

# Evangelical Missionary Church of Canada BC Incorporation Procedures & Checklist

(October 18, 2010 – Revised August 13, 2012)

## Checklist for Incorporation under the Society Act of BC

The following is a list of items, which should be checked prior to submitting your incorporation documents for processing:

1. There should be an originally signed constitution, bylaws, notice of address (Form 5) and list of first directors (Form 4) PLUS an extra copy of the constitution and bylaws.
2. The society name has been reserved.
3. Society's name is shown consistently throughout the incorporation documents.
4. A cheque for the appropriate fee has been attached OR a request to debit your BC OnLine account.
5. Full names and residential addresses of all applicants and witness(es) are shown. A residential address must be a complete physical address. A PO Box number alone without a **physical** address is not acceptable.
6. The address of the society must be a complete physical address. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Corporate Registry cannot accept this information as a complete address. If an area does not have street names or numbers, provide a description that would readily allow a person to locate the office.
7. Bylaws reviewed and approved by EMCC. Send to [incorp@emcc.ca](mailto:incorp@emcc.ca) for approval.
8. Submit to BC Corporate Registry.

For further information on Incorporation, visit the BC Society Act web page at <http://www.fin.gov.bc.ca/registries/corppg/forms/reg20.pdf>

## A. INCORPORATION PROCEDURES

### 1. Name Selection

-choose a name for your new Society having three elements

1) \_\_\_\_\_  
distinctive element  
(i.e. name of town (e.g. Athabasca) or descriptive name (e.g. “Oasis” or “Trinity”  
or “Community”)

2) \_\_\_\_\_  
descriptive element  
(e.g. “Evangelical Missionary” or “Church” or “Gospel” which defines the  
activity of the society)

3) \_\_\_\_\_  
legal element  
(must be one of the approved designations as set out in the Regulations under the  
Society Act. e.g. It is recommended to use society.

Name examples: Trinity Christian Society or  
Oasis Evangelical Missionary Church Society.

-pre-screen search for conflicting names can be done online.  
<https://www.bcregistryservices.gov.bc.ca/nro/>

-reserve the name for 56 days by obtaining Name Approval Request. This  
can be done online at <https://www.bcregistryservices.gov.bc.ca/nro/> There  
is a fee of \$30. The name approval can also be completed by paper  
version. The form is attached to the application and available at  
<http://www.fin.gov.bc.ca/registries/corppg/forms/reg46.pdf>

Note – the incorporating documents must be submitted to Corporate Registry for  
registration within 56 days from the date of the Name Approval report, otherwise  
a new one will have to be obtained, so this may be something you get later in the  
process.

Name Approval Request Guide is available at  
<http://www.fin.gov.bc.ca/registries/corppg/forms/reg46.pdf>

## 2. Constitution and Bylaws

**The second step** is to complete a constitution and set of by-laws. The **constitution** of a society must state the following:

1. the name of the society
2. the purposes of the society

The Constitution of the church must comply with the legal requirements of the Society Act. A prepared template (Form 3) is available on the emcc.ca website or ordered through the EMCC office.

The bylaws of the church must comply with the legal requirements of the Society Act. A prepared template is available on the emcc.ca website or ordered through the EMCC office.

The bylaws must state the rules of conduct of the society. Bylaws set out the way the organization is organized and the rules surrounding all of its activities. Your bylaws must include, for example, how new members join, and what their rights and responsibilities include. Other bylaws must set out how the membership will be notified for meetings, how directors may be appointed and removed, etc.

## 3. Signature of Constitution and By-laws

The third step in forming a society or non-profit organization is to ensure the constitution and bylaws are followed by the date of signing, signatures, full names and residential addresses of at least five (5) applicants for incorporation and a witness to each name.

[Note: A residential address must be a complete physical address. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Registry cannot accept this information as complete address. You must also include a postal code. If an area does not have street names or numbers, provide a description that would readily allow a person to locate you. (e.g. 4 miles east on Howard Road, left hand side near the Church, Creston, BC).]

## 4. List of Directors

The fourth step in forming a society or non-profit organization is to complete and file the List of Directors. (Appendix A)

**5. Notice of Address of Society**

Section 10 of the Act requires every society have an address in British Columbia to which all communications and notices may be sent and at which all documents may be served. The Notice of Address must set out the complete physical address of the society to enable a person to locate the office readily. (Appendix B)

**6. EMCC Approval**

- Submit By-Laws and Application for Incorporation to EMCC by email to [incorp@emcc.ca](mailto:incorp@emcc.ca) prior to submitting for registration. These will be reviewed and an email with either approval or corrections/revisions will be sent.

**7. Sending For Incorporation**

**FEES**

Incorporation \$100

If you wish your documents processed on a priority basis, an additional \$100 will be required, in addition to the regular filing fee.

Send your documents with cheque or money order payable to the Minister of Finance to:

Corporate Registry  
PO Box 9431 Stn Prov Govt  
Victoria BC  
V8W 9V3

**8. Optional Legal Assistance**

You may wish to have a lawyer complete the incorporation on your behalf. The EMCC recommends the following lawyers:

Lorne Wellwood  
305 - 2692 Clearbrook Rd.  
Abbotsford, B. C.  
V2T 2Y8  
Tel: 604-850-6640  
Fax: 604-850-6616  
[lorne@linleywellwood.com](mailto:lorne@linleywellwood.com)

All legal fees and disbursements will be payable by the individual congregations incorporating with the assistance of a lawyer, so please obtain a fee quote prior to starting

## **B. POST - INCORPORATION PROCEDURES**

1. Convene a first meeting of first Directors (incorporators) to adopt any pre-incorporation business as may be desirable and appoint officers and accept membership.
2. Convene an initial meeting of members to officially adopt the Bylaws, elect directors and officers, appoint an auditor (or audit committee if permitted by your bylaws) and set date for transition of affairs to the new Society.
3. Dissolve the unincorporated church by motion transferring all assets to new society, upon effective take-over date of new Society.
4. Transfer the charitable registration number with Canada Revenue Agency to the new Society.
5. Arrange for Transfer of Real Property Title to the new Society as per procedures set out by EMCC Land Title Transfer Checklist (see Appendix 1 below).
  - 5.1. Notify property and liability insurers of change of legal status and effective date.
  - 5.2. Notify utility companies of change of legal status.
6. Notify all financial institutions with which you have dealings with of the change of status and execute all necessary banking documents.
7. Transfer all moveable assets (chattels) to the new incorporation by bill of sale as of the effective date. Value should be book value as at take-over date.
8. Transfer all debt by assignment and notify all secured creditors of the change of status.
9. Check to see if your church needs to register under the BC Charities Act (in cases where there is a public solicitation of funds apart from members or regular adherents).
10. Take any other action as may be advised by legal counsel or by further directive of the EMCC.

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## **EVANGELICAL MISSIONARY CHURCH OF CANADA**

### **LAND TITLE TRANSFER CHECKLIST**

The following checklist is to be used to document the land title transfer process and to guide the local church, EMCC administration and the office of the real estate lawyer in completing the transfer of land titles to incorporated local EMCC churches. All documentation is to be sent to: Evangelical Missionary Church of Canada, 214 Highland Road East, Kitchener, ON N2M 3W2

FAX: (519) 894-0941; EMAIL: [info@emcc.ca](mailto:info@emcc.ca)

- 1) Formal request – a formal request from the Board of the EMCC Church for Transfer of Title must be on file with the EMCC Office.**
- 2) Primary contact – The primary church contact person is to be identified in the letter of request.**
- 3) Church Incorporation and Bylaws – a copy of the Letters Patent including approved Bylaws must be on file with the EMCC Office.**
- 4) Certificate of Title – a copy of the Certificate of Title, including current “fair market value” determination, for each property being transferred must be on file with EMCC Office. This can be done by a real estate agent or the church can determine a value. You do not have to use an appraiser for this.**
- 5) Financial Reports – a copy of the last year-end financial report of the church must be on file with the EMCC Office.**
- 6) Outstanding loans/credit – a disclosure note must be provided that lists all outstanding church loans and credit facilities held by the church**
  - **EMCC Loan – if EMCC has extended a loan to the church a mortgage in the amount of the outstanding principal will be registered against title**
  - **Other Loan/credit – if EMCC or its predecessors has signed for loan/credit extension on behalf of the church this obligation is to be removed by the lending institution and may be replaced by registering a caveat against title**
- 7) EMCC Property Management Policy – a letter of acknowledgement that the church Board and administration have read and will comply with all requirements of the EMCC Property Management Policy must be on file with EMCC Office.**

- 8) Consent Clause and/or Right of First Refusal Agreement – agreement to include ‘Consent Clause’ as caveat on title and/or where required a signed Right of First Refusal Agreement must be on file with the EMCC**
- 9) EMCC Director of Operations will approve all title transfers upon receipt and review of all required documents**
- 10) EMCC Director of Operations or delegate will contact the appropriate provincial real estate lawyer requesting assistance in the land title transfer and will forward all applicable documentation**
- 11) The Local Church will incur all legal and administrative costs related to the transfer of Land Title**