

Incorporation Guide

The main advantages of being incorporated under the federal *Boards of Trade Act* are as follows:

- The name of your chamber is legally protected and no organization using the term “Chamber” or “Board” can lawfully exist in your territory.
- The individual members of your chamber are absolved of liability of the debts of your chamber, provided that annual returns are made in accordance with the provisions of the *Boards of Trade Act*. These forms are mailed to incorporated organizations by Industry Canada. They should be completed and returned to this department as quickly as possible after the receipt of the same, with all the requested information.

Steps to Incorporation

1. Appoint a small committee to discuss the merits of incorporation.
2. This committee should review the Canadian Chamber of Commerce publication “*Sample Bylaws*” (can be requested). As the title suggests, these are sample bylaws and should not be adopted until each clause has been studied regarding its application to your organization. Do not just fill in the blanks but instead use these bylaws as a guide and then type out three copies of your own submission.
3. The committee should prepare recommendation(s) to be placed before your board of directors or council, in respect of the proposal to incorporate and the suggested bylaws.
4. After discussion by your board or council, prepare a recommendation for the general membership in respect of the merits of incorporation.
5. Secure the approval of your general membership at a general meeting or by plebiscite.

In this regard you might have a member of the committee or a member of the board of directors or council introduce the following motion:

“that the _____ Chamber of Commerce/Board of Trade apply for incorporation under the Boards of Trade Act, in respect of the bylaws proposed at this meeting.”

6. Once this motion has been passed, prepare three (3) copies of the bylaws and forward them to the Chamber Relations Department, The Canadian Chamber of Commerce, 360, Albert Street, Suite 420, Ottawa, ON K1R 7X7. Also submit the following:
 - a) Two (2) copies of the document, *Certificate of Formation and Memorandum of Agreement* (sample attached). Ensure that a barrister, solicitor or notary

affixes a seal in the appropriate place opposite of each signature on both copies of the document;

- b) Two (2) copies of a typewritten list of the names and professions of the thirty (30) or more chartering members who signed the above document;
- c) A cheque in the amount of five dollars (\$5.00) made out in favour of the Receiver General of Canada;
- d) Two (2) copies of a map indicating the boundaries of the area which your organization proposes to serve (ink in the boundaries).

The Chamber Relations department will check over your documents and then forward them to Industry Canada.

- 7. Retain on file one copy of each of the documents, at least until the registered copies are returned to your organization by the Canadian Chamber of Commerce.

Note:

It normally takes six to eight weeks to complete an incorporation once it is ascertained that all the documents are in order. Great care should be taken at the outset to ensure that the above instructions are followed.

If you are in doubt concerning any of the points outlined, contact the Chamber Relations department of the Canadian Chamber of Commerce, 1-800-661-2930.

To view the *Boards of Trade Act*, go to <http://laws-lois.justice.gc.ca/eng/acts/B-6/index.html>.