

LAW SOCIETY OF NEWFOUNDLAND AND LABRADOR

FORM 11.03A

PROFESSIONAL LAW CORPORATION APPLICATION FOR LICENCE

Instructions for completion:

1. *A draft Form 11.03A - Application for Licence and drafts of all supporting documents must be submitted for pre-approval prior to the filing of Articles of Incorporation, Amendment, Amalgamation or Continuance ("Articles") with the Registrar of Companies.*
2. *Documents in support of an Application include the Certificate of Incorporation, Amendment, Amalgamation or Continuance ("Certificate"), the Articles, the Notices of Directors and Registered Office and a current certificate of status issued by the Registry of Companies. In the event that the Corporation intends to enter into any agreements dealing with share ownership or control, including without limitation a Family Trust Agreement, Unanimous Shareholders Agreement or Share Subscription Agreement, then drafts of these must also be submitted for pre-approval.*

The Application for Licence, the Certificate, the Articles, the Notices of Directors and Registered Office and the certificate of status will form part of the PLC Register maintained by the society. All other documents filed in support of an Application will be retained separately in confidence accessible only by persons authorized by Benchers as required to ensure compliance with the Law Society Act, 1999 and the Law Society Rules.

Where the Application is in respect of a corporation incorporated and continuing to be maintained in another jurisdiction, the Executive Director will also require, as additional supporting documentation, documents confirming the particulars of registration in accordance with the Corporations Act to ensure compliance with the Law Society Act, 1999 and the Law Society Rules. Such additional supporting documents will form part of the register maintained by the society.

3. *Following the filing with and approval by the Registry of Companies of any Articles,*
 - (a) *Complete the attached Application for Licence;*
 - (b) *Have the Application for Licence signed and sworn by each member who is a director or who holds voting shares in the corporation; and*
 - (c) *Submit notarially-certified copies of the Certificate, the Articles and the Notices of Directors and Registered Office, a current certificate of status issued by the Registry of Companies, and all other documents identified in the Application for Licence or otherwise required by the Executive Director.*
 - (d) *If any agreements deal with share ownership or control, including without limitation a Family Trust Agreement, Unanimous Shareholders Agreement, Share Subscription Agreement, provision of a notarially-certified copy of same is acceptable.*

Any significant changes between a pre-approved Application and supporting documents and a final submitted Application and supporting documents should be clearly identified in the final submission.

4. *An application fee of \$400 plus HST must accompany the Application. All fees are subject to change from time to time as prescribed by Benchers.*
5. *A Licence will be issued effective as of the date that compliance with the Law Society Act, 1999 and the Law Society Rules has been confirmed by the Executive Director.*
6. *Please type or print legibly all entries. Applications with illegible entries may be rejected.*

LAW SOCIETY OF NEWFOUNDLAND AND LABRADOR

FORM 11.03A

TO: The Executive Director
Law Society of Newfoundland and Labrador
P.O. Box 1028
196-198 Water Street
St. John's, NL A1C 5M3

**PROFESSIONAL LAW CORPORATION
APPLICATION FOR LICENCE**

1. Corporation Name: _____
(the "Corporation")
Corporation Number: _____
(insert Name and Number as they appear on the Certificate of
Incorporation/Amendment/Amalgamation/Continuance)

hereby applies for a license as a Professional Law Corporation pursuant to the *Law Society Act, 1999* and the Law Society Rules.

2. The mailing address and contact information for the Corporation and the street address(es) of the law offices (if different from the mailing address) of the Corporation are as follows:

Mailing and Street Address for Corporation: _____

Contact Person for Corporation: _____

Tel. #: _____

Fax #: _____

Email: _____

3. The following documentation is submitted in support of this application:
- (a) Copy of the Corporation's Certificate and Articles of Incorporation, Notice of Directors, Notice of Registered Office, any Articles of Amendment, Continuance and/or Amalgamation and, where applicable, Certificate of Registration with annexed registration materials, all notarially-certified;
 - (b) Current certificate of status issued by the Registrar of Companies for the Province of Newfoundland and Labrador certifying that the Corporation was incorporated or registered under the *Corporations Act* (Newfoundland and Labrador) and is in good standing; and

- (c) The following documentation, notarially-certified copies of all of which are annexed to this Application form:

(Identify any agreements dealing with share ownership or control, including without limitation a Family Trust Agreement, Unanimous Shareholders Agreement or Share Subscription Agreement.)

4. Are there any terms, conditions or restrictions applicable to any of the shares or holders of shares of the Corporation, other than those set out in the Articles, the *Corporations Act* (Newfoundland and Labrador) or the *Law Society Act, 1999* and the Law Society Rules? (Check “yes” or “no”)

Yes No

If “Yes”, provide with this Application a true and complete copy of all agreements setting out those terms, conditions or restrictions.

5. Is there any agreement or other instrument restricting the powers of the directors to manage the business and affairs of the Corporation? (Check “yes” or “no”)

Yes No

If “Yes”, provide with this application a true and complete copy of all agreements or other instruments setting out those restrictions.

6. 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 sections 7 and 8 of this Application have obtained any interest or could obtain any interest in any shares of the Corporation? (Check “yes” or “no”)

Yes No

If “Yes”, provide with this Application a true and complete copy of all such agreements.

VOTING SHARES OF THE CORPORATION

7. The name of each member who beneficially owns and in whose name is registered any voting share of any class of the Corporation, the number and class of voting shares held by such member, and the address of such member, is as follows:

| <i>Name</i> | <i>No. of Shares</i> | <i>Class of Shares</i> | <i>Address</i> |
|-------------|----------------------|------------------------|----------------|
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(Attach a schedule of particulars of any additional voting shareholders.)

NON-VOTING SHARES IN THE CORPORATION

8. The name of each person or entity in whose name any non-voting share of any class of the Corporation is registered or vested in a trust, the relationship of such person or entity to a practicing member, the names of all shareholders, directors and officers of any such entity, the number and class of non-voting shares held by or in trust for such person or entity, the beneficial owner of such share if different from the registered owner, and the address of such person or entity are as follows:

| <i>Registered Owner</i> | <i>Beneficial Owner</i> | <i>Relationship to practicing member</i> | <i>No. of Shares</i> | <i>Class of Shares</i> | <i>Address of Registered Owner</i> | <i>Address of Beneficial Owner</i> |
|-------------------------|-------------------------|--|----------------------|------------------------|------------------------------------|------------------------------------|
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(Attach a schedule of particulars of any additional non-voting shareholders, identify all shareholders, directors and officers of any entity holding non-voting shares and attach a notarially-certified copy of any applicable agreement dealing with share ownership or control.)

DIRECTORS AND OFFICERS

9. The name of each director and officer of the Corporation, the corporate office held by each director, and the address of each director and officer, is as follows:

| <i>Name</i> | <i>Office Held (if any)</i> | <i>Address</i> |
|-------------|-----------------------------|----------------|
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(Attach a schedule of particulars of any additional directors and officers.)

PRACTITIONERS

10. The name and Roll number of each practicing member who will carry on the practice of law on behalf of the Corporation, and the address of each practitioner, is as follows:

| <i>Name and Roll Number</i> | <i>Address</i> |
|-----------------------------|----------------|
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(Attach a schedule of particulars of any additional members.)

AGREEMENTS

11. A listing of each person noted in section 10 above and each Professional Law Corporation that will be entering into an employment agreement, personal services agreement or similar agreement with the Corporation, is as follows:

| <i>Name and Roll or Licence Number</i> | <i>Address</i> | <i>Nature of Agreement</i> |
|--|----------------|----------------------------|
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(Attach a schedule of particulars of any additional agreements.)

I/We certify that all employment agreements, personal services agreements or similar agreements with the Corporation comply with the *Law Society Act, 1999* and the Law Society Rules.

UNDERTAKINGS

- 12. The Corporation undertakes that, once licensed by the Law Society of Newfoundland and Labrador, it will comply with the *Law Society Act, 1999* and the Law Society Rules, and with all of the other rules and requirements of the Benchers from time to time.
- 13. The Corporation undertakes to give notice of any change in the information provided in or with this Application by providing the Executive Director a certified statement of disclosure in Form 11.03B within fifteen (15) days of the change.

AUTHORIZATION

- 14. The Corporation hereby authorizes the Law Society of Newfoundland and Labrador to make such inquiries about the Corporation as it considers appropriate in connection with this Application.
- 15. The Corporation authorizes the Executive Director to revoke any license issued to it if it subsequently appears that the Corporation has, by omission or commission, given false, misleading or ambiguous information in or with or in relation to this Application.
- 16. The Corporation authorizes the Law Society of Newfoundland and Labrador to disclose information about it to licensing authorities in other jurisdictions in respect of which the Corporation may provide the services of one or more practicing members.

CERTIFICATION

The following certification must be sworn by each practicing member who is a director, officer or voting shareholder of the Corporation.

I/We certify that:

- 1. The information provided in this Application and the documents provided with this Application are true and complete.
- 2. Each person signing this Application is familiar with the provisions of the *Law Society Act, 1999* and the Law Society Rules relating to professional corporations.
- 3. Each person signing this Application undertakes that he/she will notify the Executive Director if he/she becomes aware that the Corporation is not in compliance with the provisions of the *Law Society Act, 1999* or Law Society Rules relating to professional corporations, or if it subsequently appears that the Corporation has, by omission or commission, given false, misleading or ambiguous information in or with or in relation to this Application.

SWORN TO at _____, in the
Province of _____, this
____ day of _____,
20____ before me:

A Barrister, Notary Public or
Commissioner for Oaths

Signature
Print Name: _____
Roll Number: _____

[Note to Applicants: Add as many signature and Roll number lines as are necessary.]