



Instructions

Please complete the upcoming questions to the best of your knowledge.

We understand some concepts might be new to you. If you're unsure about any of your responses, please checkmark "I Don't Know" and one of our lawyers will contact you to discuss and advise you directly.

Note, we act on behalf of the Corporation when you engage us to draft this document.

If you wish to work on this form offline, please download the PDF summary [here](#) and return back to complete the form when you are ready.

Disclaimer

All legal services will be performed by Oziel Law. If you are not a client of Oziel Law, you will be asked a couple of questions relating to our engagement prior to submitting this form. Our acceptance of you as a client is subject to our review of your submission and a firm conflict check.

Incorporation and Digital Minute Book

In the next couple of questions, we will ask about your business idea and help guide you through the startup and formation of your business.

If you're unsure about your answers, don't worry! Complete this questionnaire and we will contact you directly to discuss your circumstance before advising how to proceed.

For additional information look over relevant resources at our [Learn Centre](#).

Please provide the full name of the person completing this form. *

First Name Last Name

Please provide the phone number of the person completing this form. *

Area Code Phone Number

Are you an existing Oziel Law client? *

YES

NO

Who is our client? *

Person Completing This Form

Third Party

Corporation Being Incorporated

I Don't Know

What is the name of the client? *

Please identify the individual or corporate client.

Are we allowed to take instructions from the person completing this form? *

YES

NO

If not, who is permitted to provide us with instructions?

You can provide us with more than one permitted instructor. If you're unsure, just move on to the next question.

Federal vs Provincial Incorporation

Canadians can incorporate a business under the authority given by legislation passed at the federal level or at the provincial level. Both types of incorporation have unique characteristics and might affect your business in different ways.

FEDERAL	PROVINCIAL
Descriptive corporate names that are approved for national use	Corporate names approved for provincial use
Requirement to file an annual return to maintain active status	No annual return, but requirement to file "Notice of Change" to alert the Ministry of changes to a registered office address, directors and officers
Easy to register to do business in multiple provinces	More costly to do business in multiple provinces
Requirement to maintain an Individuals with Significant Control (ISC) Register	No requirement to maintain an ISC Register

For additional information look over relevant resources at our [Learn Centre](#).

Choose the jurisdiction of the Corporation. *

- Ontario (Business Corporations Act Ontario)
- Federal (Canada Business Corporations Act)
- I Don't Know
- Other

Do you require a Numbered Company or a Corporate Name? *

- Corporate Name
- Numbered Company
- I Don't Know

What abbreviation would you prefer your Numbered Company to be known by?

Please provide up to three choices of names for your Corporation.

All Ontario or Federal Corporations must end in any of the following: "Incorporated", "Inc", "Limited", "Ltd", "Corporation", "Corp". We will conduct preliminary searches on the selected names in order of preference.

Do you want to trademark your business name or logo? *

Yes

No

I Don't Know

Directors, Officers, and Shareholders

In the next couple of questions, we will ask you about your initial directors, officers, and shareholders of the proposed Corporation.

Keep in mind that in order to incorporate under the Ontario or Federal Legislation, a company must have a minimum of 25% of its directors be Resident Canadian. Typically, a person is a "Resident Canadian" if they live in Canada, have significant ties to Canada, or have permanent residency status. Therefore, if your company will have four or fewer directors, at least one director must be Resident Canadian.

If you don't meet these requirements, don't worry! Complete this questionnaire and we will contact you directly to discuss your circumstance before advising on how to proceed.

For additional information look over relevant resources at our [Learn Centre](#).

Who will be the initial Director(s) of the Corporation?

A Director is a person who sits on the Board of Directors of the Corporation and acts on behalf of the Shareholders. A Director's responsibilities include overseeing the actions of management and creating the mandate of the Corporation. Directors are appointed by the Shareholders of the Corporation. Note, you are required to provide the name, email and address of the Director(s), as well as confirm whether they are current a resident of Canada or not.

Please provide the registered office address of the Corporation. *

Street Address

City

State

Zip Code

Is the mailing address the same as the registered office address?

YES

NO

If not, please provide the mailing address of the Corporation.

Street Address

City

State

Zip Code

Do you intend on receiving equity financing (investment) in your Corporation? *

Yes

No

I Don't Know

Do you want share classes other than Common/Voting Shares? *

Yes*

*(Additional Fee of \$250)

No

I Don't Know

Which custom share classes do you want?

Please advise us as to the additional share classes required and the appropriate properties you wish to include for each of these additional share classes. Some examples include, one voting class and one non-voting class, and one class with priority rights to dividends over another class.

Who are the Shareholders of the Corporation?

A Shareholder "owns" a stake in the Corporation. A Shareholder has rights given by statute and by the type of share that they own in a Corporation. If you are issuing shares to multiple classes, we will contact you to determine the appropriate equity split to be issued upon organizing the Corporation. Note, you are required to provide the name, email, address, equity in percentage (%), and share class (cmn/other) for each Shareholder.

Who are the initial Officer(s) of the Corporation?

An Officer is responsible for overseeing the day to day operations of the Corporation. One individual can have multiple offices. Common examples of Officers include the Chief Executive Officer (CEO), President, Chief Financial Officer (CFO), Treasurer, Secretary, Chief Technology Officer (CTO). We recommend having at least a CEO or President and a Secretary and Treasurer (or one person who acts as both Secretary and Treasurer). Note, you are required to provide the office (designation/dept), name, email and address for each Officer.

Please select the fiscal year-end date for your Corporation.

December 31st

June 30th

Other

If Other, please provide us with the fiscal year-end date for your Corporation.



Year Month Day

Who will have the signing authority for cheques? *

Any Director
President / CEO
Secretary
Treasurer/ CFO
Any Officer authorized by a Director resolution
Two Officers or two Directors for cheques over \$5,000.00
Other

If Other, please describe who will have authority to sign cheques on behalf of the Corporation.

Who will have signing authority for contracts/share certificates? *

President/ CEO
Any one of the President/ CEO , Secretary, Treasurer/ CFO or a Director
The President/ CEO and any other person authorized by a resolution
Any two of the President/ CEO, Secretary, Treasurer/ CFO or a Director
Other

If Other, please describe who will have authority to sign contracts/share certificates on behalf of the Corporation.

Details of Corporate Accountant

Please provide the full name of the firm or individual auditor. If you don't have these details at present, move on to the next question.

Email Address of Corporate Account

Please provide the email address of the firm or individual auditor. If you don't have these details at present, move on to the next question.

What is the address of your Corporate Accountant?

Street Address

City

State

Zip Code

Comments