

CHURCH INCORPORATION INSTRUCTION SHEET (NB)

This instruction sheet is to be used as a reference when applying for the incorporation of a church as a society. Service New Brunswick, Corporate Registry is the government body responsible for issuing Letters Patent. Therefore, most of the correspondence below is directed to that office. The address is set out below.

Please be advised that the forms provided are sample draft documents. They may be used with only the amendments discussed on the respective instruction pages or with detailed amendments tailored to the individual needs of each church. We advise that you conduct a review of the above documents and that you consult with a professional advisor in the event that you have any questions with respect to these instructions or any of the enclosed documents.

PRE-INCORPORATION

1. In 1906 *Union of Baptist and Free Baptist Churches in N.B.* c.77 was enacted which incorporated all churches which were then members of the Eastern, Southern or Western Baptist Association or any of the Free Baptist Churches constituting "The Free Baptist General Conference of New Brunswick," were made body corporate. The Act also allows for members of any church in New Brunswick to vote to appoint trustees who will become a body corporate. All churches desiring to incorporate pursuant to these instructions should first search through the church's records to determine whether the past members of that church incorporated pursuant to that Act. If such a record is found, the members of that church should not proceed to incorporate pursuant to these instructions.
2. It is advisable that the potential members of the as yet unincorporated society meet prior to filing any documents to discuss the process of incorporating. During this initial consultation the members may want to discuss the establishing or constating documents upon which the newly incorporated society will be based. Items to consider may include:
 - (a) The name of the society;
 - (b) The criteria for membership and the initial members as well as how membership can be terminated. **Note that the draft by-laws contain provisions for determination of membership into the society.**
 - (c) Who will be the directors and officers of the society
 - (d) Each unincorporated church should review its ownership of real estate. If property is held in the name of the trustees of the church, a deed will need to be prepared and recorded at the appropriate land registry. Please consult with a professional advisor regarding the completion of this step.

- (e) If the unincorporated church is a registered charity, they should contact the federal Charities Directorate and provide notice that they are incorporating and that they would like this reflected in the Directorate's records.

INCORPORATION:

- 3. Reserve a name with Service New Brunswick, Corporate Services. To do this you must first obtain a name search (known as “NUANS”) from a private sector search firm. A list of firms registered to conduct NUANS searches is attached to this document as Schedule “A” or may be found online at www.nuans.com. At the time of application the name must be current (within 90 days of the NUANS search). It is recommended that the society’s name take the following form:

“ _____ Church Limited”

For example: “**Hillcrest United Baptist Church Limited**”

Note that there is no need to insert the word “the” before the society’s name but the name must end in “Limited” or “Ltd.”. The private search firms charge a fee of approximately \$50 depending on the method used to conduct the search.

- 4. Complete the **Application for Incorporation**. See enclosed Draft Application.
- 5. Submit two copies of the signed application, along with the attached covering letter and a cheque for the required fee to the address below. Insert the appropriate amount, as determined below, in the space provided for in the covering letter.

The cost of incorporating is dependant on the value of the real and personal property held by the society as follows:

\$0 - \$25,000	\$62.00
\$25,001 - \$50,000	\$112.00
\$50,001 - \$75,000	\$162.00
\$75,001 and up	\$212.00

Unincorporated societies cannot hold title to land, therefore, if the members believe that the society currently holds land it is strongly advised that you contact a professional advisor to confirm the state of title.

Personal property such as candles, books and so forth which would reasonably be considered property of the society should be valued for the purposes of this fee. No documentation is required to transfer this personal property.

The above fees are inclusive of the Royal Gazette publication fee, which is required for every incorporation under the Companies Act and which will be placed by staff at Service New Brunswick.

6. Service New Brunswick, Corporate Registry will then process the application and, if everything is in order, issue Letters Patent, which act as evidence that the society was successfully incorporated

POST-INCORPORATION

7. Section 104 of the Companies Act requires that a book be kept containing the following records:
 - (a) Letters Patent and any supplementary Letters Patent;
 - (b) By-laws
 - (c) Membership list, including addresses of all current members;
 - (d) List of Directors; and
 - (e) Minutes of all director and shareholder meetings.
8. Complete the following items and place in record book:
 - (a) Membership list
 - (b) By-laws
 - (c) List of Directors
9. Every society must have an annual meeting of its members. This meeting is governed by the by-laws of the society but generally will involve the election or re-election of the directors.
10. The society must file an annual return in the form of form 35.1 within 30 days of year end which can be found online at the New Brunswick Companies Act website.

For more information please contact:

Service New Brunswick
Corporate Registry
P.O. Box 1998
432 Queen Street
Fredericton, NB E3B 5G4

Tel.: (506) 453-2703
Fax: (506) 453-2613

Schedule "A"

NUANS members