

## Minute Book: Is It Important To Keep One?

Have you ever met a client who came with his/her minute book and all there was inside was the certificate of incorporation? Probably more than one! That same client asks you why does he/she have to keep a minute book? The answer is simple: it is required by law.

### Provincial Company

For a Quebec company (Part IA), the *Companies Act* (R.S.Q., c. C-38) requires a book be maintained containing different documents and records. The Act itself does not dictate which specific registers shall be kept in the book<sup>1</sup> but the various documents and records mentioned in the Act are good indicators.

The minute book offered by C.R.A.C. contains the following registers:

1. *Articles - s. 123.III (1)*  
Insert the articles and certificate of incorporation of the company and any other articles and certificates thereto.
2. *Notice of Directors - s. 123.14*  
You find Form 4 or a copy of the initial declaration.
3. *Notice of Registered Head Office - s. 123.14*  
You find Form 2 or a copy of the initial declaration.
4. *Registration and Declarations*  
Insert any declaration regarding the company (e.g.: annual, amending, etc.).
5. *Unanimous Shareholders Agreement - s. 123.III(1)*  
Insert the unanimous shareholders agreement, if one was signed.
6. *By-Laws - s. 123.III(1)*  
Insert the by-laws of the company.
7. *Minutes and Resolutions - s. 123.III(2) & s. 123. 112*  
Insert the minutes of the meetings and the resolutions of the shareholders as well as the minutes of the meetings and the resolutions of the board of directors and executive committee.
8. *List of Directors - s. 123.III(3)*  
Here the names and addresses of the directors of the company are listed with the dates of the beginning and end of their term of office.
9. *List of Shareholders*  
Here the names and addresses of the shareholders are mentioned along with the dates of the beginning and end of the period during which they were shareholders of the company.
10. *Issued and Paid-up Share Capital - s. 123.III(4) & 123. 113*  
Here you have the names and addresses of the persons, in alphabetical order, who hold or held shares in the company, the number of shares they held, the date and details of the issue of shares and the amount due for each share. The federal equivalent is the "Securities Register".
11. *Register of Transfers*  
It keeps records of the transfers of shares of the company from one shareholder to another.
12. *Share Certificates.*



<sup>1</sup> Maurice & Paul Martel, *La compagnie au Québec* Volume 1 Les aspects juridiques, Editions Wilson & Lafleur, Martel Ltée 2003, p. 11-14.1.

## Minute Book *(cont'd)*

### Federal Corporation

Pursuant to the *Canada Business Corporations Act* (R.S.C., 1985, c. C-44), a federal corporation shall maintain the same records as those of a Quebec company (section 20). As a result, the registers of the minute book for a federal corporation are essentially the same as those for a Quebec company.

### Why Choose C.R.A.C. Minute Book?

Over the years, we have maintained a high standard of quality and workmanship of our minute books. For example, the minute paper inside the book is 'Service Ledger' meaning it is very resistant, does not yellow and the writing on it won't fade. The share certificates printed on 'Classic Linen Beige' quality paper make

them durable and resistant to wear and tear. The leatherette tab indexes are heat-stamped for the prevention of fading of the letters printed on them. In addition, the static-free transparent sheet protectors are made of polypropylene and protect the certificate of incorporation without any transfer of ink on the protectors.

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## Turnaround Schedule for Corporate Services as of February 1st, 2004

SERVICES	PROVINCIAL	FEDERAL
TaxExpress™ (GST / QST / QDAS)	5 days	3 - 5 days
Name search with reservation	*24 hours	2 - 6 hours
Name search without reservation	3 hours	—
Certificate of incorporation (paper filing)	*4 - 5 days	2 days
Certificate of incorporation (IncoWeb™ electronic filing)	*4 - 5 days	24 hours 4 - 6 hrs if numeric
Certificate of amendment	*8 - 9 days	2 days
Certificate of continuation, of continuance or of amalgamation	*1 week	3 - 6 days
Certificate of dissolution	6 - 7 weeks	2 weeks
Notice of change (federal) or amending declaration (Quebec)	3 - 4 weeks	5 - 6 days
Letters patent for non-profit corporation	*1 - 2 weeks	25 days
Attestation / Certificate of good standing and certificate of compliance	*24 hours	48 hours
Revival	—	8 - 10 days
Initial declaration	1 - 2 weeks	—
Declaration of registration	*1 - 2 weeks	—
Annual declaration	*4 - 5 weeks	—
Revocation of striking-off (s. 54 L.P. Act)	*1 week	—

The turnaround times may vary slightly according to each file (\*) = Priority service available.

## FOOD FOR THOUGHT

"If you can forgive and move on with your life, you can find peace. You must learn how to forgive, not only other people, but also yourself."

*Tyler Perry, Playwright*

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## Minute Book *(cont'd)*

You also have a vast choice with respect to the type and content of the book. Did you know you can choose from different models such as standard push-button, deluxe with rounded spine, slipcover binder or attaché-case? Or that they come in different colours: black, blue or burgundy? As for the content of the book, you can select from two paper formats (9 1/4" x 11" or 8 1/2" x 11"), various registers and tabs, different kinds and colours of share certificates, etc. We can personalize the minute book with your firm's name and address. Of course, all minute books are available in French or English and for a provincial or federal corporation, as the case may be. Finally, we also offer books for limited partnerships, trusts and syndicates of co-owners.

### Conclusion

It is strongly recommended that directors and officers comply with the legal requirements regarding the books and registers of their companies. Maintaining their minute books up to date facilitates management of records and ensures easy access to them especially if there have been many changes over the years. To find out more about our minute books, please contact Mr. Louis Fredette at 861-2799, ext. 354.



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## WHAT'S NEW...

### New Forms Not Available

Last October, the Inspector General of Financial Institutions announced that new forms would become available as of February 2004.

The *Act respecting the Agence nationale d'encadrement du secteur financier*,

(R.S.Q., c. A-7.03) shall bring many changes to the office of the Inspector General including, among other things, the creation of the "Registraire des entreprises". Since the new designation was to be confirmed in January 2004, the new forms will come out

at a later date. In the interim, the current forms are always acceptable by the Inspector General until further notice. We shall advise you of the date on which the new forms will become available.