

REGISTERED AND RECORDS OFFICES

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EXPLANATION

REGISTERED AND RECORDS OFFICES – LOCATION

Section 34 of the Act requires that every company maintain:

- a **Registered Office** where legal documents may be served on the company; and
- a **Records Office** where the company's documents or **records** are kept (s. 42).

Both offices must be situated in British Columbia and may be at the same location.

Pursuant to s. 11 of the Act, both offices must have:

- a **mailing address** – this address may be a post office box or, if the address is a rural route number, a site or comp. number but it must include the postal code; and
- a **delivery address** – this address is defined in the Act, with respect to an office, as an address that is a unique and identifiable location that is accessible to the public during statutory business hours for the delivery of **records** but does not include a post office box.

Note: If a rural area does not have street names or numbers, a description that would readily allow a person to locate the office must be provided.

A person or firm who maintains the Registered or Records Offices for one or more companies at a place of business or residence is referred to as an “agent”. Most law firms that act as agents for companies contract with the companies for the maintenance of their Registered and Records Offices by entering into a ***Registered and Records Offices Agreement***.

REGISTERED AND RECORDS OFFICES – CHANGES

There are several situations in which the delivery and/or mailing address of the Registered and/or Records Offices are changed. The most common instances are:

- the **records** are brought to your law firm from another location, most often another law firm;
- the **records** are removed from your law firm and moved to another address which is **not** a law firm (e.g. the residence of a director);
- the **records** are removed from your law firm and moved to another law firm; or
- the law firm moves and must file an ***Address Change*** (Form 2) for every company it acts as agent for (see **Bulk Address Changes when a law firm moves to another location** page 422),

Change of Registered and Records Offices to your law firm

The Registered and Records Offices of an existing company are usually moved to your law firm from:

- another law firm;
- the client's residence; or

- an accountant's office.

If the **records** are coming from another law firm or accountant's office, the client usually contacts the other law firm or accountant to request that the records be released to your firm. This contact is usually by telephone, email or fax from the client to the other law firm or accountant. Sometimes the other law firm or accountant requires a written **Authorization** signed by the client before releasing the records and may request that the client settle all outstanding accounts before moving the records.

The onus is on the new firm to pick up the records and arrange to have a **Directors Resolution** signed (or such other resolution or authorization as required or permitted by the company's **Articles**). The new firm also has the obligation to e-file the **Address Change** (Form 2) (see the explanation below).

If you are unable to obtain the **records** by telephoning, emailing or faxing the other law firm or accountant's office, prepare a **Letter Requesting the Records Book**.

When the new law firm receives the **Records Book**, it should conduct a review of the **Records Book** to determine if the company is in order (see **Procedure/Checklist**).

Any deficiencies in the **records** should be reported to the supervising lawyer or corporate supervisor who can decide what needs to be done to remedy the deficiencies.

Change of Registered and Records Offices from your law firm to another location – not another law firm

When the client requests that the Registered and Records Offices be changed to another location, other than to another law firm, generally the law firm requires that a **Directors Resolution** be signed (or such other resolution or authorization as required or permitted by the company's **Articles**) and that the **Address Change** (Form 2) be e-filed **before** the **Records Book** leaves the law firm's offices. Once the addresses have been changed, the **Records Book** is forwarded to the new address and the law firm is relieved of all responsibility with respect to acting as the Registered and Records Offices. Clients frequently change the Registered and Records Offices to their home or place of business when a company is inactive.

Change of Registered and Records Offices from your law firm to another law firm

When a company moves its Registered and Records Offices to a new law firm, it is standard practice for the new law firm to prepare a **Directors Resolution** (or such other resolution or authorization as required or permitted by the company's **Articles**) and to arrange to have it signed by the directors of the company. The new law firm then e-files an **Address Change** (Form 2).

Change of Registered and Records Offices when a law firm moves to another location

If an agent (the law firm) initiates the change of address because its mailing address or delivery address has changed, the agent must file an **Address Change** (Form 2) reflecting the change (s. 36). This will occur when the law firm maintaining a company's **records** moves its office. In this situation **no** directors resolution or other authorization is required, however the agent must send a copy of the Notice to a director of the company before or

promptly after filing the **Address Change** (Form 2) with the Registrar (s. 36(3)). If the law firm acts as Registered and Records Offices for more than 200 companies, see **Bulk Address Changes when a law firm moves to another location** – page 42.

Forwarding the Records Book from your law firm to another law firm for review

It is quite common for companies to request that their **Records Book** be temporarily released to another law firm for a particular transaction, such as a tax restructuring, financing or merger. If you are receiving the **Records Book**, you should advise the other law firm that the Records Office is not being changed and that the **Records Book** will be returned once the transaction is complete.

REGISTERED AND RECORDS OFFICES – FORMS

Address Change (Form 2)

When a company is recognized (i.e. incorporated, amalgamated or continued) under the Act, the first mailing and delivery addresses of the company's Registered and Records Offices are shown in the **Notice of Articles** (s. 11). Subsequently, when either the mailing address or the delivery address is changed, an **Address Change** (Form 2) must be e-filed with the Registrar.

Note: In rare cases the **Address Change** (Form 2) may need to be paper filed. This may be the case if the password has been lost by the previous registered and records office location or if the person who held the records, i.e. the sole director or shareholder is deceased. Their personal representative may retain your firm at assist in gaining access to the records in order to update them.

The Registrar in turn will prepare and provide the company with a certified copy of the **Notice of Articles**, as altered, showing the change of address (s. 37(3)(a)).

Pursuant to Section 35(2), if the company initiates the change of address, the **Address Change** (Form 2) may only be filed with the Registrar if the change has been authorized:

- in any manner required or permitted by the company's **Articles**; or
- if the **Articles** are silent as to the manner in which a change of address is to be authorized, by a directors resolution.

A change of address will be effective at the beginning of the day (12:01 a.m.) following the date on which the **Address Change** (Form 2) is filed (s. 37(1)), unless the **Address Change** is withdrawn (s. 38).

The change of address reflected in an **Address Change** filed with the Registrar will take effect under s. 37 even if the company did not properly authorize the change pursuant to s. 35(2) (see s. 35(3)).

As soon as the law firm receives the proper authorization for a change of address from the company, the **Address Change** (Form 2) should be e-filed. If documents forwarded to the company's former Registered and Records Offices are lost, the new agent could be held

liable for damages if documents are served on the wrong address because the new agent failed to file the *Address Change* (Form 2) in a timely manner.

Withdrawal of Address Change (Form 2)

Pursuant to Section 38 of the Act, at any time after an *Address Change* (Form 2) is filed with the Registrar, but before the change of address actually takes effect, the *Address Change* may be withdrawn:

- by the company in respect of which the filing was made; or
- by any other person who appears to the Registrar to be an appropriate person to do so;

by filing with the Registrar, a *Notice of Withdrawal* (Form 19) identifying the *Address Change* (Form 2) in Box C of that form (the *Notice of Withdrawal* pertains to several categories of forms, see the **Miscellaneous** chapter – *Notice of Withdrawal* (Form 19)).

REGISTERED AND RECORDS OFFICES – PASSWORD

The Corporate OnLine password is a number between 8 and 15 characters long, which may be made up of a combination of letters and numbers and is case sensitive. It is selected by the user at the time of incorporation, amalgamation or continuation for all British Columbia companies. All pre-existing companies were required to apply for a password on Corporate OnLine. Most electronic filings (including filing an *Address Change*) can only be completed with a Corporate OnLine password. The password must therefore be obtained from the other firm if the *Records Book* is coming into your office. Alternatively, if the *Records Book* is leaving your office, it will be necessary to advise the new Records Office of the password.

Most firms have adopted a password protocol to use to help identify the number if the paper printout of the password should become lost. For example, a combination of the first few letters of the firm's name and the company's file number, or the first few letters of the firm's name and a random number generated by ALF. For an explanation of how to create or change a password on Corporate OnLine, see the **Electronic Filing** Appendix.

If the password has been lost, you may contact the registry by telephone, fax or email and the staff will mail a copy of the password to the company at its registered office. Alternatively, if the password has been lost by the client or another firm and the existing registered office no longer exists, you may forward the *Address Change* (Form 2) by email to the Registry with a request that the password be mailed to the new registered office. This request must be accompanied by a letter from the law firm explaining the reason the password is not available or alternatively, a copy of the signing director's identification must be provided with the *Address Change* (Form 2).

Some firms routinely change the password whenever they send the *Records Book* out of their office and when they receive a *Records Book* from another office. Such changes are arbitrary and should be dictated by your firm policy with respect to Corporate OnLine passwords. The password should not be given out indiscriminately, however, and should never be revealed to anyone outside your office unless authorized by the corporate supervisor or supervising lawyer.

**REGISTERED AND RECORDS OFFICES –
APPLICATIONS TO TRANSFER or ELIMINATE**

Transfer of Registered Office by the agent to the residence of a director or officer by application to the Registrar (s. 39) ⁽¹⁾

An agent who is authorized by the company to maintain its Registered Office and who is not a director or officer of the company may apply to the Registrar to transfer the location of the Registered Office to the British Columbia residence of any director or officer of the company. This is done using an *Application to Transfer Registered Address (Form 3)*⁽¹⁾. The agent must advise the director or officer of the upcoming filing 21 days prior to such filing.

Elimination of the Registered Office by the agent by Court Order (s. 40) ⁽¹⁾

If an agent for a company is unable to locate any of the directors or officers of the company, the agent may apply to court to eliminate the Registered Office of the company. Upon obtaining a court order, the agent must promptly file with the Registrar a *Registered Office Elimination* (Form 4)⁽¹⁾ along with a copy of the entered order.

Transfer of Records Office by the agent to the residence of a director or officer by Court Order (s. 41) ⁽¹⁾

An agent who is authorized by the company to maintain its Records Office and who is not a director or officer of the company may apply to court to transfer the location of the Records Office to the British Columbia residence of any director or officer of the company. As with Section 39, the agent must advise the director or officer 21 days prior to filing the application with the court. Upon obtaining a court order, the agent must promptly file with the Registrar a copy of the entered order and a *Records Transfer* (Form 5)⁽¹⁾ to confirm that the records kept at the company's Records Office have been physically transferred to the new location of the Records Office ordered by the court.

Elimination of the Records Office by the agent

The Act does not provide for the elimination of the Records Office.

Alteration of Notice of Articles

In all three applications described above, if the company has filed a *Notice of Articles*, the company's *Notice of Articles* will be altered by the Registrar to reflect the transfer or elimination of the company's Registered Office or the transfer of its Records Office. The Registrar will provide the Company with a certified copy of the *Notice of Articles* as altered. If the company does not have a *Notice of Articles*, the Registrar will furnish confirmation of the transfer or elimination of the company's Registered Office or the transfer of its Records Office.

The above procedures make it easier now for a law firm to obtain a release from its responsibilities as Registered Office and/or Records Office when the law firm no longer wishes to act for the company.

⁽¹⁾ These procedures will be fully explained, and precedents and forms provided in a future update to this *Guide*.

Inactive companies and dissolution

When a company is inactive or has been dissolved, it has been the policy of many law firms to remove the contents of the **Records Book** and place the contents in the company's corporate file which is then closed and placed in storage.

Under Section 351 of the Act, for the prescribed period of time (which is two years pursuant to s. 24 of the Regulation) after the dissolution of a company:

- the **Records Book** must be kept by the person who was specified in the **Dissolution Request** (Form 17) as having custody of the **Records Book**, or if no application was filed, by the person (or firm) who had custody of the **Records Book** at the time of the dissolution; and
- the **records** must be available for inspection in the same manner as if the company had not been dissolved (s. 352).

There are provisions in the Act for the person having custody of the **Records Book** to make application to reduce the period of time that the **records** must be made available or to change the location of the **records** after dissolution (see the **Dissolution** chapter for a more detailed explanation of **records** keeping after dissolution).

Because of the more stringent requirements under the Act concerning the maintenance of **records** after dissolution, many law firms may request that the directors of the company change the Records Office location of a voluntarily dissolved company to the residential or business address of a director or officer before the dissolution takes effect.

SERVICE OF DOCUMENTS ON REGISTERED OFFICE IN LEGAL PROCEEDINGS

Unless the registered office of a company has been eliminated under Section 40, the registered office is required to accept service of documents in legal proceedings, which may be served by:

- delivering the documents to the **delivery** address⁽¹⁾ of the Company; or
- by mailing the documents **by Registered or Expresspost Certified™ mail** to the **mailing** address⁽²⁾ of the Company

as shown on its most recent **Notice of Articles** as its registered office addresses.

If the registered office has been changed but the **Form 2** has not been filed with the Registry showing the change, the former registered office must continue to accept service. It is therefore very important to file the **Form 2** before dissolution because once the company is dissolved, the **Form 2** can no longer be filed. If the registered office is eliminated under Section 40 because an agent for the company is unable to locate any of the directors or officers of the company, the Court Order must set out the manner in which such documents may be served on, or mailed, delivered or sent to, the company.

(1) Proof of Service is generally required. Review the procedure rules of the pertinent Court Services.

(2) Registered Mail and Expresspost Certified are services offered by Canada Post to customers that require proof of mailing and/or proof of delivery as it requires the signature of the addressee or the addressee's representative (i.e. law firm staff member) and provides the sender with a mailing receipt, a copy of the signature and date of delivery.

PROCEDURE/CHECKLIST

1. **Change of Registered and Records Offices to your law firm:**

- (a) If the **Records Book** is being transferred from another law firm, check to see if the client has instructed the other law firm to deliver the corporate records to your law firm. If not, and the other firm requires a written authorization from the client, prepare an **Authorization to Obtain Corporate Records** (page 16). If the client does not sign it at your office, forward the authorization to the client for signature
- (b) Rather than preparing the **Authorization to Obtain Corporate Records**, the supervising solicitor or corporate supervisor may instruct you to prepare a **Directors Resolution (Change of Registered and Records Offices to your Law Firm)** (page 20) and forward the resolution to the client for signature

Upon receipt of documents in 1(a) or 1(b)

- (c) Telephone, email or fax the corporate records department of the other law firm requesting that the **Records Book** and seal be made available for pick-up. At this time, it is also important to obtain the Corporate OnLine password for the company. If applicable, attach the signed **Authorization to Obtain Corporate Records** or **Directors Resolution (Change of Registered and Records Offices to your Law Firm)** to the fax. Check with the supervising solicitor whether you should request the **corporate files**. It may be important to obtain the **corporate files** as well as the **Records Book**, since documents approved by the directors of the company are no longer required to be kept in the **Records Book**. If you are asked to provide a written request for the corporate records, prepare **Letter to Other Law Firm (Requesting Records Book)** (page 18)
- (d) Diarize the file for follow-up in seven days
- (e) When the former law firm advises you that the corporate records are ready, arrange for pick-up

When the Records Book is received:

- (f) Open a new corporate records file for the company
- (g) If you have not been advised of the Corporate OnLine password, contact the person responsible for corporate records at the previous records office to obtain the password. When you receive the existing password, you may change it to one that conforms to your firm's password format⁽¹⁾
- (h) Perform a corporate review and open a new card in your database, if any. Enter the corporate information (including historical information) into your database

As a starting point, if the records do not appear to be in order, you may view and print the **Corporate History** from the BC Online corporate search

⁽¹⁾ See page 5 for procedures to follow if the password has been lost.

screen. If appropriate, obtain instructions from your corporate supervisor or responsible solicitor and proceed to payment to obtain the corporate summary and reprint any hyperlinked documents

If any Certificate in the Records Book indicates that it is an "Electronic Copy", request the electronic copies from the other firm or client.

Using the *Due Diligence Records Book Review* (Appendix A), you should conduct a review of the *Records Book* and, more particularly, check that:

- all the shareholders and directors resolutions or minutes are contained in the *Records Book* and have been dated and properly signed and that the information contained in the resolutions appears to be correct (look for dates that don't correspond, missing or unsigned documents and incorrect share transactions)
 - all documents required to be filed with the Registrar have been filed
 - the registers are accurate – print new ones if you have a corporate database
 - there is a *Central Securities Register* – if there is not, you will need to prepare and print one (see the **Records** chapter)
 - all share certificates are in the *Records Book* – if they are not, check that the location of the certificates has been recorded; that share certificates that are cancelled have been properly endorsed for transfer if they were transferred; and that all certificates have been properly dated and signed
 - a *Notice of Articles* has been filed and the company properly transitioned if it is a pre-existing company or that the *Incorporation Agreement* and *Articles* are contained in the *Records Book* if it is a new company
 - the current *Annual Report* has been filed – if the *Annual Report* is not current check with the responsible solicitor for instructions on filing
 - the annual maintenance resolutions or minutes for the current year have been signed if they are due and the dates comply with the Act (see the **Annual Maintenance** chapter)
- (i) Inform the responsible solicitor of any deficiencies that should be addressed
- (j) Review the condition of the *Records Book* – if necessary, put the documents into a new binder and enter a disbursement for the binder/inserts
- (k) Prepare a **diary card** or update your database, if applicable, since your law firm will now be responsible for annual maintenance (see the **Annual Maintenance** chapter). Note whether the company is registered in any other jurisdictions and whether your firm will be responsible for filing annual reports in any other jurisdictions
- (l) Diarize the dates for the next *Annual Report* and *Annual Resolutions* or *Annual General Meeting*

- (m) Prepare a memo to your file to pro-rate the annual maintenance fee for the next year's annual maintenance billing
- (n) Determine if the *Central Securities Register* needs updating. If you have a database, once all the data has been entered, print a *Central Securities Register* and insert it in the *Records Book*. Keep the old registers, and draw a diagonal line across them to indicate that they are no longer current
- (o) Check if there is a corporate seal and if so, enter the information regarding the seal into your database or any seal register you may have
- (p) Prepare:
 - (i) *Directors Resolution (Change the Registered and Records Offices to your Law Firm)* (page 20)
 - (ii) *Registered and Records Offices Agreement* (page 22)
 - (iii) *Address Change* (Form 2) (page 40)
 - (iv) *Transmittal Letter to Client (Change of Registered and Records Offices to your Law Firm)* (page 26)
- (q) Check whether the company is registered extraprovincially in any other provinces. If so, prepare any documents required by that province to register the change of registered and records offices to your firm, such as a *Change Notice* (Form 36). If you don't have a precedent for the correct form, you may be able to obtain one from the applicable province's corporate registry website, or you may have to contact the agents in the other jurisdiction to arrange to have the form prepared. Forward the necessary form(s) to the client for signature either with the *Transmittal Letter to Client (Change of Registered and Records Offices to your Law Firm)* or with a separate cover letter

When the documents have been signed and returned:

- (r) Date and time stamp each document when they are received by the law firm
E-file the *Address Change* (Form 2)
- (s) E-file the *Address Change* (Form 2)

The filing of the *Address Change (Form 2)* is not effective until 12:01 a.m. on the day following the filing date. Since no other form can be filed until after the *Form 2* is effective, if you have any other forms to file for the company and the date is important, the other forms should be filed before *Form 2*.

- (t) Diarize the file for a month for receipt of the following from the Registrar:
 - (i) a filed copy of the *Address Change* (Form 2) or
 - (ii) a certified copy of the altered *Notice of Articles*
- (u) File the documents in the *Records Book* as follows:

Tab in Records Book	Documents
Charter (or: Recognition Documents)	Certified copy of the altered <i>Notice of Articles</i> (or a filed copy of the <i>Address Change</i>)
Forms Filed	<i>Address Change</i> (Form 2)
Directors Minutes	<i>Directors Resolution Registered and Records Office Agreement</i> ⁽¹⁾

If the company has not been transitioned and/or the Pre-Existing Company Provisions have not been removed, a *Notice Regarding Pre-Existing Company Provisions* should be inserted in the front of the Records Books of the company under Charter Tab (see the **Transition** chapter)

- (v) If the company is extraprovincially registered in any other jurisdiction, when any required documents have been signed and returned by the client, file the documents in the other jurisdiction or forward them to your agents in the other jurisdiction for filing

2. **Change of registered and records offices from your law firm to another location – not a law firm:**

Upon receipt of instructions:

- (a) If the instructions did not come from the supervising solicitor, advise the supervising solicitor immediately
- (b) Check to make sure that no lawyer from your firm is acting as a director, officer or shareholder of the company. If he or she is so acting, prepare a resignation or transfer, as appropriate
- (c) Check the *Records Book* for any extraprovincial registrations. Advise your agents to prepare any required Notices and send them directly to the client for signature
- (d) Prepare:
- (i) *Directors Resolution (Change of Registered and Records Offices from your Law Firm to Another Location – not a Law Firm)* (page 28)
- (ii) *Address Change* (Form 2) (page 40) – see note in the box on page 10
- (iii) *Transmittal Letter to Client (Forwarding Resolution for Signature – Change of Registered and Records Offices from your Law Firm to Another Location – not a Law Firm)* (page 30), if required

⁽¹⁾ If it is not your firm's policy to file such agreements in the Records Book with their enabling resolutions, file the Records Office Agreement in the company's corporate file.

- (iv) Final account, if required (no precedent is provided, but usually the annual maintenance fee is pro-rated from the month of the last annual maintenance invoice to the month the company leaves the law firm). Check with the supervising solicitor or his/her secretary whether there are any other outstanding matters

When the documents have been signed and returned and any outstanding accounts have been paid:

- (a) Date and time stamp each document when they are received by the law firm
- (b) E-file the *Address Change* (Form 2)
- (c) Print the Preview Screen and Receipt for your file. Make two copies of the Preview Screen and *Address Change* (Form 2). Place one copy in the *Records Book* and the other copy in the binder that your firm keeps to record companies that have moved or been dissolved
- (d) Change the Corporate OnLine password of the company to 99999999 or a similar generic number if it is your firm policy to do so. Advise the client of the company's password when the corporate records are delivered or picked up. If any Certificates or other documents are in electronic format, email them to the client
- (e) When the altered *Notice of Articles* is received from the Registrar, make a copy for your file and place the original in the *Records Book* under the tab, Charter (or Recognition) Documents
- (f) If the company was amalgamated or continued, check to make sure that you have all the pre-amalgamation or pre-continuation *Records Books* at your office. If necessary, obtain these books from storage
- (g) When all accounts have been paid, contact the client to arrange to pick up the *Records Book* or prepare *Letter to Client (Forwarding Records Book and Seal)* (page 32)
- (h) Mark the company "defunct" in your database, or remove from your annual maintenance bring forward system if using a manual system, and close your file
- (i) Check your system to see if the company is a shareholder of any other companies. If so, prepare a new Central Securities Register for such company or companies to reflect the changes of addresses

3. Change of registered and records offices from your law firm to another law firm:

- (a) Upon receipt of instructions:
 - (i) if the instructions did not come from the supervising solicitor, advise the supervising solicitor immediately

- (ii) check to make sure that no lawyer from your firm is acting as a director, officer or shareholder of the company. If he or she is so acting, prepare a resignation or transfer, as appropriate
 - (iii) check the **Records Book** for any extraprovincial registrations. Advise your agents to prepare any required Notices and send them directly to the other law firm for signature
 - (iv) prepare **Transmittal Letter to the New Solicitor** (page 36). The new law firm will usually attend to the preparation and filing of the necessary documents, but check your firm's policy. Some law firms prepare the documents and forward them to the client for signature along with the final account. When the final account is paid, the law firm then files the **Form 2** and releases the **Records Book** to the other firm. In this case, prepare the documents listed on page 11 and adapt the **Transmittal Letter to Client (Forwarding Resolution for Signature – Change of Registered and Records Offices from your Law Firm to Another Location – not a Law Firm)** (page 30)
 - (v) prepare a final account, if necessary. Usually the annual maintenance fee is pro-rated from the month of the last annual maintenance invoice to the month the company leaves the law firm. Check with the supervising solicitor or his/her secretary whether there are any other outstanding matters
- (b) Prepare the **Records Book** to move to the other firm. Ensure that the Registers are up to date and file any other documents that should have been filed in the **Records Book** (c) If the company was amalgamated or continued, check to make sure that you have all the pre-amalgamation or pre-continuation **Records Books** at your office. If necessary, obtain these books from storage
- (c) Change the Corporate OnLine password of the company to 99999999 or a similar generic number if it is your firm policy to do so. Advise the other law firm of the company's password when the corporate records are transferred to them. If any Certificates or other documents are in electronic format, email them to the other law firm.
- (d) Telephone the other law firm and arrange to have them pick up the **Records Book**
- (e) Diarize the file for a month to receive from the other law firm:
- (i) a filed copy of the **Address Change** (Form 2) or
 - (ii) a copy of the altered **Notice of Articles**
- (f) Make a copy of the **Address Change** (Form 2) or altered **Notice of Articles** and place in the "Former Companies" binder that that your firm keeps to record companies that have moved or been dissolved
- (g) When the **Address Change** (Form 2) has been filed and all accounts have been paid, mark the company "defunct" in your database, or remove the

company from your annual maintenance bring forward system if using a manual system, and close your file

- (h) Check your system to see if the company is a shareholder of any other companies. If so, prepare a new Central Securities Register for such company or companies to reflect the changes of addresses

4. **Requesting Records Book for transaction or review:**

- (a) If the **Records Book** is coming from another law firm, confirm that the client has instructed the other law firm to deliver the corporate records to your law firm. If not, and the other firm requires a written authorization from the client, prepare an **Authorization to Obtain Corporate Records** (Page 16). If the client does not sign it at your office, forward the authorization to the client for signature
- (b) Telephone, email or fax the corporate records department of the other law firm requesting that the **Records Book** be made available for pick-up. If applicable, attach the signed **Authorization to Obtain Corporate Records** to the fax. Ask that any electronic certificates or certified copies be emailed to you
- (c) When the **Records Book** is received, acknowledge receipt of the **Records Book** and deliver it to the supervising solicitor
- (d) If you will be required to file documents with the Registrar as part of the transaction for which your firm has been engaged, obtain the Corporate OnLine password from the other law firm, or if no password has been applied for, apply for a password online

5. **Forwarding Records Book for transaction or review:**

- (a) Upon receipt of instructions, prepare **Transmittal Letter to Other Law Firm (Enclosing Records Book for Review)** (page 38)
- (b) Prepare the **Records Book** to deliver to the other firm. Ensure that the Registers are up to date and that any documents that should have been filed in the **Records Book** have been filed
- (c) Telephone the other law firm and arrange to have them pick up the **Records Book**
- (d) If the other firm will be filing any documents as part of the transaction for which it has been engaged, either advise the other firm of the Corporate OnLine password or change the password to a generic number such as "99999999", advise the other firm of the new password and change the password back to your firm's password format when the **Records Book** is returned
- (e) Diarize the file for a month (or more depending on the nature of the transaction) for the **Records Book** to be returned from the other law firm Follow up with the other firm if the **Records Book** has not been returned

6. Accepting Service of Documents in Legal Proceedings

All registered and certified mail, and all documents served in person or by email on a company at the law firm's address as registered office/attorney for service, should be dealt with immediately.

As soon as the document is received, check to make sure that your office is the registered office or attorney for service of the company being served.

If your office is the registered office:

- (a) Immediately deliver the documents to the responsible solicitor or, if the responsible solicitor is not available, or you are not able to determine who the responsible solicitor is, deliver the document to the corporate supervisor and ensure that they are aware of it. Do not simply leave the document in someone's in-tray. Alert their assistant if necessary.
- (b) Check your office policy with respect to the service of legal documents.

If your office is not the registered office:

- (a) Check the envelope to ensure that the documents show your firm's address. The process server may be at the wrong address, or mail may have been delivered to the wrong address. In this case, do not accept,
- (b) If the documents show your firm's address but you have no record of the company in your system, do a company search to determine the address of the registered office/attorney for service:
 - (i) if your firm's address is shown on a company search as the registered office, you have no choice but to accept the documents;
 - (ii) send an internal email to staff at your firm to determine whether someone in your firm is handling the matter;
 - (iii) if you receive no response, deliver the documents to someone of authority in your firm (corporate supervisor, office manager, partner, etc.), or check you firm policy with respect to the service of legal documents.
- (c) if a company search shows that your office is not the registered office/attorney for service, then you should not accept the documents if personally served. If the documents have been mailed, deliver the documents to someone of authority in your firm (corporate supervisor, office manager, partner, etc.).

AUTHORIZATION TO OBTAIN CORPORATE RECORDS

General Notes

When the supervising solicitor notifies you that the company has agreed to transfer its corporate records to your law firm, confirm with the supervising solicitor or the client that the client has advised the other law firm or agent of the move. Usually the client will contact the other law firm and settle their accounts as part of the transfer process. If the client does not wish to contact the other law firm, or the other law firm refuses to release the corporate records without a written authorization from the client, you may prepare an *Authorization to Obtain Corporate Records* addressed to the other law firm. If the client does not sign the form at your office, you can forward it for signature by email, fax or regular mail.

If the *Records Book* is being temporarily released to another law firm for review, instead of the paragraph requesting the corporate records in the precedent shown opposite, use paragraph ② below.

Preparation

- ① Insert the name and address of the firm or individual where the corporate records are located.
- ② If the Records Office is not being changed, substitute:

“We have requested that {Name of Law Firm} prepare certain documents on behalf of the Company. Please accept this letter as your authority to release the corporate Records Book of the Company to {Name of Law Firm} on their undertaking to return the Records Book to you upon demand.”
- ③ Omit any reference to a seal if you have been advised that the company has no seal or if you are requesting the *Records Book* for review only.
- ④ Omit any reference to the corporate files if your firm will not be requesting them. It is the usual practice **not** to request the corporate files of the other firm unless the supervising solicitor asks for them. Note that documents approved by the directors are no longer required to be kept in the *Records Book*, so it may be necessary to request the corporate files or specifically request the documents approved by the directors.

Processing

Once the supervising solicitor has checked this authorization, arrange to have it signed by the client at your office, or fax, email or mail it to the client for signature.

Upon receipt of the signed authorization, make a copy and attach it to *Letter to Other Law Firm (Requesting Records Book)* (page 18).

{NAME OF COMPANY}

{Date}

{Name of Previous Agent} ①

Dear Sirs:

Re: *{Name of Company}* (the “Company”)

②Please accept this letter as your authority to release the corporate Records Book, ③ the company seal, the Corporate OnLine password ④and the corporate files of the Company to:

{NAME OF LAW FIRM}
Barristers and Solicitors
{Address}

Yours truly,

{NAME OF COMPANY}

Per: _____

LETTER TO OTHER LAW FIRM (Requesting Records Book)

General Notes

It is often unnecessary to forward a formal letter requesting the corporate records if the client has already instructed the other law firm, in writing, to forward them. Sometimes a simple telephone call, fax or email to the corporate records department of the other firm requesting the corporate records may be sufficient. The other firm will then deliver the corporate records on your firm's undertaking to change the Registered and Records Offices and sometimes to pay their account.

If the other law firm requires that you provide them with a written request, you should prepare this letter. You may have to obtain an *Authorization to Obtain Corporate Records* (page 16) or forward a signed copy of the *Directors Resolution (Change of Registered and Records Offices to your Law Firm)* (page 20). Check with the supervising solicitor or your corporate supervisor to determine which documents to prepare.

Preparation

- ① Insert the name of the person authorizing the change (usually the President or CEO of the company) or insert a reference to a letter, telephone call, email, or other form of communication if that was the case.

If there was no correspondence and if the other law firm requests an authorization to obtain the corporate records, change the first sentence to read:

“We enclose an Authorization to Obtain the Corporate Records signed by the Company.”

or:

“We enclose a copy of the Directors Resolution (authorizing the change of offices) signed by the directors.”

- ② Delete the reference to the seal and the corporate files if you are not requesting them.

Processing

Make one copy of the letter for the file and fax or mail the letter to the other law firm and, if necessary, attach to the letter an *Authorization to Obtain Corporate Records* or *Directors Resolution (Change of Registered and Records Offices to your Law Firm)*.

Diarize the file for one week and follow up by letter or by telephone.

When you receive a call from the other law firm confirming that the corporate records are ready to be picked up, arrange to have them picked up.

File No. _____

{date}

{name and address of other law firm}

Dear _____:

Re: *{name of the Company}* (the “Company”)

We have been instructed by *{Name}*① to change the Company’s registered and records offices to our address. Accordingly, please make the Company’s corporate Records Book, seal ② and the contents of the Company’s corporate files maintained by your office available for pick up at your earliest convenience. Please also provide us with the Company’s Corporate Online password and any electronic Certificates or certified copies.

Please advise us if there are any monies owing to you by the Company. On receipt of the Records Book, we undertake to file the appropriate Address Change (Form 2) within a reasonable period of time.

Please contact our office when the Records Book, ② seal and corporate files are available to be picked up.

Thank you for your attention to this matter.

Yours truly,

{NAME OF LAW FIRM}

DIRECTORS RESOLUTION
(Change of Registered and Records Offices to your Law Firm)

General Notes

This resolution is prepared when a company changes its Registered and Records Offices to your law firm. Check the company's *Articles* to determine if some other resolution or authorization is required or permitted by the *Articles*. If, for example, an ordinary resolution of the shareholders is required, change the heading on this resolution from "Directors" to "Shareholders" and insert signature lines for all of the **voting** shareholders of the company instead of the directors.

Preparation

- ① Insert the delivery address (street address) and the mailing address (e.g. PO Box) of your law firm. If the delivery address and the mailing address are the same, you may substitute:

“Mailing and Delivery Address: {*New mailing and delivery addresses*}”

- ② Insert the name of your firm or, if your law firm uses a corporate records management company to maintain the records of the companies that it acts for, insert the name of the management company.
- ③ Insert the date of the Resolution (it is not the effective date of the change of address).
- ④ Check the *Register of Directors* of the company and insert the names of all directors.

Processing

Once the document has been prepared, checked and approved by the supervising solicitor, make a copy for the file and forward the original to the client – see the *Transmittal Letter to Client (Change of Registered and Records Offices to your Law Firm)* (page 26).

DIRECTORS RESOLUTIONS**OF*****{NAME OF COMPANY}*****(the “Company”)****RESOLVED THAT:**

1. The addresses of the Registered Office and the Records Office of the Company be changed to:

Registered Office:**Mailing Address:** *{New mailing address}* ①**Delivery Address:** *{New delivery address}* ①**Records Office:****Mailing Address:** *{New mailing address}* ①**Delivery Address:** *{New delivery address}* ①

2. *{Name of your law firm}* of *{City}*, British Columbia be appointed solicitors for the Company.

3. *{Name of your law firm or Agent}*② be appointed agent of the Company to maintain its Records Office and the Company enter into a written agreement with *{Name of Agent}* in the form attached.

4. If *{Name of Agent}* gives notice to the Company that it will no longer act as agent for the maintenance of the Company’s Records Office and registered office, the directors authorize *{Name of Agent}* to file an Address Change (Form 2) changing the Registered and Records Offices of the Company to the current British Columbia residence for a director or officer of the Company.

Dated effective: *{Date}*③

 ④ *{NAME OF DIRECTOR}*

 ④ *{NAME OF DIRECTOR}*

REGISTERED AND RECORDS OFFICE AGREEMENT

General Notes

It is customary for the law firm to enter into a written agreement with a company to maintain its Registered and Records Offices. Some firms use a form of letter agreement and other firms use a more formal style of agreement. An example of the formal style of agreement is set out opposite.

The agreement appoints the law firm as its agent to maintain the company in good standing and to:

- prepare its annual maintenance and other documents;
- provide facilities and personnel for the storage, safeguarding, examination, access to and copying of the company's records; and
- act as the company's Registered Office.

In return, the company pays the law firm's legal fees and provides the necessary documents and information the law firm needs to maintain the company's Records in accordance with Section 42 the Act.

The agreement is generally prepared at the time:

- a company is recognized (i.e. incorporated, continued or amalgamated), if your firm will be acting as the Registered and Records Offices; or
- the addresses of the Registered and Records Offices of an existing company are changed to your law firm.

Preparation

Note: The instructions for the preparation and processing of the Agreement are set out on this page. Only the text of the Agreement is continued on the next two pages.

- ① Insert the effective date on which the transfer of the Registered and Records Offices to your law firm is to be effective or the date of the company's recognition.
- ② Insert the address of the company's business or the mailing and the delivery address of the company's Registered and Records Offices.
- ③ Insert the name of the agent. Some law firms use a corporate records management company to maintain the records of the companies for which it acts. If that is the case, insert the name of the management company rather than the name of your law firm as the agent.
- ④ Insert the mailing address **and** the delivery address (if they are different) of the Registered and Records Offices, which is usually the same as the address of the law firm – see **Explanation - Registered and Records Offices – Location** (page 2) for the description of the two addresses.

Processing

Once the document has been prepared, checked and approved by the supervising solicitor, make two copies, retain one copy for your file and forward the original and one copy to the client for signature – see the *Transmittal Letter to Client (Change of Registered and Records Offices to your Law Firm)* (page 26).

REGISTERED AND RECORDS OFFICES AGREEMENT

This Agreement made as of *{Date}*^①.

BETWEEN:

{NAME OF COMPANY},

a body corporate duly incorporated under the laws of the Province of British Columbia, of ^②

(the “Company”)

AND:

{NAME OF AGENT}^③

{mailing address of the law firm or agent}^④

{delivery address of the law firm or agent}^④

(the “Agent”)

WHEREAS:

A. Section 34 of the *Business Corporations Act* of the Province of British Columbia (the “Act”) requires that the Company maintain a Registered Office and a Records Office within the Province of British Columbia; and

B. Section 42 of the Act requires that the Company maintain certain records, documents, instruments and registers (collectively, the “Records”) at its Records Office.

THE PARTIES to this Agreement therefore agree:

1. The Company appoints the Agent and the Agent agrees to act as the Company’s agent for the purpose of maintaining the Records Office of the Company and to provide the following services during the term of this Agreement:

- (a) provide access to the Records and permit copies to be made of the Records to the extent required by the Act;
- (b) take reasonable precautions to avoid loss, mutilation, destruction or falsification of the Records. The Agent is not obliged to insure the Company’s Records against loss by fire or other hazards. The Company will be responsible for insuring its Records against loss by fire and other hazards;
- (c) compile and maintain the Records required to be maintained by the Act but only to the extent that the Company furnishes the Agent with the necessary documents, instructions and information.

2. The Company appoints the Agent as its agent to maintain the Registered Office of the Company at ***{full mailing and delivery address of Agent}***^④, or in such other location as the Agent may, from time to time, determine.

Continued....

Registered and Records Office Agreement
Page 2

3. The Company further appoints the Agent to:
 - (a) prepare and maintain the Transparency Register of significant individuals as defined in the Act; and
 - (b) send notice that sets out the fact and the prescribed information, if any, to an individual when such an individual has become a significant individual or when a significant individual has ceased to be a significant individual;and the Company agrees to:
 - (a) provide the Agent with information for the purpose of maintaining and updating such Transparency Register; and
 - (b) annually, within the period starting on the anniversary of the date on which the Company was recognized and ending two months after that date, take reasonable steps to confirm to the Agent that the information required under section 119.2 of the Act to be contained in its Transparency Register is accurate, complete and up to date.
4. During the term of this Agreement, the Company will pay to the Agent:
 - (a) reasonable fees and expenses of the Agent in connection with the performance of its duties under this Agreement;
 - (b) all disbursements reasonably incurred by the Agent; and
 - (c) all reasonable fees that the Agent may charge the Company for additional services.
5. The Company authorizes the Agent to set and collect fees for the examination and copying of the Records by those entitled under the Act to examine the Records.
6. The Company hereby assigns to the Agent absolutely all examination and copying fees that the Agent collects while acting under this Agreement.
7. During the term of this Agreement, the Company will provide the Agent promptly with:
 - (a) all Records and information required to be kept at the Records Office together with all necessary instructions and all changes thereto; and
 - (b) any change in its current mailing address and telephone number.
8. The Agent may rely on the correctness of Records and instructions received from the Company and will not be responsible or liable to the Company for any error, inaccuracy or omission in any Records.
9. If documents are served on the Agent as the Registered Office of the Company, the Agent will attempt to contact the Company to seek instructions. If the Company has failed to provide the Agent with its current address, the Agent will not be responsible for anything other than making reasonable inquiries to locate the Company.

Registered and Records Office Agreement

Page 3

10. The Agent will exercise its discretion in determining whether a person is entitled under the Act to examine or copy any Records of the Company kept by the Agent in the Records Office. The Agent will not be responsible for permitting any person not authorized to examine or copy any Records provided that the Agent takes all reasonable steps in the circumstances to confirm such person’s identity and relationship, if any, to the Company.

11. Either the Company or Agent may, by written notice, terminate this Agreement. All obligations and liabilities of the Agent under this Agreement will cease immediately upon termination.

12. The Company irrevocably appoints the Agent its attorney to complete and file on behalf of the Company, without any further act of the Company, all requisite documents to effect a change of location and address of the Records Office (and the Registered Office if at the same address):

- (a) to the new address of the Agent, if the Agent relocates its offices within British Columbia during the term of this Agreement; or
- (b) to the address of any officer or director of the Company, if this Agreement is terminated by the Agent;

and in either event, the Agent shall send notice to the Company at its head office of the new location and address of the Records Office (and the Registered Office if also relocated).

13. The Company will indemnify and save harmless the Agent from all actions, claims, costs, charges, damages, demands, expenses, liability, and loss whatsoever that the Agent may suffer or be put to while acting as agent within the scope of the authority hereby given, and specifically, without limiting the generality of the foregoing, which may arise as a result of the failure of the Company to provide the Agent with the proper and correct Records, information or instructions to ensure the Company’s compliance with the Act.

14. This Agreement shall enure to the benefit of and be binding upon the successors and assigns of each of the parties hereto.

15. By executing this Agreement, the parties agree to be bound by its terms and conditions.

{NAME OF COMPANY}

Per: _____
Authorized signatory

{NAME OF AGENT}

Per: _____
Authorized signatory

TRANSMITTAL LETTER TO CLIENT
(Change of Registered and Records Offices to your Law Firm)

General Notes

If a company has requested that your law firm act as its corporate solicitors, this letter is sent to the client enclosing the documents required to change the Registered and Records Offices, unless the client(s) will be signing the documents at your law firm's offices. Usually the letter is sent after the *Records Book* has been received, but sometimes the documents are forwarded for signature before receiving the *Records Book*.

Preparation

- ① If you have not yet received the *Records Book*, delete this sentence.
- ② If no seal is provided, delete the reference to the seal.
- ③ If the company's *Articles* require or permit some other resolution or authorization, substitute the name of the other resolution or authorization, such as "*Shareholders Resolution*".
- ④ If your law firm uses a letter agreement instead of a Registered and Records Offices Agreement, substitute:

"Our standard form of Letter Agreement with respect to maintaining your registered office and records office".

Processing

Make one copy of the letter for the file and ensure that:

- all enclosures are attached to the letter
- copies of all enclosures are kept on file

Diarize the file for two weeks and follow up by letter or by telephone.

File No. _____

{date}

{name and address of client}

Dear _____:

Re: *{name of the Company}* (the “Company”)

Thank you for your instructions of *{date}* appointing us as the solicitors of the Company. ① We confirm that we have now received the Company’s Records Book ② and seal. We enclose the following documents required to change the registered office and records office of the Company to our address:

1. ③ Directors Resolution authorizing the change in registered and records offices to our firm;
2. ④ Registered and Records Offices Agreement; and
3. Address Change (Form 2).

Please have all documents signed where indicated and return them to us as soon as possible. We will then file the Address Change with the Registrar of Companies.

Please note that under Section 37 of the *Business Corporations Act*, the change of address reflected in the attached Address Change will take effect at the beginning of the day (12:01 a.m.) after the date the Address Change is filed.

If you have any questions or concerns with respect to this matter, please contact the writer.

Yours truly,

{NAME OF LAW FIRM}

DIRECTORS RESOLUTION
(Change of Registered and Records Offices from your Law Firm to
Another Location – not a Law Firm)

General Notes

This resolution is prepared when the company leaves your law firm for another location, for example, the client's place of business or residence. Check the company's *Articles* to determine if some other resolution or authorization is required or permitted by the *Articles*. If, for example, an ordinary resolution of the shareholders is required, change the heading on this resolution from "Directors" to "Shareholders" and insert signature lines for all of the **voting** shareholders of the company instead of the directors.

Note: When the company is going to another law firm, it is customary for the other law firm to prepare the resolution.

Preparation

- ① Insert the delivery address (street address) and the mailing address (e.g. PO Box) of the new address. If the delivery address and the mailing address are the same, you may substitute:

"Mailing and Delivery Address: *{New mailing and delivery addresses}*".

- ② You may also insert the following paragraph if your law firm ceases to act as the company's agent (check your firm's policy):

"{Name of Law Firm or agent}, cease to act as solicitors for the Company and as the agent for maintaining the Company's Registered and Records Offices."

- ③ Insert the effective date of the resolution (Note that the effective date of the resolution is not the effective date of the change of address unless the change of address will be filed on the same day that the resolution is signed).
- ④ Check the *Register of Directors* of the company and insert the names of all directors.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is sent to the company for signature – see the *Transmittal Letter to Client (Forwarding Resolution for Signature – Change of Registered and Records Offices from your Law Firm to Another Location – not a Law Firm)* (page 30).

DIRECTORS RESOLUTIONS
OF
{NAME OF COMPANY}
 (the “Company”)

RESOLVED THAT

1. The Registered Office and the Records Office of the Company be changed to:

Registered Office:

Mailing Address: *{New mailing address}* ①

Delivery Address: *{New delivery address}* ①

Records Office:

Mailing Address: *{New mailing address}* ①

Delivery Address: *{New delivery address}* ①

②

Dated effective: *{Date}* ③

 ④ *{NAME OF DIRECTOR}*

 ④ *{NAME OF DIRECTOR}*

TRANSMITTAL LETTER TO CLIENT
(Forwarding Resolution for Signature – Change of Registered and Records Offices
from your Law Firm to Another Location – not a Law Firm)

General Notes

This letter is sent to the client when the Registered and Records Offices are changed to the company's place of business or the residence of one of the directors or officers. Before releasing the *Records Book* and seal to the client, it is advisable to receive the signed *Directors Resolution* or such other resolution or authorization as required or permitted by the company's *Articles*, authorizing the change of address and to file the *Address Change (Form 2)* with the Registrar.

Preparation

- ① If the company's *Articles* require another type of authorization, substitute the name of the other authorization, such as a *Shareholders Resolution*.
- ② Copy the mailing and delivery addresses from the *Directors Resolution*.
- ③ Delete the reference to the final account if you will not be enclosing an account at this time.
- ④ Delete this paragraph if a Corporate OnLine password has not yet been created.

Before including this paragraph, check that your law firm has the seal. If not, either omit any reference to the seal or, if the seal was previously delivered to the client, insert the following:

“We confirm that the seal for the Company was delivered to you on {date}.”

Processing

Ensure that all enclosures are attached to the letter.

Make a copy of the letter for the file.

Diarize the file for two weeks and follow-up by letter or by telephone.

Note: The *Address Change* cannot be filed until the signed resolution is returned.

File No. _____

{date}

{name and address of the company or director or officer}

Dear _____:

Re: *{name of the Company}* (the “Company”)

Further to our telephone conversation of *{date}*, we enclose:

1. Directors^① Resolution authorizing the change in the mailing and delivery addresses of the Company’s Registered and Records Offices to *{mailing and delivery address of proposed new offices}*^②;
2. Address Change (Form 2); and
3. ^③Our final Statement of Account.

Please have the resolution and notice signed where indicated and return them to us as soon as possible. We will then file the Address Change (Form 2) with the Registrar of Companies.

Please note that Section 37 of the *Business Corporations Act* states that the change of address reflected in the attached Address Change will take effect at the beginning of the day (12:01 a.m.) following the date of filing.

^③Once our account has been paid and the Address Change is filed, we will make available to you:

1. the Records Book;
- ^④2. the Corporate OnLine password registered with the Registrar of Companies for the Company;
3. all electronic Certificates and certified copies received from the BC Corporate Registry; and
4. ^⑤the corporate seal.

Should you have any questions in this regard, please do not hesitate to contact the writer.

Yours truly,

{NAME OF LAW FIRM}

LETTER TO CLIENT
(Forwarding Records Book and Seal)

General Notes

When the signed *Directors Resolution* changing the Registered and Records Offices from your law firm to another location has been received and the *Address Change* (Form 2) has been filed, you should arrange to forward the *Records Book* and seal (if there is one) to the client.

Depending on the arrangements, you should either call the client to pick up the package or arrange for a courier to deliver the package to the new office as set out in the *Address Change* (Form 2).

Preparation

- ① Insert the address as shown on the *Address Change* (Form 2) (page 40).
- ② Insert the date you filed the *Address Change* (Form 2).
- ③ Insert the date being one day after the filing date of the *Address Change* (see ② above).
- ④ Insert the Company's Corporate OnLine password. If it is your firm policy to do so, change the password to a generic number such as "99999999" before releasing the password. If a Corporate OnLine password has not yet been created, you may delete this paragraph and substitute the following:

"We advise that we have not yet created a Corporate OnLine password for the Company for submitting electronic corporate filings with the Registrar of Companies via the internet."
- Delete the reference to the company's seal if there is none.
- ⑥ Delete this paragraph if not applicable.

Continued ...

File No. _____

{date}

*{name and address of the company
or director or officer}* ①

Dear _____:

Re: *{name of the Company}* (the “Company”)

Thank you for the signed Directors Resolution authorizing the change of Registered and Records Offices to the above address.

We filed the Address Change (Form 2) with the Registrar of Companies on *{date}*②. The change is effective at the beginning of the day following the date of filing, being 12:01 a.m. on *{date}*③.

Please be advised that the Company’s Corporate OnLine password is ④“99999999”.

Accordingly, we enclose the following for the Company:

1. the Records Book; and
2. ⑤the corporate Seal.

Please acknowledge receipt of the Records Book and ⑤ seal by signing and returning to us the enclosed copy of this letter.

⑥We confirm that we have emailed all electronic Certificates and certified copies received by us from BC Registry Services.

⑥We have placed the unfiled *{year(s)}* Annual Report(s) in the front of the Records Book.

⑥The following forms must be filed electronically with the Registrar of Companies using your credit card at **www.corporationonline.gov.bc.ca** in order to maintain your company in good standing:

1. an Annual Report (Form 6): each year within two months of the anniversary date of the Company’s incorporation. A reminder containing the Company's access code for filing will be mailed or emailed to you by the Corporate Registry;
2. an Address Change (Form 2): if the registered or records office of the Company moves or is changed;
3. a Director Change (Form 10), if there is a change in the Company's directors or in the address of any of its directors. This form must be filed within 15 days of the date of change. More information on filing the above forms may be obtained from BC Registry Services at:

<http://www.bcregistryservices.gov.bc.ca>

Failure to file these forms may result in the Company being dissolved and struck from the Register of Companies.

Continued...

LETTER TO CLIENT**Preparation (Continued)****Processing**

Make two copies of the letter. Place one on the file and attach the other to the outgoing letter with the following notation:

<p>Receipt of the Records Book ④ and seal is hereby acknowledged.</p> <p>_____</p> <p><i>{Name}</i></p> <p>Date: _____</p>

Diarize the file for two weeks and follow-up by letter or by telephone.

Letter to Client**Page 2**

Please also note that:

- (a) pursuant to Section 347 of the Act, when a company is dissolved, the liability of its directors, officers and shareholders continues indefinitely; and
- (b) any interest in land owned by the Company escheats to, and becomes the property of the Crown under section 4 of the *Escheat Act*.
- (c) Canada Revenue Agency (“CRA”) recommends that:
 - all business records and supporting documents that are required to determine the Company’s tax obligations and entitlements must be kept for **six** years from the end of the last tax year to which they apply. If a Return is filed late, the records must be kept for six years from the late filing date;
 - all records and supporting documents concerning long-term acquisitions and disposal of property, the share registry, and other historical information that would have an impact upon sale or liquidation or wind-up of the business must be kept **indefinitely**;
 - if there is an objection or appeal, the records must be kept until the process is finished and the time for filing any further appeals has expired.

CRA may specifically require the Company to keep records for an additional period of time. If this is the case, the Company will receive details by registered letter or by a demand served by CRA.

We confirm that our engagement as your agent for maintaining the Registered and Records Offices for the Company is now terminated.

In addition, please also note that as of October 1, 2020, every private company governed by the *Business Corporations Act* (British Columbia) (the “BCBCA”) is required to maintain a “Transparency Register, listing all “Significant Individuals” of the company. The purpose of the Transparency Register is to create safeguards against the misuse of companies for tax evasion, money laundering and other criminal activities. The Transparency Register is not publicly filed and is only available for inspection by the directors of the Company, federal and provincial tax authorities, certain federal or provincial regulatory authorities, and federal and provincial law enforcement authorities. A Significant Individual is someone who holds at least 25% of the voting or at least 25% of the issued shares of the Company.

A Company that fails to maintain a Transparency Register or incorrectly includes or omits information is liable to fines of up to \$100,000 and individuals who fail to comply with the requirements can be liable to fines of up to \$50,000.

As we are no longer the Company’s registered and records office, we confirm that you are required to keep the Company’s Transparency Register in a complete state. We enclose a draft Transparency Register for your reference.

Should you have any questions in this regard, please do not hesitate to contact the writer.

Yours truly,

{NAME OF LAW FIRM}

TRANSMITTAL LETTER TO THE NEW SOLICITOR

General Notes

This letter is sent to the new law firm that has been appointed as the corporate solicitors for the company. The new solicitors are put on an undertaking to prepare and file all the necessary documents to change the Registered and Records Offices, unless the *Address Change* (Form 2) has already been filed.

It is important that you follow up to make sure that the *Address Change* (Form 2) form is filed with the Registrar. Until an *Address Change* (Form 2) is filed, your law firm will be shown as the Registered and Records Offices for the company and all documents will be forwarded to your firm instead of the new address. This creates additional non-billable work for your law firm in dealing with any documents received.

Preparation

- ① Insert the date of the letter from the other law firm or make reference to a telephone call if that was the case.
- ② If you are **not** forwarding the corporate files, delete all references to the corporate files.
- ③ Before inserting this, check that your law firm keeps the seal. If not, omit the reference to the seal throughout the letter. If the seal was delivered to the client, you may add the following sentence:

“We confirm that the seal was delivered to the Company on {date}.”
- ④ Insert the Corporate OnLine password. If it is your firm policy to do so, you may first change the password to a generic number such as “99999999”.
Insert a date approximately one month after the date of the letter.
- ⑥ If you are not enclosing your statement of account, delete this paragraph.

Processing

Make two copies of the letter. Place one on the file and attach the other to the outgoing letter with the following notation:

<p>RECEIPT ACKNOWLEDGED this ____ day of <i>{Month}, {Year}</i></p> <p><i>{NAME OF NEW LAW FIRM}</i></p> <p>Per: _____</p>

Ensure that all enclosures are attached to the letter.

Diarize the file for one month and follow up by letter or by telephone.

File No. _____

{date}

{name and address of solicitors}

Dear _____:

Re: *{name of the Company}* (the “Company”)

Further to your letter of *{date}*^①, we enclose the Records Book, ^②corporate files and ^③corporate seal of the Company as requested. The Company’s Corporate OnLine password is ^④99999999.

The enclosed Records Book and ^③seal are delivered to you on your undertaking to:

1. prepare and file an Address Change (Form 2) with the Registrar of Companies changing the Registered and Records Offices to the new address and provide us with a copy of the filed Address Change in due course; and
2. in the event that the Address Change is not filed with the Registrar of Companies by *{date}*^⑤, upon demand by us, to return the Records Book ^②corporate files and ^③corporate seal.

We confirm that we have forwarded to your office by email all electronic Certificates and certified copies received by us from BC Registry Services.

^⑥It is our understanding that you will arrange to have the enclosed statement of account dated *{dated}* paid as soon as possible.

Our engagement as the Company’s agent for maintaining the Records Office is now terminated.

Please acknowledge receipt of the enclosures by signing and returning the attached copy of this letter.

Yours truly,

{NAME OF LAW FIRM}

TRANSMITTAL LETTER TO OTHER LAW FIRM (Enclosing Records Book for Review)

General Notes

This letter is sent to the other law firm when the *Records Book* is being forwarded to the other law firm for review or to complete a transaction. The Registered and Records Offices are not being changed to the other law firm, and the *Records Book* will usually be returned to you once the transaction is complete.

You should not advise the other firm of the Corporate OnLine password unless specifically requested to do so by the other firm and your corporate supervisor or supervising solicitor has authorized such release.

Note: Sometimes the clients of the other firm are purchasing the company and the Registered and Records Offices will be changed to the other firm upon the completion of the purchase and sale. In this case, the other law firm will retain the *Records Book* and the supervising solicitor will relieve the other firm of its undertaking to return the *Records Book*.

Preparation

- ① Insert the date of the letter from the other law firm or make reference to a telephone call if that was the case.
- ② Insert the name of the director or officer who signed the authorization or, if no authorization was provided, delete the reference to the authorization.

Processing

When the letter has been approved and signed, make a copy of the letter for the file.

Package the *Records Book*, enclose the letter, and telephone the other law firm to have the package picked up.

Diarize the file for one month and follow up by letter or by telephone.

File No. _____

{date}

{name and address of solicitors}

Dear _____:

Re: *{name of the Company}* (the “Company”)

Further to your letter of ① and the written authorization of ②, we enclose the Records Book of the Company for your review.

The Records Book is forwarded to you on your undertaking to return the Records Book to us upon demand or upon the completion of the transaction for which you have been engaged, whichever occurs first.

Yours truly,

{NAME OF LAW FIRM}

ADDRESS CHANGE (Form 2)

General Notes

This form must be prepared and e-filed with the Registrar every time there is a change in either the mailing address or the delivery address, or both, of the Registered and/or Records Offices.

When the law firm (or agent) moves its office to another location, no resolution of the directors authorizing the change of address is required. In such case, the *Address Change* (Form 2) is prepared and filed at the law firm's expense and a letter is forwarded to all the companies that the firm acts for advising them of the move.

However, if the responsible solicitor changes law firms, it is customary for the responsible solicitor to write letters before he or she leaves the old firm to all the companies that he or she acts for asking whether they wish to remain with the old firm or to change their Registered Office and Records Office to the new firm. If the client chooses to change to the new firm, the new firm would then prepare and forward a letter from the responsible solicitor to the client enclosing for signature the *Directors Resolution, Registered and Records Offices Agreement* and the *Address Change* (Form 2).

Preparation

The instructions printed in the form are complete, however the additional explanations set out below are included for those items which may be confusing.

Items C and D Complete the information for the **new** mailing and delivery addresses (see **Explanation - Registered and Records Offices – Location** (page 2) for the description of the two addresses).

Item E The copy of the Director's Government Issued Photo ID is only required where the password for the Company has been lost and the password need to be provided by the Registrar on filing

Processing

The Address Change can only be e-filed if the change has been authorized:

- in the manner required or permitted by its Articles (s. 35(2) of the Act); or
- if the Articles are silent as to the manner in which a change of offices is to be authorized, when a Directors Resolution is signed by the directors of the company.

Once the law firm receives the appropriate authorization (usually in the form of a Directors Resolution), the Address Change should be **e-filed**.

The filing of the *Address Change* (Form 2) is not effective until 12:01 A.M. on the day following the filing date. Since no other form can be filed until after the *Form 2* is effective, if you have any other forms to file for the company and the date is important, the other forms should be filed before the *Form 2*.



BRITISH COLUMBIA

BC Registry Services

BC Company

ADDRESS CHANGE

Business Corporations Act, sections 35 and 36

Telephone: 1 877 526-1526
www.bcreg.ca

Mailing Address: PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

Courier Address: 200 - 940 Blanshard Street
Victoria BC V8W 3E6

DO NOT MAIL THIS FORM to BC Registry Services unless you are instructed to do so by registry staff. The Regulation under the *Business Corporations Act* requires the electronic version of this form to be filed on the internet at www.corporateonline.gov.bc.ca.

Filing Fee for paper filing: \$20.00

If you are instructed by registry staff to mail this form to the Corporate Registry, submit this form with a cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or in the equivalent amount of US funds.

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the *Business Corporations Act* for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Manager of Registries Operations at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3

PLEASE ENTER THE COMPANY EMAIL ADDRESS FOR CORRESPONDENCE

INCORPORATION NUMBER OF COMPANY

NAME OF COMPANY

REGISTERED OFFICE ADDRESSES

Set out the delivery address and mailing address of the registered office proposed for the company.
DELIVERY ADDRESS - (PO Box is not accepted. Postal code is required.)

	CITY	Prov.	POSTAL CODE
		BC	
MAILING ADDRESS			
	CITY	Prov.	POSTAL CODE
		BC	

RECORDS OFFICE ADDRESSES

Set out the delivery address and mailing address of the records office proposed for the company.
DELIVERY ADDRESS - (PO Box is not accepted. Postal code is required.)

	CITY	Prov.	POSTAL CODE
		BC	
MAILING ADDRESS			
	CITY	Prov.	POSTAL CODE
		BC	

I CERTIFY THAT I AM THE DIRECTOR OF THE ABOVE NOTED COMPANY. I CONSENT TO BC REGISTRIES SENDING THE COMPANY'S PASSWORD TO THE EMAIL ADDRESS OR REGISTERED OFFICE MAILING ADDRESS PROVIDED.

NAME OF DIRECTOR FOR THE COMPANY	SIGNATURE OF DIRECTOR FOR THE COMPANY	DATE SIGNED (YYYY MM DD)
	X	

**** PLEASE ENCLOSE A COPY OF THE DIRECTOR'S GOVERNMENT ISSUED PHOTO ID ****

DELIVERY METHOD - Choose *one* delivery method for the company's documents.

Company Email
 By Mail to new Registered Office Mailing Address

BULK ADDRESS CHANGES WHEN A LAW FIRM MOVES TO ANOTHER LOCATION

Section 36 of the Act specifies that when an agent (usually a law firm) changes the Registered and/or Records Offices address of one or more companies that it acts for, the agent must:

- file an **Address Change** (Form 2) reflecting the change ⁽¹⁾; and
- before, or promptly after, filing the Notice with BC Registry Services, send a copy of the Notice to a director of the company.

If the law firm is the Registered and Records Offices **for more than 200** BC companies, BC Registry Services offers a bulk filing service that allows the filing of a spreadsheet, as set out below, rather than having to prepare and file **Form 2**'s for each Company.

The cost for the bulk service filing involves a service fee (currently \$200) and a charge for each company (currently \$21.50). The cost may be paid either by the law firm's general cheque; or through the law firm's BCOonline account (check with your accounting department to ensure there are sufficient funds in that account).

PROCEDURE/CHECKLIST ⁽²⁾

1. Review the law firm's standard Registered and Records Office Agreement and discuss the steps below with the supervising lawyer as they relate to the move.
2. If the firm acts for more than 200 BC companies, phone BC Registry Services and find out the name and email address of the person who will be in charge of the project.
3. Prepare an Excel spreadsheet, in column format, with the following information:
 - (a) the full 7-digit recognition number of each BC company:
 - (i) the leading "0" is required;
 - (ii) the prefix "BC" is **not** required;
 - (iii) if a company continued into BC the prefix "C" must be added to the incorporation number;
 - (b) the name of the company;
 - (c) the current address of the Registered Office; and
 - (d) the current address of the Records Office.

Note: If you are using Alf, ask their help desk to assist you in preparing the spreadsheet.

⁽¹⁾ Subsection 35(2)(b) specifies that unless the Company's Articles require or permit some other authorization, a directors' resolution must be passed authorizing the change. Although section 36 does not specifically exempt companies from this requirement when the agent moves, section 35(c) validates the filing of the **Notice** without a directors' resolution. Usually, most law firms that move do not obtain a directors' resolution, unless it is the lawyer who is moving and not the law firm.

⁽²⁾ The procedure explained here is the preferred procedure established by BC Registries. However, it is not set in stone and may vary from one law firm to another depending on the law firm's policy and the supervising lawyer's preference.

4. Check the spreadsheet to ensure that the Registered and Records Office addresses of all companies on the list show as your current (old) address and if not, delete any rows which are different. You will have to file **Form 2**'s separately for any companies for which your firm is only acting as the Registered Office or only acting as the Records Office, and not both. When the spreadsheet has been checked, delete the column containing the addresses of the old Registered and Records offices.

Note: If a change of address is erroneously filed for a company that the law firm is **not** the Registered and Records Office for, the law firm will be responsible for completing and filing an **Application to Correct the Corporate Register (Form 47)** to correct the address.

5. Prepare an **Address Change** (Form 2) for the first company listed on the spreadsheet only and have it signed by the supervising lawyer (triple-check the new address as one error may result in hundreds of erroneous filings).

Note: BC Registry Services will file the **Address Change** for the first company on the list and then make the following notation as a comment in the registers of the remaining companies under the filing:

“Part of bulk office address change. Paper copy of Form 2 held in BC### only, or digital copy at N:\CPPRCORP\Bulk Regd Office Address Changes\NAME OF LAW FIRM”

In other words, there will be no **Address Change** generated for each company, in spite of the requirement under Section 36 that a copy of the **Address Change** be sent to a director of each company.

6. Email to the BC Registry Office:
 - (a) the signed **Form 2** for the first company on the list;
 - (b) the spreadsheet;
 - (c) if there are the sufficient funds in your BCOonline account; the account number and instructions to debit the law firm's BCOonline account;
 - (d) instructions to:
 - (i) file the **Address Change** (Form 2) for each company listed on the spreadsheet;
 - (ii) once the electronic filing is completed, request that the Registry box copies of the **Notice of Articles** and notify the law firm when the documents are ready for pick up by the law firm's agent or courier.

Notes: If you **do not specifically** request that the copies be boxed, you may receive hundreds of envelopes as all filings are printed off-site and mailed by BC Mail in individual envelopes. There is no mechanism to notify BC Mail that there are a # of filings going to the same address.

BC Registry Services will not generate or provide you with copies of the **Address Change** (Form 2) ⁽¹⁾

7. Check that there are sufficient funds in the firm's BCOonline account -- or mail a cheque to BC Reg. Services payable to the **Minister of Finance** for the total amount.

⁽¹⁾ Firms that have ALF may find it more cost effective to simply assemble the Form 2's, have them signed and file them online through ALF. Email may be chosen as the method for receiving the certified copies of the **Notice of Articles**.

8. Once you receive the *Notice of Articles*:
 - (a) generate an *Address Change* (Form 2) each company; and
 - (b) mail a copy of the *Address Change* to each company with this letter:

“As previously advised, effective *{date}*, we moved our offices to new premises at *{new address}*. We have filed an Address Change (Form 2) with BC Registry Services in Victoria to reflect the change of address. As required by section 36(3) of the *Business Corporations Act*, we enclose a copy of the Address Change.”

In order to minimize costs, many firms add this paragraph to the next annual maintenance letter to the client. However, check with the supervising lawyer or your corporate supervisor for your firm’s policy.
9. File the documents as follows:
 - (a) a copy of the *Address Change* (Form 2) under the tab “**Documents filed with Registrar**”; and
 - (b) the certified copy of the *Notice of Articles* under the Tab “**Charter Documents**”.
10. If any member of the law firm acts a director, officer or shareholder of a company, and if the lawyer has listed the law firm’s address as the prescribed address, update the address in the company records. In the case of a member of the law firm acting as a director, file a Form 10. In all cases, generate the appropriate new registers.
11. Check if any BC companies are extraprovincially registered in any other jurisdictions, and if so, advise the agents in those jurisdictions of the change of address.

NOT PART OF THE BULK ADDRESS CHANGE

The following services are not included in the BC Registry Services bulk address change:

1. **Extraprovincial companies:** the following must be filed:
 - (a) *Change – Extraprovincial Company* (Form 36) with respect to the Change of Address of Head Office;
 - (b) *Attorney Address Change – Extra Provincial Company* (Form 39) if your law firm is the attorney in British Columbia for the extraprovincial company;

Extra provincial forms may be filed through **BCOnline** ⇒ **Corporate Filings** ⇒ **Change of Head Office** or ⇒ **Change or Update Attorney**
2. **Societies:** a *Notice of Address of Society* (Form 5) must be filed for each society with a filing fee (currently, \$15 per society).
3. **Federal Corporations:** a *Change of Registered Office Address* (Form 3) must be filed. There is no charge.