

# **EXTRA-TERRITORIAL REGISTRATION** **UNDER THE BUSINESS CORPORATIONS ACT OF THE** **NORTHWEST TERRITORIES**

The purpose of this package is to help you submit the forms and information required to extra-territorially register a corporation under the *Business Corporations Act* (BCA).

Forms and instructions are available on our website at:

<https://www.justice.gov.nt.ca/en/extraterritorial-corporations/>. The following sections numbered 1 through 8 will give you some suggestions on filling out and submitting these forms. By ensuring that you provide all the required information with your initial registration, you can help the Corporate Registry process your registration documents more efficiently.

You should note, however, that this package does not tell you everything you may need to know about registration. You may wish to consult with legal counsel or other professional advisors to consider other aspects of extra-territorial registration requirements in the Northwest Territories.

## **SECTION 1 – COMMON QUESTIONS**

- Annual Return filings deadline
- Address within the Northwest Territories requirement
- Registration within the Northwest Territories requirement

## **SECTION 2 – EXTRA-TERRITORIAL REGISTRATION**

1. Who should register in the Northwest Territories?
2. What is the first step for registration?
3. What information must be filed?
4. How do I fill out FORM 18, Statement of Registration of an Extra-territorial Corporation?
5. How do I fill out FORM 21, Notice of Registered Office?
6. What happens if the registration is approved? What happens if it is deficient?

## **SECTION 3 – CONTACTS**

- Contacting the Corporate Registries Office
- Additional contact information

## **SECTION 1 – COMMON QUESTIONS**

### **What is the deadline for filing your Annual Return with the Corporate Registry?**

Annual returns (Form 27) for all corporations are due by the end of the month following the anniversary date of incorporation/amalgamation.

### **Do I need to have an address within the Northwest Territories?**

Yes, subsection 287(1) of the *Business Corporations Act* instructs that ‘a registered extra-territorial corporation shall at all times have a registered office in the Northwest Territories’. This must be a physical address and cannot be a post office box only.

### **Is my corporation required to register within the Northwest Territories?**

With the exception of licensed insurance companies, all extra-territorial corporations incorporated elsewhere but *carrying on* business in the Northwest Territories as defined in the *Business Corporations Act* of the Northwest Territories must register with the Corporate Registry. You are required to register regardless of how long you plan to do business in the Northwest Territories.

## **SECTION 2 – EXTRA-TERRITORIAL REGISTRATION**

### **1. Who Should Register in the Northwest Territories?**

With the exception of licensed insurance companies, all extra-territorially incorporated companies carrying on business within the NWT should be registered in the Corporate Registry. A corporation is "carrying on business" if:

- its name, or a name under which it carries on business, is listed in an NWT telephone directory,
- its name, or a name under which it carries on business, appears in any advertisement in which an NWT address is given for the corporation,
- it has a resident agent or a warehouse, office or place of business in the NWT,
- it solicits business in the NWT,
- it is the owner of any estate or interest in land in the NWT,
- it is licensed or required to be licensed under an NWT Act entitling it to do business, or
- it otherwise carries on business or operations in the NWT.

### **2. What is the First Step for Registration?**

Unless the corporation is a federal or numbered company, a Northwest Territories Name Search and Reservation form must be submitted. It may take some time to verify that the corporation’s name meets

(contd. 2. What is the first step for Registration?)

the name-granting requirements of the *Business Corporations Act* and Regulations. Therefore, you may want to have the name searched and reserved **before** you file your Statement of Extra-territorial Registration.

If you do not search and reserve your proposed name in advance, it must still be searched at the time you submit your registration. The fee for searching a name is \$25.00, which must be submitted with the Northwest Territories Name Search and Reservation form.

Once the Registry has examined your request to determine that the corporation's name meets the name-granting requirements of the *Business Corporations Act* and Regulations, a decision to grant or reject will be made. If your name request is granted, you have a reservation of that name for a 90-day period. If the 90-day period lapses before registration, you must make a renewed request for a name reservation with the Registry. If your name request must be denied, the Registry will require that you either change your name prior to registration OR adopt an assumed name for the purposes of carrying on business in the NWT.

### **3. What Information Must be Filed?**

Before you can receive a Certificate of Extra-territorial Registration, you must submit all of the following supporting materials to the Corporate Registries office:

- A Northwest Territories Name Search and Reservation form, except in the case of a numbered or federal corporation (\$25.00)
- FORM 18 – Statement of Registration of an Extra-territorial Corporation (\$300.00 if carrying on business for gain) (\$100.00 if NOT carrying on business for gain)
- FORM 21 - Notice of Registered Office
- Government or Notarially certified true copies of the corporation's charter documents (certificate of incorporation/amalgamation, articles of incorporation, etc.)
- A certificate of status/good standing/compliance from the incorporating jurisdiction, not more than 30 days old
- Applicable fees

It is not mandatory to use the forms provided. However, substitutes must follow the same format, provide all of the required information in legible printing, and be set out on bond paper measuring 8.5 x 11 in. Original signatures are required; scans or photocopies cannot be accepted. Forms must be mailed in or delivered in person and may not be submitted by fax or by email.

### **4. How Do I Fill Out Form 18 – Statement of Registration of Extra-territorial Corporation?**

The Statement of Registration of Extra-territorial Corporation must be signed by a director or an officer of the corporation, whose title must also be indicated. The signature must be original; photocopies,

(contd. 4. How do I fill out Form 18 – Statement of Registration of Extra-territorial Corporation?)

scans, emails or faxes cannot be accepted.

### **SECTION 1, Name of Corporation**

Type or clearly print the name of the corporation in Section 1. If the name has been reserved by the Registry, ensure that the letter of approval or a copy of the approved Name Search and Reservation is enclosed with your articles. If the name has not been reserved, you must submit a Northwest Territories Name Search and Reservation form along with your other documents. The request will go through the approval process when the articles are filed. If you are registering under a bilingual name, both English and French forms of the name should appear here.

### **SECTION 2, Assumed Name**

This section only applies if the Registrar has advised that your name does not meet the requirements of the *Business Corporations Act* and Regulations. If your name search and reservation request has been approved, this section should be marked not applicable or N/A. Do not leave the section blank.

### **SECTION 3, Does the Corporation Carry on Business for Gain?**

The applicable box must be checked. If the corporation carries on business for gain, the fee for extra-territorial registration is \$300.00. If the corporation does NOT carry on business for gain, the fee for extra-territorial registration is \$100.00.

### **SECTION 4, Head Office Address**

This must be the physical address of the head office of the corporation; usually located in the corporation's home jurisdiction.

### **SECTION 5, Directors of the Corporation**

List all of the current directors of the corporation, along with each director's address. Please note that a post office box number is not sufficient; a physical address is required. A physical address can be a street address with house number, or a legal description (lot, block and plan number of the property). If required, check the box and attach a clearly labelled a schedule of additional directors. Include the addresses of all directors on the schedule, as well.

### **SECTION 6, Was the Corporation Previously Registered or Incorporated in the Northwest Territories?**

If the corporation was originally incorporated in the NWT, or was ever registered in the NWT, state the name and the registration number of the previously registered corporation. This is also applicable to any predecessor(s), if the corporation was formed by any past amalgamation(s).

*(contd. 4. How do I fill out Form 18 – Statement of Registration of Extra-territorial Corporation?)*

If none of the above apply, this section must be marked not applicable or N/A. Do not leave the section blank.

## **SECTION 7, Additional Required Documentation**

Certified true copies of the charter documents of the corporation must be provided (certificate of incorporation/amalgamation, articles of incorporation, etc.). These may be certified true by a notary public or by the Corporate Registries office in the corporation's home jurisdiction.

A certificate of status/good standing/compliance from the incorporating jurisdiction is also required. This certificate cannot be dated more than 30 days prior to registration in the Northwest Territories.

## **5. How Do I Fill Out Form 21, Notice of Registered Office?**

### **SECTION 1:**

The corporation name must appear exactly as set out in the Statement of Registration of Extra-territorial Corporation.

### **SECTION 2:**

The corporation's registered office address must be a specific civic address within the Northwest Territories. Please note that a post office box number is not sufficient; a physical address is required. A physical address can be a street address with house number, or a legal description (lot, block and plan number of the property).

If the address is that of a solicitor or other agent, the consent of the solicitor or agent must be obtained prior to filing this form.

### **SECTION 4:**

If the corporation designates an address for service by mail, it must be located within the Northwest Territories, and must not be the same as the address in Section 2. Mark the section not applicable or N/A if the corporation does not have a separate service by mail address. Do not leave the section blank.

This form must be dated and originally signed by an incorporator, officer or the solicitor of the company; photocopies, scans, emails or faxes cannot be accepted. The person signing must indicate their relationship to the company in the space provided.

## **6. What Happens if the Registration is Approved? What Happens if it is Deficient?**

The Registry will check that your documents are complete and in proper form, and that the name is acceptable for use within the Northwest Territories. If so, the Registry will issue a Certificate of Registration of Extra-territorial Corporation, showing the date of registration. The corporation will then need to ensure that annual returns are filed with the Registry accordingly.

Deficient applications will be sent back to the applicant with a letter indicating the nature of the deficiency. When a deficient registration is returned, the fee will also be returned to the submitter, along with the documents.

## **SECTION 3 – CONTACTS**

### **Contacting the Corporate Registries Office**

Corporate Registries, Department of Justice, Government of the Northwest Territories  
1st Floor Stuart M. Hodgson Building, 5009-49 Street  
PO Box 1320  
Yellowknife NT, X1A 2L9, Canada

Phone: 1 (867) 767-9304

Toll Free: 1 (877) 743-3302

Fax: 1 (867) 873-0243

Email: [corporateregistries@gov.nt.ca](mailto:corporateregistries@gov.nt.ca)

Website: <https://www.justice.gov.nt.ca/en/extraterritorial-corporations/>

Hours of Operation: 9:30AM to 4:00PM Monday to Friday

## **Additional Contact Information**

Extra-territorially registering your corporation is only one of the steps involved in organizing your business within the Northwest Territories. Possible agencies which you may contact are listed here; however, the possible requirements and agencies mentioned here are not meant to be a complete checklist. **You are responsible for researching and complying with your company's specific requirements.**

### **Business Incentive Policy (BIP)**

For information regarding The Government of the Northwest Territories' Business Incentive Policy, contact:

[Business Incentive Policy](#)

<http://www.iti.gov.nt.ca/programs-services/business-incentive-policy>

Phone: (867) 767-9212

GNWT, Dept. of Industry Tourism & Investment (ITI)

4190-50 Ave., YK Centre, Yellowknife NT

See website for Sahtu, Beaufort Delta, Dehcho, and South Slave regional office contact information

### **Business Licence**

You will need a business licence either from municipal government/city or town hall, if you are operating within a community; or from Municipal & Community Affairs, if your work does not take place within a specific municipality.

[Business Licensing](#)

<http://www.maca.gov.nt.ca/en/services/business-licensing>

Phone: (867) 767-9161 ext. 21022

GNWT, Dept. of Municipal & Community Affairs (MACA), Consumer Affairs

#600, 5201-50 Ave., Northwest Tower, Yellowknife NT

### **Employment Standards Laws**

For more information regarding employment standards laws within the NWT, contact:

[Employment Standards](#)

<https://www.ece.gov.nt.ca/en/services/employment-standards>

Phone: (867) 767-9351 ext. 71469 Toll Free: 1-888-700-5707

GNWT, Dept. of Education Culture & Employment (ECE), Labour Development and Standards

5019-52 St., Nova Plaza, Yellowknife NT

### **Human Rights Laws**

It is against the law to harass or discriminate; as described in the Northwest Territories *Human Rights Act*, which protects the equality human rights of everyone in the NWT.

[Northwest Territories Human Rights Commission](#)

<http://nwthumanrights.ca/>

Phone: (867) 669-5575 Toll Free: 1-888-669-5575

Northwest Territories Human Rights Commission

5003-49 St., Laing Building, Yellowknife NT

*(contd. Additional contact information)*

### **Professional Licensing**

If you possess a professional designation or are a member of a professional organization established by legislation, you will need to contact the Registrar of Professional Licensing at:

[Registrar, Professional Licensing](#)

<http://www.hss.gov.nt.ca/en/services/professional-licensing>

Telephone: (867) 767-9067

GNWT, Dept. of Health & Social Services (HSS), Professional Licensing  
5015-49 St., Centre Square Tower, Yellowknife NT

### **Payroll Tax**

If you plan on having employees operate in the Northwest Territories, you should contact the Department of Finance regarding payroll tax.

[Licences, Taxes and Fees](#)

<https://www.fin.gov.nt.ca/en/services/licences-taxes-et-droits/payroll-tax>

Phone: (867) 767-9244 Toll Free: 1-800-661-0820

GNWT, Department of Finance, Payroll Tax  
5003-49 St., Laing Building, Yellowknife NT

### **Workers' Safety and Compensation**

You will need to contact the Workers' Safety and Compensation Commission to find out if you need coverage, or if you need clearance from coverage.

[Workers' Safety & Compensation Commission](#)

<http://www.wscn.nt.ca/employer-services>

Phone: (867) 920-3888 Toll Free: 1-800-661-0792

Workers' Safety & Compensation Commission (WSCC)  
5022-49 St., Centre Square Tower, Yellowknife NT