

## The form of the constitution of an ULC or PUC

1233. (1) Subject to subsection (3), the constitution of an ULC or PUC shall be in the form of a memorandum of association and articles of association which together are referred to in this Part as a “constitution”.

(2) The memorandum of association of an ULC or PUC shall state—

(a) its name,

(b) that it is, as the case may be, a private unlimited company or public unlimited company registered under this Part,

(c) its objects,

(d) the amount of share capital with which the company proposes to be registered and the division thereof into shares of a fixed amount, and

(e) the fact that its members have unlimited liability.

(3) The constitution of an ULC or PUC shall—

(a) in addition to the matters specified in subsection (2), state the number of shares (which shall not be less than one) taken by each subscriber to the constitution,

(b) be in accordance with the form set out in—

(i) Schedule 11 — in the case of an ULC, or

(ii) Schedule 12 — in the case of a PUC,

or, in either case, as near thereto as circumstances permit,

(c) be printed in an entire format, that is to say the memorandum and articles shall be contained in the one document, being a document either in legible form or (as long as it is capable of being reproduced in legible form) in non-legible form, and

(d) either—

(i) be signed by each subscriber in the presence of at least one witness who shall attest the signature,  
or

(ii) be authenticated in the manner referred to in section 888.

(4) Where, subsequent to the registration of the constitution, an amendment of the memorandum of association is made affecting the matter of share capital, or another matter, referred to in subsection (2), that subsection shall be read as requiring the memorandum to state the matter as it stands in consequence of that amendment.