



START-UP BUSINESS CLASS COMMITMENT CERTIFICATE FOR DESIGNATED ENTITIES

INSTRUCTIONS

1. Designated Entity (DE) Information

This section must be completed by the lead designated entity. **Commitment certificate number must be typed on the certificate (not handwritten).**
Note:

Unique identifier format: DE type + DE Number + Commitment Certificate count

DE Type:

- Venture Capital Funds (VC)
- Angel Investor Groups (AI)
- Business Incubators (BI)

e.g: A Venture Capital commitment certificate unique identifier: VC12345-01, or a Business Incubator commitment certificate unique identifier: BI67890-02

1.1 Name of the designated entity

You must write the complete name of your designated entity here as it appears on IRCC's website.

1.2 Type of designated entity

You must select the type of designated entity from the drop-down menu. The choices are NACO for an angel investor group, CVCA for a venture capital fund or CABI for a business incubator.

2. Applicant Information

Applicant 1 - Identify the applicant that you consider essential to the business and without whom you would not be willing to invest in or support this business.

2.1 Name of the primary applicant

It is important that this section accurately reflect the applicant's name as it appears on their passport or travel documents, as well as any other names by which this person is known. For example Mitch Soon is the name that you call this person. However, you are aware and have confirmed that his official name is Myasong SoonLi. In this instance you must include Myasong SoonLi in the sections entitled 'Family Name' and 'Given name(s)' and Mitch Soon in the section entitled 'Other name(s)'.

2.2 Date of birth of applicant

2.3 Country or territory of birth of applicant (as stated in passport).

2.4 Mailing address

You must indicate the mailing address for the primary applicant. The address indicated in this area will be transposed to the Letter of Support which will be printed at the end of this document.

2.5 Telephone number

2.6 Email address

3. Members of the Entrepreneur Team (who are not Canadian Citizens or Permanent Residents)

Refers to the other members of the entrepreneurial team that you are investing in, who are applying for visas on the basis of the same commitment. You must identify all members of the entrepreneurial team in this section, ensuring each applicant's name, mailing address, telephone number and e-mail address for all applicants reflects what appears on their passport or travel documents. If the person that you identify is essential to the business, select "yes".

Note: Although you must identify all team members in this section, only one Commitment Certificate is required for the entrepreneurial team. However, each individual must receive a copy of the Letter of Support.

The Commitment Certificate must be approved by an authorized representative of the designated entity. The agreement details are outlined in a document called a term sheet or client agreement which must be sent electronically to IRCC along with the Commitment Certificate.

4. Business Information

4.1 Name of business

Identify the name (or working title) of the business, the legal name of the business (if different).

4.2 Type of business

You must describe the type of business that will be established. Do not simply indicate a brief technical term in this space. For example do not simply write "experimental farming". You must provide a complete description. For example "This business is being established as an experimental farming facility which will grow a new type of rice engineered to grow in a shorter growth cycle which is normally found in colder climates such as those which exist in Alberta".

4.3 Industry sector of the business

Identify the industry sector of the business. Select the applicable sector from the options provided. If none of the options apply, select "Other", then specify the industry sector of business.

4.4 Place of business

Identify the city and the province/territory where the start-up business will be established.

5. Business Structure

5.1 Control of intellectual property or other business assets

The applicants must have control over any intellectual property or other assets that they are bringing to the business (if applicable). You must confirm that you have performed due diligence, including source of funds on this requirement. Enter the name of business (if applicable). Select "yes" or "no".

5.2 Financial, legal structure and incorporation of the business

Describe the financial and legal structure of the business, including details related to incorporation or plans to incorporate. This section must clearly detail everyone who holds an interest (voting rights attached to shares) in the business.

- 5.2.1 Who has voting rights in this business?
- 5.2.2 What percentage of voting rights belong to the applicant?
- 5.2.3 What other people or entities hold voting rights?
- 5.2.4 Has the business been incorporated? If not, what is the plan?

If incorporated in Canada, provide a copy of the Articles of Incorporation (all pages) which includes the names of all Directors and Officers provide a copy of the Shareholder Agreement, which includes the total number of shares issued, the names of all shareholders and the percentage of their respective voting rights.

Please note that the following rules apply to the control of voting rights in the business:

- (a) each applicant must hold 10% or more of the voting rights attached to all shares of the business.
- (b) no person or entity, other than qualified participants (defined as designated entities and the applicants who make up the entrepreneurial team), **may hold 50% or more** of the total amount of the voting rights attached to all shares of the business. The **qualified participants must hold more than 50%** of the voting rights.

5.3 What are the roles of the team members in the business?

You must indicate the specific role that each team member will play in the Start-up Business. For example, if the applicant will be a CEO, you must indicate the title and specify which tasks the CEO will be responsible for.

5.4 Total investment in the business

As lead designated entity, you must indicate how much you are investing in the proposed business. Specify the amount of cash, itemize all in-kind contributions, other contributions and their value. If other designated entities are also investing in the business, you must list the name of those designated entities and how much each is investing in this section. It is important to remember that a commitment involving a designated venture capital fund automatically requires a minimum investment of \$200,000, while angel investor group investments must only meet the minimum investment threshold of \$75,000.

5.5 Interest in the business

You must indicate whether or not anyone other than the applicants you are investing in and designated entities will have or are expected to have voting rights in the business. Select "yes" or "no".

Where a non-applicant shareholder is a separate legal entity or business, provide a copy of the legal establishment documents for that entity/business.

5.6 Identify non-applicants with a business interest

Identify the name of other party investor, amount of investment, percentage of ownership, function and role of investor.

5.7 Terms and conditions

- 5.7a Itemize all services to be provided to these applicants by the designated entity
- 5.7b Itemize all fees to be charged of these applicants by the designated entity and any other costs to the applicants or exchange of funds that will take place and when these fees funds will be collected
- 5.7c Specify any other terms and conditions applicable to the investment and/or the commitment being made by the designated entity

5.8 Qualifying business

For the purposes of the Start-up Business Class, a corporation that is incorporated in and carrying on business in Canada, or a business where the incorporation is conditional on the issuance of permanent residence to the applicants, is a qualifying business if, at the time the commitment is made:

- (a) each applicant holds 10% or more of the voting rights attached to all shares of the corporation outstanding at that time; and
- (b) no persons or entity, other than qualified participants¹, hold 50% or more of the total amount of the voting rights attached to all shares of the corporation outstanding at that time

* Eligible participants: designated entities and applicants who make up the entrepreneurial team.

Does the business in which you are investing meet this requirement? Select "yes" or "no".

5.9 Business incubator program details (if applicable)

Complete the section below if you are a designated business incubator.

Identify the name (or working title) of the business, the legal name of the business (if different), describe the type of business that the applicant is proposing to establish and the industry sector of the business.

6. Due Diligence

6.1 Due diligence completed

Have you performed due diligence on the applicant, the business and the investment (including source of funds)? Select "yes" or "no".

7. Background Information

7.1 Relationship to applicant

Are you or anyone in your investment team related by blood or marriage to the applicant, anyone in the commitment, or anyone who submitted the proposal for your support? Select "yes" or "no". If yes, please identify the related persons and describe the relationship in a separate, attached document.

7.2 Have you ever done business with anyone involved in this business?

Are you or anyone in your investment team a former partner of the client? Did you or anyone in your investment team work with the client before? Did you or anyone in your investment team work with anyone involved in the business before? You must indicate any previous business relationship that you or anyone in your investment team has had with anyone related to this business. Select "yes" or "no". If yes, please identify the persons involved and explain the previous business relationship in a separate, attached document.

7.3 How did you become aware of this business plan?

How did you or anyone in your investment team find out about this business investment opportunity? Did you or anyone in your investment team meet the applicant or others in the business team at a meeting or a workshop? Did you meet them at an industry event? Did they contact your designated entity directly? You must provide background information in this area.

7.4 List all individuals who prepared the business plan, as well as their contact information

8. Work Permits for Applicants

Start-up Business Class applicants may be eligible for a work permit.

8.1 Support for Work Permit Applications

Does your organization support the issuance of a work permit to the applicants listed in sections 2 and 3 to allow them to work in Canada **before** they obtain permanent resident status?

In order for the applicant to be **considered** for a work permit, they must meet the [eligibility requirements](#) as shown on the IRCC website: [Work permits for Start-Up Visa applicants](#)
[Refer to the current LICO table on the IRCC website.](#)

Letter of Support

The information in the Letter of Support will be automatically generated based on the information entered in the Commitment Certificate.

You must print the letter and give a copy to each member of the entrepreneurial team as each applicant must include a Letter of Support with their application for permanent residence.

If you have indicated your support for the applicant's open work permit application to allow them to come to Canada before permanent residence is obtained, the applicant must also include the Letter of Support with their work permit application.

The Term Sheet/Client Agreement must be submitted electronically to IRCC along with the Commitment Certificate.