

## Application for Registration as a Professional Corporation

### Instructions:

1. The Association of Chartered Professional Accountants of Newfoundland and Labrador (the Association) recommends that a draft “Application for Registration” and supporting documents be submitted for pre-approval prior to the filing of the Articles of Incorporation and/or Articles of Amendment with the Registrar. Note that the Association recognizes that certain information such as the Corporation number and Certificate of Good Standing may not be available at the time of pre-approval. Applications and supporting documents may not be approved on final submission to the Association if significant changes have been made. The final submission should clearly indicate any changes between the pre-approved and final submissions.
2. The complete application package should include the following
  - a. Completed application for Licensure required for registration and licensing with the Association – **Please ensure that the application is signed and sworn by each Chartered Professional Accountant who is a director and or who holds shares in the Corporation**
  - b. A certified copy of the Articles of Incorporation and any Articles of Amendment
  - c. A Certificate of Good Standing from the Registry of Companies
3. Application fees:

Please note, when your application is approved you will be notified and you will be instructed on how to use the Member Portal to pay the appropriate fees. New Professional Corporation registrations are subject to a one-time \$200 application fee and an annual \$50 registration fee, should your Professional Corporation require a licence or permit, it is also subject to an annual \$50 licence/permit fee.

## Application for Registration as a Professional Corporation

1. Name of the Professional Corporation:

\_\_\_\_\_

The name of the professional corporation as it will appear in the articles of incorporation including the words "professional corporation"

2. Reason(s) for Application:

- Formation of a new professional corporation
- Formation of a new professional corporation partnership
- Merger of one or more practices to form a professional corporation

**Note:** to update the roster of a professional corporation please attach a separate page containing the list of Association members and CPA students and/or additional personnel providing professional services.

3. Address(es)

If there is more than one office of a professional corporation, enter the address of the principle office here and attach a listing of the addresses of the other offices

**Address:** \_\_\_\_\_  
**City:** \_\_\_\_\_ **Province:** \_\_\_\_\_ **Postal Code:** \_\_\_\_\_  
**Telephone:** \_\_\_\_\_ **Fax:** \_\_\_\_\_ **Email:** \_\_\_\_\_

**Primary Contact:** \_\_\_\_\_

4. Professional Corporation Classification (please complete (a), (b), (c), (d) and (e) below:

- a.  Full time Practice, or  
 Part time practice, if part-time please indicate whether  
 office open to the public or  
 office is not open to the public
- b.  Local – one office only  
 Regional – more than one office in Newfoundland and Labrador and/or offices in three or fewer provinces  
 National – Offices in more than three provinces

c. What services will be provided by the professional corporation (please provide details below):

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

d. Will the professional corporation be a partner in a firm:

- No
- Yes, please specify firm name and address below.

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e. If you currently are the proprietor of a of a public practice firm or a partner in a firm practicing public accounting, please complete the following:

Firm Name Registered with the Association

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Will the firm continue to operate in addition to maintaining the professional corporation?

- Yes
- No, please indicate whether the professional corporation will replace the registered practice or is the firm/partnership being dissolved (please attached cessation details):

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5. **Articles of Incorporation** – please attach the Articles of Incorporation.

6. **Current Certificate of Good Standing** – please attach the Certificate issued by the Registrar of Companies for the Province of Newfoundland and Labrador certifying that the Corporation was incorporated under the Corporations Act of Newfoundland and Labrador and is in good standing.

The Association of Chartered Professional Accountants of Newfoundland and Labrador

7. **Shareholders, Officers and/or Directors:** Please complete the following or attach a separate listing of all **voting** shareholders, officers and directors. The listing should include name, address and CPANL/CPAC number.

Name and CPAC Number	# Shares	Class of Shares	Residential Address	Mailing Address if Different

8. **Non-Voting Shareholders:** Please complete the following or attach a list of the names and addresses of all **non-voting** shareholders.

Name of Registered Owner	# of Shares	Class of Shares	Residential Address of Registered owner	Mailing Address (if different)	Beneficial Owner	Residential Address of beneficial Owner

9. **Shares held in Trust:** Please attach a list of all the persons for whom any issued shares of the professional corporation are held in trust, and the trustee thereof, each of whom is a member of the Association of Chartered Professional Accountants of Newfoundland and Labrador, and the number and class of shares held in trust.

**Please respond to the following three questions by circling “yes” or “no”:**

10. Are there any terms, conditions or restrictions applicable to any of the shares or to holders of the shares of the Corporation, other than those set out in the Articles of Incorporation, the *Corporations Act of Newfoundland and Labrador* or the *Chartered Professional Accountants and Public Accountants Act, 2015*.

Yes

No

If “yes”, provide with this application a true and complete copy of the agreements setting out those terms, conditions or restrictions.

11. Is there any agreement restricting the powers of the directors to manage the business and affairs of the Corporation?

Yes

No

If “yes”, provide with this application a true and complete copy of the agreement(s).

12. Is there any agreement to which the Corporation or any of its shareholders is a party by which some person other than those disclosed in Section 7, 8 and 9 of this application have obtained an interest or could obtain an interest in any shares of the Corporation?

Yes

No

If “yes”, provide with this application a true and complete copy of the agreement(s).

### 13. **Contacts**

Please provide the information for the professional corporation as applicable.

Senior officers of the professional corporation in Canada:

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Senior officer(s) having responsibility for the Newfoundland and Labrador operations of the professional corporation:

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Senior officers having responsibility in any regional capacity:

\_\_\_\_\_

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Members designated as representatives to receive disciplinary and member status notifications: \_\_\_\_\_

Members to whom general Association notices should be directed:

\_\_\_\_\_

Members to whom student notices should be directed: \_\_\_\_\_

#### 14. Undertakings

- a. We confirm that each person through whom the professional corporation provides the services of a Chartered Professional Accountant as defined by the Board is a member of the Association or an employee or agent of the professional corporation acting under the supervision of a member of the Association.
- b. The professional corporation hereby undertakes with the Association of Chartered Professional Accountants of Newfoundland and Labrador that it will at all times while it is the holder of a registration certificate, will and faithfully keep and perform all of its obligations as a Chartered Professional Accountant and abide by the by-laws, regulations, rules and requirements of the Association of Chartered Professional Accountants of Newfoundland and Labrador.
- c. In accordance with the *Chartered Professional Accountants and Public Accountants Regulations* the designated representative of a professional corporation agrees that he or she shall notify the registrar in writing not later than 30 days following:
  - i. the merger of the professional corporation's practice with another member's practice or firm
  - ii. the sale or transfer of the voting shares of the professional corporation to another member or firm
  - iii. the acquisition by the professional corporation of another member's practice or firm
  - iv. the dissolution or amalgamation of the professional corporation
  - v. changes to the shareholders (voting and non-voting), directors or address of the Corporation.

#### 15. Authorization

- a. The Corporation hereby authorizes the Association to make such inquiries about it as the Association considers appropriate in connection with this application.
- b. The Corporation further authorizes the Association to revoke any registration issued to it if it subsequently appears that the Corporation has, by omission or commission, given false or misleading or ambiguous information in relation to this application.

The Association of Chartered Professional Accountants of Newfoundland and Labrador

**Certification**

The following certification must be sworn by each Chartered Professional Accountant who is a director or shareholder of the Corporation:

I Certify that:

1. The information provided in this application and the copies of documents provided with this application are true and complete.
2. Each person signing this application is familiar with the provisions of the *Chartered Professional Accountants and Public Accountants Act*, related to professional corporation and the *Chartered Professional Accountants and Public Accountants Regulations* relating to professional corporation.
3. Each person signing this application agrees to the undertakings as outlined in Section 14 of this application.

**Director/Shareholder 1:**

**Director/Shareholder 2:**

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

**Director/Shareholder 3:**

**Director/Shareholder 4:**

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

**(Additional names can be added as necessary)**