
NAME CHANGE

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EXPLANATION

There are a number of reasons why a company may wish to change its name or to adopt or change any translation of that name. A few typical reasons for a name change are:

- the company has been sold and the new owners wish to rename the business;
- the nature of the business of the company has changed;
- the business assets of the company have been sold and, as part of the sale, the company agreed to change its name;
- the company wishes to better protect a trade name;
- the company wishes to do business in a foreign country and a translation of the company's English name is required in that country – the foreign name must be in English or French characters (e.g. not in Greek or Japanese).

The company may change its name to:

- a name reserved with the Registrar;
- a translation of its name;
- a name to be chosen by the directors in the future; or
- the name created by adding "B.C. Ltd." after its incorporation number.⁽¹⁾

Section 263(1) of the Act states that, in order to change its name or adopt or change any translation of that name, a company must alter its *Notice of Articles* as set out in s. 257. Section 257(2)(b) specifies that, in order to change the company's name (and consequently the *Notice of Articles* and *Articles*), one of the following resolutions must be passed (unless the company has been authorized to change its name by court order):

- the type of resolution specified by the Act;
- if the Act does not specify the type of resolution, the type of resolution specified by the company's *Articles*; or
- if neither the Act nor the *Articles* specify the type of resolution, a *Special Resolution*.⁽²⁾

If a company is simply adopting or changing a translation of its name, a directors resolution or an ordinary resolution will suffice (s. 263(2)).

Pursuant to s. 263(3), the resolution passed under s. 257(2)(b) may authorize a change of the company's name to:

- a name, referred to in the resolution, that is reserved or is to be reserved;
- a name that is to be chosen by the directors and then reserved; or

⁽¹⁾ For a "numbered" company that is one whose name is created by adding "B.C. Ltd. after the company's incorporation number, if the first numeral of that incorporation number is a zero, the name may be abbreviated by removing that zero, and the abbreviated name is, for all purposes, interchangeable with the unabbreviated name. For example a company with the name 0777777 B.C. Ltd. may also be referred to as 777777 B.C. Ltd. (Regulation 7.1)

⁽²⁾ Unless the *Articles* of the company stipulate that a different percentage of votes is required to pass a special resolution, a majority of at least two-third's of the votes cast at a meeting of the shareholders is required to pass a special resolution (s.1(1) "special majority").

- the name created by adding “B.C. Ltd.” after the incorporation number of the company.

In order to alter its *Notice of Articles* to reflect the name change, a company must file with the Registrar an *Alteration Notice* (Form 11) (s. 257(4)). The name change will take effect on the date and time that the *Alteration Notice* is filed (s. 257(5)(a)), unless the *Alteration Notice* specifies a later date (or date and time) on which the alteration is to take effect (s. 257(5)). This date and time cannot be more than 10 days after the date and time the *Alteration Notice* was filed with the Registrar (s. 410 of the Act and s. 29 of the Regulation).

Once the alteration to the *Notice of Articles* takes effect and the name of the company has been changed, the Registrar must furnish to the company, pursuant to s. 263(5)(a):

- a *Certificate of Change of Name* showing the new name and the date and time the change took effect; and
- a certified copy of the *Notice of Articles*, as altered.

In addition, the Registrar must publish a notice of the change of name on a website maintained by or on behalf of the government (s. 9 of the Regulation).

In the case of a company adopting or changing a translation of its name, the Registrar must furnish to the company a certified copy of the *Notice of Articles* as altered (s.257(6)).

In both cases, the company must promptly alter its *Articles* to reflect the change of name or translation (ss. 263(5)(b) and 263(6)(b)), however a resolution is not required to accomplish this (s. 263(7)).

To reflect the change in the name, the *Articles* must either be reprinted to include the alteration, or a copy of the resolution authorizing the change must be attached to the *Articles* (s. 262).

If a company contravenes any of the requirements set out in Division 2 of Part 2 of the Act (Corporate Names), the Registrar may order a company to change its name (s. 28). If this happens, the requirements in s. 263 will apply.

Note also that, pursuant to s. 411(1), it is important to ensure that the company is in good standing with the Registrar prior to filing the *Alteration Notice*. If the company is not in good standing the Registrar may refuse to accept the application.

If the company is changing its name as part of a reorganization or sale involving another company where the other company is taking the present name of the company, be sure to advise the corporate registry when making the name reservation. If a specific time will be requested (i.e. 12:01 on a specific date), call the Registry or contact your agent to arrange this future filing because otherwise the second filing will not go through.

PROCEDURE/CHECKLIST

1. Receive instructions from client
2. Check if the name change is to be effective on a specified date and diarize the effective date for the name change
3. Reserve the new name (see the section on **Name Reservations** in **Appendix B – Electronic Filings** for the procedure for checking the name and reserving it with BC Online). If the company is registered in a NWPTA Partner jurisdiction (see **Extraprovincial Registrations** chapter), apply for a NUANS search (Alberta) and/or a name reservation in Saskatchewan by selecting the appropriate option in the “**Submit a Name Approval**” screen
4. Diarize a date at least two weeks prior to the expiry date of the reservation (56 days from the date of reservation)
5. If the *Alteration Notice* has not been filed two weeks prior to the expiry date, renew the name reservation with the Registrar of Companies. It may be prudent to contact the client at this time to see whether the name change is going to proceed. You may renew the reservation up to three times. If you need to renew it more than that, check with the Registry
6. Review the *Records Book* to determine the company’s status. Ensure that all *Annual Report* filings are up to date. If the company is not in good standing (e.g. *Annual Reports* have not been filed), prepare the outstanding documents and add them as enclosures to the *Transmittal Letter (Forwarding Documents for Signature)* (page 16)
Note: The name cannot be changed unless the company is in good standing with the Registrar (s. 411(1))
7. Check the company's *Articles* to determine whether:
 - (a) the type of resolution required to change the name of the company is specified (see item 10 below)
 - (b) a special resolution requires a two-thirds majority
8. If the shareholders are required to pass a resolution to authorize the name change, check the *Records Book* to determine whether the shareholders usually pass consent resolutions or whether the shareholders generally hold meetings (see item 11 below)
9. Prepare the *Consent to Use of Name* (page 8) if the name reservation is conditional on obtaining the consent of a company with a similar name
10. If the *Articles* of the company do not specify the type of resolution (see item 7 above) and no meeting will be held (see item 8 above), prepare the *Special Resolution (Authorizing the Change of Name)* (page 10)

Note: If the shareholders authorize the directors to change the company’s name in the future, prepare the *Directors Resolution (Choosing a new Name as*

Authorized by the Shareholders) (page 14) when the new name has been selected

11. If the shareholders will be holding a meeting (see item 8), prepare a *Notice of General Meeting* (see the **Miscellaneous** chapter)
12. If the company is adopting a translation of its name or changing the translation of its name, prepare the *Ordinary or Directors Resolution (Adopting or Changing the Translation of Name)* (page 12)
13. If the directors have been previously authorized by the shareholders to change the name of the company to a name chosen by the directors, prepare the *Directors Resolution (Choosing a New Name as Authorized by the Shareholders)* (page 14)
14. Prepare a certified copy of the resolution approving the name change (see the **Miscellaneous** chapter) and file it with the Charter documents
15. Prepare an *Alteration Notice* (Form 11) – see the **Authorized Share Structure** chapter for the form and explanation
16. Prepare *Transmittal Letter (Forwarding Documents for Signature)* (page 16) unless the client(s) will be signing the documents at the law firm's office

When the documents are returned properly signed

17. Check to make sure that all documents have been properly signed and dated
18. If a *Consent to Use of Name* is required, forward it to the Registrar

Note: The cannot be e-filed unless the Registrar receives a signed copy of this document. The signed Consent may be faxed, emailed in pdf format, mailed or delivered to the Registrar. The original (or a copy of the original if the original was sent to the Registrar) should be filed in the *Records Book* (see item 32 below)

The contact addresses are as follows:

- Fax: 1 250-356-8923
- Email: consent.letters@gov.bc.ca

Do not send the Consent until the name is approved

19. E-file the *Alteration Notice* (Form 11) – see **Appendix B – Electronic Filings** and print:
 - (a) the Preview Screen and
 - (b) the Receipt

It is now possible to obtain a certified copy of the NOA and the Certificate by selecting the electronic option on the final screen. The certified NOA and Certificate will be emailed to the email address given. No further copies can be obtained unless the original email is lost and reported within 30 days.

If the company is extraprovincially registered in a NWPTA partner jurisdiction, the name may be changed extraprovincially in one or both NWPTA Partner jurisdictions when electronically filing an *Alteration Notice* through B.C. Online. A NUANS report must first be obtained and cited in the case of Alberta and/or a name reservation must be made in the case of Saskatchewan,

- If filing using the Alf webfiler, or if the name is not changed at the time an *Alteration Notice* is filed, file through **BC Online** ð **NWPTA Submissions** ð **Change of Extraprovincial Name**. Note the expiry date of the NUANS report or Saskatchewan reservation
20. Attach the *Alteration Notice* printed from the Preview Screen in BC Online to the signed *Alteration Notice* received from the client as proof of filing
 21. File the receipt printed from the preview screen in BC Online (as a record of payment) in the corporate records file
 22. Make a copy of the *Alteration Notice* and attach the copy, together with the certified copy of the *Special Resolution* (or other any other resolution authorizing the change of name) (see item 14 above) to the *Articles*
 23. Receive from the Registrar:
 - (a) a *Certificate of Change of Name* and
 - (b) a certified copy of the *Notice of Articles*, as altered

File both documents in the *Records Book* (see item 32 below)
 24. Check to see whether the Company has any business names registered. If business names are registered, a Dissolution or Change of Partnership or Proprietorship Registration form must be filed. The form can be found at:


<http://www.fin.gov.bc.ca/registries/forms.htm>

and completed online. You can either:

 - (a) e-file the form online using a credit card for the fee; or
 - (b) print the form out and forward it **in duplicate** for filing with the Registrar with the *Debit Account Transaction form* or *Cash Transaction form*
 25. Prepare a *Directors Resolution (Adopting New Share Certificates)* (page 18)
 26. Prepare a form of *Share Certificate* for each Class of shares of the company (see *Share Certificates* in the **Records** chapter)
 27. Check with the supervising solicitor or corporate supervisor to determine if the company will want new *Share Certificates* reflecting the new name to replace the current *Share Certificates*, or if your firm policy is to prepare new *Share Certificates* after a name change. If necessary, prepare new *Share Certificates* and cancel the *Share Certificates* which are being replaced either by printing “Cancelled” across their face or stamping them with a “Cancelled” stamp
 28. Print a new *Register of Directors* and a new *Central Securities Register* reflecting the new name
 29. Order a new seal, if required
 30. Prepare a *Report Letter* (page 20)
 31. Change the name of the company on the spine of the *Records Book*
 32. File the signed documents in the *Records Book* as follows:

Tab in Records Book	Documents
Charter Documents	Certificate of Change of Name Certified copy of Notice of Articles Certified copy of Resolution (attached to <i>Articles</i>)
Shareholders' Minutes/Resolutions	Special Resolution Ordinary Resolution (if applicable)
Directors' Minutes/Resolutions	Directors Resolution
Forms Filed	<i>Alte ration Notice</i> Dissolution or Change of Partnership or Proprietorship Registration (if applicable)
Share Certificates	Share Certificate(s)

33. Notify your accounting department of the change of name of the company
34. Change:
 - (a) the corporate file labels
 - (b) your corporate seal list (if required) and
 - (c) the client contact in your firm's contact management database (if any)
35. Complete the task in your database if you have one. If your system is a manual system, make sure that the name of the company has been changed on all index cards and company checklists
36. Check if the company holds shares (under the old name) in another company and update the records for that other company
37. Check if the company owns any other assets (e.g. real estate, bank accounts, etc.), and obtain instructions from client regarding arrangements to change the name
38. Check if the company is registered extraprovincially in a jurisdiction other than a NWPTA Partner jurisdiction, and if so, advise the agents in that jurisdiction of the name change. You should send the agent a copy of the *Certificate of Change of Name* and a copy of the *Notice of Articles*, as altered, requesting that the records in that jurisdiction be amended

Notes: If the company is registered in a NWPTA Partner jurisdiction, the British Columbia corporate registry will automatically advise the appropriate corporate registry of the name change, if that option is chosen when the *Alteration Notice* is filed, or if the name is changed through **BC Online**  **NWPTA Submissions**.

In any case, advise the agent in each jurisdiction of the change of name and request confirmation, if appropriate.

CONSENT TO USE OF NAME

General Notes

When you are reserving the name, the Registrar may require that consent be obtained from a company with a similar name or with a name that conflicts with the new name being chosen.

Often the company with a similar or conflicting name is associated in some way with the company that wishes to change its name. In this case, obtaining the signature of the existing company to the consent will not be a problem. Occasionally, in the case of an unrelated company, the responsible lawyer or the directors of the company wishing to change its name will contact the unrelated company to request permission to use the name. This however is not a normal occurrence as the company that wishes to change its name would not generally want to use a name that is so similar to that of another company as to cause confusion to the public. If the company is changing its name to allow another company to use the name, the other company does not need to obtain the consent, but the Registry should be notified when you make the reservation.

Note: A signed consent form (either original or a faxed copy) must be forwarded to the Registrar **before** the *Alteration Notice* (Form 11) is e-filed. If a *Consent* is required, the Registrar places a block against the e-filing of the registration of the name change until the *Consent* is received.

Preparation

- ① Insert the existing name of the company that wishes to change its name.
- ② Insert the proposed name that the existing company wishes to change its name to.
- ③ Insert the name, incorporation date and number of the company that will be consenting to the change of name.

Processing

This document is signed concurrently with the other documents relating to the name change (unless it is being signed by an unrelated company). Once it is prepared, checked and approved by the supervising solicitor, it is sent to the company for signature – see *Transmittal Letter (Forwarding Documents for Signature)*.

If the consent is being signed by an unrelated company, the responsible lawyer will ordinarily draft the letter to the other company.

Make one copy for the file.

CONSENT TO USE OF NAME

Registrar of Companies
2nd Floor Waddington Building
940 Blanshard Street
Victoria, B. C.
V8W 3E6

Re: Proposed Change of Name

{Present Name of the Company}^① to *{New Name of the Company}*^②

{Name of Company with Conflicting Name}^③, a company incorporated under the laws of the Province of British Columbia on *{date}*^③ under No. *{number}*^③, consents to the use of the name *{New Name of Company}*^② or any variation thereof acceptable to the Registrar of Companies in connection with the name change of *{Name of Existing Company}*^①.

{NAME OF COMPANY WITH CONFLICTING NAME}^③

Per: _____
Authorized signatory

SPECIAL RESOLUTION (Authorizing the Change of Name)

General Notes

Unless the change is ordered by a court, or the *Articles* provide the type of resolution required to change the company's name, the change of name must be authorized by a special resolution of the shareholders of the company (s. 257(2)(b)).

This Resolution should be prepared if the **voting** shareholders have unanimously agreed to change the name of the company.

If the shareholders are not all in agreement with the decision to change the name or there are a large number of shareholders, a general meeting will have to be called and a notice specifying the intention to propose the special resolution changing the name will have to be sent to all of the shareholders of the company (see the **Miscellaneous** chapter).

The shareholders may also pass a resolution authorizing the directors to change the name of the company to a name chosen by the directors in the future (see ④ below) (s. 263(3)(b)).

Preparation

- ① Insert the existing name of the company as shown on the *Notice of Articles*.
- ② Insert the proposed new name of the company as reserved with the Registrar.
- ③ Insert the date (and time) if the change of name is to be effective on a specific date (and time) in the future – see the **Explanation** (page 3).

Note:

- The date cannot be more than ten days after the filing of the *Alteration Notice*.
 - Allow sufficient time for the return of the signed documents between the date that the resolution is prepared and forwarded to the client for signature and the “effective date” since the *Alteration Notice* must be filed **before** the effective date if a future effective date is specified. Check with the supervising solicitor if there is a timing problem.
 - The effective date (if any) must be inserted in the *Alteration Notice*.
- ④ If the shareholders are authorizing the directors to change the name in the future, insert the three paragraphs marked ④ and delete the first paragraphs 1, 2 and 3. When the new name has been chosen, prepare the *Directors Resolution (Choosing a new Name as Authorized by the Shareholders)* (page 14).

Check the *Central Securities Register* of the company and insert the names of all the **voting** shareholders.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see *Transmittal Letter (Forwarding Documents for Signature)* (page 16).

If the change of name is to be effective on a specific date (and time) in the future, diarize the **effective date** to ensure that the *Alteration Notice* is filed **before** that date.

SHAREHOLDERS RESOLUTION
OF
{NAME OF COMPANY}^①
(the “Company”)

RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The name of the Company be changed from *{PRESENT NAME OF THE COMPANY}*^① to *{NEW NAME OF THE COMPANY}*^② effective *{date}*^③.
2. The Articles and the Notice of Articles of the Company be altered accordingly.
3. Any director or officer of the Company is authorized and directed to sign all documents and to do all things necessary or desirable to effect such alteration including the filing of an Alteration Notice with the Registrar of Companies.

④ *or:*

- ④1. The directors of the Company are authorized to change the name of the Company to a name to be selected by the directors, provided that such name is acceptable to the Registrar of Companies.
- ④2. The Articles and the Notice of Articles of the Company be altered accordingly.
- ④3. Any director or officer of the Company is authorized and directed to sign all documents and to do all things necessary or desirable to effect such alteration including the filing of an Alteration Notice with the Registrar of Companies.

Dated effective: *{Date}*.

{NAME OF SHAREHOLDER}

{NAME OF SHAREHOLDER}

ORDINARY or DIRECTORS RESOLUTION (Adopting or Changing the Translation of Name)

General Notes

If the company is simply adopting a translation of its name in order to enable the company to register outside Canada, or the company is changing the translation of its name, prepare the resolution shown opposite.

Preparation

- ① If this resolution is a directors resolution, delete the word “*Shareholders*” in the header and the words “*as an Ordinary Resolution*” in the “Resolved as...”.
If this is a shareholders resolution, delete the word “Directors” in the header.
- ② Insert the translation of the newly adopted name, as reserved – it must be in English or French characters.
- ③ Insert the date (and time) if the change of name is to be effective on a specific date (and time) in the future – see **Explanation** (page 3) or delete the word “effective” if no date is specified.

Notes:

- The date cannot be more than ten days after the proposed filing of the *Alteration Notice*.
 - Allow sufficient time for the return of the signed documents between the date that the resolution is prepared and forwarded for signature and the “effective date” since the *Alteration Notice* must be filed **before** the effective date. Check with the supervising solicitor if there is a timing problem.
 - The effective date must be inserted in the *Alteration Notice*.
- ④ Insert the existing translated name from the latest *Notice of Articles*.
Note: When a company adopts or changes the **translated** name, the Registrar does not issue a *Certificate of Change of Name*.
Insert the new name, as translated and reserved with the Registrar, to which the company wishes to change its existing translated name.
 - ⑥ If you have prepared this resolution as a “Directors Resolution”, check the *Register of Directors* of the company and insert the names of all the directors. If you have prepared this resolution as an “Ordinary Resolution”, check the *Central Securities Register* of the company and insert the names of all the **voting** shareholders.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see *Transmittal Letter (Forwarding Documents for Signature)* (page 16).

If the change of name is to be effective on a specific date (and time) in the future, diarize the **effective date** to ensure that the *Alteration Notice* is filed before that date.

DIRECTORS ①(SHAREHOLDERS)① RESOLUTIONS
OF
{NAME OF COMPANY}
(the “Company”)

RESOLVED, ① AS AN ORDINARY RESOLUTION①, THAT:

1. The Company adopt *{TRANSLATED NAME}*② as the translation of its name for use outside Canada effective ③.

or:

1. The translated name of the Company for use outside Canada be changed from *{EXISTING TRANSLATED NAME OF THE COMPANY}*④ to *{NEW TRANSLATED NAME}*⑤ effective③.

2. The Articles and the Notice of Articles of the Company be altered accordingly.

3. Any director or officer of the Company is authorized and directed to sign all documents and to do all things necessary or desirable to effect such alteration including the filing of an Alteration Notice with the Registrar of Companies.

Dated effective: *{Date}*.

⑥ *{NAME OF DIRECTOR OR SHAREHOLDER}*

⑥ *{NAME OF DIRECTOR OR SHAREHOLDER}*

DIRECTORS RESOLUTION **(Choosing a New Name as Authorized by the Shareholders)**

General Notes

The shareholders may pass a resolution authorizing the directors to change the name of the company to a name chosen by the directors in the future (s. 263(3)(b)).

After the shareholders have authorized the directors to change the name of the company at a future date (see *Special Resolution (Authorizing the Change of Name)* (page 10)), the directors may choose a new name for the company and pass a directors resolution to change the company's name to the name selected.

Preparation

- ① Insert the date from the signed copy of the *Special Resolution (Authorizing the Change of Name)* in the *Records Book*.
- ② Insert the existing name of the company as shown on the latest *Notice of Articles*.
- ③ Insert the proposed new name of the company as reserved with the Registrar.
- ④ Insert the date (and time) if the change of name is to be effective on a specific date (and time) in the future – see **Explanation** (page 3) or delete the word “effective” if no date is specified.

Note:

- The date cannot be more than ten days after the proposed filing of the *Alteration Notice*.
- Allow sufficient time for the return of the signed documents between the date that the resolution is prepared and forwarded for signature and the “effective date” since the *Alteration Notice* must be filed **before** the effective date. Check with the supervising solicitor if there is a timing problem.
- The effective date, if any, must be inserted in the *Alteration Notice*.

Check the *Register of Directors* of the company and insert the names of all of the directors.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see the *Transmittal Letter (Forwarding Documents for Signature)* (page 16).

If the change of name is to be effective on a specific date (and time) in the future, diarize the **effective date** to ensure that the *Alteration Notice* is filed before that date.

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

WHEREAS on *{date}*① the shareholders of the Company passed a Special Resolution authorizing the directors at a future date to change the name of the Company to a name to be selected by the Directors.

RESOLVED THAT:

1. The name of the Company be changed from *{PRESENT NAME OF THE COMPANY}*② to *{NEW NAME OF THE COMPANY}*③ effective ④.
2. The Articles and the Notice of Articles of the Company be altered accordingly.
3. Any director or officer of the Company is authorized and directed to sign all documents and to do all things necessary or desirable to effect such amendment including the filing of the Alteration Notice with the Registrar of Companies.

Dated effective: *{Date}*.

{NAME OF DIRECTOR}

{NAME OF DIRECTOR}

TRANSMITTAL LETTER (Forwarding Documents for Signature)

General Notes

When all documents have been prepared, checked and approved by the supervising solicitor, arrangements should be made to have them signed. Since it is often impractical to have all of the parties attend at the law firm's office to sign the documents, in most cases the documents are forwarded to the company for signature and return.

Note: If the company is **not** in good standing (see item 6 of the **Procedure/Checklist**), prepare any outstanding documents and enclose them with this letter.

Preparation

- ① Insert the existing name of the company as shown on the latest *Notice of Articles*.
- ② Insert the proposed new name of the company as reserved with the Registrar.
- ③ Insert the name of the company with the conflicting name, if required. If a Consent is not required, delete this item.
- ④ Insert this item only if the shareholders have previously passed a resolution authorizing the directors to change the company's name at a future date to a name to be selected by the directors. In this case, delete item 2 enclosing a Shareholders Resolution.

If **no** effective date is specified, insert this paragraph. (Check the instructions from the client and the enabling resolutions).

If an effective date is specified, insert the following paragraph instead with a future effective date (not more than ten days after the anticipated filing of the *Alteration Notice*):

“Once we have received the signed documents from you, we will file the Alteration Notice with the Registrar. We confirm that the effective date of name change will be {Effective Date}.”

Note: Allow sufficient time for the return of the signed documents between the date that the resolution is prepared and forwarded for signature and the “effective date” since the *Alteration Notice* must be filed **before** the effective date. Check with the supervising solicitor if there is a timing problem.

Processing

Check that you have inserted the “effective date” in all relevant documents.

Make copies of the letter and enclosures for the file and ensure that all enclosures are attached to the letter.

Diarize the file for two to three weeks or, if an effective date for the change of name is specified, some time before the effective date since the *Alteration Notice* must be filed prior to the effective date. Follow-up by letter, email or telephone if you have not received the signed documents.

File No. _____

{date}

{name and address of the company}

Dear _____:

Re: *{Present Name of the Company}*① (the “Company”)
Change of Name to *{New Name of the Company}*②

Further to your instructions with respect to the above change of name, we enclose the following documents for signature and return to us:

1. ③Consent of *{Name of Company with Conflicting Name}*③;
2. Shareholders Resolution;
3. ④Directors Resolution authorizing the change of name;
4. Alteration Notice (Form 11).

The name change is not effective until the Alteration Notice has been filed with the Registrar of Companies. Once we have received the signed documents from you, we will file the Alteration Notice with the Registrar and advise you of the effective date of the name change.

In due course, we will also provide you with copies of the Certificate of Change of Name and the altered Notice of Articles.

Please call the writer if you have any questions or concerns regarding these documents or any other matter regarding the Company.

Yours truly,

{NAME OF LAW FIRM}

DIRECTORS RESOLUTION (Adopting New Share Certificates)

General Notes

When the *Certificate of Change of Name* and certified copy of the altered *Notice of Articles* have been received from the Registrar, this resolution may be prepared with the new company name:

- if the company will be adopting new *Share Certificates*; and/or
- if a new corporate seal will be adopted.

Preparation

- ① Insert the old name of the company.
- ② Copy the new name of the company from the *Certificate of Change of Name*.
- ③ Copy the effective date of the name change from the *Certificate of Change of Name*.
- ④ Delete the words between the two ④ if no new seal is ordered.

Delete if the existing *Share Certificates* will not be replaced to reflect the change of name. Insert the correct description of the class of shares that are issued.

- ⑥ Insert one of the two paragraphs depending on whether there is only one class of shares or several classes of shares issued. List all the classes of shares that are issued.
- ⑦ List the number, the shareholder's name and the number and class of shares for the old *Share Certificates* that are being cancelled.
- ⑧ List the number, the shareholder's name and the number and class of shares for the new *Share Certificates* that are issued in exchange for the old ones.
- ⑨ Check the *Register of Directors* of the company and insert the names of all directors.

Processing

Attach the forms of the *Share Certificates* to the Resolution -- one for each class of shares.

If the existing *Share Certificates* are being replaced, prepare new *Share Certificates* – see *Share Certificates* in the **Records** chapter (and step 27 in Procedure/Checklist).

Once these documents are prepared, checked and approved by the supervising solicitor, they are forwarded to the company for signature – see the **Report Letter** (page 20).

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

WHEREAS:

- A. By an alteration to its Notice of Articles filed with the Registrar of Companies, the name of the Company was changed from ***{OLD NAME OF THE COMPANY}***① to ***{NEW NAME OF THE COMPANY}*** ② on ***{Date}***③.
- B. It is expedient to adopt a new form of Share Certificate ④ and new corporate seal to reflect the change of name of the Company.
- C. ⑤It is appropriate that the Share Certificates representing the shares of the Company be replaced to reflect the change in the name of the Company.

RESOLVED THAT:

⑥1. The form of Share Certificate attached as Schedule “A” will be the new form of Share Certificate for the ***{Common}*** shares of the Company.

or – if there are several classes of shares issued:

⑥1. The forms of Share Certificates attached as Schedules “A”, “B” and “C” will be the new forms of Share Certificates for the Class **X**, Class **Y** and Class **Z** shares respectively.

2. The following Share Certificates be cancelled:

Share Cert.	Name of Shareholder	Number and Class of Shares
⑦	<i>{NAME OF SHAREHOLDER}</i> ⑦	<i>{number and class}</i> ⑦

3. The following Share Certificates be issued in exchange therefor:

Share Cert.	Name of Shareholder	Number and Class of Shares
⑧	<i>{NAME OF SHAREHOLDER}</i> ⑧	<i>{number and class}</i> ⑧

4. Any director or officer of the Company, signing alone, be authorized to execute and deliver all such documents and instruments, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof.

④5. The Seal of the Company, an impression of which is made in the margin of these Resolutions, be adopted as the new seal of the Company.

Dated effective: ***{Date}***.

⑨***{NAME OF DIRECTOR}***

⑨***{NAME OF DIRECTOR}***

REPORT LETTER

General Notes

When the *Certificate of Change of Name* and certified copy of the *Notice of Articles* have been received from the Registrar, you should report on the name change to the company.

Preparation

- ① Copy the new name of the company from the *Certificate of Change of Name*.
- ② Insert the old name of the company.
- ③ Copy the date of the name change from the *Certificate of Change of Name*.
- ④ Delete if no seal is required and ordered.

Omit this paragraph if the existing *Share Certificates* are not being replaced with new *Share Certificates* showing the company's new name.

- ⑥ List the attached *Share Certificates* (use the table with information at ⑧ in the Directors Resolution on the preceding page).
- ⑦ Omit if the account is not being forwarded at this time.
- ⑧ Omit if no copy is sent to the accountant.

Processing

Make a copy of the letter and enclosures for the corporate file and ensure that all enclosures are attached to the letter.

If instructed to do so by the supervising solicitor or corporate supervisor, forward a copy of this letter (and all enclosures) to the company's accountant.

File No. _____

{date}

{name and address of client}

Dear _____:

Re: *{New Name of the Company}*^① (the “Company”)
Change of name from *{Old Name of the Company}*^②

We are pleased to advise you that the Alteration Notice (Form 11) changing the name of the Company from *{Old Name of the Company}*^② to *{New Name of the Company}*^① was filed with the Registrar of Companies effective *{Date}*^③. We enclose a copy of the Certificate of Change of Name for your records.

We have filed the documents in the Company’s Records Book and have updated the Company’s Articles and Registers to reflect the name change. ^④We have also ordered a new seal showing the Company’s new name.

We enclose for your signature and return to us:

1. a Directors Resolution adopting (a) form(s) of new Share Certificate(s) for future certificates to be issued for the Company’s shares, ^④ adopting the new seal^⑤ and approving the exchange of Share Certificates representing the issued and outstanding shares of the Company; and
2. the following new Share Certificates for signature where indicated:
^⑥

^⑦As this matter has now been completed, we enclose our statement of account for acting on your behalf in this matter.

We trust that you will find the above to be in order, but should you have any questions, please do not hesitate to contact us.

Yours truly,

{NAME OF LAW FIRM}

cc: *{name of accountants}*^⑧

