
<thead>
<tr>
<th>Service</th>
<th>Payment</th>
<th>Payment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name Reservation</td>
<td>$40.00</td>
<td></td>
</tr>
<tr>
<td>Articles of Revival</td>
<td></td>
<td>$100.00</td>
</tr>
<tr>
<td>Annual Return (40.00 or 20.00 each)</td>
<td>share</td>
<td>share</td>
</tr>
<tr>
<td></td>
<td>two $80.00</td>
<td>three $120.00</td>
</tr>
<tr>
<td>Visa</td>
<td></td>
<td></td>
</tr>
<tr>
<td>MasterCard</td>
<td></td>
<td></td>
</tr>
<tr>
<td>non-profit</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Card #</td>
<td>Expiry Date</td>
<td>Signature</td>
</tr>
</tbody>
</table>

**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.gov.mb.ca/finance/cca/comp_off/index.html
Hours: 8:00 – 4:30 Monday to Friday
ARTICLES OF DISSOLUTION are filed by Manitoba Corporations which are no longer carrying on business and want to be dissolved.

FILING ARTICLES OF DISSOLUTION

<table>
<thead>
<tr>
<th>Forms Required (in duplicate)</th>
<th>Filing Fees</th>
</tr>
</thead>
<tbody>
<tr>
<td>Form # 16 - Articles of Dissolution</td>
<td>$50.00</td>
</tr>
<tr>
<td>Form # 19 - Request for Service</td>
<td>no fee</td>
</tr>
<tr>
<td>Annual Returns (if required)</td>
<td>$40.00 (share) or $20.00 (non-profit)</td>
</tr>
</tbody>
</table>

All forms must be typed or printed clearly and signed in ink by a director or officer of the corporation. The corporation must be in good standing to be dissolved. Any Annual Returns have not been filed, they must be filed together with the Articles of Dissolution. Please contact our office if you require blank forms.

COMPLETING THE FORMS

#3 of the form tends to be where most people have problems completing the forms. Here you must indicate under what Section of The Corporations Act the corporation is being dissolved. While we cannot provide any legal advice, the following is some explanation of the provisions:

203(1) – Dissolution before commencing business
If the corporation has not issued any shares and its directors have authorized the dissolution by resolution.

203(2) – Dissolution if no property
If the corporation has no liabilities and no property and its shareholders have authorized the dissolution by special resolution (i.e. two-thirds approval of the shareholders).

203(3) – Dissolution where property disposed of
If the corporation had property or liabilities at the time its shareholders authorized the dissolution by special resolution. It must no longer have property or liabilities by the time the Articles are filed.

204 – Proposing liquidation and dissolution
If the corporation has already filed a “Statement of Intent to Dissolve” (form 15).

Please contact a lawyer for more information on the legal requirements. Refer to The Corporations Act for the full text of the above sections.

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 paying by cheque or money order, they are payable to the Minister of Finance.
● If paying by Credit Card, please return this bottom portion with your forms.

Articles of Dissolution $50.00 □
Annual Return
share $40.00 □
non-profit $20.00 □

Visa □ MasterCard □
Card # ___________________________  Expiry Date ___________ Signature __________________________

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.gov.mb.ca/finance/cca/comp_off/index.html
Hours: 8:00 – 4:30 Monday to Friday
**NON-PROFIT ORGANIZATION (NPO) INFORMATION RETURN**

This return is for:
- non-profit organizations (NPOs) described in paragraph 149(1)(l) of the Income Tax Act; and
- organizations described in paragraph 149(1)(e) of the Act (agricultural organizations, boards of trade or chambers of commerce).

An organization may have to file this return if:
- it received or is entitled to receive taxable dividends, interest, rentals or royalties of more than $10,000 in the fiscal period;
- it owned assets valued at more than $200,000 at the end of the immediately preceding fiscal period; or
- it had to file a NPO return for a previous fiscal period.

To determine if the organization you represent has to complete this return, please see the T4117, Income Tax Guide to the Non-Profit Organization (NPO) Information Return. Send your completed return to: Ottawa Technology Centre, 875 Heron Road, Ottawa ON K1A 1A2

### Section A – Identification

<table>
<thead>
<tr>
<th>Fiscal period From</th>
<th>Year</th>
<th>Month</th>
<th>Day</th>
<th>to</th>
<th>Year</th>
<th>Month</th>
<th>Day</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name of organization</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mailing address</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>City</td>
<td></td>
<td>Province</td>
<td>Postal code</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name and title of person to contact</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Business Number (BN), if any (enter the first nine digits)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trust (T3) number, if any</td>
<td>T</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Is this the final return to be filed by this organization? If yes, attach an explanation.</td>
<td>1 Yes</td>
<td>2 No</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Type of organization (see the guide, T4117)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Area code</td>
<td>Telephone number</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section B – Amounts received during the fiscal period

<table>
<thead>
<tr>
<th>Description</th>
<th>100</th>
<th>101</th>
<th>102</th>
<th>103</th>
<th>104</th>
<th>105</th>
<th>106</th>
</tr>
</thead>
<tbody>
<tr>
<td>Membership dues, fees, and assessments</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Federal, provincial, and/or municipal grants and payments</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest, taxable dividends, rentals, and royalties</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Proceeds of disposition of capital property</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gross sales and revenues from organizational activities</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gifts</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other receipts (specify)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total receipts</strong> (add lines 100 to 106)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section C – Statement of assets and liabilities at the end of the fiscal period

<table>
<thead>
<tr>
<th>Description</th>
<th>108</th>
<th>109</th>
<th>110</th>
<th>111</th>
<th>112</th>
<th>113</th>
<th>114</th>
<th>115</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and short-term investments</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Amounts receivable from members</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Amounts receivable from all others (not included on line 109)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Prepaid expenses</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Inventory</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Long-term investments</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fixed assets</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Other assets (specify)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total assets</strong> (add lines 108 to 115)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Description</th>
<th>116</th>
<th>117</th>
<th>118</th>
</tr>
</thead>
<tbody>
<tr>
<td>Liabilities</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Amounts owing to members</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Amounts owing to all others (specify)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total liabilities</strong> (add lines 117 and 118)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
**Section D – Remuneration**

Total remuneration and benefits paid to all employees and officers .................................................. 120  
Total remuneration and benefits paid to employees and officers who are members ................................... 121  
Other payments to members (specify) .................................................................................................................. 122  

Number of members in the organization .................................................................................................................  
Number of members who received remuneration or other amounts ........................................................................  

**Section E – The organization’s activities**

Briefly describe the activities of the organization. If this is the organization’s first year filing this return, attach a copy of the organization’s Mission Statement.


Are any of the organization’s activities carried on outside of Canada? 1 Yes 2 No

If yes, indicate where:


**Section F – Location of books and records**

Leave this area blank if the information is the same as that in Section A

Name of person to contact .................................................................................................................................  
Mailing address ..................................................................................................................................................  

City  Province  Postal code  Area code  Telephone number  

**Section G – Certification**

To be signed only by a current officer of the organization.

I,  

Name of officer whose signature appears below (print)  

City and Province

certify that the information given on this return is, to the best of my knowledge, correct and complete.

Authorized officer’s signature  

Position or office within the organization

Language of correspondence  Indicate the language of your choice

1  
English  

2  
Français

Language de correspondance  Indiquer la langue de votre choix

Date  

Year  Month  Day
## 20____ ANNUAL RETURN OF INFORMATION

<table>
<thead>
<tr>
<th>1. BUSINESS NUMBER</th>
<th>2. JURISDICTION</th>
<th>3. DATE OF INCORPORATION OR AMALGAMATION</th>
<th>4. LAST ANNUAL RETURN</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

5. CORPORATION NAME & MAILING ADDRESS

---

THE FOLLOWING INFORMATION IS ACCURATE FOR THE CORPORATION AS OF THE LAST DAY OF ITS ANNIVERSARY MONTH IN THE YEAR FOR WHICH THIS ANNUAL RETURN IS FILED (SEE INSTRUCTIONS SHEET).

1. **MAIN TYPE OF BUSINESS** (MAKE CHANGES IF NECESSARY)

2. **REGISTERED OFFICE ADDRESS** (IF CHANGED, INDICATE THE DATE OF CHANGE (DAY, MONTH, YEAR) AND THE NEW ADDRESS)

3. **DIRECTORS** (IF CHANGED, DATES MUST BE SHOWN (E.G. APPOINTED FEB. 1, 2016 OR CEASED SEPTEMBER 4, 2016))
   - FULL NAME
   - RESIDENCE ADDRESS
   - DATE OF CHANGE

---

---

---
### 4. Officers

<table>
<thead>
<tr>
<th>Full Name</th>
<th>Residence Address</th>
<th>Office Held</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Only share corporations complete section C**

1. **Shares are distributed to the public:**
   - [ ] Shares are distributed to the public
   - [ ] Shares are not distributed to the public

2. **The following hold 10% or more of issued voting shares**

<table>
<thead>
<tr>
<th>Full Name</th>
<th>No. &amp; Class of Shares</th>
<th>Full Name</th>
<th>No. &amp; Class of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Attorney for Service**

<table>
<thead>
<tr>
<th>Full Name and Address of Individual Appointed in Manitoba</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
</tr>
</tbody>
</table>

**The above information is correct**

**Date**

**Signature**

**Office Held**

**Contact Person & Phone No (8:30 to 4:30)**

**This form will be rejected if all applicable questions are not answered**

---

**Return to:**

Companies Office
1010-405 Broadway
Winnipeg, MB R3C 3L6
WARNING: FAILURE TO FILE RETURNS FOR TWO CONSECUTIVE YEARS RESULTS IN:
DISSOLUTION OF MANITOBA CORPORATIONS OR CANCELLATION OF REGISTRATION OF EXTRA-PROVINCIAL AND FEDERAL CORPORATIONS.

INSTRUCTIONS
An Annual Return of Information must be filed every year. It must state information as of the last day of the anniversary month of incorporation or amalgamation (for example, a corporation incorporated January 5th, 1987, files a return as of January 31st every year.) If the corporation has stopped doing business in Manitoba, call or write this office for information on the three ways to dissolve/cancel.

SECTION A (basic corporate information)
Section A states information on file in Manitoba. If anything has changed, contact this office for information on what forms and fees must be filed.

SECTION B (main type, registered office, directors, officers)
1. MAIN TYPE OF BUSINESS
   — The main type of business must be noted. The Standard Industrial Code (SIC) can be noted, if it is known.
2. REGISTERED OFFICE
   — Must be answered completely, including postal code.
   — If the registered office changed, the new registered office and the date of change MUST be noted.
   — Manitoba corporations must keep their Registered Office in Manitoba.
   — Manitoba corporations must have the Registered Office address identical to the mailing address.
3. DIRECTORS
   — Full names and residence addresses (including postal codes) must be noted.
   — If any directors have been appointed or ceased, the details of the change must be noted. (example: John Smith, 41 Sykes Blvd, Winnipeg, MB R0A 0A0, appointed Jan 01/1991)
   — Nonsure (nonprofit) corporations must have at least three directors. Share corporations must have at least one director.
   — Attach a list if all the names can’t fit on the return.
4. OFFICERS
   — Full names and residence addresses (including postal codes) must be noted.
   — If no officers have been appointed, write “none appointed”.

SECTION C (share information)
(only share corporations complete this section)
1. Asks: does this corporation offer shares or securities to the public? To answer, check off the applicable box.
2. List the full name of the shareholders who hold 10% or more of issued voting shares, and the number and class of shares they hold. Please indicate if none issued or if no shareholders qualify.
   — Attach a list if all the names can’t fit on the return.

SECTION D (attorney for service)
A Manitoba corporation with officers or directors living in the province does not have to appoint an attorney for service. Write N/A. Otherwise, an attorney for service is needed for:
   — any Manitoba corporation without a resident director or officer
   — any federal corporation which does not have both a resident director (officer) and a registered office in Manitoba
   — all other non-Manitoba corporations
An Attorney for Service must be appointed and Form #8 filed with this office. Please contact this office for more information.

SECTION E (signature)
Must be signed, in ink, by an officer or director (or agent given authority by the corporation). The office held by the signer must be shown. Note: An agent must use the word AGENT to describe his/her office.

ANY QUESTIONS?? CALL (204) 945-2955, Toll Free in Manitoba: 1-888-246-8353
HOURS: 8:00 – 4:30, MONDAY TO FRIDAY

RETURN FEE AND FORM TO:
1010-405 BROADWAY, WINNIPEG, MANITOBA R3C 3L6