

## CANADA NOT-FOR-PROFIT CORPORATIONS REGULATIONS

## INTERPRETATION

1. In these Regulations, “Act” means the *Canada Not-for-profit Corporations Act*.

## PART 1

## GENERAL

## CORPORATE RECORDS AND REGISTERS

2. (1) For the purpose of subsection 21(2) of the Act, the prescribed information for the register of directors is

- (a) the name of each director;
- (b) the current residential address of each director;
- (c) an email address if the director has consented to receiving information or documents by electronic means; and
- (d) for each person named in the register, the date on which that person became a director and, if applicable, the date on which that person ceased to be a director.

(2) For the purpose of subsection 21(2) of the Act, the prescribed information for the register of officers is

- (a) the name of each officer;
- (b) the current residential address of each officer;
- (c) an email address if the officer has consented to receiving information or documents by electronic means; and
- (d) for each person named in the register, the date on which that person became an officer and, if applicable, the date on which that person ceased to be an officer.

(3) For the purpose of subsection 21(2) of the Act, the prescribed information for the register of members is

- (a) the name of each member;
- (b) the current residential or business address of each member;
- (c) an email address if the member has consented to receiving information or documents by electronic means;
- (d) for each person named in the register, the date on which that person became a member and, if applicable, the date on which that person ceased to be a member; and
- (e) the class or group of membership of each member, if any.

3. For the purpose of subsection 44(1) of the Act, the prescribed information is

- (a) the name of each debt obligation holder;
- (b) the residential or business address of each debt obligation holder;
- (c) an email address if the debt obligation holder has consented to receiving information or documents by electronic means;
- (d) for each person named in the register, the date on which that person became a debt obligation holder and, if applicable, the date on which that person ceased to be a debt obligation holder; and
- (e) the principal amount of each of the outstanding debt obligations of each debt obligation holder.

4. For the purpose of subsection 21(4) of the Act, the prescribed period is six years after the end of the financial year to which the accounting records relate.

5. For the purposes of subsections 22(4), 24(2) and 107(1) of the Act, the prescribed information that has to be set out in the list of debt obligation holders is the following information drawn from the debt obligations register:

- (a) the names, in alphabetical order, and addresses of the registered debt obligation holders;
- (b) the principal amount of outstanding debt obligations for each debt obligation holder; and
- (c) the aggregate principal amount of the outstanding debt obligations.

6. For the purposes of subsections 23(2) and 24(2) of the Act, the prescribed information that has to be set out in the list of members is the following information drawn from the register of members:

- (a) the names, in alphabetical order, and addresses of the members; and
- (b) each member's class or group, if any.

7. For the purposes of subsections 22(2) and 23(1) of the Act, the prescribed period is within 10 days after receipt of the statutory declaration, not including a period beginning on the day on which an application is made to the Director under section 25 of the Act and ending on the day on which the Director renders a decision with respect to the application.

8. (1) For the purposes of subsections 22(4), 23(2), 24(2) and 107(1) of the Act, the prescribed period for furnishing the list of debt obligation holders or the list of members is within 10 days after receipt of the statutory declaration or receipt of the Director's request, as the case may be, not including a period beginning on the day on which an application is made to the Director under section 25 of the Act and ending on the day on which the Director renders a decision with respect to the application.

(2) For the purposes of subsections 22(4), 23(2), 24(2) and 107(1) of the Act, the day for the lists to be up to date is not more than 10 days before the receipt of the statutory declaration or request.

## ELECTRONIC DOCUMENTS

**9.** For the purposes of section 265 of the Act, prescribed information is the information referred to in subsection 162(1) of the Act.

**10.** (1) For the purpose of paragraph 266(2)(a) of the Act, the consent shall be in writing.

(2) For the purpose of paragraph 266(2)(b) of the Act, information, other than information that is required under the Act to be sent to a specific place, may be sent as an electronic document to a place other than to an information system designated by the addressee under paragraph 266(2)(a) of the Act by posting it on or making it available through a generally accessible electronic source, such as a website, and by providing the addressee with notice in writing of the availability and location of that electronic document.

**11.** For the purpose of subsection 266(3) of the Act, an addressee may revoke the consent in writing.

**12.** For the purposes of paragraphs 267(b) and 268(2)(b) of the Act, when several addressees are provided with information, that information shall be provided concurrently, regardless of the manner of provision.

**13.** An electronic document is considered to have been provided when it leaves an information system within the control of the originator or another person who provided the document on the originator's behalf.

**14.** An electronic document is considered to have been received

(a) if the document is provided to the information system designated by the addressee, when it enters that information system; or

(b) if the document is posted on or made available through a generally accessible electronic source, when the notice referred to in subsection 10(2) is received by the addressee or, if sent electronically, when the notice enters the information system designated by the addressee.

## DISPENSATION REQUIREMENT

**15.** For the purpose of paragraph 285(b) of the Act, the prescribed requirement is that the dispensation does not prejudice any of the members or the public interest.

## PART 2

## TIME PERIODS AND PRESCRIBED AMOUNTS

## DEFINITION OF "SOLICITING CORPORATION"

**16.** For the purpose of subsection 2(5.1) of the Act,

(a) the prescribed duration is from the date prescribed in paragraph (b) to the third annual meeting of members following that date;

(b) the prescribed date is the date of the first annual meeting of members following the last financial year end;

- (c) the prescribed period is the duration of the last financial year; and
- (d) the prescribed amount is \$10,000.

#### DEBT OBLIGATION CERTIFICATES AND TRANSFERS

- 17.** For the purpose of subsection 44(5) of the Act, the prescribed period is six years after the day on which the certificate was cancelled.
- 18.** (1) For the purpose of paragraph 61(2)(a) of the Act, the prescribed period is two years.
- (2) For the purpose of paragraph 61(2)(b) of the Act, the prescribed period is one year.
- 19.** (1) For the purpose of paragraph 72(2)(a) of the Act, the prescribed period is one year.
- (2) For the purpose of paragraph 72(2)(b) of the Act, the prescribed period is six months.
- 20.** For the purpose of paragraph 95(4)(a) of the Act, the prescribed period is one year.
- 21.** For the purpose of subsection 97(2) of the Act, the prescribed period is 30 days.
- 22.** For the purpose of section 99 of the Act, the prescribed period is one year after the day on which the notice was received.

#### TRUST INDENTURES

- 23.** For the purpose of subsection 105(2) of the Act, the prescribed period is 90 days.
- 24.** For the purpose of subsection 111(2) of the Act, the prescribed period is one year.
- 25.** For the purpose of section 112 of the Act, the prescribed period is 30 days after the day on which the trustee becomes aware of the event of default.

#### RECEIVERS, RECEIVER-MANAGERS AND SEQUESTRATORS

- 26.** For the purpose of paragraph 123(f) of the Act, the prescribed period is six months.

#### DIRECTORS AND OFFICERS

- 27.** For the purpose of subsection 127(3) of the Act, the prescribed period is five or more days before the day on which the meeting is to be held.
- 28.** (1) For the purpose of subsection 128(3) of the Act, the prescribed period is four years.
- (2) For the purpose of subparagraph 128(9)(b)(i) of the Act, the prescribed period is 10 days after the day on which the election or appointment took place.
- 29.** (1) For the purpose of subsection 134(1) of the Act, in the case of a change in directors, the prescribed period is 15 days after the day on which a change is made and, in the case of a change of address, 15 days after the corporation receives a notice from a director under subsection 134(2) of the Act.
- (2) For the purpose of subsection 134(2) of the Act, the prescribed period is 15 days after the day on which the change is made.
- 30.** For the purpose of subsection 147(3) of the Act, the prescribed period is seven days.

## LIQUIDATION AND DISSOLUTION

- 31.** For the purposes of subsections 218(1) and (2) of the Act, the prescribed period is three years.
- 32.** (1) For the purpose of subparagraph 222(1)(a)(i) of the Act, the prescribed period is three years.
- (2) For the purpose of subparagraph 222(1)(a)(ii) of the Act, the prescribed period is three consecutive years.
- (3) For the purpose of subparagraph 222(1)(a)(iii) of the Act, the prescribed period is one year.
- (4) For the purpose of subsection 222(3) of the Act, the prescribed period is 120 days after the day on which notice is given by the Director under paragraph 222(2)(a) of the Act.
- 33.** For the purpose of paragraph 223(1)(a) of the Act, the prescribed period is two or more consecutive years.
- 34.** (1) For the purpose of subsection 226(2) of the Act, the prescribed period is 30 days.
- (2) For the purpose of paragraph 226(4)(a) of the Act, the prescribed minimum frequency is once a week.
- 35.** (1) For the purpose of paragraph 231(b) of the Act, the notice of the appointment shall be published in a newspaper once a week for two consecutive weeks.
- (2) For the purpose of subparagraph 231(b)(iii) of the Act, the prescribed period is 60 days after the day on which the notice of the appointment was first provided by the liquidator.
- (3) For the purpose of paragraph 231(h) of the Act, the prescribed period is one year.
- 36.** For the purpose of subsection 233(2) of the Act, the prescribed period is one year.
- 37.** For the purpose of paragraph 235(1)(c) of the Act, the prescribed period is 60 months before the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation and the prescribed amount is \$10,000 in any financial year ending in that prescribed period.
- 38.** For the purpose of section 238 of the Act, the prescribed period is six years.

## REMEDIES, OFFENCES AND PUNISHMENT

- 39.** For the purpose of paragraph 251(2)(a) of the Act, the prescribed period is 14 or more days.
- 40.** For the purpose of subsection 257(1) of the Act, the prescribed period is the later of 30 days after the day on which the articles or other document is received and 20 days after the day on which any related approval required under any other Act is received.

## GENERAL

**41.** For the purpose of subsection 283(3) of the Act, the prescribed period is six years after the day on which the Director receives the document.

## PART 3

## CORPORATE NAMES

## INTERPRETATION

**42.** (1) The following definitions apply in this Part.

“corporate name” means the name of a corporation. (*Version anglaise seulement*)

“distinctive”, in relation to a trade-name, considered as a whole and by its separate elements, means a trade-name that distinguishes the activities in association with which it is used or intended to be used by its owner from any other activities or that is adapted to so distinguish them. (*distinctive*)

“official mark” means an official mark referred to in subparagraph 9(1)(n)(iii) of the *Trade-marks Act*. (*marque officielle*)

“trade-mark” means a trade-mark as defined in section 2 of the *Trade-marks Act*. (*marque de commerce*)

“trade-name” means a name that has been reserved by the Director under subsection 12(1) of the Act, or the name under which activities are carried on, or intended to be carried on, whether it is a corporate name or the name of a body corporate, trust, partnership, sole proprietorship or individual. (*dénomination commerciale*)

“use” means the actual use by a person that carries on activities in Canada or elsewhere. (*emploi*)

(2) For greater certainty, this Part applies to the corporate name of an amalgamated corporation.

## CONFUSING NAMES

**43.** A corporate name is confusing with

(a) a trade-mark or an official mark if it is the same as that trade-mark or official mark or if the use of both the corporate name and either the trade-mark or the official mark, as the case may be, is likely to lead to the inference that the activities carried on or intended to be carried on under the corporate name and the activities connected with the trade-mark or the official mark, as the case may be, are the activities of one organization, whether or not the nature of those activities is generally the same; or

(b) a trade-name if it is the same as that trade-name or if the use of both names is likely to lead to the inference that the activities carried on or intended to be carried on under the corporate name and the activities carried on under the trade-name are the activities of one organization, whether or not the nature of those activities is generally the same.

**44.** For the purpose of subsection 13(1) of the Act, a corporate name is prohibited if its use causes confusion with a trade-mark, official mark or trade-name, having regard to the circumstances, including

- (a) the inherent distinctiveness of the whole or any element of the trade-mark, official mark or trade-name and the extent to which it has become known;
- (b) the length of time the trade-mark, official mark or trade-name has been in use;
- (c) the nature of the goods, services or activities with which the trade-mark, official mark or trade-name is associated;
- (d) the nature of the trade with which the trade-mark, official mark or trade-name is associated;
- (e) the degree of resemblance between the proposed corporate name and the trade-mark, official mark or trade-name in appearance or sound or in the ideas suggested by them; and
- (f) the geographical area in Canada in which the trade-name or proposed corporate name is likely to be used.

**45.** Despite section 44, a corporate name that is confusing with the name of a body corporate that has not carried on activities in the two years immediately before the day on which the Director receives the documents referred to in section 9 or 201 or subsection 208(4), 211(5), 215(5), 216(6) or 219(3) of the Act or a request to reserve a name under subsection 12(1) of the Act is not prohibited for that reason alone if

- (a) the body corporate has been dissolved; or
- (b) in the case of a body corporate that has not been dissolved, it consents in writing to the use of the name and undertakes in writing to dissolve immediately or to change its name before the corporation that proposes to use the name begins using it.

**46.** Despite section 44, if a word in a corporate name is confusing with the distinctive element of a trade-mark, official mark or trade-name, the corporate name is not prohibited for that reason alone if the person who owns the trade-mark, official mark or trade-name consents in writing to the use of the corporate name.

**47.** (1) Despite section 44, a corporate name that is confusing with the name of a body corporate is not prohibited for that reason alone if

- (a) the corporate name is the name of an existing or a proposed corporation that is the successor to the activities of the body corporate and the body corporate has ceased or will, in the immediate future, cease to carry on activities under that corporate name and undertakes in writing to dissolve or to change its corporate name before the successor corporation begins carrying on activities under that corporate name; and
- (b) the corporate name of the existing or proposed corporation sets out in numerals the year of incorporation, or the year of the most recent amendment to the corporate name, in parentheses.

(2) If a corporate name is changed so that the reference to the year of incorporation or the year of the most recent amendment to the corporate name is deleted at least two years after it is introduced, it is not prohibited for that reason alone.

**48.** Despite section 44, if the corporate name of an amalgamated corporation is the same as the name of one of the amalgamating corporations, it is not prohibited for that reason alone.

**49.** (1) Despite section 44, the corporate name of an existing corporation that is the same as the name of an affiliated body corporate from which the existing corporation has acquired or will, in the immediate future, acquire all or substantially all of the property of the body corporate is not prohibited for that reason alone if the body corporate undertakes in writing to dissolve, or to change its name, before the corporation begins using the corporate name.

(2) Despite section 44, if the corporate name of a proposed corporation is the same as the name of a body corporate that is to be an affiliate of the proposed corporation from which the proposed corporation will, in the immediate future, acquire all or substantially all of the property of the body corporate, the corporate name is not prohibited for that reason alone if the body corporate undertakes in writing to dissolve, or to change its name, before the proposed corporation begins using the corporate name.

**50.** For the purpose of subsection 13(1) of the Act, a corporate name is prohibited if it is confusing with a corporate name that is reserved by the Director for another person, unless written consent has been obtained from the person for whom the corporate name was reserved.

#### GENERAL PROHIBITIONS

**51.** For the purpose of subsection 13(1) of the Act, a corporate name is prohibited if the name contains any of the following elements:

- (a) “cooperative”, “coopérative”, “co-op” or “pool” when it connotes a cooperative venture;
- (b) “Parliament Hill” or “Colline du Parlement”;
- (c) “Royal Canadian Mounted Police”, “Gendarmerie royale du Canada”, “RCMP” or “GRC”; and
- (d) “United Nations”, “Nations Unies”, “UN” or “ONU” when it connotes a relationship to the United Nations.

**52.** For the purpose of subsection 13(1) of the Act, a corporate name is prohibited when it connotes that the corporation

- (a) carries on its activities under royal, vice-regal or governmental patronage, approval or authority, unless Her Majesty or a person, society, authority or organization referred to in paragraph 9(2)(a) of the *Trade-marks Act* consents in writing to the use of the name;
- (b) is sponsored or controlled by or is connected with the Government of Canada, the government of a province, the government of a country other than Canada or a political subdivision or agency of any such government, unless the appropriate government, political subdivision or agency consents in writing to the use of the name;



(c) is sponsored or controlled by or is connected with a university or an association of accountants, architects, engineers, lawyers, physicians or surgeons or another professional association recognized by the laws of Canada or a province, unless the appropriate university or professional association consents in writing to the use of the name;

(d) carries on the business of a bank, loan company, insurance company, trust company or another financial intermediary that is regulated by the laws of Canada, unless the Superintendent of Financial Institutions consents in writing to the use of the name; or

(e) carries on the business of a stock exchange that is regulated by the laws of a province, unless the relevant provincial securities regulator consents in writing to the use of the name.

**53.** For the purpose of subsection 13(1) of the Act, a corporate name is prohibited if it contains a word or phrase, or connotes an activity, that is obscene.

**54.** For the purpose of subsection 13(1) of the Act, a corporate name is prohibited if an element of the name is the family name of an individual, whether or not preceded by their given name or initials, unless the individual or their heir or personal representative consents in writing to the use of their name and the individual has or had a personal or other connection to the corporation.

**55.** For greater certainty, a corporate name is not prohibited only because it contains alphabetic or numeric characters, initials, punctuation marks or any combination of those elements.

#### NON-DISTINCTIVE NAMES

**56. (1)** For the purpose of subsection 13(1) of the Act, a corporate name is prohibited if it

(a) is only descriptive, in any language, of the activities of the corporation, of the goods and services in which the corporation deals or intends to deal, or of the quality, function or other characteristic of those goods and services;

(b) is primarily or only the name or family name, used alone, of an individual who is living or has died within 30 years before the day on which the Director receives any of the documents referred to in section 9 or 201 or subsection 208(4), 211(5), 215(5), 216(6) or 219(3) of the Act or a request to reserve a name under subsection 12(1) of the Act; or

(c) is primarily or only a geographic name that is used alone.

(2) Subsection (1) does not apply if a person proposing to use the corporate name establishes that it has been used in Canada or elsewhere by them or by their predecessors so as to have become distinctive in Canada on the day referred to in paragraph (1)(b).

#### DECEPTIVELY MISDESCRIPTIVE NAMES

**57.** For the purpose of subsection 13(1) of the Act, a corporate name is prohibited if it is likely to mislead the public, in any language, with respect to any of the following:

(a) the activities, goods or services in association with which it is proposed to be used;

- (b) the conditions under which the goods or services will be produced or supplied or the persons to be employed in the production or supply of the goods or services; and
- (c) the place of origin of the goods or services.

#### GENERAL

**58.** (1) For the purpose of subsection 12(1) of the Act, the prescribed period for a reserved name is 90 days.

(2) For the purpose of subsection 12(2) of the Act, the prescribed term is one of the following: “Association”, “Center”, “Centre”, “Fondation”, “Foundation”, “Institut”, “Institute” or “Society”.

**59.** For the purposes of subsections 13(5) and 296(8) of the Act, the prescribed period is 60 days.

#### PART 4

#### BY-LAWS AND MEETINGS OF MEMBERS

##### BY-LAWS

**60.** For the purpose of section 153 of the Act, the prescribed period is 12 months after the day on which the members confirm or amend the by-law, amendment or repeal.

##### TIME PERIOD FOR ANNUAL MEETING OF MEMBERS

**61.** (1) For the purpose of paragraph 160(1)(a) of the Act, the prescribed period is 18 months.

(2) For the purpose of paragraph 160(1)(b) of the Act, the prescribed period is not later than 15 months after the last preceding annual meeting but not later than six months after the end of the corporation’s preceding financial year.

##### RECORD DATE

**62.** (1) For the purposes of paragraphs 161(1)(a) and (b) of the Act, the prescribed period is 21 to 60 days before the day on which the meeting is to be held.

(2) For the purposes of paragraphs 161(1)(c) and (d) of the Act, the prescribed period is 60 days before the day on which the determination is made.

(3) For the purpose of subparagraph 161(2)(b)(i) of the Act, the prescribed period is 10 days.

##### NOTICE OF MEETING OF MEMBERS

**63.** (1) For the purpose of subsection 162(1) of the Act, one or more of the following manners is a prescribed manner of giving notice:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held;

(b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held;

(c) by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the corporation's activities is regularly posted and that is located in a place frequented by members; and

(d) in the case of a corporation that has more than 250 members, by publication

(i) at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the corporation reside as shown by their addresses in the register of members, or

(ii) at least once in a publication of the corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held.

(2) For the purpose of subsection 162(1) of the Act, if the by-laws provide for an electronic means of giving notice, the by-laws shall also set out one or more of the methods set out in paragraphs (1)(a), (c) or (d) as a non-electronic alternative manner of doing so to be used if a member requests that the notice be given by non-electronic means and, despite subsection 162(2) of the Act, if no alternative manner is set out in the by-laws, the corporation shall only send a copy of the notice to members that request a copy.

(3) For the purposes of subsections 162(2) and (3) of the Act, the prescribed period is 21 to 60 days before the day on which the meeting is to be held.

(4) For the purpose of subsection 162(7) of the Act, the prescribed period is 31 days.

(5) For the purpose of subsection 162(8) of the Act, the prescribed period is 30 days.

#### MEMBER PROPOSALS

**64.** For the purpose of subsection 163(3) of the Act, the prescribed maximum number of words is 500.

**65.** For the purpose of subsection 163(5) of the Act, the prescribed percentage is five per cent.

**66.** For the purpose of paragraph 163(6)(a) of the Act, the prescribed period is 90 to 150 days before the anniversary of the previous annual meeting of members.

**67.** For the purpose of paragraph 163(6)(d) of the Act, the prescribed period is two years.

**68.** (1) For the purpose of paragraph 163(6)(e) of the Act, the prescribed minimum amount of support is

(a) three per cent of the total number of memberships voted, if the proposal was introduced at one annual meeting of members;

(b) six per cent of the total number of memberships voted at its last submission to members, if the proposal was introduced at two annual meetings of members; and

(c) 10 per cent of the total number of memberships voted at its last submission to members, if the proposal was introduced at three or more annual meetings of members.

(2) For the purpose of paragraph 163(6)(e) of the Act, the prescribed period is five years.

**69.** For the purpose of subsection 163(8) of the Act, the prescribed period is 21 days.

#### QUORUM FOR MEETING OF MEMBERS

**70.** For the purpose of subsection 164(1) of the Act, the quorum for a meeting of members set out in the by-laws shall be a fixed number of members, a percentage of members or a number or percentage of members that is determined or determinable by a formula.

#### COMMUNICATION FACILITIES FOR MEETING OF MEMBERS

**71.** (1) For the purpose of subsection 165(3) of the Act, when a vote is to be taken at a meeting of members, the voting may be carried out by means of a telephonic, electronic or other communication facility, if the facility

(a) enables the votes to be gathered in a manner that permits their subsequent verification; and

(b) permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member or group of members voted.

(2) For the purpose of subsection 165(4) of the Act, a person who is entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility, if the facility

(a) enables the vote to be gathered in a manner that permits its subsequent verification; and

(b) permits the tallied vote to be presented to the corporation without it being possible for the corporation to identify how the person voted.

#### REQUISITION OF MEETING OF MEMBERS

**72.** (1) For the purpose of subsection 167(1) of the Act, the prescribed percentage is five per cent.

(2) For the purpose of subsection 167(4) of the Act, the prescribed period is 21 days.

#### UNANIMOUS MEMBER AGREEMENTS

**73.** For the purpose of subsection 170(4) of the Act, the prescribed period is 30 days.

#### ABSENTEE VOTING

**74.** (1) For the purpose of subsection 171(1) of the Act, the prescribed methods of voting are

(a) voting by proxy in accordance with subsection (2);

(b) voting by mailed-in ballot if the corporation has a system that

- (i) enables the votes to be gathered in a manner that permits their subsequent verification, and
  - (ii) permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted; and
- (c) voting by means of a telephonic, electronic or other communication facility that
- (i) enables the votes to be gathered in a manner that permits their subsequent verification, and
  - (ii) permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted.
- (2) Members not in attendance at a meeting of members may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
  - (b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
    - (i) at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
    - (ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
  - (c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
  - (d) if a form of proxy is created by a person other than the member, the form of proxy shall
    - (i) indicate, in bold-face type,
      - (A) the meeting at which it is to be used,
      - (B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
      - (C) instructions on the manner in which the member may appoint the proxyholder,
    - (ii) contain a designated blank space for the date of the signature,
    - (iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,

- (iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
- (v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
- (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- (f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- (g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting shall contain a specific statement to that effect.

## PART 5

### FINANCIAL DISCLOSURE

#### GENERAL

**75.** For the purpose of paragraph 172(1)(a) of the Act, the comparative financial statements, shall, except as otherwise provided by this Part, be prepared in accordance with the generally accepted accounting principles set out in the *Canadian Institute of Chartered Accountants Handbook — Accounting* or the *Canadian Institute of Chartered Accountants Public Sector Accounting Handbook*, as amended from time to time.

**76.** For the purpose of subsection 174(3) of the Act, the prescribed period is 15 days.

**77.** For the purpose of subsection 175(1) of the Act, the prescribed period is 21 to 60 days before the day on which an annual meeting of members is held or before the day on which a resolution is signed under section 166 of the Act, as the case may be.

**78.** (1) For the purpose of paragraph 176(1)(a) of the Act, the prescribed period is 21 days.

(2) For the purpose of paragraph 176(1)(b) of the Act, the prescribed period after the day on which the preceding annual meeting should have been held or a resolution in lieu of the meeting

should have been signed is 15 months and the prescribed period after the end of the corporation's preceding financial year is six months.

#### CONTENTS OF FINANCIAL STATEMENTS

**79.** (1) For the purpose of paragraph 172(1)(a) of the Act, the prescribed comparative financial statements are the following:

- (a) a statement of financial position or a balance sheet;
- (b) a statement of comprehensive income or a statement of retained earnings;
- (c) a statement of changes in equity or an income statement; and
- (d) a statement of cash flows or a statement of changes in financial position.

(2) The comparative financial statements need not be designated by the names set out in subsection (1).

#### PART 6

##### PUBLIC ACCOUNTANT

**80.** (1) For the purpose of paragraph 179(a) of the Act, the prescribed amount is \$50,000.

(2) For the purpose of paragraph 179(b) of the Act, the prescribed amount is \$1,000,000.

**81.** For the purpose of subsection 185(2) of the Act, the prescribed period is 21 days.

**82.** (1) For the purpose of subsection 187(2) of the Act, the prescribed period is 10 days.

(2) For the purpose of subsection 187(8) of the Act, the prescribed period is 15 days.

**83.** (1) For the purposes of subsections 188(1) and 189(2) of the Act, except as otherwise provided by Part 5, a review engagement shall be conducted, and for the purposes of section 191 of the Act, the report following the review engagement shall be prepared, in accordance with the generally accepted auditing standards set out in the *Canadian Institute of Chartered Accountants Handbook — Assurance*, as amended from time to time.

(2) For the purposes of subsections 188(2) and 189(1) of the Act, except as otherwise provided by Part 5, an audit engagement shall be conducted, and for the purposes of section 191 of the Act, the report following the audit engagement shall be prepared in accordance with the generally accepted auditing standards set out in the *Canadian Institute of Chartered Accountants Handbook — Assurance*, as amended from time to time.

**84.** For the purpose of paragraph 189(2)(a) of the Act, the prescribed amount is \$250,000.

#### PART 7

##### FUNDAMENTAL CHANGES

**85.** (1) Despite subparagraph 207(1)(c)(ii) of the Act, the resolutions approving the amalgamation of a holding corporation with one or more of its subsidiary corporations may

provide that the corporate name set out in the articles of amalgamation is not the same as that set out in the articles of the amalgamating holding company.

(2) Despite subparagraph 207(2)(b)(ii) of the Act, the resolutions approving the amalgamation of two or more wholly-owned subsidiary corporations of the same holding body corporate may provide that the corporate name set out in the articles of amalgamation is not the same as that set out in the articles of the amalgamating subsidiary corporation whose memberships are not cancelled.

**86.** (1) For the purpose of paragraph 208(3)(a) of the Act, the prescribed amount is \$1,000.

(2) For the purpose of paragraph 208(3)(c) of the Act, the prescribed period is 30 days from the day on which the creditor receives the notice.

**87.** For the purpose of subsection 212(9) of the Act, the prescribed period is 15 months.

## PART 8

### RULES OF PROCEDURE FOR APPLICATIONS FOR EXEMPTIONS

#### APPLICATION

**88.** This Part applies to applications made under subsections 2(6), 25(1) and (2), 104(3), 160(2), 162(5) and 171(2) and sections 173, 190 and 271 of the Act.

#### TIME FOR MAKING APPLICATIONS

**89.** (1) An application under subsection 2(6) or 25(1) or (2) or section 271 of the Act may be made at any time.

(2) An application under

(a) subsection 104(3) of the Act shall be made at least 30 days before the day on which the corporation is required to comply with Part 7 of the Act;

(b) subsection 160(2), 162(5) or 171(2) of the Act shall be made at least 30 days before the day on which the notice referred to in subsection 162(1) of the Act is to be given to the members; and

(c) section 173 or 190 of the Act be made at least 60 days before the documents in respect of which the exemption is requested are to be placed before the members in accordance with subsection 172(1) of the Act.

(3) Despite paragraph (2)(c), the Director shall extend the time for making an application for an exemption if the applicant establishes that no prejudice will result from the extension.

(4) For the purpose of paragraph (2)(b), when a notice referred to in subsection 162(1) of the Act is given to the members by a method set out in paragraph 63(1)(d), the date on which the notice was published for the first time is the date on which the notice is to be given.



## GENERAL

**90.** The Director may request that an applicant for an exemption provide the Director with further information or that any other person provide the Director with information in writing that is relevant to the application.

**91.** The Director shall give an applicant for an exemption a copy of any information received from any other person under section 90 and shall allow the applicant a reasonable opportunity to respond in writing.

**92.** If an applicant for an exemption or a person from whom the Director has requested information under section 90 does not provide the information within the time specified by the Director, the Director may examine the application without regard to the information.

## PART 9

## CANCELLATION OF ARTICLES AND CERTIFICATES

**93.** (1) For the purpose of subsection 289(1) of the Act, the prescribed circumstances are that

- (a) there is an obvious error in the articles or in the related certificate;
- (b) there is an error in the articles or in the related certificate that was made by the Director;
- (c) the cancellation of the articles and related certificate is ordered by a court; or
- (d) the Director lacked the authority to issue the articles and related certificate.

(2) For the purpose of subsection 289(3) of the Act, the prescribed circumstances are that there is no dispute among the directors or members as to the circumstances of the request for cancellation and

- (a) the corporation has not used the articles and related certificate; or
- (b) if it has used them, anyone dealing with the corporation on the basis of the articles and related certificate has consented to the cancellation.

## PART 10

## PRESCRIBED FEES

**94.** (1) The fee in respect of the receipt, acceptance, examination, issuance or copying of any document or in respect of any action that the Director is required or authorized to take under the Act set out in column 1 of the schedule is the applicable fee set out in column 2.

(2) No fee is payable for the receipt by the Director of an application for the issuance by the Director of

- (a) a certificate of amendment issued under section 201 of the Act, if the only purpose of the amendment is to add an English or a French version to a corporation's name, or to change its name as directed by the Director under subsection 13(2) or (3) or 296(6) of the Act; or

(b) a corrected certificate issued under subsection 288(6) of the Act when the correction is required solely as the result of an error made by the Director.

COMING INTO FORCE

**95.** These Regulations come into force on the day on which subsection 293(1) of the *Canada Not-for-profit Corporations Act*, chapter 23 of the Statutes of Canada, 2009, comes into force.



Item	Column 1 Receipt, Acceptance, Examination, Issuance or Copying of any Document or Action taken by the Director under the <i>Canada Not-for-profit Corporations Act</i>	Column 2 Fee \$
5.	Provision by the Director of copies or extracts of documents under subsection 279(2) of the Act	1 per page
6.	Provision by the Director of certified copies of documents under subsection 279(2) of the Act, per document	35