

TABLE OF CONTENTS

Introduction to the *Guide*

Introduction to Alf™ Corporate

VOLUME 1 consists of Chapters:

1. Overview
2. Incorporation
3. Organization
4. Registered and Records Offices
5. Records
6. Annual Maintenance
7. Directors and Officers
8. Allotments
9. Transfers and Transmissions
10. Dividends
11. Repurchases and Redemptions
12. Name Change
13. Authorized Share Structure

VOLUME 2 consists of Chapters:

14. Extraprovincial Companies
15. Continuations
16. Amalgamations
17. Restorations
18. Dissolutions
19. Miscellaneous
20. Tax-Deferred Transactions
21. Appendices
 - A Checklists
 - B Electronic filings (BC Online)
 - C Addresses
 - D Glossary
 - E Law Society Ruling
 - F Fee Schedule
 - G Index

INTRODUCTION TO THE GUIDE

Since 2004, the *Guide to Corporate Records* has been the industry standard and reference leader for corporate procedures. This *Guide* strives to be a ‘bible’ of procedure and a well-organized practice manual for use by legal professionals charged with maintaining corporate records; it is a place to look to for precedents, letters and answers; as well as a training manual for those who want to learn the ropes.

The authors, Gabrielle M. Komorowska and Julia Kadow, are paralegals with many years’ experience working in, and managing, corporate records departments. The *Guide* has been a collaborative effort for over 20 years and is continually updated as the landscape of corporate procedure changes.

Since 2004, the *Business Corporations Act* (referred to in the *Guide* as the “Act”) has been amended multiple times. These amendments have necessitated extensive revisions to the *Guide*. Please note that the Act brings with it many substantive and practical changes.

Updates

In the months and years to come, there will continue to be many changes to corporate records procedure as the Act and corporate practice continue to evolve. We will continue to issue updates to the *Guide* on a consistent basis so that it reflects those changes and subscribers may confidently rely on their *Guide*, year in and year out.

The Precedents

The *Guide’s* precedents have all been thoroughly reviewed by the *Guide’s* editors who are British Columbia lawyers. The numerous precedents included in the *Guide* have been selected from the authors’ combined (voluminous) collection. In most cases, they represent a combination of several precedents, revised to incorporate the language and edicts of the Act. Wherever possible, the authors have used plain language without changing legal English terms.

Corporate law differs from many other areas of law inasmuch as few forms and precedents are “written in stone” -- they differ widely between firms. Throughout the *Guide* the reader is urged to check with the supervising lawyer or corporate supervisor to determine the law firm’s policy on particular matters (such as alternate procedures or wording). Wherever possible, the authors have provided both the “big firm” and “small firm” perspective on procedures.

In the *Guide*, a consistent style has been chosen for both the resolutions and letters. Most law firms have their own particular style of language and presentation for their corporate precedents. For example, some firms begin resolutions with “I resolve” or “We resolve” rather than the more conventional “RESOLVED” and some firms dispense with “Resolved” entirely and simply state in numbered paragraphs whatever it is that is being approved, ratified, adopted, stated or otherwise authorized by the resolutions. In addition, most firms use a particular font for resolutions and letters and many adopt numbering styles, specific spacing conventions between paragraphs and other styles to create a unique “look” for their documents and letters. It is expected that law firms will wish to adapt the *Guide’s* precedents to conform to the particular law firm’s style.

As far as the layout is concerned, each precedent is set out so that even an inexperienced person can prepare and process a particular document without necessarily having the “big picture”. The format is a systematic “at a glance” layout. Each precedent is set out on the right hand page (odd-numbered side) with the precedent’s explanation set out on the facing or left hand page (even-numbered side). This format assists in ready-access to the needed information and minimizes flipping back and forth. Everything about the precedent is right in front of the reader.

The insertion points for information in the precedents are handled in several ways:

- Where the information to be inserted is self-evident, a blank is inserted (“_____”). For example, the user is not prompted to insert the name of the city where the precedent shows “in _____, British Columbia”.
- Where the information to be inserted requires only minor explanation, the information to be inserted is contained in the information description itself. For example, *{NAME OF THE COMPANY}* or *{NAME OF PRESIDENT}*.
- Where the information to be inserted requires an explanation or clarification, or where an alternate clause may be used, a reference number (for example: ①, ②) is set out in the space, either with or without a description of information to be inserted, and a detailed explanation is set out on the facing page.

We suggest that lawyers take the time to review the *Guide* and the precedents before approving them for use.

ALF™ Users

ALF Corporate is a powerful SQL server database integrated with a document assembly program. ALF is designed to assist law firms to automate corporate records maintenance. We are most pleased to be partnering with ALF Systems Inc., the creators of ALF (www.alfcentral.com). All subscribers to the *Guide* who are ALF users are able to obtain coded copies of the precedents from ALF for use in their database.

Definitions

While the words “corporation” and “company” are used interchangeably in the field, the Act refers to “company” as opposed to “corporation”. So throughout this *Guide*, the word “company” is used for both, except for extraprovincial companies which are sometimes referred to as “corporations” in their home jurisdiction, as is customary.

In order to streamline the wording and minimize repetition, certain terms used throughout the *Guide* have been defined, for example:

<i>Business Corporations Act</i>	the Act
Registrar of Companies	Registrar

Please refer to the glossary for more definitions.

Conclusion

The *Guide* is intended as a tool for legal support staff. It should not be relied upon for legal advice, which can only be given by a lawyer.

Although not intended as a primer for lawyers, we hope that lawyers will find it helpful when they have to deal with matters that are usually handled by support staff. The **Guide** should be put into use under the guidance and direction of the supervising lawyer– the person ultimately responsible for the work at hand.

This **Guide** is to be used with the understanding that the publisher, the authors and the editors are not responsible for the results of any actions taken on the basis of information in this work, or for any errors or omissions. The authors and publisher are not providing any legal or other professional advice. The publisher, the authors and the editors, expressly disclaim all and any liability to any person, whether a purchaser of this **Guide** or not, in respect of the consequences of anything done or omitted to be done by any such person in reliance, whether in whole or in part, upon the whole or any part of this publication. Users are specifically cautioned to seek the advice of the supervising lawyer or corporate supervisor regarding the correctness or applicability of any materials contained in this **Guide**.

It is the sincere desire of the authors, editors and the publisher that the **Guide to Corporate Records** be useful to anyone who has the responsibility of maintaining corporate records – not only to someone new in the field but also to experienced staff. Any comments you may have are welcomed.

Guide to Corporate Records

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