

Section 1 – REASON FOR APPLICATION

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I intend to offer professional accounting services or public accounting services as a professional corporation.
NOTE: Registering a professional corporation does not provide approval to offer accounting services to the public.

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I intend to offer services to the public as a professional corporation that will be a partner of a registered professional accounting firm.

Name of Firm: _____

☐

I am currently operating a professional accounting firm as a sole proprietor and I'm changing to operate in a corporate manner.

☐

Other Reason (provide detailed explanation):

Section 2 – REGISTRATION DETAILS

Member name _____

Professional Corporation name _____

Registered Head Office Information

Street address _____

City _____ Province _____

Postal Code _____

Phone _____ Email _____

Section 3 – APPLICATION REQUIREMENTS

The following items must accompany this application:

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Articles of Incorporation, Amendment, Amalgamation
or Continuance (including schedules)

☐

Statement of Particulars

Section 4 - DECLARATION

I hereby submit for approval the enclosed Articles of Incorporation with Schedules to proceed with the incorporation of my professional corporation under the *Business Corporations Act* with the Government of Alberta, and in accordance with the *Chartered Professional Accountants Act*.

Member Signature

Date

Section 1 – REGISTRATION DETAILS

Professional Corporation name _____

Registered Head Office Information

Street address _____

City _____ Province _____

Postal Code _____

Phone _____ Email _____

Section 2 – DIRECTOR(S) – any director must be a Chartered Professional Accountant

Member #	Name of Director	Address

Section 3 – VOTING SHAREHOLDER(S) – any voting shareholder must be a Chartered Professional Accountant

Member #	Name of Shareholder	Address	Number & Class of Shares

Section 4 – NON-VOTING SHAREHOLDER(S)

Relationship ¹	Name of Shareholder	Address	Number & Class of Shares

¹ A non-voting shareholder may be the member's spouse, child, common-law partner, trust for child or a voting shareholder.

Section 5 – DECLARATION

I, _____, a member of the Chartered Professional Accountants of Alberta, and a listed director of the professional corporation, as shown above, hereby certify to the Chartered Professional Accountants of Alberta that the contained information and particulars respecting the professional corporation are true and complete.

Signature

Date

Section 5 - FEE PAYMENT

Application Fee	\$ 310.00	Application fee consists of an annual fee of \$205 (plus GST) and a non-refundable
GST [# 10690 4287 RT0003]	<u>15.50</u>	administrative fee of \$105 (plus GST).
Total	<u>\$ 325.50</u>	

The appropriate fees MUST accompany this application. If insufficient fees or an incomplete application is submitted; the form will be returned to the applicant for follow-up.

Accepted methods of payment:

By Cheque: Payable to CPA Alberta with a copy of this application.

By Credit card:

Online: Please log in online to the **Member portal** using your member credentials, navigate to **Action Centre** menu and select the **Service Request** option. Select **PC Application** under the Payment type and enter the amount (excluding GST) under the **Payment Amount**. GST will automatically be calculated. Refer to the "How to Pay Fees" pamphlet attached or located on our website at https://www.cpaalberta.ca/-/media/Files/Members/Member-Fees/How-to-Pay-Fees/CPAAB-Services-How-To-Instructions_2020.pdf for instructions on how to pay online.

By Phone: 1-800-232-9406 and request to speak to a Finance department representative to provide your credit card information over the phone.

Credit card payments will only be accepted through the payment methods listed above. Please refrain from sending your credit card information via email, fax or on any of our paper forms.

SUBMIT to CPA Alberta office

Edmonton Office

1900 TD Tower, 10088 – 102 Avenue
Edmonton AB Canada T5J 2Z1
T. 780 424.7391 F. 780 425.8766 1 800 232.9406

Calgary Office

Suite 800, 444 - 7 Avenue SW
Calgary AB Canada T2P 0X8
T. 403 299.1300 F. 403 299.1339 1 800 232.9406

Email to:

ProfCorp@cpaalberta.ca

FOR OFFICE USE ONLY:

Member Status	_____	Member ID#	_____
Articles in compliance	_____	Date checked	_____
Application complete	_____	S of P complete	_____
Endorsed by	_____	Endorsement date	_____

Date: Endorsed Articles emailed to member or 3rd party, i.e. law office _____

Date: Documentation received to confirm incorporation: _____

Date: Member emailed to confirm registration of PC is complete: _____

Date: Documentation uploaded to AMS: _____

NOTES:

PROFESSIONAL CORPORATION APPLICATION GUIDELINES

REGISTRATION REQUIREMENTS

1. If intending to offer professional accounting services or public accounting services as a sole proprietor, registration of a professional accounting firm (PAF) is also necessary. A separate application must be submitted for registration of a firm.

As per Section 1 of the *Chartered Professional Act (CPA Act)*:

(ss) “*professional accounting practice*” means the providing of, or the offering to provide, one or more of the following services to the public:

- (i) an assurance engagement;
- (ii) a compilation engagement;
- (iii) a specified auditing procedures engagement;
- (iv) preparation of a tax return or other statutory information filing, if the return or filing is prepared in conjunction with any service referred to in subclauses (i) to (iii);

(vv) “*public accounting practice*” means the providing of, or the offering to provide, one or more of the following services to the public:

- (i) accounting services;
- (ii) forensic accounting, financial investigation or financial litigation support services;
- (iii) advice about or interpretation of taxation matters;
- (iv) preparation of a tax return or other statutory information filing, if the return or filing is prepared in conjunction with any service referred to in subclauses (i) to (iii);

2. If currently operating as a sole proprietor and changing to operate in a corporate manner, **be informed**, that the professional liability insurance for your firm and the firm name (including all letterhead, signage and business cards) must be amended to reflect the name of your Professional Corporation.

NEXT STEPS

1. Upon receipt of a complete application, endorsement of the Articles of Incorporation is normally processed within 30 business days.
2. Upon endorsement of the Articles of Incorporation, you may proceed with incorporation filing through Corporate Registry (Service Alberta).
3. Upon incorporation, you are required to submit a copy of the Certificate of Incorporation and Registration Statement to CPA Alberta. Without receipt of the incorporation documentation, the status of the professional corporation registration remains PENDING.
4. Once documentation is received, confirmation of registration of the professional corporation with CPA Alberta will be sent by email.

**ARTICLES OF INCORPORATION
ALBERTA BUSINESS CORPORATIONS ACT
(SECTION 6)
FORM 1**

ARTICLES OF INCORPORATION

1. NAME OF CORPORATION:

2. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE.

Stated here or See Attached Schedule "A"

3. RESTRICTIONS IF ANY ON SHARE TRANSFERS.

See Attached Schedule "B"

4. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS.

The Corporation shall have a minimum of one (1) and a maximum of seven (7) directors all of whom must be, at the time of such appointment, members of the Chartered Professional Accountants of Alberta or any successor organization.

5. IF THE CORPORATION IS RESTRICTED FROM CARRYING ON A CERTAIN BUSINESS, SPECIFY THESE RESTRICTIONS.

None

6. OTHER PROVISIONS IF ANY.

See Attached Schedule "C"

7. DATE:

INCORPORATORS NAMES: ADDRESS:

SIGNATURE:

SCHEDULE "B"
RESTRICTIONS ON TRANSFER

1. No securities in the Corporation, other than non-convertible debt securities, shall at any time be transferred voluntarily or involuntarily, by deed, assignment, seizure and sale, operation of law or otherwise to any person other than the personal representative of the security holder or to the person or persons entitled to the said security or interest under the Will or upon the intestacy of the security holder, unless the Directors have resolved to approve such transfer, which said approval may be withheld for any reason whatsoever.
2. Without limitation to paragraph 1 of this Schedule, no legal or beneficial interest in shares in the Corporation may be transferred to persons who are prohibited from holding such Shares under Schedule "C" to these Articles of Incorporation.

SCHEDULE "C"
OTHER RULES OR PROVISIONS

1. DEFINITIONS

In this Schedule "C":

- (a) "child" has the same meaning as it is given under the *Chartered Professional Accountants Act, Alberta*;
- (b) "common law partner", has the same meaning as it is given under the *Chartered Professional Accountants Act, Alberta*;
- (c) "chartered professional accountant" has the same meaning as it is given under the *Chartered Professional Accountants Act, Alberta*;
- (d) "CPAA" means the Chartered Professional Accountants of Alberta, or any successor organization;
- (e) "member", when used in reference to the CPAA, means a chartered professional accountant in good standing with the CPAA;
- (f) "registrant" has the same meaning as it is given under the *Chartered Professional Accountants Act, Alberta*.

2. RESTRICTION ON HOLDINGS

Subject to paragraphs 3, 4 and 6 of this Schedule, if and for so long as the Corporation's name contains the terms "Professional Corporation" or "P.C." or the Corporation is registered as a professional corporation by the CPAA:

- (a) Voting shares of the Corporation may only be vested, legally or beneficially, in members of the CPAA.
- (b) Non-voting shares of the Corporation may only be vested, legally or beneficially, in the following persons:
 - (i) one or more members of the CPAA who are also voting shareholders in the Corporation;
 - (ii) in respect of any member of the CPAA who is also a voting shareholder, one or more of the following persons:
 - (A) the spouse of the member;
 - (B) the common-law partner of the member;
 - (C) a child of the member;
 - (D) a trust, all of the beneficiaries of which are minor children of the member

3. CHANGES IN CIRCUMSTANCES

Notwithstanding subparagraphs 2 (a) and (b), a shareholder who fails to meet the requirements of subparagraph 2 (a) or 2(b) only because:

- (a) of the death of a member of the CPAA who is a voting shareholder of the Corporation,
- (b) the suspension or cancellation of the registration of a registrant, who is a voting shareholder of the Corporation,
- (c) of the death of a non-voting shareholder of the Corporation or the death of a minor child who is a beneficiary of a trust referred to in subparagraph 2 (b)(ii) (D),
- (d) a former spouse or former common-law partner of a member of the CPAA who is a voting shareholder continues to own non-voting shares after their divorce or the breakdown of their common-law relationship, or
- (e) a child who is a beneficiary of a trust referred to in subparagraph 2(b)(ii)(D) of this Schedule attains the age of 18 years.

may remain as a shareholder of the Corporation subject however to the provisions in these articles (if any) or of any shareholder agreement, mandating the purchase, redemption or other disposition of such shares.

(Cont'd.)

4. SUSPENSION OF MEMBER

Notwithstanding subparagraphs 2(a) and 2(b) of this Schedule, if the registration of a chartered professional accountant who is a shareholder of the Corporation is suspended, that individual may remain as a shareholder of the Corporation subject however to the provisions in these articles (if any) or of any shareholder agreement, mandating the purchase, redemption or other disposition of such shares.

5. CONTINUED APPLICATION OF CPA ACT

Paragraph 3 of this Schedule does not limit, and is not intended to limit, the provisions of the *Chartered Professional Accountants Act, Alberta* which would result in the cancellation of the Corporation's registration as a professional corporation by the CPAA if such shareholdings should continue for a period of 90 days or more. Paragraph 4 of this Schedule does not limit, and is not intended to limit, the provisions of the *Chartered Professional Accountants Act, Alberta* which would prohibit that individual from continuing to engage in a professional accounting practice or a public accounting practice on behalf of the Corporation while suspended.

6. VOTING TRUSTS

No voting shareholder of a professional corporation shall enter into a voting trust agreement, proxy or any other type of agreement vesting in another person who is not a member of the CPAA the authority to exercise the voting rights attached to any or all of the shareholder's shares nor shall such trust agreement, proxy or any other type of agreement be binding or otherwise effective as against the Corporation or any shareholder of the Corporation.

7. DISTRIBUTION TO PUBLIC

The Corporation shall not make a distribution to the public of, or make any invitation to the public to subscribe for, securities in the Corporation unless such distribution or invitation is made in compliance with the securities regulations of any province, state or other political entity having jurisdiction over such distribution or invitation.

8. LIMITATION ON NUMBERS & BENEFICIAL OWNERSHIP

The aggregate numbers of persons or companies, counting any 2 or more joint registered owners as one beneficial owner (and not counting employees and former employees of the Corporation or its affiliates) beneficially owning, directly or indirectly:

- (a) voting or non-voting shares of the Corporation; and
- (b) securities of the Corporation convertible, directly or indirectly, into voting or non-voting shares of the Corporation;

shall not exceed 50.