

## The incorporation of professionals: a simplified guide!

As mentioned in our last Info-CRAC, we have prepared for you a comparative chart of the requirements applicable for the incorporation of various professions authorized by their own professional orders.

In it you will find information regarding the date on which the regulation came into force, the holding of voting shares, the composition of the board of directors, the quorum at meetings of the board of directors, the restrictions on activities to be stipulated in the articles, and the conditions regarding authorized corporate names, including numbered names.

This table is a summary. It is accordingly recommended that you always also refer to the regulation that applies in your case. In fact, you will find the exact reference to this regulation in the first row of the table.

The table is divided into three parts and presented in PDF format for ease of reading.

**Part 1:** [chartered accountants \(CA\), advocates, notaries, certified general accountants \(CGA\);](#)

**Part 2:** [physicians, land surveyors, optometrists, guidance counsellors and psychoeducators;](#)

**Part 3:** [dentists, pharmacists, denturologists and veterinary surgeons.](#)

The order in which these various professions are presented was determined based on the effective date of the applicable regulation.

The table was produced by Me Annie Fredette, Director, Corporate Services, assisted by Pierre Bilodeau.

Ms. Fredette also produced, in French and in English, several schedules to the articles of these professions. They are available, free of charge, on **IncoWeb®** \*.

(\*The English versions for the professions of veterinary surgeon, denturologist and land surveyor as well as the French and English versions regarding psychoeducators and guidance counsellors are not yet available.)

### HEADLINES

[The incorporation of professionals: a simplified guide!](#)

[Transmission of information in English: new guidelines from the REQ](#)

[Authentication and legalization of documents filed in another country](#)

[Can the word "GÉNIE" be included in a corporate name? Not always!](#)

[Portrait of an employee: Ronaldo Belliveau](#)

### FOOD FOR THOUGHT...

"I have a dream that my four little children will one day live in a nation where they will not be judged by the color of their skin, but by the content of their character. "

**Martin Luther King**

### Federal incorporation online: how to get professional looking schedules

Did you know that with IncoWeb® your schedules come back exactly as filed once it is certified? It was a concern for many clients. It's now settled! Thanks to an unique function **exclusively available to authorized intermediaries**, the underlined or bold characters, the numbering of paragraphs, the boxes, in brief the page layout is preserved at the time of the certification by Corporations Canada. Another good reason to subscribe to our IncoWeb® service!

For more information, please contact Annie Fredette at 514-



[Top](#)

## Transmission of information in English: new guidelines from the REQ

In a note issued in September 2008, the Quebec Enterprise Registrar ("REQ") informed us that all descriptions transmitted in English for economic activities as well as for the objects or purposes of a corporation will be translated into French before being entered in the register. The REQ will accept your translation if the latter is mentioned in the letter accompanying the declaration.

The Registrar confirmed to us that this guideline applies to all types of legal entities.



[Top](#)

## Authentication and legalization of documents filed in another country

Authentication or legalization of documents is the procedure that gives official and legal validity to documents to be used in another country. CRAC can take care of it for you.

As a first step, we filed your documents with the competent authority or a professional society that will proceed with authentications by verifying the signature of either a commission of oath, notary public, notary and lawyer registered in their particular registry. If they are in good standing a stamp is placed on the documents and nothing may be added or removed.

The next step is to have the documents legalized for use at the relevant foreign country. The consular services of the embassy in question will verify the stamp affix on the documents. Once the embassy has deemed the stamped documents valid they will affix their country's seal, or stamp establishing that the document is certified to be used in that country only.

Authentication may be obtained for documents such as:

- Articles of Incorporation
- Articles of Amendment
- Articles of Continuance
- Power of Attorney
- Birth Certificate
- Death Certificate
- Marriage Certificate and records
- Educational documents

For more information, please call Mrs. Charline Downer at 514-861-2799 extension 339 or [cdowner@crac.com](mailto:cdowner@crac.com)

861-2799, ext. 355, or via e-mail at [afredette@crac.com](mailto:afredette@crac.com)

### IncoWeb® training

Do you want to know more about our IncoWeb® online services? Whether you already subscribe to IncoWeb® or not, sign up for a free one-hour training session. Contact Me Annie Fredette via e-mail at [afredette@crac.com](mailto:afredette@crac.com) or on the telephone at 514-861-2799, ext. 355.

The training will introduce you to:

- New work tools that will help you save time and money
- Annual and Amending Declarations services with data extraction from the CIDREQ registry
- The advantages of online corporate services

Training is offered in English or in French, generally early in the day, at our offices. We can, however, adapt to your specific requests regarding the schedule, and even bring the training to you if at least three people are interested in taking the training.

### Share certificate templates

*"They really work well!"*

A comment often heard regarding our Word format (.doc) share certificates for printout. We have English and French versions of double-sided certificates for both federal and provincial (Quebec) incorporations.

They are easy to use and they're free.

Give them a try! Contact our corporate law paralegals, who will gladly send you templates via e-mail, or send us a note at the following address: [expedition@crac.com](mailto:expedition@crac.com)



[Top](#)

## Can the word “GÉNIE” be included in a corporate name? Not always!

Some actions fall under the exclusive jurisdiction of professionals working in a given field. The use of certain words is thus reserved for these professionals. Today, we are re-examining the right (or not) to use, in a corporate name, the words “génie”, “ingénierie”, “ingénieur”, “engineer” and “engineering” which are associated with the engineering sector.

### At the provincial level

1) For companies incorporated under Part 1A, all corporate names that include the words “génie”, “ingénierie”, “ingénieur”, “engineer” and “engineering” are normally refused. However, if the administrative authorities were to approve a corporate name because it is clear that the business carries on no activities associated with the engineering sector (e.g., “Génie de la couture inc.”), it is important to know that the Ordre des ingénieurs (the “Ordre”) reserves the right to intervene and ban its usage.

2) The terms “génie”, “ingénierie”, “ingénieur”, “engineer” and “engineering” can be included in the name of an association (general partnership, for example), provided the associates are engineers, as stipulated in section 22 of the Quebec *Engineers Act*.

3) A corporate name not including any of the terms banned by the Ordre but whose activities refer to engineering will also be refused.

*E.g.: The company name BARTOUNEC INC., whose operations comprise engineering services.*

If this same company declares activities such as “management” or “technical services,” the name is acceptable. However, if the Ordre shows that this company issues invoices for engineering services, the REQ would no longer authorize the use of this name.

4) The same conclusions apply when filing the declaration of activities in the initial declaration.

### Federal corporation (head office in Quebec)

As with companies incorporated under Part 1A of Quebec, if a federal corporation **whose head office is declared to be in Quebec** tries to register with the Quebec business register, the registration will be refused for the same reasons as those mentioned above, whether in relation to the name or activities declared in the declaration of registration.

### Foreign corporation (head office outside Quebec)

This includes federal corporations with their head office outside Quebec, companies with a provincial charter other than from Quebec and foreign companies.

If the activities refer to engineering or if the name includes one of the terms banned by the Ordre, provided the company does employ engineers, the REQ will accept the application for registration.

### **What about trade-marks?**

The Canadian Trade-marks Office issued a practice notice dated June 13, 2007, advising that if a trade-mark is seemingly the name of a profession, it will be subject to review to determine if that is in fact the case. If the examining officer believes that consumers will immediately get the impression that the merchandise and/or services are offered by a member of the profession in question, the trade-mark will not be registrable. The addition of initials clearly descriptive of the professional designation will not make the trade-mark registrable.



[Top](#)

### **Portrait of an employee: Ronaldo Belliveau**

Ronaldo Belliveau has been working for CRAC for 8 years already. He holds the position of Director, Accounting Services, which includes a team of two employees. His department is an inextricable part of our services and customer service. Under his supervision, his team responds to requests regarding invoicing as well as to all our internal requests.



Like any good manager, Ronaldo keeps a tight hold on the purse strings, but he always finds the money to treat the employees at CRAC and make sure they enjoy their time together. Ronaldo always makes sure there is candy at Halloween and likes to cool everyone down with ice cream on a hot Friday, but he also knows how to put a personal touch on such treats by brining in home-made desserts!

He is the father of two boys, Jérémy and Nicolas, with whom he shares his passion for downhill skiing in the winter and for whom he becomes a soccer coach for kids in Chambly in the summer. He also takes social dancing classes with his significant other, Andrée. On top of all that, Ronaldo has a great sense of humour and has

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been known to play tricks on people on occasion. In short, an accountant you can really love (and no brown socks...).



[Top](#)

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