Minute Books and Record Keeping

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MINUTE BOOKS

I. INTRODUCTION

1. What is a Minute Book

A minute book is a binder containing documents and records that a corporation is required by law to keep. The minute book usually contains the following documents:

- Certificate & Articles of Incorporation
- By-laws
- Notices
- Annual Returns
- Resolutions/Minutes of Directors and Shareholders
- Register of Directors & Officers
- Register of Shareholders
- Transfer of Shares Register
- Shareholder Ledgers
- Share Certificates
- Shareholder Agreements (if any)
- Financial Statements
- Extra-Provincial/Extra-Territorial Registrations (if any)

2. What is the difference between Minutes and Resolutions

(a) Minutes of a Meeting

- The minutes of a meeting are reflected in a written document prepared after a meeting has been held. The minutes will outline the course of events of the meeting, including a list of attendees, information regarding the issues discussed at the meeting and any responses or decisions made at the meeting.

(b) Resolutions in lieu of a Meeting

- A resolution in writing may be prepared in lieu of holding a director or shareholder meeting. The resolution is subject to the requirements of