



## INSTRUCTIONS FOR:

### Form 09 - Articles of Continuance | *Business Corporations Act*

All documents submitted to the Registrar must comply with Sections 2 to 8 of the *Business Corporations Regulations*. **No sections may be left blank**; all sections must be completed with information or with “N/A”, if not applicable. For additional requirements, please consult the *Business Corporations Act* (BCA) and *Business Corporations Regulations*.

- Completed forms must be submitted in duplicate, together with the fee of **\$300.00**.
- If the corporation is in default of any filing or required fulfilment of any undertaking under the Act, the document(s) to remedy the default must be submitted together with the Articles.

#### **For any forms submitted to the Corporate Registry, the following rules apply:**

- Forms may be filled out by typing or neatly hand writing in ink.
- The original signed forms must be mailed or delivered by hand or mail to the Corporate Registries office; faxes, email, or other electronic delivery will not be accepted.

#### **Additional Required Documents and Considerations:**

- Form 02 – Notice of Registered Office
- Form 04 – Notice of Directors
- If not previously submitted, an Application for Name Search and Reservation Form must be included, together with its prescribed fee of \$25.00. This form is **not** required if the corporation is to be a number name (“numbered company”) under the BCA.
- Notarially OR government certified true copies of the charter documents/full corporate history of the corporation.
- An original letter from the Registrar of Corporations in the corporation’s home jurisdiction, authorizing the continuance.
- A certificate of compliance/good standing from the corporation’s home jurisdiction, not more than 30 days old.
- Any attachments as schedules must be clearly labelled as such, and must specify the section number(s) of the form to which they pertain.

#### **Mail or deliver by hand to:**

Corporate Registries  
Government of the Northwest Territories, Dept. of Justice  
1st Floor Stuart M. Hodgson Building  
5009 49th 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)  
Hours of Operation: 9:30 AM to 4:00 PM  
Monday to Friday

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

## Form 09 - Articles of Continuance

- Section 1** Set out the **full legal name** of the corporation. The name must comply with sections 10 and 12 of the *Business Corporations Act* and the corporate names provisions of the *Business Corporations Regulations*. If the corporation is to have a **number name**, ("numbered company"), leave a blank space to the left hand side of the name, type or neatly hand write the words "Northwest Territories" or "N.W.T.", and add the legal element of your choice, such as Inc., Ltd., Corp. etc. (e.g. \_\_\_\_\_ N.W.T. Inc.).
- Section 2** Set out **only the name of the municipality** within the Northwest Territories in which the registered office is to be situated; do not supply a specific address in this section.
- Section 3** Set out the details required by paragraph 6(1)(c) of the Act. You must include details of the rights, privileges, restrictions and conditions attached to each class of shares. All shares must be without nominal or par value and must comply with the provisions of Part V of the Act. Nominal or par value shares issued by a body corporate before continuance comply with the Act by virtue of subsections 25(2), 190(8) and 190(9) of the Act; in the case of the application of subsection 190(11) of the Act, set out the maximum number of shares of a class or series as required by subsection 190(12) of the Act.
- Section 4** If restrictions are to be placed on the issue, transfer or ownership of shares of the corporation, the nature of the restrictions must be set out in this section.
- Section 5** State the fixed number OR minimum and maximum number of directors. If cumulative voting is permitted, the number of directors **must** be fixed; otherwise, a minimum and maximum number of directors may be stated.
- Section 6** If restrictions are to be placed on the business the corporation may carry on, the nature of the restrictions must be set out in this section.
- Section 7** Set out the previous name of the corporation if a change of name is effected on continuance.
- Section 8** Indicate whether the continuance pursuant to Section 190 OR Section 276 of the Act.
- Section 9** This box must **only** be checked if the corporation is a distributing corporation as defined in the Act; "a corporation that is a reporting issuer under Northwest Territories securities laws" (for example: is publicly traded; sells shares on a stock exchange).
- Section 10** As permitted by the Act or by law, set out any other provisions. These may be provisions set out in the bylaws of the corporation, which are to form part of the corporation's Articles, including any pre-emptive rights or cumulative voting provisions.
- Signatory Section** A Director or Officer of the corporation must date and sign the form with their **original signature**; the title of the person signing must be provided. The signature on the submitted form must not be a copy, a stamp, or an electronic signature.