

# Evangelical Missionary Church of Canada Manitoba Incorporation Procedures & Checklist

(January 2012 – Revised August 13, 2012)

## Checklist for Incorporation under *The Corporations Act* of Manitoba

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

- Originally signed application Form, bylaws and notice of address in duplicate
- The society name has been reserved through NUANS
- Church's name is shown consistently throughout the incorporation documents.
- A cheque for the appropriate fee has been attached
- Full names and residential addresses of all applicants and witness are shown. A residential address must be a complete physical address. A PO Box number alone without a **physical** address is not acceptable.
- The address of the society. The Companies Office cannot accept a P.O Box information as a complete address for the address where the records of the church will be stored. If an area does not have street names or numbers, provide a description that would readily allow a person to locate the office.
- Bylaws reviewed and approved by EMCC. Send to [incorp@emcc.ca](mailto:incorp@emcc.ca) for approval
- Submit to Manitoba Companies Office.

For further information on Incorporation, visit *The Corporations Act* of Manitoba web page at [www.companiesoffice.gov.mb.ca](http://www.companiesoffice.gov.mb.ca).

## A. INCORPORATION PROCEDURES

### 1. Name Selection and NUANS Report

-choose a name for your new Church having three elements

1) \_\_\_\_\_  
distinctive element

(i.e. name of town (e.g. Winkler) or descriptive name (e.g. "Oasis" or "Trinity"  
"Community")

or

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 Corporations Act of Manitoba*. The "legal element" must be one of the following words:

- Inc.
- Ltd.
- Corp.
- Incorporated
- Limited
- Corporation

Name examples: Trinity Christian Fellowship Inc. or  
Oasis Evangelical Missionary Church Limited

pre-screen search for conflicting names on the Companies Office database through a Registries agent or Search House (see [www.nuans.com](http://www.nuans.com) for a list of approved Search Houses).

reserve the name for 90 days by obtaining "NUANS" report (usually from the Registry office, Search House or a Law Office). There is a fee of approx. \$40.00 for each NUANS, including the pre-screen searches.

Note – the incorporating documents must be submitted to the Companies Office for registration within 90 days from the date of the NUANS report, otherwise a new one will have to be obtained, so this may be something you get later in the process. Make sure your By-laws are approved by EMCC.

□ **2. Bylaws**

-The new Bylaws must be prepared and signed by five signatories (incorporators)

-The Bylaws of the Church must comply with the legal requirements of *The Corporations Act* of Manitoba. A prepared template is available on the emcc.ca website or ordered through the EMCC office.

Note: You may wish to have member and congregational review of these bylaws before completing steps 5 and 6 as it will be more difficult to change them at these steps.

□ **3. Application for Incorporation**

-The objectives of the Church are set out in the “Application for Incorporation” form.

-A template has been provided on the emcc.ca website and these should not be varied or changed without legal consultation and EMCC approval.

-This form is to be signed by the same five signatories as on the By-laws.

□ **4. Registered Office (Notice of Address)**

The new incorporated Church must designate an official “Registered Office” and “Records Office”

-There are Instruction Sheets available from the Government of Manitoba website (<http://www.companiesoffice.gov.mb.ca>).

This is to be filled out according to Instructions. The “Registered” and “Records” office address should be the mailing or street address of the Church not the Church chairman’s or pastor’s residence (as these will change).

□ **5. 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.

**6. Sending For Incorporation**

Upon EMCC approval – send original documents in duplicate  
(duly executed as required)

1. Articles of Incorporation

along with a fee of \$100.00 to Minister of Finance of Manitoba, Companies Office, 1010 - 405 Broadway, Winnipeg, Manitoba, R3C 3L6.

Or deliver by courier or hand deliver to Companies Office, 1010 - 405 Broadway, Winnipeg, Manitoba, R3C 3L6.

**7. Optional Legal Assistance**

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

Wayne L. Bernakevitch  
McDougall Gauley LLP  
1500 - 1881 Scarth Street  
Regina, SK S4P 4K9  
Phone: 306-565-5102  
Fax: 306-359-0785  
Email: [wbernakevitch@mcdougallgauley.com](mailto:wbernakevitch@mcdougallgauley.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 Church.
3. Dissolve the unincorporated church by motion transferring all assets to new society, upon effective take-over date of new Church.
4. Transfer the charitable registration number with Canada Revenue Agency to the new Church.

- 5. Arrange for Transfer of Real Property Title to the new Church 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 any provincial legislation (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.

For further information on Incorporation, visit *The Corporations Act* of Manitoba web page at <http://www.companiesoffice.gov.mb.ca>.

## **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**