



**Canada Cooperatives Act (Coop Act)**  
**FORM 3001**  
**ARTICLES OF INCORPORATION**  
**(SECTION 11)**

**1 - Name of the cooperative**

**2 - The municipality and province in Canada where the registered office is situated** *(do not indicate the full address)*

**3 - Minimum and maximum number of directors** *(For a fixed number of directors, indicate the same number in both boxes)*

Minimum number

Maximum number

**4 - Restrictions, if any, on the business that the cooperative may carry on**

**5 - Restrictions, if any, on the classes of membership in the cooperative**

**6 - Membership share capital and member rights**

**7 - Provisions, if any, for a maximum rate of return to be paid on member loans or membership shares**

**8 - Provisions, if any, for the distribution of the property of the cooperative on its dissolution**



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9 - Investment share capital (check one)

- The cooperative will not issue investment shares
The cooperative may issue investment shares and the particulars are attached

Empty box for providing particulars for investment share capital.

10 - Restrictions, if any, on the powers of directors to manage the business of the cooperative other than by unanimous agreement

Empty box for listing restrictions on directors' powers.

11 - Other provisions, if any

Empty box for listing other provisions.

12 - This statement is a requirement for incorporation. It applies to all cooperatives under the Act.
The cooperative will be organized and operated and will carry on business on a cooperative basis.

13 - This statement is a requirement for incorporation. It applies to all cooperatives under the Act.
The cooperative will carry on its undertaking in two or more provinces and will have a fixed place of business in more than one province.

14 - Declaration

Incorporator's Declaration: I hereby certify that I am authorized to sign this form.

Table with 3 columns: Signature(s), Print Name(s), Residential Address. Contains 5 empty rows for data entry.

Note: Every person who knowingly contravenes this Act or who does not fulfil a duty imposed under this Act is guilty of an offence punishable on summary conviction (Section 349 of the Coop Act).

**Instructions  
FORM 3001  
ARTICLES OF INCORPORATION**

You are providing information required by the COOP Act. Note that both the COOP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

- If you are incorporating a non-profit housing cooperative or a worker cooperative, the articles must be accompanied with a declaration that the cooperative will be in compliance with Part 20 of the Act for a non-profit housing cooperative or Part 21 of the Act for a worker cooperative.

**Item 1**

Set out the proposed name of the cooperative that complies with sections 20 and 23 of the Act. Your cooperative must have the word "cooperative", "coopérative", "co-operative", "coop", "co-op", "united" or "pool", or another grammatical form of any of those words, as part of its name. If your cooperative is a non-profit housing cooperative or a worker cooperative, the name must comply with special restrictions set out in paragraph 353(a) or section 361 of the Act. If the business of the cooperative is restricted by its articles or by a resolution of its members to a specific business purpose, the cooperative must have as part of its name one or more words that suggest the nature of the restriction. Articles of Incorporation must be accompanied by a NUANS Name Search Report dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada. Refer to the incorporation kit for more details regarding these provisions.

**Item 3**

State the number of directors or simply the minimum and maximum number of directors. Note that section 76 of the Act requires a minimum of three directors.

**Item 4**

If restrictions are to be placed on the business the cooperative may carry on, set out the restrictions. If you are incorporating a non-profit housing cooperative, you must comply with the requirements of articles that apply to such cooperatives pursuant to paragraph 353(b) of the Act. Refer to the incorporation kit for more details regarding these provisions.

**Item 5**

State if restrictions are to be placed on the classes of membership in the cooperative. If your cooperative is a worker cooperative pursuant to subsection 359(1) of the Act, the cooperative must comply with the requirements of the articles set out in subsection 359(2)(a) of the Act. Refer to the incorporation kit for more details regarding these provisions.

**Item 6**

State whether the cooperative is to be incorporated with or without membership share capital. If there is to be no membership share capital, please state, "There is to be no membership share capital and the interest of each member as a member is the same as that of every other member." If there is to be membership share capital, please state the maximum number (if any) of membership shares to be issued. If membership shares are to have a par value, state their par value, and if they are not to have a par value, state whether the membership shares are to be issued, purchased, redeemed or otherwise acquired at a fixed price or at a price determined in accordance with a formula, and if so, the particulars of the formula. For non-profit housing cooperatives, please refer to the incorporation kit. If this cooperative is being incorporated as a federation, or if members can be cooperative entities with more than one vote, please refer to the incorporation kit for further information.

**Item 7**

Indicate, if any, the maximum rate of return to be paid on member loans or membership shares. Note that section 116 of the Act indicates that loans may be with or without interest.



## Instructions FORM 3001 ARTICLES OF INCORPORATION

### Item 8

Insert any provisions for the distribution of the property of the cooperative on its dissolution. If you are incorporating a non-profit housing cooperative, the provisions for the distribution of property must be in accordance with paragraph 354 (e) of the Act. Refer to the incorporation kit for more details regarding these provisions.

### Item 9

"Investment share" means a share in the capital of a cooperative that is not a membership share. If you authorize the issue of investment shares, you must provide the following information:

1. Whether they may be issued to non-members;
2. Whether they are limited (and the limitations) or unlimited;
3. The number of classes; and
4. The related rights and restrictions.

### Item 11

Set out any provisions permitted by the Act that members want to be set out in the articles.

### Item 14

Each incorporator must indicate his or her name and residential address, and must signed where indicated. If the incorporator is a body corporate, the address must be that of the body corporate and the articles must be signed by a person appointed by that body corporate.

### Also include:

- A Form 3003 - Notice of Registered Office or Notice of Change of Address of Registered Office
- A Form 3006 - Notice of Directors or Notice of Change of Directors
- A NUANS Name Search Report
- Fee of \$250, payable by credit card (American Express, Visa or Master Card) or by cheque made payable to the Receiver General for Canada

For more information, consult the Corporations Canada Website ([corporationscanada.ic.gc.ca](http://corporationscanada.ic.gc.ca)) or call toll-free (within Canada) **1-866-333-5556** or (from outside Canada) **(613) 941-9042**.

### Send documents:

**By mail:** Corporations Canada  
235 Queen Street  
Ottawa, Ontario K1A 0H5

**By e-mail:** [IC.corporationscanada.IC@canada.ca](mailto:IC.corporationscanada.IC@canada.ca)