

Effect of registration

1236. (1) On the registration of the constitution of an unlimited company, the Registrar shall certify in writing that the company is incorporated and shall issue to the company a certificate of incorporation in respect of it.

(2) From the date of incorporation mentioned in the certificate of incorporation, the subscriber or subscribers to the constitution, together with such other persons as may from time to time become members of the unlimited company, shall be a body corporate with the name contained in the constitution, having perpetual succession and a common seal, but with such liability on the part of the members to contribute to the assets of the company in the event of its being wound up as is mentioned in this Part.

(3) The certificate of incorporation issued under subsection (1) shall state that the company is—

(a) a private unlimited company,

(b) a public unlimited company, or

(c) a public unlimited company that has no share capital,

as the case may be.

(4) A certificate of incorporation issued under subsection (1) shall be conclusive evidence that the requirements of section 21 and of this Chapter have been complied with, and that the unlimited company is duly registered under this Act.

(5) The persons who are specified in the statement required to be delivered to the Registrar by section 21 (1)(a) as the directors, secretary or joint secretaries or assistant or deputy secretary or secretaries of the unlimited company to which the statement refers shall, on the incorporation of the company, be deemed to have been appointed as the first directors, secretary or joint secretaries or assistant or deputy secretary or secretaries, as the case may be, of the company.

(6) Any indication in the constitution, as delivered under section 21 for registration, specifying a person as a director or secretary (including any assistant or deputy secretary) of a company shall be void unless such person is specified as a director or as secretary (or, as the case may be, assistant or deputy secretary) in the foregoing statement.

(7) Subsection (5) does not operate to deem a person appointed as a director or secretary (including any assistant or deputy secretary) of an unlimited company where—

(a) he or she is disqualified under this Act from being appointed a director, secretary, assistant or deputy secretary, as the case may be, of a company, or

(b) in the case of a director or secretary, a provision of this Act provides that the person's appointment as such in the circumstances is void.