

EXTRAPROVINCIAL COMPANIES

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EXPLANATION**REGISTRATION REQUIREMENT**

Federal corporations and limited liability companies or corporations from other provinces, territories or countries are only permitted to carry on business in British Columbia subject to the registration requirements in Part 11 of the Act. Any incorporated entity with a home jurisdiction outside British Columbia falls within the Act's definition of a "foreign entity". A foreign entity **must** register as an extrajurisdictional company within two months after it begins to carry on business in British Columbia. Pursuant to section 375 (2) the Act, a foreign entity is deemed to carry on business if:

- “(a) *its name, or any name under which it carries on business, is listed in a telephone directory*
 - (i) *for any part of British Columbia, and*
 - (ii) *in which an address or telephone number in British Columbia is given for the foreign entity;*
- (b) *its name, or any name under which it carries on business, appears or is announced in any advertisement in which an address or telephone number in British Columbia is given for the foreign entity;*
- (c) *it has, in British Columbia,*
 - (i) *a resident agent, or*
 - (ii) *a warehouse, office or place of business, or*
- (d) *it otherwise carries on business in British Columbia.”.*

Note: Paragraph (d): There are many circumstances in which a company may be considered to be carrying on business in the province, and being listed in a telephone directory or having a resident agent or a place of business are only a couple of examples.

Section 378(4) allows that no act of a foreign entity that carries on business in British Columbia, including a transfer of property, rights or interests to it or by it, is invalid merely because the foreign entity carries on business that its Charter restricts it from doing or because its B.C. registration was cancelled or because it was not registered extrajurisdictionally in B.C.

The Act provides several exemptions from registration requirements for:

- banks, railways and the limited partners in a limited partnership (s. 375(3)); and
- foreign entities operating ships if they do not maintain a place of business in British Columbia, subject to any resident agent or representative of the foreign entity filing a **Notice of Agency** with the Registrar (s. 375(4) and (5)).

It is an offence under Section 426 (1)(b) for an extrajurisdictional company to contravene the registration requirements. If an offence under this section is alleged and prosecuted, the onus is on the accused to prove that the extrajurisdictional company is registered or is not required to be registered as an extrajurisdictional company (s. 426(9)). The fine prescribed for the purposes of section 428 (3) of the Act is \$100 per day that the offence continues (Regulation 35).

Note: All references to NWPTA mean the New West Partnership Trade Agreement and any reference to a NWPTA partner corporations includes corporations whose home jurisdiction is Alberta, Saskatchewan or Manitoba (see page 60).

REGISTRATION AND EFFECT OF REGISTRATION

Application for Registration

To register a foreign entity in British Columbia, it must (s. 376(1)):

- reserve its name or **an assumed** name under section 22 or 26, as the case may be (unless it is a federal corporation);
If the name of a foreign entity is not available because it conflicts with the name of an existing British Columbia company, or the name is unacceptable to the Registrar for some other reason, the foreign entity may register extraprovincially under an assumed name (s. 26);
- appoint one or more attorneys (unless it is a federal corporation with a registered office in British Columbia);
- file a *Registration Statement* (Form 33) (page 20) with the Registrar; and
- provide the records and information to the Registrar that the Registrar may require.

Certificate of Registration

When these steps have been complied with to the satisfaction of the Registrar, the Registrar will register the foreign entity as an extraprovincial company in British Columbia. The Registrar must then:

- issue a *Certificate of Registration* showing:
 - the name and the assumed name (if applicable) of the extraprovincial company;
 - its registration number; and
 - the date and time of registration;
- furnish to the extraprovincial company at the mailing address shown for its attorney (or if more than one attorney, to one of its attorneys), or if there is no attorney, to the mailing address of its head office (s. 8(2)(c)), the *Certificate of Registration* and a copy of the *Registration Statement*;
- furnish a copy of the *Registration Statement* to each of the **attorneys**, if any, named in the registration statement; and
- publish a notice of the registration in the British Columbia Gazette.

Once the extraprovincial company has been registered in British Columbia for the purpose of carrying on business in the Province, it may exercise in British Columbia the powers contained in or permitted by its charter or similar record in the home jurisdiction (s. 378(2)).

However, the registration of a foreign entity as an extraprovincial company does not entitle the foreign entity to do either of the following:

- carry on any business or exercise any power that its charter or similar record restricts it from carrying on or exercising;
- exercise any of its powers in a manner inconsistent with those restrictions in its charter or similar record in the home jurisdiction.

ATTORNEYS IN BRITISH COLUMBIA

Requirement for Attorneys

Every extrajurisdictional company must at all times have one or more attorneys (s. 386) unless it is a federal corporation with its registered office in British Columbia, in which case it is not required to appoint an attorney in British Columbia but may do so. Note that if a federal company that does not have an attorney moves its registered office to another province, an attorney resident in British Columbia must be appointed.

Each attorney for an extrajurisdictional company must be (s. 386(2)):

- an individual who is resident in British Columbia; or
- a company as defined in the Act, meaning a company recognized under the Act or a previous *Companies Act*.

Although “individual” is not a defined term under the Act, an individual is considered to be a solo human being not a group or family. Therefore, a general partnership, a limited partnership or a limited liability partnership are not appropriate entities to act as an attorney.

The mailing address and the delivery address of an attorney must be (s. 386(3)):

- if the attorney is an **individual**, the mailing address and the delivery address of the office in British Columbia at which the individual can usually be reached during statutory business hours; or
- if the attorney is a **company**, the mailing address and the delivery address of that company's registered office.

If as a result of a resignation or revocation, the extrajurisdictional company no longer has an attorney in British Columbia, unless the extrajurisdictional company is a federal corporation, it would be in contravention of section 386 and it must comply with section 386 and appoint an attorney promptly after the event or action (s. 396).

Section 32 of the Regulations provides that if a pre-existing extrajurisdictional company has, as its attorney, a person that is neither an individual nor a company, the extrajurisdictional company must appoint an attorney that complies with section 386(2) (see above) by the later of:

- six months from the date on which the Act comes into force; or
- the date that the extrajurisdictional company is required to file its *Annual Report*.

First Attorneys

The first attorney or attorneys and their mailing and delivery addresses respectively are set out in the *Registration Statement* (Form 33) (s. 387).

Appointment of Subsequent Attorneys

After the *Registration Statement* has been filed with the Registrar, an extrajurisdictional company may appoint one or more persons or companies as attorneys. When an additional attorney has

been appointed, an *Attorney Appointment* (Form 38) must be filed with the Registrar setting out the new attorney's full name, and the mailing and delivery address.

After the *Attorney Appointment* (Form 38) has been filed, the Registrar must furnish confirmation of the appointment (s. 389(4)) to the attorney named in the Attorney Appointment.

Authorization of Attorneys

The extraprovincial company is deemed to authorize each attorney (s. 388):

- to accept service of process on the company's behalf in each legal proceeding by or against it in British Columbia; and
- to receive each notice addressed to the company.

Change of Address of Attorney

If there is a change to one or both of the mailing address and the delivery address of an attorney, an *Attorney Address Change* (Form 39) must be filed as soon as possible after the change occurs, unless the change has been filed in advance (s. 391(1)).

If the attorney files the *Attorney Address Change* (Form 39), the Registrar must mail a copy of the form to the head office of the extraprovincial company.

The extraprovincial company or any other person whom the Registrar deems appropriate may also withdraw an *Attorney Address Change* (Form 39) (s. 392) by filing a *Notice of Withdrawal* (Form 20) (page 52).

Change of Attorney

There is no form for a **change of attorney** per se. An extraprovincial company may change their appointed attorney by appointing a new attorney as outlined under Appointment of Subsequent Attorney above and by revoking the appointment of their current attorney pursuant to Revocation of Appointment of Attorney as outlined below.

An attorney can resign their appointment under the process outlined below.

Revocation of Appointments of Attorney

An extraprovincial company may revoke the appointment of an attorney by filing with the Registrar an *Attorney Appointment Revocation* (Form 40) as long as it has at least one attorney (s. 393(1)).

After the *Attorney Appointment Revocation* has been filed, the Registrar must provide the attorney with confirmation of the revocation (s. 393(4)).

The extraprovincial company or any other person whom the Registrar deems appropriate may withdraw a *Attorney Appointment Revocation* (s. 394) by filing a *Notice of Withdrawal* (Form 20) (page 52).

Resignations of Attorneys

An attorney for an extraprovincial company who intends to resign must:

- provide a written resignation to the extraprovincial company at its head office at least two months before the date on which the resignation is to take effect; and
- promptly thereafter file an *Attorney Resignation* (Form 41).

Ideally, prior to the resignation taking effect, the company appoints a new attorney, so that when the first attorney's resignation takes effect, a replacement is already in place.

If an extrajurisdictional company revokes the appointment of a person who has filed an *Attorney Resignation* (Form 41) with the Registrar and the revocation takes effect before the date on which the resignation would be effective, the person resigning as attorney ceases to be an attorney on the date that the revocation takes effect.

MAINTENANCE REQUIREMENTS

Each year, an extrajurisdictional company is required to file an *Annual Report* (Form 35) within two months of the anniversary date of its registration as an extrajurisdictional company in British Columbia (s. 380), unless the extrajurisdictional company is a NWPTA partner corporation, in which case, under NWPTA, there is no longer any requirement to file an *Annual Report*.

In addition to the *Annual Report* and the forms required with respect to the appointment and changes in attorneys, extrajurisdictional companies are required to file the following forms when there are any changes, together with any other documents or information required by the Registrar:

- *Amalgamation Application* (Form 34) if the extrajurisdictional company amalgamates (s. 379(41)(a));
- *Name Change* (Form 37) if the extrajurisdictional company changes its name (s. 382(1));
- *Assumed Name Cancellation or Change* (Form 44) if the extrajurisdictional company wishes to cancel its assumed name and continue to carry on business in British Columbia under its own name (if it is available) or change its assumed name to a new name (s. 383(1));
- *Change Notice* (Form 36) if the extrajurisdictional company changes any of the following information contained in its *Registration Statement* (s. 381(1)):
 - a change of delivery or mailing address of head office (see Explanation below, **Head Office**); or
 - a change of jurisdiction of foreign entity; or
 - a change of identifying number of foreign entity (i.e. the incorporation, amalgamation or continuation number in the home jurisdiction);

Since there are no requirements for record keeping or for the inspection of records under the Act, the maintenance of corporate records books for extrajurisdictional companies is optional. Firms may choose to maintain *Records Books* for extrajurisdictional companies in a *Records Book*, file folder or electronic file so that the records can be easily accessed and kept up to date, particularly if the firm performs other work for the company.

HEAD OFFICE

The mailing and delivery addresses of the **head office** are the mailing and delivery addresses of the head office of the company in its home jurisdiction (usually the registered office or equivalent). If a company is a federally incorporated corporation with its registered office in British Columbia, the head office is its registered office in British Columbia.

Change of Head Office

When the mailing or delivery address (or both) of a foreign entity initially contained in the **Registration Statement** changes, the Registrar's office must be informed of the change and the **Registration Statement** amended by filing a **Change Notice** (Form 36) (s. 381(1)).

In addition, if a federal corporation with its registered office in British Columbia:

- changes its registered office, and one of the lawyers in the registered office before the change is an attorney, the resulting change of attorney or change of address of attorney must be reported to the Registrar by filing the appropriate form established by the Registrar; or
- does not have an attorney in British Columbia and it moves its head office to another province, an attorney for British Columbia must be promptly appointed (see above **Attorneys in British Columbia**). Ideally, the attorney would be appointed prior to, or simultaneously with, the head office being moved out of British Columbia.

CANCELLATION OF REGISTRATION

Involuntary Cancellation

The Registrar may cancel the registration of a foreign entity as an extraprovincial company if the extraprovincial company:

- fails to comply with section 386 – the appointment of attorneys; or
- fails to file **Annual Reports** for two consecutive years or generally fails to comply with section 422 (failure to file a record requested by the Registrar or comply with an order of the Registrar);
- breaches an undertaking given under section 26 (2) (undertaking provided by a foreign entity to carry on business in British Columbia under its assumed name).

The Registrar will forward a letter to the mailing address shown for its attorney (or if more than one attorney, to one of its attorneys), or if there is no attorney, to the mailing address of its head office (s. 8(2)(c)), informing the extraprovincial company of its default and of the Registrar's power to cancel the company's registration. If, within a month of the date of the Registrar's letter, the default is not remedied, or the Registrar does not receive from the company a response:

- that satisfies the Registrar that reasonable steps are being taken to remedy the default; or
- that is otherwise satisfactory of the Registrar;

the Registrar may publish a notice in the British Columbia Gazette and, unless good cause to the contrary is shown to the Registrar, at the expiration of one month after the publication of the Notice, the Registrar may cancel the registration of the extraprovincial company.

NWPTA partner corporations are no longer required to file Annual Reports in British Columbia, but when a NWPTA partner corporation is dissolved for failing to file Annual Returns in a NWPTA partner province, as the case may be, its registration will be automatically cancelled in British Columbia.

Voluntary Cancellation

The extraprovincial registration of a foreign entity in British Columbia may be voluntarily

cancelled (for example, because the foreign entity no longer carries business in British Columbia) even though the foreign entity still exists in its home jurisdiction. If the extrajurisdictional registration in British Columbia is voluntarily cancelled, the appropriate form must be filed in British Columbia (see below). Under section 397 of the Act, an extrajurisdictional company may apply for cancellation when:

- the extrajurisdictional company has been dissolved in its **home** jurisdiction; or
- the extrajurisdictional company has ceased to carry on business in British Columbia.

In order to apply for cancellation of its registration the extrajurisdictional company must:

- obtain and file with the Registrar a letter from the Registrar of the home jurisdiction or a certified copy of the Certificate of Dissolution or similar notice from the Registrar in the extrajurisdictional company's home jurisdiction; or
- file with the Registrar a *Cessation of Activities* (Form 42).

Note: There is **no** requirement that the extrajurisdictional company must be in good standing with the Registrar before applying for cancellation of registration.

PROCEDURE/CHECKLIST

REGISTRATION

1. Receive instructions from client
2. If the client has only requested information as to the procedure and cost:
 - (a) prepare the *Transmittal Letter (Setting Out Requirements for Registration)* (page 16) omitting the paragraphs dealing with the enclosure of the Registration Statement and request for supporting documents
 - (b) skip the remainder of the Procedure/Checklist.
3. If the client instructs you to proceed with the registration, reserve the name (see the **Incorporation** chapter and the section on **Name Reservations** for the procedure for checking the name and reserving it with BC Online as well as **Appendix B – Electronic filing**). When reserving the name online, indicate that the reservation is for an extraprovincial company as follows:
 - (a) insert “Y” in the Item marked “Extraprovincial Registration” and
 - (b) indicate the location of the company’s incorporating (home) jurisdiction under “Jurisdiction”

Note: It is **not** necessary to reserve the name if the foreign entity is a **Canadian federal** corporation

If the name is not available, advise the client and find out whether the foreign entity wishes to operate under an assumed name. If so, reserve the **assumed** name

You can find the extraprovincial forms for foreign companies on the BC registry website. Forms used for NWPTA partner corporations are outlined on page 61:

www.bcregistryservices.gov.bc.ca/bcreg/corppg/index.page

○ Incorporated Companies i Forms Corporate Registry

○ Extraprovincial Companies

or: bookmark this link:

www2.gov.bc.ca/gov/content/employment-business/business/managing-a-business/permits-licences/businesses-incorporated-companies/forms-corporate-registry?keyword=bc&keyword=registry&keyword=forms

4. Prepare:
 - (a) the *Registration Statement* (Form 33) (page 20 for instructions)
 - (b) Sample of an *Assumed Name Undertaking* (page 24) ⁽¹⁾

⁽¹⁾ If the foreign entity’s own name is not available for use in B.C. and the foreign entity will be using an assumed name in B.C., an *Undertaking to Carry on Business under an Assumed Name* (page 24) will be required.

- (c) **Business Name Request** (Form 1) (*Business Number Act*) (page 25) ⁽²⁾
5. Prepare the **Transmittal Letter (Setting Out Requirements for Registration)** (page 16)
Upon receipt of the signed documents
6. Check:
- that the **Registration Statement** is properly completed, dated and signed
 - that you have received all the requested documents in support of the application to register the foreign entity in British Columbia. Supporting documents are generally not required for a foreign entity whose home jurisdiction is anywhere in Canada, but if the foreign entity is not Canadian, the Registrar will require satisfactory proof of the foreign entity's status in the foreign entity's home jurisdiction such as an **original Certificate of Status** from the home jurisdiction, and if the Certificate is not in English, a notarially certified copy of the translation of the Certificate of Status into English. Although there is no requirement that a **Certificate of Status** be obtained for a Canadian corporation, many firms are taking the added precaution of requesting a **Certificate of Status** for Canadian corporations as well as non-Canadian corporations to confirm the existence and name of the corporation prior to registration.
7. File the **Registration Statement** (Form 33) electronically (see **Appendix B – Electronic Filing**)
- Note: If supporting documents described in step 6(b) are required, forward them to the Registrar for filing by mail, registry agent or courier:
8. The Registrar will forward to the mailing address shown for its attorney (or if more than one attorney, to one of its attorneys), or if there is no attorney, to the mailing address of its head office (s. 8(2)(c)):
- the **Certificate of Registration** and
 - a certified copy of the **Registration Statement** (Form 33)
9. Prepare the **Records Book** – check with your corporate supervisor or responsible solicitor whether it is the law firm's policy to maintain a **Records Book** for extrajurisdictional companies. If so, file the documents described in step 8 as follows:

Tab in Records Book	Documents
Registration Documents	Certificate of Extrajurisdictional Registration and Certified copy of Registration Statement (Form 33)

If not, file the documents in the extrajurisdictional company's corporate records file

⁽²⁾ See the **Overview** chapter for an explanation of the **Business Name**.

10. Prepare a *statement of account* for services rendered and disbursements incurred if you will be forwarding an account at this time and attach it to the *Report to Company (on Registration in British Columbia)* (step 11)
11. Prepare *Report to Company (on Registration in British Columbia)* (page 26)
12. Complete the task in your database if you have one. Enter the registration particulars on the appropriate screen and verify that you have included the extraprovincial registration in the annual maintenance responsibilities for the company. If your system is a manual system, make sure that you diarize the registration anniversary date on all index cards and company checklists so that the company will be brought forward for the preparation of its annual report in each year

ANNUAL MAINTENANCE

13. Prepare the *Annual Report* (Form 35) (page 28). If you have a corporate database, assemble an *Annual Report* form from your database. Check the file to see if all information is current

Note: If the extraprovincial entity is an NWPTA partner corporation, under NWPTA, there is no longer any requirement to file an *Annual Report* in British Columbia.
14. Prepare a *Statement of Account* (if it is your corporate department's policy to bill the client at this time). Although *Annual Reports* are no longer required for Alberta, Saskatchewan or Manitoba corporations extraprovincially registered in British Columbia, most firms will bill the client for acting as attorney in British Columbia
15. Prepare a *Transmittal Letter (Forwarding the Annual Report for Signature)* page 30
16. Diarize for follow-up

Upon receipt of the signed *Annual Report*

17. E-file the *Annual Report* with the Registrar – see **Appendix – Electronic Filings**
18. Attach the *Annual Report* printed from the Preview Screen in BC Online to the signed *Annual Report* received from the client as proof of filing
19. If you maintain a *Records Book* for the company, file the signed *Annual Report* and proof of filing in the *Records Book* under the tab “**Forms Filed**”. Otherwise, file the *Annual Report* in the corporate records file
20. File the receipt printed from the preview screen in BC Online (as a record of payment) in the corporate records file
21. Complete the task in your database showing the date the *Annual Report* was filed

CHANGES

The Notices and Applications with respect to the certain changes below are filed electronically but certain changes are still filed with the Registrar in paper format. In order to file these documents in paper, forward them to the Registrar for filing by mail, registry agent, courier or email with:

- (a) the Debit Account Transaction form (“DAT”) (if you have a BC Online Account) or
- (b) Cash Account Transaction (“CAT”) form together with your firm’s cheque for the appropriate fee (see Appendix F – Fee Schedule)

A. Amalgamation

If you receive instructions that the extrajurisdictional company has been amalgamated with one or more foreign entities

- 22. Reserve the name of the amalgamated company, if the name is not the name of a company already registered in BC and a party to the amalgamation or a federal corporation – see Step 3 above
- 23. Prepare:
 - (a) *Amalgamation Application* (Form 34) (page 32)
 - (b) Sample of an *Assumed Name Undertaking* (page 24) ⁽¹⁾
 - (c) *Business Name Request* (Form 1) (Business Number Act) (page 25)
- 24. Prepare the *Transmittal Letter (with Miscellaneous Forms)* (page 54)
- 25. Diarize for follow-up

Upon receipt of the signed *Notice of Amalgamation* and supporting documents, if required:

- 26. Make a photocopy of the *Notice of Amalgamation* and any required supporting documents. Make sure that all enclosures are listed. Forward them to the Registrar for filing (see “Changes” on page 11)
- 27. If you maintain a *Records Book* for the company, date stamp the copy of the signed *Notice of Amalgamation* to show the date it was forwarded for filing under the tab “**Charter Documents**”
- 28. File copies of the supporting documents, if any, in the *Records Book* under the tab “**Charter Documents**”. Otherwise, file the copies in the corporate records file
- 29. File a copy of the *Debit Account Transaction Form* or the *Cash Transaction Form* in the corporate records file as proof of filing
- 30. Diarize the file for one month to receive from the Registrar:
 - (a) Certificate of Registration
 - (b) filed copy of the Notice of Amalgamation
 and when received, file them under the tab “**Charter Documents**”

⁽¹⁾ If the foreign entity’s own name is not available for use in B.C. and the foreign entity will be using an assumed name in B.C., a *Sample of an Assumed Name Undertaking* form will be required.

31. Prepare *Report to Company (Confirming Filing of Forms with Registrar)* (page 56)

Notes:

- the Act requires that the Registrar furnish a copy of the *Certificate of Registration* and the *Amalgamation Application* (Form 34) to the amalgamated extraprovincial company; and
- the Registrar must publish the *Notice of Amalgamation* in the British Columbia Gazette

B. Change of Name or Cancellation or Change of Assumed Name

If you receive instructions that the extraprovincial company:

- has changed its name or
 - wishes to cancel its assumed name and continue to carry on business in British Columbia under its own name (if it is available) or
 - change its assumed name to a new assumed name
32. Reserve the new name, if the extraprovincial company is not a federal corporation, – see Step 3 under **Registration Procedure**
33. Prepare either:
- (a) a *Name Change* (Form 37) or
 - (b) an *Assumed Name Cancellation or Change* (Form 44)
34. Prepare the *Transmittal Letter (with Miscellaneous Forms)* (page 54)
35. Diarize for follow-up

Upon receipt of the signed forms and any required supporting documents

36. E-file the *Annual Report* with the Registrar – see **Appendix – Electronic Filings**
37. If you maintain a *Records Book* for the extraprovincial company, date stamp the copy of the signed *Name Change* (Form 37) to show the date it was forwarded for filing, and file in the *Records Book* together with a copy of the supporting documents (if any) under the tab “**Forms Filed**”
38. If you do not maintain a *Records Book*, file the above documents in the corporate records file
39. File a copy of the *Debit Account Transaction Form* or the *Cash Transaction Form* in the corporate records file
40. Diarize the file for one month to receive a certificate from the Registrar showing the change of name or cancellation of assumed name and, upon receipt of the certificate, file it under the tab “**Charter Documents**”
41. Prepare *Report to Company (Confirming Filing of Forms with Registrar)* (page 56)

C. Changes in:

- **delivery and mailing addresses of head office**
 - **attorney – appointment, resignation or revocation or change in delivery and/or mailing address of attorney**
 - **home jurisdiction**
 - **identifying number**
42. Prepare the appropriate forms:
- (a) ***Change Notice*** (Form 36) – for changes in the addresses of the head office, change in home jurisdiction or change to identifying number
 - (b) ***Attorney Appointment*** (Form 38)
 - (c) ***Attorney Address Change*** (Form 39)
 - (d) ***Attorney Appointment Revocation*** (Form 40)
 - (e) ***Attorney Resignation*** (Form 41) to be filed by the attorney resigning
43. Prepare ***Transmittal Letter (with Miscellaneous Forms)*** (page 54) attaching the appropriate forms
44. Diarize for follow-up

Upon receipt of the signed form(s)

45. E-file the Form 36, Form 37, Form 38, Form 39, Form 40 with the Registrar and paper file Form 34 and Form 41– see **Appendix – Electronic Filings**

If you maintain a ***Records Book*** for the company, date stamp the copy of the signed ***Form*** to show the date it was filed, and file in the ***Records Book*** together with a copy of the electronic filing confirmation and of the supporting documents (if any) under the tab “**Forms Filed**”

46. If you do not maintain a Records Book, file the Form in the corporate records file
47. File a copy of the ***Debit Account Transaction Form*** or the ***Cash Transaction Form*** in the corporate records file
48. Prepare ***Report to Company (Confirming Filing of Forms With Registrar)*** (page 56)

CANCELLATION OF REGISTRATION

Involuntary Cancellation

49. If the extraprovincial company has failed to file *Annual Reports* for two consecutive years or failed to file other documents required by the Registrar, the Registrar may forward a notice to the mailing address shown for its attorney (or if more than one attorney, to one of its attorneys), or if there is no attorney, to the mailing address of its head office (s. 8(2)(c)), notifying it of its failure and the Registrar's intention to cancel the registration of the company in British Columbia. Write the *Letter to Company (Confirming that no Further Annual Reports are to be Filed)* (page 58) and proceed to Step 57
50. Diarize for follow-up

Voluntary Cancellation

51. Prepare a *Cessation of Activities* (Form 42)
52. Prepare the *Transmittal Letter (Forwarding Miscellaneous Forms for Signature)* (page 54)
53. Diarize for follow-up
54. Upon receipt of the signed form E-file the *Form 42* with the Registrar – see **Appendix – Electronic Filings**
55. file it on BCOOnline
56. Prepare *Report to Company (Confirming Filing of Forms with Registrar)* (page 56) with the appropriate account
57. When the account has been paid, close the file and mark the company “defunct” in your database if you have one. Otherwise remove the company from your index cards and corporate maintenance checklists.

TRANSMITTAL LETTER (Setting out Requirements for Registration)

General Notes

Often the first communication from a client (or its solicitor) in another province or country regarding extrajurisdictional registration is to request information on the procedure and cost of registration. Most firms have a standard form of letter that sets out the requirements, procedure and cost of registration.

If the client instructs you to proceed with the registration, you may prepare and enclose a draft **Registration Statement** (Form 33) with the letter to the law firm.

Preparation

- ① If you have not yet received instructions to proceed with the registration, insert the first two paragraphs marked with ①.
- ② If you have received instructions to prepare the **Registration Statement** and are attaching it, delete the two paragraphs marked with ①, and include the remaining paragraphs.
- ③ Insert the name or the assumed name that has been reserved for the registration of the extrajurisdictional company.
- ④ Insert the expiration date of the name reservation.

If the foreign entity is **not** a Canadian corporation, the Registrar will require an **original** Certificate of Status from the home jurisdiction and if the Certificate is not in English, a notarially-certified copy of the translation into English. In this case, insert the following (adjust the wording as appropriate):

“... you must:

1. Obtain an **original** Certificate of Status (or its equivalent in the incorporating jurisdiction) and if the Certificate is not in English, a notarially-certified copy of the translation into English.
2. Complete two copies of the enclosed Registration Statement...”

For a NWPTA partner corporation, substitute the letter (N) to the **Registration Statement**

Continued...

File No _____

{date}

{name and address of client}

Dear _____:

Re: *{name of the Corporation}* (the “Corporation”) – Extraprovincial Registration

① Thank you for your enquiry of *{Date}*. The *Business Corporations Act* of British Columbia (the “Act”) provides that a company may not carry on business in British Columbia unless it is registered as an Extraprovincial Company under the Act within two months after the Company begins to carry on business in the Province. Please let us know if you require more information on the definition of “carrying on business” as set out under the Act.

① As soon as you decide to proceed with the extraprovincial registration of the Corporation, please advise us and we will reserve the name in British Columbia. If the name is not available because a prior registration or incorporation conflicts with your name, we will advise you and you may choose to register under an assumed name. The name will be reserved for a period of 56 days and during this time, others will be restricted from incorporating or registering a company with that name in British Columbia.

② We acknowledge receipt of your instructions and confirm that we would be pleased to act as your agents in registering the Corporation as an extraprovincial company in British Columbia.

We have reserved the name “*{Name of Corporation}*”^③ until *{Date}*^④ for extraprovincial registration.

To extraprovincially register the Corporation in British Columbia, you must complete two copies of the enclosed Registration Statement (Form 33) and have both copies signed as indicated. The instructions to complete the Registration Statement as set out in the Form are straightforward. However, please note the following:

(a) **Item A**

The name must be exactly as reserved (see above). Please confirm that it matches the name as registered in the Corporation’s incorporating jurisdiction. Show both the English and French versions of the Corporation’s name if both versions have been so registered.

(b) **Items C and D**

Insert the Head Office delivery and mailing addresses that are the delivery and mailing addresses of the registered office of the Company in its home jurisdiction.

Continued...

TRANSMITTAL LETTER
(Setting out Requirements for Registration)

Preparation (Continued)

- ① If this is a federal corporation with its registered office in British Columbia, although the corporation is not required to have an attorney, it may appoint one. Accordingly, change the word “must” to “may, but is not required to”.
- ② If the foreign entity’s own name is not available for use in B.C. and the foreign entity will be using an assumed name in B.C., include this paragraph and adjust it accordingly, explaining why the name is not available and inserting the assumed name as reserved (see explanation – page 3). Enclose the Sample of an *Assumed Name Undertaking* with the letter.
- ③ Insert the amount of your standard fee for extrajvincial registration.
- ④ Insert the total amount of your estimated disbursements. These disbursements would include the name reservation fee, registration fee, cost of certified copies (if any), agent’s fees, long distance telephone calls, faxes, photocopies and courier charges.

Calculate the applicable G.S.T. and P.S.T on the fees and taxable disbursements, insert the total.
- ⑤ Insert the total of ③ ④ and ⑤ above.
- ⑥ Insert only if it is your firm’s policy to request a retainer and complete the amount requested.
- ⑦ Insert only if it is your firm’s policy to advise the client of your annual fee at this time and insert the amount of your annual fee.

Processing

After the letter and *Registration Statement* have been checked and approved by the supervising solicitor, make a copy of the letter and statement for the file and forward to the client for signature.

If you have prepared and attached the *Registration Statement* to this letter, you should diarize this file for one month.

Letter to Client (Setting out Requirement for Registration)**Page 2****(c) Item E**

Insert the name of the attorney. Please note that an attorney must ① be appointed for the Province of British Columbia. The attorney may be an individual residing in British Columbia or a company incorporated in British Columbia. The function of the attorney is to accept service of process in suits or proceedings against or by the Company in British Columbia. This appointment does not grant to the attorney any other power to act on behalf of or otherwise commit the Company.

If you wish, the writer, or another member of the law firm, would be pleased to act as attorney, in which case, we will complete Item E.

We also enclose a Business Name Request (Form 1). Please complete the Business Number in Item A. If you do not have a Business Number, please complete the name of a current Director in Item B.

② Since the name of the Corporation is not available because it conflicts with the name of an existing British Columbia company, *or* the name is unacceptable to the Registrar because ②, we confirm that the Corporation will register in British Columbia under the assumed name “②”, and accordingly, we enclose a Sample of an Assumed Name Undertaking for signature and return to our office.

Our estimated legal fees, disbursements and appropriate taxes with respect to this registration will be as follows:

Legal fees:	\$③
Estimated disbursements:	\$④
Taxes	\$ <u> </u>
Total	\$⑥

⑦ Please provide us with a retainer in the amount of \$⑦ when you return the documents to us.

In addition to the above, please be advised that our annual fee for acting as attorneys for the Province of British Columbia, including the preparation of the Annual Report, is \$⑧, plus applicable filings fees and taxes.

When we receive the above documents from you, we will E-file the registration and report to you in due course.

The Company should also consider whether any local, municipal or other licensing and registration requirements (including sales tax licences) must be met before commencement of business.

Should you have any questions regarding the above, please do not hesitate to contact the writer.

Yours truly,

{NAME OF LAW FIRM}

REGISTRATION STATEMENT (Form 33)

General Notes

This form sets out the information that is required regarding the foreign entity applying to be registered in British Columbia. It is usually completed by the law firm in British Columbia so far as the law firm has sufficient information to do so and forwarded to the client for signing by an authorized signatory for the foreign entity (usually a director or officer) in the home jurisdiction.⁽¹⁾

Business Name Request (Form 1)– Business Number Act

Please refer to the **Overview** chapter for an explanation of the Business Name (“BN”). The Corporate Registry, under the authority of the *Business Number Act*, is maintaining a record of the BN for both corporations applying for extrajurisdictional registration in British Columbia and corporations currently recognized in British Columbia. Corporations will be able to use their BN as an identifier when they communicate with the Corporate Registry. See page 25 for a sample of this form.

Assumed Name Undertaking

If the name of the foreign entity wishing to register extrajurisdictionally in British Columbia has had its name rejected by the Registrar, it may reserve and adopt an assumed name for use in British Columbia. In order to complete the Registration of an extrajurisdictional company with an assumed name, the **foreign entity** must provide the Registrar with a **covering letter attaching the undertaking**. See page 24 for sample wording of the undertaking.

Non-Canadian Corporations

For non-Canadian corporations, the Registrar will require satisfactory proof of the foreign entity’s status in the foreign entity’s home jurisdiction such as an **original Certificate of Status** from the home jurisdiction, and if the Certificate is not in English, a notarially certified copy of the translation of the *Certificate of Status* into English.

Preparation

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

ITEM A Complete No. 1 if the foreign entity is **not** a federally incorporated corporation by inserting the full name of the extrajurisdictional company exactly as reserved. Insert the reservation number for the name.

Complete No. 2 if the name was not available for reservation and you are using an assumed name.

Complete No. 3 if the foreign entity is a federally incorporated corporation.

ITEMS B and C See next page

Continued...

⁽¹⁾ For a NWPTA partner corporations extrajurisdictionally registered in British Columbia: see NWPTA– page 60 as well as explanations opposite the relevant forms.



BRITISH COLUMBIA

BC Registry Services

Extrajurisdictional Company
REGISTRATION STATEMENT
BUSINESS CORPORATIONS ACT, section 376

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 a Limited Liability Company (LLC).

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.

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**

A NAME RESERVED FOR THE FOREIGN ENTITY

Complete section 1, 2 OR 3:

1. The name _____ being the foreign entity's own name has been reserved. The name reservation number is _____.
2. The foreign entity's own name _____ is not available and, therefore, the assumed name _____ has been reserved. The name reservation number for the assumed name is _____.
3. No name has been reserved because the foreign entity is a federal corporation with the name _____.

B FOREIGN ENTITY'S CURRENT JURISDICTION – If the current jurisdiction is other than a Canadian province, territory, or the federal government, attach proof of existence of the foreign entity, certified by its jurisdiction.

1. Corporate number assigned to the foreign entity by its current jurisdiction _____
2. Foreign entity's name in the foreign jurisdiction _____
3. Foreign entity's date of incorporation, organization or most recent date of amalgamation or continuation YYYY / MM / DD
4. Foreign entity's current jurisdiction of incorporation, organization, amalgamation or continuation _____

C HEAD OFFICE ADDRESSES

DELIVERY ADDRESS OF HEAD OFFICE	PROVINCE/STATE	COUNTRY	POSTAL CODE/ZIP CODE
MAILING ADDRESS OF HEAD OFFICE	PROVINCE/STATE	COUNTRY	POSTAL CODE/ZIP CODE

REGISTRATION STATEMENT
(Form 33)

Preparation (Continued)

ITEM B Insert the information for the extrajurisdictional company's **current home** jurisdiction (the province or state where the extrajurisdictional company is currently incorporated, amalgamated or continued).

ITEM C Insert the **delivery** and **mailing** addresses of the registered office address in the extrajurisdictional company's home jurisdiction.

ITEM D Although there are two spaces provided for attorneys, the appointment of only one attorney is required under Section 386 of the Act (if more than two attorneys are appointed, attach a schedule listing the additional attorneys). An attorney may be:

- an individual who is a resident in British Columbia; **or**
- a company which must be a company incorporated in British Columbia (as defined in the Act).

ITEM E Insert the month and year the Statement is signed.

Note: The Statement should be signed by a director or officer of the Corporation or by a lawyer for the Corporation (in its home jurisdiction) (Section 194(1) of the Act).

Processing

The ***Business Name Request*** (Form 1) (page 25) must also be completed and attached to this Statement.

If the Corporation is using an assumed name to register in British Columbia, the form of ***Undertaking to Carry on Business under an Assumed Name*** (page 24) must also be completed and attached to this Notice.

Once ***Registration Statement***, the above the Form 1 and the ***Undertaking*** (if applicable), are prepared, checked and approved by the supervising solicitor, they are sent to the company for signature – see the ***Transmittal Letter (setting out Requirements for Registration)*** (page 16).

When the signed Statement, Form 1, the Undertaking (if required) and required documents in support of the application for registration in British Columbia are returned, file the Registration Statement (Form 33) electronically (see **Appendix B – Electronic Filing**), then proceed with Steps 8 to 12 of the **Procedure/Checklist**.

D NAME OF ATTORNEY(S) (if any)

Enter the full name and the mailing and delivery address of each attorney.

LAST NAME FIRST NAME MIDDLE NAME

COMPANY NAME

DELIVERY ADDRESS OF ATTORNEY	PROVINCE BC	POSTAL CODE
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MAILING ADDRESS OF ATTORNEY	PROVINCE BC	POSTAL CODE
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LAST NAME FIRST NAME MIDDLE NAME

COMPANY NAME

DELIVERY ADDRESS OF ATTORNEY	PROVINCE BC	POSTAL CODE
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MAILING ADDRESS OF ATTORNEY	PROVINCE BC	POSTAL CODE
-----------------------------	----------------	-------------

If additional space is needed to enter more than two attorneys, please attach a separate sheet of paper.

E CERTIFIED CORRECT – I have read this form and found it to be correct.

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE FOREIGN ENTITY	SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE FOREIGN ENTITY X	DATE SIGNED YYYY / MM / DD
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APPENDIX A

<p style="text-align: center;">SAMPLE OF AN ASSUMED NAME UNDERTAKING</p>

*A foreign entity that has its own name rejected as not available may reserve and adopt an assumed name for use in BC. In order to complete the registration of an extrajurisdictional company in BC with an assumed name, the **foreign entity must provide the registrar with a covering letter, attaching the undertaking.** See below for sample wording of the undertaking.*

Once the foreign entity is registered it is deemed to have adopted the assumed name.

BUSINESS CORPORATIONS ACT

UNDERTAKING TO CARRY ON BUSINESS UNDER AN ASSUMED NAME

To: Registrar of Companies in British Columbia

[Insert name of foreign entity] hereby undertakes in accordance with section 26 of the *Business Corporations Act*, that, after its registration as an extrajurisdictional company, the foreign entity will carry on all of its business in British Columbia under the assumed name **[insert assumed name]**.

Dated **[insert date – YYYY/MM/DD]**

[signature of authorized signing authority]
**[typed name of authorized signing authority
for the foreign entity]**



BC Registry
Services

BUSINESS NUMBER REQUEST

BUSINESS NUMBERS ACT, section 7

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

INSTRUCTIONS:

Please type or print clearly in block letters.

The Province of British Columbia has entered into a partnership with the Canada Revenue Agency (CRA) to use the national Business Number (BN) as a convenient way for corporations to identify themselves when communicating with federal and provincial governments.

The Corporate Registry, under the authority of the *Business Number Act*, is therefore collecting the BN from both corporations applying for registration in British Columbia and corporations currently registered in British Columbia. This will allow corporations to use their BN as an identifier the next time they communicate with the Corporate Registry.

You will already have a BN if you have been incorporated federally or if you are incorporated in another Canadian jurisdiction.

You may have also received a BN from CRA if you:

- collect GST/HST;
- have employees;
- import or export goods to or from Canada;
- operate a taxi or limo service;
- are registered with WorkSafeBC, and/or;
- are registered to do business in another Canadian jurisdiction

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 Number 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.

COMPLETE ITEM A OR B

A BUSINESS NUMBER

Your **Business Number** (e.g., GST/HST account) would be displayed as a 15 character identifier, for example: **82123 5679 RT 0001**. The first nine numbers uniquely identify your business – it's those numbers we need.

Please enter the first 9 digits here:

B DIRECTOR NAME

If you do not have a Business Number please enter the name of a director of your corporation (as per CRA requirements) so that we can request one for you. The director's name is confidential information and is collected under the authority of the *Business Number Act*.

LAST NAME

FIRST NAME

REPORT TO COMPANY
(On Registration of Extrajvincial Company)

General Notes

When the foreign entity has been extrajvincially registered in British Columbia and the *Certificate of Registration* and certified copy of the *Registration Statement* have been received from the Registrar, you should report the registration to the company.

Preparation

- ① Insert the registration date from the *Certificate of Registration*.
- ② Insert the registration number from the *Certificate of Registration*.
- ③ Omit this paragraph if:
 - there is no attorney named in the *Registration Statement* – if the company being registered in British Columbia is federally incorporated; or
 - the attorney named in the *Registration Statement* is the supervising solicitor or a member of the law firm.
- ④ Copy the incorporation anniversary date (the day and month of the registration date) from the *Certificate of Registration*.

For a NWPTA partner corporation extrajvincially registered in British Columbia, delete this paragraph.

Omit if no statement of account is forwarded at this time.

Processing

Make one copy of the letter for the file.

Ensure that all enclosures are attached and that you have a copy of the letter for the file.

File No. _____

{date}

{name and address of client}

Dear _____:

Re: ***{Name of Company}* (the “Company”)
Extraprovincial Registration in British Columbia**

We confirm that the Company was registered as an extraprovincial company in British Columbia on *{Date}*^① under Certificate of Registration No.^②.

For your records, we enclose copies of:

1. the Certificate of Registration; and
2. Registration Statement.

③We confirm that, pursuant to Section 377 (2) (c) of the *Business Corporations Act*, the Registrar of Companies furnished a copy of the Registration Statement to each attorney named in the Registration Statement.

The Company’s Annual Report will be due on *{Date}*^④ in each year. We will prepare and forward the Report to you at that time.

As 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}

ANNUAL REPORT (Form 35)

General Notes

An extrajvincial company must file an *Annual Report* (Form 35) with the Registrar within two months after each anniversary of the date of its registration as an extrajvincial company in British Columbia (s. 380(1)), unless it is a NWPTA partner corporation in which case it is not required to file an *Annual Report*. The *Annual Report* filed under this section must contain information that was correct as of the most recent applicable anniversary (s. 380(2)).

Since the Registrar does not forward *Annual Report* forms to extrajvincial companies each year, it is essential that:

- you maintain a good reminder system to bring forward a list of the extrajvincial companies that have anniversary registration dates in each month; and
- prepare *Annual Reports* for those companies for that month.

When preparing the *Annual Report*, check your file and the *Records Book* and/or corporate file for any changes that have occurred in the past year.

If you have a database program, you can generate a list of all extrajvincial companies having anniversary dates each month using the database's reporting features, but if you are using a manual system, make sure that each extrajvincial company is entered into your diary system.

Preparation

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

ITEMS A, B and C Insert the information from the *Registration Statement* (Form 33) (page 20)

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see the *Letter to the company (Forwarding Annual Report for Signature)* (page 30).

When the signed *Annual Report* is returned by the client, e-file it with the Registrar (see **Appendix B – Electronic Filings**) and proceed to Step 17 through 21 of the **Procedure/ Checklist**.



Extraprovincial Company
ANNUAL REPORT
BUSINESS CORPORATIONS ACT, section 380

Telephone: 1 877 526-1526 Mailing Address: PO Box 9431 Stn Prov Govt Courier Address: 200 – 940 Blanshard Street
 www.bcreg.ca Victoria BC V8W 9V3 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

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

A REGISTRATION NUMBER OF EXTRAPROVINCIAL COMPANY

B NAME OF EXTRAPROVINCIAL COMPANY

C REGISTRATION DATE IN BC
 YYYY/MM/DD

D DATE OF ANNUAL REPORT
 YYYY/MM/DD

E FOREIGN JURISDICTION INFORMATION

Extraprovincial company's current jurisdiction _____

Extraprovincial company's date of incorporation, continuation, amalgamation or organization in current jurisdiction

Extraprovincial company's identifying number in current jurisdiction _____

F COMPANY CHANGES

An extraprovincial company must file with the registrar a notice of any change to the information shown in the corporate register.

If there has been any change to the following:

- the extraprovincial company's jurisdiction, either by way of continuation, amalgamation or similar process;
- the identifying number or name of the extraprovincial company; or
- the mailing or delivery address of the head office of any attorney;

please visit our website at www.bcregistryservices.gov.bc.ca or phone 1 877 526-1526 for information on how to file these changes.

G CERTIFIED CORRECT - I have read this form and found it to be correct.

Note: It is an offence to make a false or misleading statement in respect of a material fact in a record submitted to the Corporate Registry for filing. See section 427 of the Business Corporations Act.

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE EXTRAPROVINCIAL COMPANY	SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE EXTRAPROVINCIAL COMPANY	DATE SIGNED (YYYY / MM / DD)
--	---	------------------------------

X

TRANSMITTAL LETTER
(Forwarding Annual Report for Signature)

General Notes

Once you have prepared the *Annual Report* (page 28), you should forward it to the client for signature. You may take this opportunity to cover any matters that should be attended to, such as reminding the client that you have not received outstanding documents forwarded to the client for signature the previous year, billing for small disbursements or forwarding copies of documents. Most firms also enclose their account for acting as agent and, if applicable, attorney for the company during the past year.

Preparation

- ① Delete this paragraph if there are no outstanding documents. If there are, insert a description of the outstanding documents.
- ② Delete this paragraph if you will not be enclosing an account at this time.

Processing

Make one copy of the letter for the file.

Ensure that all enclosures are attached and that you have copies of all enclosures for the file.

Diarize the file for one month.

File No. _____

{date}

*{name
and address of the company}*

Dear _____:

**Re: *{name of the Company}* (the “Corporation”)
 {year} Annual Report**

The *Business Corporations Act* of British Columbia requires that an Annual Report for an extraprovincial company be filed with the Registrar of Companies within two months of the anniversary of its registration date in the Province. If this requirement is not met, the Corporation will not be in good standing with the Registrar of Companies and eventually, its registration in British Columbia may be cancelled.

For your convenience, we enclose a completed Annual Report generated from the information we have on record. Please confirm that all information contained in it is correct. If there have been any changes, please make the necessary corrections and have them initialled. If the information contained in the Annual Report is accurate, please arrange for its signature by a director, officer or solicitor of the Corporation and return it to our office as soon as possible, so that we may proceed with the filing within the required time.

If any of the following changes as described in **Item F** of the Annual Report have occurred, please provide us with the information and we will arrange to prepare the necessary forms:

1. if there is a change in the extraprovincial company’s jurisdiction, by way of continuation, amalgamation or similar process;
2. if there is a change in the identifying number or name of the extraprovincial company; or
3. if there has been a change in the mailing or delivery address of the head office or any attorney.

① On reviewing the corporate records of the Corporation, we note that the ② have not been returned to us. We enclose further copies and ask that you arrange to have them signed and returned with the enclosed documents.

② We also enclose our statement of account for annual corporate services.

Yours truly,

{NAME OF LAW FIRM}

AMALGAMATION APPLICATION (Form 34)

General Notes

When a foreign entity that is registered as an extrajvincial company is a party to an amalgamation or similar process and the corporation resulting from that amalgamation will carry on business in British Columbia, the foreign entity must file a *Amalgamation Application* (Form 34) with the Registrar (s. 379(1)). This form must be filed within two months of such amalgamation.

Before filing the notice, the name must be reserved unless:

- the amalgamated corporation adopts the name of one of the parties to the amalgamation that is either a British Columbia company or a corporation extrajvincially registered in British Columbia, or
- the amalgamated corporation is a federal corporation.

The *Amalgamation Application*, when filed with the Registrar, will have the same effect as a *Registration Statement*, that is the new amalgamated company will have a new registration number and a new anniversary date, and, if applicable, a new name or assumed name.

Business Name Request (Form 1) – Business Number Act

Please refer to the **Overview** chapter for an explanation of the Business Name (“BN”). The Corporate Registry, under the authority of the *Business Number Act*, is maintaining a record of the BN for both corporations applying for extrajvincial registration in British Columbia and corporations currently recognized in British Columbia. Corporations will be able to use their BN as an identifier when they communicate with the Corporate Registry. See page 25 for a sample of this form.

Assumed Name Undertaking

If the name of the foreign entity wishing to register extrajvincially in British Columbia has had its name rejected by the Registrar, it may reserve and adopt an assumed name for use in British Columbia. In order to complete the Registration of an extrajvincial company with an assumed name, the **foreign entity** must provide the Registrar with a **covering letter attaching the undertaking**. See page 24 for sample wording of the undertaking.

Once the foreign entity is registered extrajvincially, it is deemed to have adopted the assumed name for use in British Columbia.

Preparation

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

ITEM A The information in this item is for the newly amalgamated company. For example, if you already have Company A which is extrajvincially registered in British Columbia, and Company A amalgamates with companies B and C to form company X, the information is for company X.

In the example above, companies A, B and C are **amalgamating** companies and company X is the **amalgamated** company.

Continued ...



BC Registry Services

Extraprovincial Company
AMALGAMATION APPLICATION
BUSINESS CORPORATIONS ACT, section 379

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

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.

OFFICE USE ONLY - DO NOT WRITE IN THIS AREA

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that
the form is signed and dated in ink.

If a foreign entity that is registered as an extraprovincial company is a party
to an amalgamation or similar process and the corporation resulting from that
amalgamation will carry on business in BC, the foreign entity must file this
Amalgamation Application for an extraprovincial company with the Registrar.
This form must be filed within 2 months after the amalgamation occurred.

Item A An amalgamated extraprovincial company must apply for a name
approval and reservation unless it is adopting the name of one
of the amalgamating extraprovincial companies. The name
reserved must be the amalgamated extraprovincial company's own
name in its current jurisdiction. If that name is not available, the
amalgamated extraprovincial company may reserve and adopt an
assumed name for use in BC. A name reservation is not required if
the amalgamated extraprovincial company is a federal corporation.

Item B Enter the identifying number in the amalgamated extraprovincial
company's current jurisdiction. Enter the date the amalgamation
took place and, if applicable, also enter the time of the
amalgamation. Enter the jurisdiction in which the extraprovincial
company was amalgamated. If the extraprovincial company was
amalgamated outside of Canada, attach proof of existence (e.g.
certificate of status) certified by the extraprovincial company's
current jurisdiction.

Item C Enter the names of all of the amalgamating foreign entities.
If any of the foreign entities is an extraprovincial company enter its
registration number in BC. If the amalgamating foreign entity is not

registered in BC as an extraprovincial company, enter the foreign
entity's jurisdiction.

Item D Enter the delivery and mailing address of the head office of the
amalgamated extraprovincial company, whether or not the head
office is in BC. The delivery address must be for a location
that is accessible to the public between 9 a.m. and 4 p.m. on
business days for the delivery of records. The delivery address
must not be a post office box.

Item E A foreign entity registered as an extraprovincial company must
ensure it has one or more attorneys or, under its charter (or similar
record), have its head office in BC. If its head office is in BC, the
foreign entity may choose to also appoint one or more attorney(s).
Each attorney for an extraprovincial company must be either,
1) an individual who is resident in BC, OR
2) a company incorporated in BC.

The delivery address of an attorney who is an individual is the
address of the office in BC where the individual can usually
be reached between 9 a.m. and 4 p.m. on business days for
the delivery of records. Or, if the attorney is a BC company,
the delivery address is for the registered office of the company
which must be for a location in BC that is accessible to the public
between 9 a.m. and 4 p.m. on business days for the delivery of
records. A delivery address must not be a post office box.

Filing Fee: \$350.00 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 ENTER THE COMPANY EMAIL ADDRESS FOR CORRESPONDENCE

A NAME RESERVED FOR THE AMALGAMATED EXTRAPROVINCIAL COMPANY

Complete section 1, 2, 3 OR 4:

1) The name _____
is the name adopted by the amalgamated extraprovincial company being one of the names of one of the amalgamating
extraprovincial companies. The extraprovincial registration number of this company is: _____

2) The name _____
is the name reserved for the amalgamated extraprovincial company. The name reservation number is: _____

3) The name _____
being the new name of the amalgamated extraprovincial company is not available, therefore, the assumed name
_____ has been reserved.
The name reservation number for the assumed name is: _____

4) No name has been reserved because the amalgamated extraprovincial company is a federal corporation with the name

AMALGAMATION APPLICATION (Form 34)

Preparation (Continued)

- ITEM B** The information to be completed is for the **home** jurisdiction - that is the jurisdiction where the amalgamation took place. If you do not have the information, it should be completed by the solicitors in the home jurisdiction.
- ITEM C** List all of the amalgamating companies. If an amalgamating company is extrajurisdictionally registered in British Columbia, complete the name of the company in the first column and the registration number in British Columbia in the second column (for example, company A incorporated in Ontario and Registered in British Columbia under No. A-12345).
- If an amalgamating company is **not** registered in British Columbia, insert the company's home jurisdiction **before** amalgamation in the third column (for example, company B incorporated in Ontario but **not** registered in British Columbia).
- ITEM D** Insert the delivery and/or mailing addresses of the registered office address in the extrajurisdictional company's home jurisdiction.
- ITEM E** Only one attorney is required (s. 386) unless the amalgamated company is a Federal Corporation in which case an attorney may be appointed but is not required. If several attorneys are appointed, attach a schedule listing the additional attorneys. An attorney must be:
- an individual who is a resident in British Columbia; **or**
 - a company incorporated in British Columbia.
- ITEM F** Insert the month and year the Statement is signed.

Processing

The *Business Name Request* (Form 1) (page 25) must also be completed and signed and attached to this Notice.

If the Corporation is using an assumed name to register in British Columbia, the form of *Undertaking to Carry on Business under an Assumed Name* (page 24) must be completed and attached to this Notice.

Once the Notice, the above the **Form 1** and the Undertaking (if applicable), are prepared, checked and approved by the supervising solicitor, they should be sent to the company for signature – see the *Transmittal Letter (Forwarding Miscellaneous Forms for Signature)* (page 54).

When the signed Notice, Undertaking and Form 1 are returned by the client, file them with the Registrar (in paper format) together with supporting documents – see Non-NWPTA Filings on page 11 (under the Heading “Changes”) of the **Procedure/Checklist** and make sure that all enclosures are listed.

Diarize the file to receive:

- a *Certificate of Amalgamation* from the Registrar; and
- confirmation that a Notice has been published in the British Columbia Gazette.

Once the certificate is received, prepare *Report to Company (Confirming Filing of Forms with Registrar)* (page 56).

B AMALGAMATED EXTRAPROVINCIAL COMPANY'S CURRENT JURISDICTION

If the current jurisdiction is other than a Canadian province or territory, attach proof of existence of the amalgamated extraprovincial company, certified by its jurisdiction.

1. Corporate number assigned to the amalgamated extraprovincial company by its current jurisdiction _____
2. Amalgamated extraprovincial company's name in the foreign jurisdiction

3. Date of the amalgamation of the extraprovincial company
4. Amalgamated extraprovincial company's current jurisdiction _____

C AMALGAMATING FOREIGN ENTITIES

Enter the name of each of the amalgamating foreign entities below. For each foreign entity that is an extraprovincial company, enter the extraprovincial registration number in BC. If the amalgamating foreign entity is not registered in BC as an extraprovincial company, enter the foreign entity's jurisdiction. Attach an additional sheet if more space is required.

NAME OF AMALGAMATING FOREIGN ENTITY	EXTRAPROVINCIAL REGISTRATION NUMBER IN BC	FOREIGN ENTITY'S JURISDICTION IF NOT REGISTERED IN BC AS AN EXTRAPROVINCIAL COMPANY

D HEAD OFFICE ADDRESSES

DELIVERY ADDRESS OF HEAD OFFICE	PROVINCE / STATE	COUNTRY	POSTAL CODE / ZIP CODE
MAILING ADDRESS OF HEAD OFFICE	PROVINCE / STATE	COUNTRY	POSTAL CODE / ZIP CODE

E NAME OF ATTORNEY(S) (IF ANY)

Enter the full name and the mailing and delivery address of each attorney. If additional space is needed to enter more than one attorney, please attach a separate sheet of paper.

LAST NAME	FIRST NAME	MIDDLE NAME	
NAME OF COMPANY			
DELIVERY ADDRESS OF ATTORNEY		PROVINCE	POSTAL CODE
		BC	
MAILING ADDRESS OF ATTORNEY		PROVINCE	POSTAL CODE
		BC	

F CERTIFIED CORRECT – I have read this form and found it to be correct.

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE AMALGAMATED EXTRAPROVINCIAL COMPANY	SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE AMALGAMATED EXTRAPROVINCIAL COMPANY	DATE SIGNED YYYY / MM / DD
	X	

CHANGE NOTICE (Form 36)

General Notes

This form is required when the foreign entity advises you of changes in any of the following:

- the mailing or delivery address (or both) of the head office;
- the jurisdiction; or
- the identifying number (i.e. the incorporation, amalgamation or continuation number in the home jurisdiction).

As the information regarding these items was initially contained in the *Registration Statement*, the Registrar's office must be informed of the change and the *Registration Statement* amended by filing a *Change Notice* (Form 36).

Note: If the change is the result of an amalgamation and the company will continue to carry on business in British Columbia, see *Amalgamation Application* (Form 34) (page 32)

Preparation

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

ITEM C Insert the changes in the **head office** in the home jurisdiction. It may be a change in the delivery or mailing address, or both.

ITEMS D and E Insert the nature of change – for example, continuation from the Province of Alberta to the Province of Ontario.

For a change of jurisdiction, insert the date of change.

When there is a change in jurisdiction, there is also a change in the identifying number – that is the company is given a new identifying number by the new jurisdiction.

Procedure

Once this Notice is prepared, checked and approved by the supervising solicitor, it is sent to the company for signature – see the *Transmittal letter (Forwarding Miscellaneous Forms for Signature)* (page 54).

When the client returns the signed Notice, E-file it with the Registrar.

Once the form has been filed, prepare *Report to Company (Confirming Filing of Forms with Registrar)* (page 56).



BC Registry Services

Extraprovincial Company
CHANGE NOTICE
Business Corporations Act, section 381

Telephone: 1 877 526-1526
www.bcregistryservices.gov.bc.ca

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

Courier: 200 – 940 Blanshard Street
 Victoria BC V8W 3E6

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

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 Executive Coordinator of the BC Registry Services at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink.

- Item B** Enter the name exactly as shown on the extraprovincial company's Certificate of Registration, or enter the name exactly as shown on any Change of Name certificate or registration certificate issued by the registrar as a result of an amalgamation of the extraprovincial company.
- Item C** Enter the delivery and mailing address of the head office of the extraprovincial company whether or not the head office is in BC. The delivery address must be for a location that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. The delivery address must not be a post office box.
- Item D** If a foreign entity that is registered as an extraprovincial company has a change respecting their jurisdiction and/or the identifying number, it must file that change with the registrar. For example, if the corporation has since the later of its incorporation or amalgamation been continued or otherwise transferred, enter the jurisdiction into which the corporation was most recently continued or transferred and also enter the new identifying number in that jurisdiction.

Note: If the foreign entity that is registered as an extraprovincial company is party to an amalgamation or similar process, and the corporation resulting from that amalgamation will continue to carry on business in BC, the foreign entity must file a Notice of Amalgamation of Extraprovincial Company with the registrar. If the foreign entity that is registered as an extraprovincial company is party to an amalgamation or similar process and the corporation resulting from that amalgamation will NOT continue to carry on business in BC, then the foreign entity should file a Notice of Ceasing to Carry On Business in BC.

Item E This is the signature of the authorized signing authority for the extraprovincial company. If the authorized signing authority is an attorney for the extraprovincial company and that attorney is a BC company, this form must be signed by an authorized signing authority for that company.

Filing Fee: \$20.00.00 ONLY IF YOU ARE INSTRUCTED BY REGISTRY STAFF TO MAIL THIS FORM 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.

*** PLEASE ENTER THE COMPANY EMAIL ADDRESS FOR CORRESPONDENCE**

A REGISTRATION NUMBER OF EXTRAPROVINCIAL COMPANY

B NAME OF EXTRAPROVINCIAL COMPANY

C CHANGE OF ADDRESS OF HEAD OFFICE

If there has been a change to the delivery and/or the mailing address of head office shown in the corporate register for the extraprovincial company, enter the address below.

DELIVERY ADDRESS OF HEAD OFFICE	PROVINCE / STATE	COUNTRY	POSTAL CODE / ZIP CODE
MAILING ADDRESS OF HEAD OFFICE	PROVINCE / STATE	COUNTRY	POSTAL CODE / ZIP CODE

D CHANGE OF JURISDICTION AND/OR IDENTIFYING NUMBER

If there has been a change to the jurisdiction and/or identifying number shown in the corporate register for the extraprovincial company, enter that change below.

Jurisdiction changed to: _____ or N/A

YYYY / MM / DD

Date of change of jurisdiction: _____ or N/A

Identifying number changed to: _____

E CERTIFIED CORRECT – I have read this form and found it to be correct.

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE EXTRAPROVINCIAL COMPANY	SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE EXTRAPROVINCIAL COMPANY	DATE SIGNED YYYY / MM / DD
	X	

NAME CHANGE (Form 37)

General Notes

If a foreign entity registered as an extrajurisdictional company in British Columbia changes its name in its **home** jurisdiction and it wishes to continue to carry on business in British Columbia under its new name, the new name must be reserved in the same way as when the company was first registered in British Columbia (see Step 3 **Procedure/Checklist**).

Once the name has been reserved, the company must file with the Registrar (s. 382(1)) the Name Change (Form 37) as set out opposite.

Notes: Only the name of a company changes, not its registration number.

A **federal corporation** does not need to reserve the name for a name change.

Assumed Name Undertaking

A foreign entity wishing to register extrajurisdictionally in British Columbia that has its name rejected by the Registrar may reserve and adopt an assumed name for use in British Columbia. In order to complete the Registration of an extrajurisdictional company with an assumed name, the **foreign entity** must provide the Registrar with a **covering letter attaching the undertaking**. See page 24 for sample wording of the undertaking.

Once the foreign entity is registered extrajurisdictionally, it is deemed to have adopted the assumed name for use in British Columbia.

Preparation

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

ITEMS A and B Copy the number and name information from the *Certificate of Registration* of the extrajurisdictional company (British Columbia).

ITEM C Insert the information regarding the **new** name as reserved (or assumed name, if applicable).

Procedure

Once this form and the Undertaking (if applicable) are prepared, checked and approved by the supervising solicitor, they are forwarded to the company for signature – see the *Transmittal Letter (Forwarding Miscellaneous Forms for Signature)* (page 54).

When the signed form and the Undertaking (if applicable) are returned by the client, E-file it with the Registrar together with any required supporting documents – see “Changes” on page 11 and make sure that all enclosures are listed.

Diarize the file to receive:

- confirmation that a Notice has been published in the British Columbia Gazette.

Prepare *Report to Company (Confirming Filing of Forms with Registrar)* (page 56).



Extrajurisdictional Company
NAME CHANGE
Business Corporations Act, section 382

Telephone: 1 877 526-1526
www.bcregistryservices.gov.bc.ca

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

Courier: 200 – 940 Blanshard Street
 Victoria BC V8W 3E6

DO NOT MAIL THIS FORM - to BC Registry Service 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

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 Executive Coordinator of the BC Registry Services at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink.

- Item B** Enter the name exactly as shown on the extrajurisdictional company's Certificate of Registration, or enter the name exactly as shown on any Change of Name certificate or registration certificate issued by the registrar as a result of an amalgamation of the extrajurisdictional company.
- Item C** If a foreign entity that is registered as an extrajurisdictional company changes its name, the extrajurisdictional company must apply for a name approval and reservation number prior to registering the change of name in BC. The name reserved must be the extrajurisdictional company's own name in its current jurisdiction. If that name is not available, the extrajurisdictional company may reserve and adopt an assumed name for use in BC. A name reservation is not required if the extrajurisdictional company is a federal corporation.

Note: If the foreign entity that is registered as an extrajurisdictional company was formed outside of Canada, attach proof of change of name (e.g., certificate of status) certified by the foreign entity's current jurisdiction.

Item D This is the signature of the authorized signing authority for the extrajurisdictional company. If the authorized signing authority is an attorney for the extrajurisdictional company and that attorney is a BC company, this form must be signed by an authorized signing authority for that company.

Filing Fee: \$100.00 IF YOU ARE INSTRUCTED BY REGISTRY STAFF TO MAIL THIS FORM 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.

*** PLEASE ENTER THE COMPANY EMAIL ADDRESS FOR CORRESPONDENCE**

A REGISTRATION NUMBER OF EXTRAJURISDICTIONAL COMPANY

B NAME OF EXTRAJURISDICTIONAL COMPANY

Enter the existing name of the extrajurisdictional company as it is currently shown in the corporate register in BC.

C CHANGE OF NAME RESERVED FOR THE EXTRAJURISDICTIONAL COMPANY

Complete section 1, 2 OR 3:

1. The name _____
 being the extrajurisdictional company's new name has been reserved.
 The name reservation number is _____.
2. The extrajurisdictional company's new name _____
 is not available and, therefore, the assumed name _____
 has been reserved. The name reservation number for the assumed name is _____.
3. No name has been reserved because the extrajurisdictional company is a federal corporation with the new name _____.

D CERTIFIED CORRECT – I have read this form and found it to be correct.

NAME OF AUTHORIZED SIGNING AUTHORITY FOR
 THE EXTRAJURISDICTIONAL COMPANY

SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR
 THE EXTRAJURISDICTIONAL COMPANY

DATE SIGNED
 YYYY / MM / DD

X

ATTORNEY APPOINTMENT (Form 38)

General Notes

After the *Registration Statement* (Form 33) has been filed with the Registrar (in which the first attorney was appointed), the company may appoint one or more persons or companies as attorneys. When an additional attorney is appointed, or an attorney has ceased to act and a new attorney is appointed, as soon as possible after the change occurs, an *Attorney Appointment* (Form 38) must be filed setting out the new attorney's full name, and the mailing and delivery addresses.

Each attorney for an extrajurisdictional company must be (s. 386(2)):

- an individual who is resident in British Columbia; or
- a company incorporated in British Columbia (as defined in the Act).

After the *Attorney Appointment* (Form 38) has been filed, the Registrar must furnish confirmation of the appointment to the attorney (s. 389(4)).

The appointment of an attorney is effective on the date and time the *Attorney Appointment* (Form 38) is filed with the Registrar. The attorney appointment may **not** be withdrawn by the extrajurisdictional company prior to taking effect, as Section 410(1)(b) limits the future dated filings to certain prescribed records and an *Attorney Appointment* (Form 38) is not one of the records prescribed for that purpose. Therefore, if the extrajurisdictional company wishes to revoke an attorney's appointment, it must file an *Attorney Appointment Revocation* (Form 40) (page 44).

Preparation

See instructions printed in the form, which are complete and self-explanatory.

If more than one attorney is being appointed, you may attach a schedule containing details of the other attorney(s). Use the same format as in the form. There is no additional charge for filing a notice of the appointment of more than one attorney.

Procedure

Once this form is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see the *Transmittal Letter (Forwarding Miscellaneous Forms for Signature)* (page 54).

When the signed form is returned by the client, E-file it with the Registrar on BCOntline.

When the form has been filed, prepare *Report to Company (Confirming Filing of Forms with Registrar)* (page 56).

If the attorney appointed is a solicitor with your firm, they will receive confirmation of the appointment of attorney from the Registrar via email.



BC Registry Services

Extrajurisdictional Company
ATTORNEY APPOINTMENT
BUSINESS CORPORATIONS ACT, section 389

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

OFFICE USE ONLY – DO NOT WRITE IN THIS AREA

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.

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink.

- Item B** Enter the name exactly as shown on the extrajurisdictional company's Certificate of Registration, or enter the name exactly as shown on any Change of Name certificate or registration certificate issued by the registrar as a result of an amalgamation of the extrajurisdictional company.
- Item C** This form notifies the registrar of the appointment of an attorney for an extrajurisdictional company.
 A foreign entity that is registered as an extrajurisdictional company must ensure it has one or more attorneys or, under its charter (or similar record), its head office is in BC. If its head office is in BC, the foreign entity may choose to also appoint one or more attorney(s).
 Each attorney for an extrajurisdictional company must be either, 1) an individual who is resident in BC OR, 2) a company incorporated in BC.
- Item D** The delivery address of an attorney who is an individual is the address of the office in BC where the individual can usually

- be reached between 9 a.m. and 4 p.m. on business days for the delivery of records. Or, if the attorney is a BC company, the delivery address is for the registered office of the company which must be for a location in BC that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. A delivery address must not be a post office box.
- Item E** This is the signature of the authorized signing authority for the extrajurisdictional company. If the authorized signing authority is another attorney for the extrajurisdictional company and that attorney is a BC company, this form must be signed by an authorized signing authority for that company.
- Effective Date:**
 The appointment of an attorney is effective on the date and time the notice of appointment is filed with the registrar.
- Filing Fee: \$20.00**
 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.

*** PLEASE ENTER THE COMPANY EMAIL ADDRESS FOR CORRESPONDENCE**

A REGISTRATION NUMBER OF EXTRAJURISDICTIONAL COMPANY

B NAME OF EXTRAJURISDICTIONAL COMPANY

C FULL NAME OF ATTORNEY APPOINTED

LAST NAME

FIRST NAME

MIDDLE NAME

COMPANY NAME

D ATTORNEY ADDRESSES

DELIVERY ADDRESS OF ATTORNEY

PROVINCE

POSTAL CODE

BC

MAILING ADDRESS OF ATTORNEY

PROVINCE

POSTAL CODE

BC

E CERTIFIED CORRECT – I have read this form and found it to be correct.

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE EXTRAJURISDICTIONAL COMPANY

SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE EXTRAJURISDICTIONAL COMPANY

DATE SIGNED

YYYY / MM / DD

X

ATTORNEY ADDRESS CHANGE (Form 39)

General Notes

When there is a change to either the **mailing** address or the **delivery** address, or both, of an attorney, (s. 391(1)), an *Attorney Address Change* (Form 39) must be prepared and E-filed as soon as possible after the change occurs.

The change of address of the attorney as set out in the form is effective at 12:01 a.m. on the day following the day on which the notice is filed with the Registrar.

An *Attorney Address Change* (Form 39) may be withdrawn after it has been filed with the Registrar by the extrajurisdictional company or any other person whom the Registrar deems appropriate (s. 392). A *Notice of Withdrawal* (Form 20) may be completed and filed with the Registrar before the close of business on the day before the change becomes effective (page 52).

Since section 410(1)(b) limits the future dated filings to certain prescribed records and the *Attorney Address Change* (Form 39) is not one of the records prescribed for that purpose, the *Attorney Address Change* (Form 39) may not be future-dated.

If the *Attorney Address Change* (Form 39) is filed by the attorney, the Registrar must mail a copy of the form to the head office of the extrajurisdictional company.

Preparation

See the instructions printed on the form, which are complete and self-explanatory.

If more than one attorney is changing his or her address, you may attach a schedule containing details of the other changes of address. Use the same format as in the form. There is no additional charge for filing a notice of change of address for more than one attorney.

Procedure

Once this form is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see the *Transmittal Letter (Forwarding Miscellaneous Forms for Signature)* (page 54).

When the signed form is returned by the client, E-file it with the Registrar.

When the form has been filed, prepare *Report to company (Confirming Filing of Forms with Registrar)* (page 56).

If the *Attorney Address Change* (Form 39) is filed by the attorney, the Registrar must mail a copy of the form to the head office of the extrajurisdictional company.



BC Registry Services

Extraprovincial Company
ATTORNEY ADDRESS CHANGE
Business Corporations Act, section 391

Telephone: 1 877 526-1526
www.bcregistrieservices.gov.bc.ca

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

Courier: 200 – 940 Blanshard Street
 Victoria BC V8W 3E6

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

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 Executive Coordinator of the BC Registry Services at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink.

- Item B** Enter the name exactly as shown on the extraprovincial company's Certificate of Registration, or enter the name exactly as shown on any Change of Name certificate or registration certificate issued by the registrar as a result of an amalgamation of the extraprovincial company.
- Item C** This form notifies the registrar of a change of address of an attorney for an extraprovincial company.
 A foreign entity that is registered as an extraprovincial company must ensure it has one or more attorneys or, under its charter (or similar record), its head office is in BC. If its head office is in BC, the foreign entity may choose to also appoint one or more attorney(s).
 Each attorney for an extraprovincial company must be either, 1) an individual who is resident in BC or, 2) a company incorporated in BC.
- Item D** The delivery address of an attorney who is an individual is the address of the office in BC where the individual can usually be

reached between 9 a.m. and 4 p.m. on business days for the delivery of records. Or, if the attorney is a BC company, the delivery address is for the registered office of the company which must be for a location in BC that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. A delivery address must not be a post office box.

Item E This is the signature of the authorized signing authority for the extraprovincial company. If the authorized signing authority is an attorney for the extraprovincial company and that attorney is a BC company, this form must be signed by an authorized signing authority for that company.

Effective Date:
 The notice of change of address of the attorney will take effect at the beginning of the day (12:01 a.m. Pacific Time) following the date on which the notice is filed with the registrar.

Filing Fee: \$20.00 IF YOU ARE INSTRUCTED BY REGISTRY STAFF TO MAIL THIS FORM 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.

*** PLEASE ENTER THE COMPANY EMAIL ADDRESS FOR CORRESPONDENCE**

A REGISTRATION NUMBER OF EXTRAPROVINCIAL COMPANY

B NAME OF EXTRAPROVINCIAL COMPANY

C FULL NAME OF ATTORNEY

LAST NAME	FIRST NAME	MIDDLE NAME
-----------	------------	-------------

COMPANY NAME

D CHANGE OF ADDRESS OF ATTORNEY

DELIVERY ADDRESS OF ATTORNEY	PROVINCE	POSTAL CODE
------------------------------	----------	-------------

BC

MAILING ADDRESS OF ATTORNEY	PROVINCE	POSTAL CODE
-----------------------------	----------	-------------

BC

E CERTIFIED CORRECT – I have read this form and found it to be correct.

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE EXTRAPROVINCIAL COMPANY	SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE EXTRAPROVINCIAL COMPANY	DATE SIGNED YYYY / MM / DD
--	---	-------------------------------

X

ATTORNEY APPOINTMENT REVOCATION (Form 40)

General Notes

An extrajurisdictional company may revoke the appointment of an attorney by filing this form with the Registrar (s. 393(1)). However, the company must comply with section 386(1) that states that the company must have at least one attorney (save and except for a federal corporation with its registered office in British Columbia, which need not have one).

The revocation of the appointment of the attorney as set out in the form is effective at 12:01 a.m. on the day following the day on which the form is filed with the Registrar.

An *Attorney Appointment Revocation* (Form 40) may be withdrawn after it has been filed with the Registrar by the extrajurisdictional company or any other person whom the Registrar deems appropriate (s. 394). A *Notice of Withdrawal* (Form 20) may be completed and filed with the Registrar before the close of business on the day before the appointment becomes effective (page 52).

Since section 410 (1) (b) limits the future dated filings to certain prescribed records and an *Attorney Appointment Revocation* (Form 40) is not one of the records prescribed for that purpose, the *Attorney Appointment Revocation* (Form 40) may not be future dated.

After the *Attorney Appointment Revocation* (Form 40) has been filed, the Registrar must provide the attorney with confirmation of the revocation (s. 393(4)).

Note: Upon the revocation, unless the extrajurisdictional company is a federal corporation, if the extrajurisdictional company does not have an attorney, an attorney must be appointed (s. 386) and an *Attorney Appointment* (Form 38) filed. Ideally, in order to avoid being in contravention of the Act (s. 386), the extrajurisdictional company should appoint the new attorney prior to revoking the current attorney's appointment.

Preparation

See instructions printed in the form which are complete and self-explanatory.

If more than one attorney is being revoked, a separate notice must be filed for each attorney being revoked.

Procedure

Once this form is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see the *Transmittal Letter (Forwarding Miscellaneous Forms for Signature)* (page 54).

When the signed form is returned by the client, E-file it with the Registrar.

When the form has been filed, prepare a *Report to Company (Confirming Filing of Forms with Registrar)* (page 56).

After the *Attorney Appointment Revocation* (Form 40) has been filed, the Registrar must furnish to the attorney confirmation of the revocation (s. 393(4)).



Extrajurisdictional Company
**ATTORNEY APPOINTMENT
 REVOCATION**
Business Corporations Act, section 382

Telephone: 1 877 526-1526
www.bcregistrieservices.gov.bc.ca

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

Courier: 200 – 940 Blanshard Street
 Victoria BC V8W 3E6

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

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 Executive Coordinator of the BC Registry Services at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink.

- Item B** Enter the name exactly as shown on the extrajurisdictional company's Certificate of Registration, or enter the name exactly as shown on any Change of Name certificate or certificate of registration issued by the registrar as a result of an amalgamation of the extrajurisdictional company.
- Item C** An attorney may be an individual or a BC company. If the attorney is a BC company, enter the full name of the BC company.
- Item E** This is the signature of the authorized signing authority for the extrajurisdictional company. If the authorized signing authority is an attorney for the extrajurisdictional company and that attorney is a BC company, this form must be signed by an authorized signing authority for that company.

Effective Date:

The revocation of the attorney will take effect at the beginning of the day (12:01 a.m. Pacific Time) following the date on which the notice is filed with the registrar.

Filing Fee: \$20.00 IF YOU ARE INSTRUCTED BY REGISTRY STAFF TO

MAIL THIS FORM 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.

* PLEASE ENTER THE COMPANY EMAIL ADDRESS FOR CORRESPONDENCE

A REGISTRATION NUMBER OF EXTRAJURISDICTIONAL COMPANY

B NAME OF EXTRAJURISDICTIONAL COMPANY

C FULL NAME OF ATTORNEY WHOSE APPOINTMENT IS BEING REVOKED

LAST NAME

FIRST NAME

MIDDLE NAME

COMPANY NAME

D MAILING ADDRESS OF ATTORNEY

PROVINCE

POSTAL CODE

BC

E CERTIFIED CORRECT – I have read this form and found it to be correct.

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE EXTRAJURISDICTIONAL COMPANY

SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE EXTRAJURISDICTIONAL COMPANY

DATE SIGNED

YYYY / MM / DD

X

ATTORNEY RESIGNATION (Form 41)

General Notes

This form is filed after an attorney has provided a written resignation to the extrajurisdictional company at its head office (which resignation must be provided at least two months **before** the date on which the resignation is to take effect) (s. 395(1)). See *Resignation of Attorney* (page 60).

If, after filing an *Attorney Resignation* (Form 41), but **before** the date on which the resignation takes effect, the extrajurisdictional company revokes the appointment of an attorney, the person resigning as attorney ceases to be an attorney on the date that the revocation takes effect. For example: if, on February 1st, an attorney provides to the head office of the company a resignation effective April 2nd, and on March 3rd, the company files a *Attorney Appointment Revocation* (Form 40), the attorney ceases to be an attorney for the company on March 3rd.

There is no provision to withdraw an *Attorney Resignation* (Form 41).

Note: As the Act requires that all extrajurisdictional companies (except federal corporations that have their head office in British Columbia) have an attorney (s. 386), unless the extrajurisdictional company is a federal corporation that has its head office in British Columbia, it should appoint a new attorney and file an *Attorney Appointment* (Form 38) prior to the effective date of the resignation of the current attorney.

Preparation

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

ITEM E The effective date of resignation must be at least two months and one day after the date the *Attorney Resignation* is filed; **or**

If a future date is specified it must be after two months and one day after the notice is filed (for example, three months).

Note: If more than one attorney has resigned, a separate notice must be filed for each attorney who has resigned and a fee must be paid for each Notice.

Procedure

Once this Notice is prepared and checked, it must be signed by the solicitor acting as attorney and filed with the Registrar (in paper format).



Extraprovincial Company
ATTORNEY RESIGNATION
BUSINESS CORPORATIONS ACT, section 395

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

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink.

Item B Enter the name exactly as shown on the extraprovincial company's Certificate of Registration, or enter the name exactly as shown on any Change of Name certificate or certificate of registration issued by the registrar as a result of an amalgamation of the extraprovincial company.

Item C An attorney may be an individual or a BC company. If the attorney is a BC company, enter the full name of the BC company.

Item F If the attorney is a BC company, this form must be signed by an authorized signing authority for that company.

Filing Fee: \$20.00

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.

OFFICE USE ONLY – DO NOT WRITE IN THIS AREA

A REGISTRATION NUMBER OF EXTRAPROVINCIAL COMPANY

B NAME OF EXTRAPROVINCIAL COMPANY

C FULL NAME OF ATTORNEY WHO INTENDS TO RESIGN

LAST NAME FIRST NAME MIDDLE NAME

COMPANY NAME

D MAILING ADDRESS OF ATTORNEY

PROVINCE POSTAL CODE

BC

E EFFECTIVE DATE OF REGISTRATION

The resignation will take effect on the **later of** the following dates:

The resignation is to take effect at the beginning of the date that is 2 months and one day after the date on which this notice is filed by the registrar.

OR YYY / MM / DD

The resignation is to take effect at the beginning of _____ .

F CERTIFIED CORRECT – I have read this form and found it to be correct.

I also confirm that I have provided my resignation to the extraprovincial company at its head office

on _____ which date is at least two months before the resignation is to take effect.

NAME OF ATTORNEY FOR THE EXTRAPROVINCIAL COMPANY

SIGNATURE OF ATTORNEY FOR THE EXTRAPROVINCIAL COMPANY

DATE SIGNED

YYYY / MM / DD

X

ASSUMED NAME CANCELLATION OR CHANGE (Form 44)

General Notes

An extrajurisdictional company that wishes to do business in British Columbia usually adopts an assumed name when the name under which it was incorporated in the home jurisdiction is not available in British Columbia for registration, amalgamation or change of name.

Subsequently, the company may (s. 383):

- cancel its assumed name if it learns that its own name has become available, change its name to its own name and continue to carry on business in British Columbia under its own name; or
- may change its assumed name to another assumed name and carry on business in British Columbia under the new assumed name.

The new name, whether it is the company's own name in the home jurisdiction or a newly assumed name, must be reserved in the same manner as when the company was first registered in British Columbia (see **Procedure/Checklist** – Step 3).

Once the name has been reserved, the company must file with the Registrar (s. 383(1)):

- the Notice (Form 44) set out opposite; and
- if the company is a **non-Canadian** corporation, any other records the Registrar may require.

Once the assumed name has been cancelled, the Registrar will provide the extrajurisdictional company with a certificate showing the cancellation or change of the assumed name and publish a notice of the cancellation or change of the assumed name in the British Columbia Gazette.

Preparation

See the instructions printed in the form which are complete and self-explanatory.

Procedure

Once this Notice is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see the *Transmittal Letter (Forwarding Miscellaneous Forms for Signature)* (page 54).

When the signed Notice is returned by the client, file it with the Registrar (in paper format) together with any required supporting documents – see filings on page 11 of the **Procedure/Checklist** (under the Heading “Changes”) and make sure that all enclosures are listed.

Diarize the file to receive:

- a *Certificate of Cancellation of Assumed Name or of Change of Assumed Name* from the Registrar;
- confirmation that a Notice has been published in the British Columbia Gazette.

Once the Certificate is received, prepare *Report to Company (Confirming Filing of Forms with Registrar)* (page 56).



Extrajurisdictional Company
**ASSUMED NAME CANCELLATION
 OR CHANGE**
BUSINESS CORPORATIONS ACT, section 383

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

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.

OFFICE USE ONLY – DO NOT WRITE IN THIS AREA

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink.

An extrajurisdictional company that has adopted an assumed name under the *Business Corporations Act* may cancel its assumed name and carry on business in BC under its own name if the extrajurisdictional company reserves its own name under section 22 of the act and that name is approved by the registrar.

Or, an extrajurisdictional company that has adopted an assumed name under the act may change its assumed name by adopting a new assumed name.

Item B Enter the name exactly as shown on the extrajurisdictional company's Certificate of Registration, or enter the name exactly as shown on any previous change of name or change of assumed name certificate or registration certificate issued by the registrar as a result of an amalgamation of the extrajurisdictional company.

Item C If a foreign entity that is registered as an extrajurisdictional company cancels its assumed name, the extrajurisdictional company must

apply for a name approval and reservation number prior to registering the cancellation of assumed name in BC. The name reserved must be the extrajurisdictional company's own name in its home jurisdiction.

Item D If a foreign entity that is registered as an extrajurisdictional company changes its assumed name to a new assumed name, the extrajurisdictional company must apply for a name approval and reservation number prior to registering the change of assumed name in BC. The name reserved must be the extrajurisdictional company's new assumed name.

Item E This is the signature of the authorized signing authority for the extrajurisdictional company. If the authorized signing authority is an attorney for the extrajurisdictional company and that attorney is a BC company, then this form must be signed by an authorized signing authority for that company.

Filing Fee: \$100.00

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.

A PLEASE ENTER THE COMPANY EMAIL ADDRESS FOR CORRESPONDANCE

B REGISTRATION NUMBER OF EXTRAJURISDICTIONAL COMPANY

C NAME OF EXTRAJURISDICTIONAL COMPANY

Enter the existing name of the extrajurisdictional company as it is currently shown in the corporate register in BC.

Complete Item C or Item D as applicable

D CANCELLATION OF ASSUMED NAME AND RESERVATION OF THE EXTRAJURISDICTIONAL COMPANY'S OWN NAME

The name _____ is the assumed name to be cancelled for the extrajurisdictional company, and

The name _____ is the extrajurisdictional company's own name that has been reserved under section 22 of the *Business Corporations Act*.
 The name reservation number for the extrajurisdictional company's own name is: _____

E CHANGE OF ASSUMED NAME

The name _____ is the assumed name previously adopted by the extrajurisdictional company, and

The name _____ is the new assumed name that has been reserved.
 The name reservation number for the new assumed name is: _____

F CERTIFIED CORRECT – I have read this form and found it to be correct.

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE EXTRAJURISDICTIONAL COMPANY

SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE EXTRAJURISDICTIONAL COMPANY

DATE SIGNED

YYYY / MM / DD

X

CESSATION OF ACTIVITIES (Form 42)

General Notes

This form is required by section 397 of the Act if an extrajurisdictional entity has ceased to carry on business in British Columbia but remains active in its home jurisdiction (that is, it is not dissolved in its home jurisdiction).

Notes:

- The Registrar does not require the company to be in good standing before filing this form.
- If the company has ceased to exist in its home jurisdiction, a notice to that effect from the Registrar in the home jurisdiction may be filed with the Registrar, by:
 - the Registrar in the home jurisdiction;
 - your law firm; or
 - the law firm in the home jurisdiction;

and the company's registration in British Columbia must be cancelled (s. 397(a)).

If the company has simply ceased to do business in British Columbia and wishes to cancel its registration in British Columbia, prepare a *Cessation of Activities* (Form 42).

Preparation

See instructions printed in the form, which are complete and self-explanatory.

Procedure

Once this form is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see the *Transmittal Letter (Forwarding Miscellaneous Forms for Signature)* (page 54).

When the client returns the signed form, E-file it with the Registrar on BC Online.

When the form is filed, prepare *Report to Company (Confirming Filing of Forms with Registrar)* (page 56).

If you wish to obtain evidence of the cancellation, diarize to download the notice from the Queens Printer at www.qplegaleze.ca if you have a subscription to QPLegalEze or receive the published Notice in the British Columbia Gazette (s. 399).



Extrajurisdictional Company
CESSATION OF ACTIVITIES
BUSINESS CORPORATIONS ACT, section 391

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

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink.

- Item B** Enter the name exactly as shown on the extrajurisdictional company's Certificate of Registration, or enter the name exactly as shown on any Change of Name certificate or registration certificate issued by the registrar as a result of an amalgamation of the extrajurisdictional company.
- Item C** Tick (✓) the box to indicate that the extrajurisdictional company has ceased to carry on business in BC.
- Item D** This is the signature of the authorized signing authority for the extrajurisdictional company. If the authorized signing authority is an attorney for the extrajurisdictional company and that attorney is a BC company, this form must be signed by an authorized signing authority for that company.

Filing Fee: \$20.00

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.

OFFICE USE ONLY – DO NOT WRITE IN THIS AREA

A REGISTRATION NUMBER OF EXTRAJURISDICTIONAL COMPANY

B NAME OF EXTRAJURISDICTIONAL COMPANY

C CEASING TO CARRY ON BUSINESS

The extrajurisdictional company has ceased to carry on business in BC and hereby requests that its registration be cancelled.

D CERTIFIED CORRECT – I have read this form and found it to be correct.

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE EXTRAJURISDICTIONAL COMPANY	SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE EXTRAJURISDICTIONAL COMPANY	DATE SIGNED YYYY / MM / DD
	X	

NOTICE OF WITHDRAWAL
(Form 20)

General Notes

Sometimes it is necessary to withdraw either an *Attorney Address Change* (Form 39) under section 392 of the Act or an *Attorney Appointment Revocation* (Form 40) under section 394 of the Act.

Note: The *Notice of Withdrawal* must be prepared and filed before the end of the business day on the day before for *Attorney Address Change* (Form 39) or *Attorney Appointment Revocation* (Form 40) becomes effective.

Preparation

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

ITEM D The name of the applicant would generally be one of the attorneys for the company, or if the company is a federal corporation without an attorney, the supervising solicitor. Insert the relationship of the applicant to the company, such as “attorney” or “Company Solicitor”.

Procedure

Once this Notice is prepared, checked and approved by the supervising solicitor, arrange to have it signed by the applicant.

Once the form has been dated and signed, **email or fax** it to the Registrar as it **must** be filed before the end of the business day on the day before for *Attorney Address Change* (Form 39) or *Attorney Appointment Revocation* (Form 40) becomes effective.



Extraprovincial Company
NOTICE OF WITHDRAWAL

BUSINESS CORPORATIONS ACT, sections 392 and 394

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

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink.

Item B Enter the name exactly as shown on the extraprovincial company's Certificate of Registration or enter the name exactly as shown on any change of name certificate or other certificate of registration issued by the registrar in relation to the extraprovincial company.

Item D If the applicant is a corporation or firm, enter the full name of the corporation or firm.

Item E If the applicant is a corporation or firm, this form must be signed by an authorized signing authority for the corporation or firm.

Filing Fee: \$20.00

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.

OFFICE USE ONLY – DO NOT WRITE IN THIS AREA

A REGISTRATION NUMBER OF EXTRAPROVINCIAL COMPANY

B NAME OF EXTRAPROVINCIAL COMPANY

C RECORD TO BE WITHDRAWN

Indicate the record to be withdrawn under the *Business Corporations Act* and the date and time that record was filed. These records can only be withdrawn on the day they are filed.

Notice of Change of Address of Attorney (Form 39) – withdrawn under section 392
YYYY / MM / DD
 Filed Date _____ and Time _____ a.m. or p.m. Pacific Time

Notice of Revocation of Appointment of Attorney (Form 40) – withdrawn under section 394
YYYY / MM / DD
 Filed Date _____ and Time _____ a.m. or p.m. Pacific Time

D FULL NAME OF APPLICANT

LAST NAME FIRST NAME MIDDLE NAME

CORPORATION OR FIRM NAME

RELATIONSHIP OF APPLICANT TO THE EXTRAPROVINCIAL COMPANY

E CERTIFIED CORRECT – I have read this form and found it to be correct.

NAME OF APPLICANT SIGNATURE OF APPLICANT DATE SIGNED
YYYY / MM / DD

X

All withdrawals must be received by the BC Registry Services in sufficient time to process before the record to be withdrawn takes effect.

TRANSMITTAL LETTER (Forwarding Miscellaneous Forms to Company for Signature)

General Notes

After forms to be filed with the Registrar have been prepared, they may be:

- signed by the attorney or supervising solicitor, if authorized by the company, and filed with the Registrar; or
- forwarded to the company for signature by the authorized signing authority (one of the extrajurisdictional company's directors, officers or its corporate solicitor) and then filed with the Registrar. Note the lawyer in BC is not technically the corporate solicitor and does not have signing authority unless it is a federal company or he/she is authorized by the extrajurisdictional company.

The transmittal letter opposite covers the various forms that it may be necessary to forward to the client for signature.

Preparation

- ①, ② and ③ The following is a list of the types of changes, the appropriate form, and the form number. Complete the type of change in the letter as set out below.
- ④ Although the Corporate Registry generally do not require any documentation in support of any form, if the corporation is a **non-Canadian** entity, it is suggested that you call the Registry and confirm whether any supporting documents besides those that are listed here are required.

Nature of Change ①	Name of Form ②	Form No. ③	NWPTA Form ③
Changes in address of head office, home jurisdiction and identifying number	<i>Change Notice</i>	36	36(N)
Change in name in home jurisdiction	<i>Name Change</i>	37	37(N)
Appointment of new attorney	<i>Attorney Appointment</i>	38	38(N)
Change in address of attorney	<i>Attorney Address Change</i>	39	39(N)
Attorney's appointment revoked by Company	<i>Attorney Appointment Revocation</i>	40	40(N)
Attorney resigns	<i>Attorney Resignation</i>	41	41(N)
Amalgamation	<i>Amalgamation Application</i>	34	34(N)
Company no longer carries on business in BC	<i>Cessation of Activities</i>	42	42(N)
Assumed name is cancelled and the company uses its own name or assumed name is changed.	<i>Assumed Name Cancellation or Change</i>	44	44(N)
Withdrawal of Change of Address of Attorney or Notice of Revocation of Attorney	<i>Notice of Withdrawal</i>	20	20(N)

Processing

Make copies of the letter and enclosures for the file and ensure that all enclosures are attached to the letter. Diarize the file for one month and follow-up if you have not received the signed documents.

File No. _____

{date}

{name and address of company}

Dear _____:

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

We confirm your advice to us regarding ① *{nature of change}*.

In order to effect the change in British Columbia, we have prepared and enclose *{name of Form}*② (Form ③).

For an extraprovincial amalgamation, add the following:

We also enclose a Business Name Request (Form 1). Please complete the Business Number in Item A. If the number is not available, please complete the name of a current Director in Item B.

For an extraprovincial amalgamation, if the foreign entity’s own name has been rejected as not available and the foreign entity will be using an assumed name for use in BC. add the following

We also enclose a Sample of an Assumed Name Undertaking.

④Please provide us with a notarially certified copy of ④.

Please arrange to have the form/documents signed by an authorized signatory of the Corporation (a director, officer or the Corporation’s corporate solicitor) and return the form/documents to us for filing with the Registrar of Companies in Victoria, ④together with the supporting document(s) requested above.

Please call if you have any questions.

Yours truly,

{NAME OF LAW FIRM}

REPORT TO COMPANY (Confirming Filing of Forms with Registrar)

General Notes

Once the form or forms have been filed, you should report to the client (either the law firm in the home jurisdiction or the extrajurisdictional company, if you usually deal directly with the company).

Preparation

Prepare the letter, opposite, inserting or substituting information below as appropriate.

Name of Form ①	Form No. ②	NWPTA Form ②	Nature of Change and Result ④
<i>Change Notice</i>	36	36(N)	the address of the head office/the home jurisdiction/or identifying number have been changed.
<i>Name Change</i>	37	37(N)	the name under which the Corporation is registered in British Columbia has been changed to <i>{new name}</i> . Enclose: Certificate of Change of Name
<i>Attorney Appointment</i>	38	38(N)	<i>{Name of Attorney}</i> was appointed as the attorney for the company effective <i>{date of filing}</i> .
<i>Attorney Address Change</i>	39	39(N)	the delivery and/or mailing address for <i>{Name of Attorney}</i> was changed to <i>{new address}</i> .
<i>Attorney Appointment Revocation</i>	40	40(N)	the appointment of <i>{Name of Attorney}</i> was revoked by the Corporation effective <i>{date of filing of Notice}</i> .
<i>Attorney Resignation</i>	41	41(N)	the resignation of <i>{Name of resigned Attorney}</i> will become effective <i>{date}</i>
<i>Amalgamation Application</i>	34	34(N)	See <i>Report to Company (On Registration in BC)</i> (page 26) ⑤ Enclose: Certificate of Registration
<i>Cessation of Activities</i>	42	42(N)	the registration of the Corporation in British Columbia has been cancelled effective ③.
Assumed Name Cancellation or Change	44	44(N)	the name <i>{old assumed name}</i> is cancelled and the Corporation now uses its own name in British Columbia; <i>or</i> the <i>{old assumed name}</i> has been changed <i>{new assumed name}</i> .
<i>Notice of Withdrawal</i>	20	20(N)	the Attorney Address Change has been withdrawn effective ③ <i>or</i> the Attorney Appointment Revocation has been withdrawn effective. ③

③ You may check the ledger entries on BC Online to determine the date on which the form in question was filed (see **Appendix B – Electronic Filings**).

⑥ Delete this paragraph if your firm does not forward an account with the report.

Processing

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

File No. _____

{date}

{name and address of company}

Dear _____:

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

We confirm that *{Name of Form}* ① (Form ②) was filed with the Registrar of Companies on *{date}* ③.

We further confirm that, as a result of this filing, ④

For your records, we enclose:

1. copy of the *{Name of Form}* ①; and
2. copy of the ⑤.

⑥ We enclose our statement of account for services rendered in this matter.

Please call if you have any questions.

Yours truly,

{NAME OF LAW FIRM}

LETTER TO EXTRAJURISDICTIONAL COMPANY
(Confirming That No Further Annual Reports are to be Filed)

General Notes

The most common reason for an extrajurisdictional company to be dissolved is under section 422 (1) (a), when an extrajurisdictional company "...fails, in each of 2 consecutive years, to file with the Registrar an *Annual Report* ...". When this happens, the Registrar may forward a letter to the extrajurisdictional company's attorney, or if there is more than one, to one of its attorneys, or if there is no attorney, to the company at its registered office, informing it of its default and of the powers of the Registrar to cancel the company's extrajurisdictional registration if no action is taken within 30 days of the date of the letter.

This letter from the Registrar is the only notification that the extrajurisdictional company will receive from the Registrar of the Registrar's intention to cancel the extrajurisdictional company's registration in British Columbia. Upon receipt of such letter by an attorney for the company or at its registered office if it is a federal corporation, it is very important that, unless you have previously received instructions to allow the company's registration to be cancelled, the client be advised as soon as possible. The letter on the opposite page should be written immediately upon receipt of the letter from the Registrar and sent by fax or email if possible.

Before preparing the letter, request instructions from the supervising solicitor or corporate supervisor, since it may be more expedient to first telephone the client or the law firm in the home jurisdiction to discuss the matter and obtain instructions. If you have received instructions to bring the extrajurisdictional company into good standing, prepare *Letter to Client (Forwarding Miscellaneous Forms for Signature)* (page 54).

Preparation

- ① Insert the date of the Notice.
- ② Describe the nature of failure, e.g. "... Annual Reports for two years".
- ③ Insert this paragraph if the client has advised you that the company wishes to cancel its registration in British Columbia.
- ④ Insert this paragraph if you have reason to believe that the registration of the company in British Columbia should not be cancelled.

Processing

Diarize the file for one week before the expiration of the Notice and follow-up by letter, email or telephone.

If there is any delay in obtaining instructions from the client, see the Procedure/Checklist in the **Dissolution** chapter for requesting an extension of time from the Registrar of Companies. This request is made to ensure that the registration of the company is not inadvertently cancelled.

File No. _____

{date}

{name and address of company}

Dear _____:

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

Please be advised that we have received a letter dated *{date}*^① from the Registrar of Companies (copy enclosed) notifying the Corporation that the Registrar will take steps to cancel the Corporation’s registration in British Columbia after one month from the date of the letter for failure to file ^②.

^③We confirm your instructions not to file any further Annual Reports for the Corporation and further confirm that, in due course the Registrar of Companies will cancel the registration of the Corporation in British Columbia.

^④Please advise us immediately if you wish us to apply for an extension of time to delay the cancellation proceedings for a period of three months. We would then prepare the Annual Reports, and any other documents required, forward them to you for signature and when we receive the signed documents, we will file them with the Registrar of Companies in order to bring the Corporation’s extraprovincial registration in British Columbia into good standing.

We urge you to give this matter your immediate attention.

Yours truly,

{NAME OF LAW FIRM}

NWPTA (New West Partnership Trade Agreement)

The New West Partnership Trade Agreement (NWPTA) between British Columbia, Alberta and Saskatchewan was implemented on July 1, 2012. This agreement replaced TILMA (Trade, Investment, and Labour Mobility Agreement) which previously existed between British Columbia and Alberta, and expanded the TILMA provisions to the province of Saskatchewan. For corporate services departments, the effects of NWPTA are similar to those of TILMA. In addition, on January 1, 2017, the Province of Manitoba joined the NWPTA partners. The reference to a NWPTA partner corporations includes corporations whose home jurisdiction is Alberta, Saskatchewan or Manitoba.

The agreement simplifies and/or removes duplicate registration and reporting requirements for businesses incorporated in one province and extrajurisdictionally registered in the other provinces. If requirements are met in one province, they will be deemed to be met in the other provinces. For example:

- if an Annual Report is filed in British Columbia, it is deemed to have been filed in one of the NWPTA partners' jurisdictions, if the company is extrajurisdictionally registered there;
- the name chosen for a new entity can be reserved for the company's formation in British Columbia (e.g. incorporation) and at the same time for extrajurisdictional registration in the other NWPTA partner provinces.

As of June 2020, the NWPTA partners streamlined the filing processes by joining the Multi Jurisdiction Registry Access System (MRAS) to share information between partners. As a result, NWPTA partner corporations do not have a separate process for filings. All filings of NWPTA partners and non-NWPTA foreign corporations are all handled through the same menu of online filings on corporate online found under the Extrajurisdictional Filings drop down or are otherwise paper filed.

BRITISH COLUMBIA COMPANIES ÷ NWPTA PARTNERS

There are two ways for a British Columbia company to register a British Columbia transaction that creates or affects a registration in the NWPTA partner's jurisdiction:

- during or concurrently with the registration on BC Online (e.g. incorporation, restoration, continuation, etc.); or
- after the appropriate application (e.g. amalgamation, name change) has been filed with BC Online, by logging onto **BC Online** ÷ **Corporate Online** ÷ **Extrajurisdictional Filings**.

In some instances, either option may be used. For example, if the company was incorporated in British Columbia but the NUANS search was not available in time for the incorporation, you would use the second option.

In any event, when filing online an application that affects the information for a British Columbia company in another NWPTA partner's jurisdiction, alert the agent in the NWPTA partner jurisdiction of the filing and request that they provide you with the requirements to update the information in their jurisdiction.

Alberta and Manitoba are in the process of changing their systems. At present, the safest is to contact the NWPTA partner province (see contact information below) as to the location of the forms. However, the forms should be provided and filed by the agent in these jurisdictions.

To look up information on the forms and processes to register or update registrations with NWPTA partners, information can be found at follows:

British Columbia Corporate Registry contacts:

Phone: 1-877-526-1526

Website: www.bcregistryservices.gov.bc.ca/bcreg/corppg/index.page

Alberta Corporate Registry

Phone: 780-427-7013

Website: <https://www.alberta.ca/incorporate-business-organization.aspx>

Saskatchewan Corporations Branch

Phone: 306-787-2962

Website: www.isc.ca/corporateregistry

Manitoba Companies Office

Phone: 204-945-2500 | Toll Free: 1-888-246-8353

Website: <http://www.companiesoffice.gov.mb.ca/index.html>

NWPTA PARTNERS ÷ BRITISH COLUMBIA COMPANIES

Basically, the forms to be used in British Columbia for NWPTA partner corporations registered in British Columbia are the same in content and appearance as the forms mentioned on page 9 but with the letter “(N)” added to the number of the form. Most of the forms must be filed through **BC Online** ÷ **Corporate Online** ÷ **Extrajurisdictional Filings**. If the form is to be filed in paper form, it is clearly indicated on the form.

If the form is paper filed and the home jurisdiction is an NWPTA partner, then you use a form with an (N) and no fee is charged.

If it is an electronic filing through BC Online, the system will advise you of the home jurisdiction, that the province is part of the New West Partnership Trade Agreement and that the fee for this filing has been waived.

For your convenience, here are the forms with their correct name (not the name of the Registry’s website as they have not been updated) and the manner in which they must be filed.

Form No.	NWPTA Form	Name of Form	Manner of filing
20	20(N)	<i>Notice of Withdrawal</i>	Mail in
29	29(N)	<i>Limited Reinstatement</i>	Mail in
31	31(N)	<i>Full Reinstatement Application</i>	Mail in
33	33(N)	<i>Registration Statement</i>	BC Online
34	34(N)	<i>Amalgamation Application</i>	Mail in
35	N/A/	<i>Annual Report</i>	BC Online

Form No.	NWPTA Form	Name of Form	Manner of filing
36	36(N)	<i>Change Notice</i>	BC Online
37	37(N)	<i>Name Change</i>	BC Online if changed to a new name. If change of name is to an assumed name, the must be mailed.
38	38(N)	<i>Attorney Appointment</i>	BC Online
39	39(N)	<i>Attorney Address Change</i>	BC Online
40	40(N)	<i>Attorney Appointment Revocation</i>	BC Online
41	41(N)	<i>Attorney Resignation</i>	Mail in
42	42(N)	<i>Cessation of Activities</i>	BC Online
44	44(N)	<i>Assumed Name Cancellation or Change</i>	If the change of name is from the assumed name to the company's own name from home jurisdiction, or change of assumed name to a new assumed name – the form must be mailed.
47	47(N)	<i>Application to Correct Corporate Register</i>	Mail in

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TRANSMITTAL LETTER
(Forwarding Account from
NWPTA Partner Agent to Company)

General Notes

When you receive the account from the company's agent for acting as attorney in one of the NWPTA partner jurisdiction, you should forward it to the client for payment. You may use this opportunity to include your account for acting as agent for the company during the previous year and including small disbursements or forwarding copies of documents.

Preparation

- ① Choose the appropriate province.
- ② Amend as appropriate, for example, if there is only an account and not a letter.
- ③ Insert the name of the law firm acting as agents in the other jurisdiction.
- ④ Insert the date of the agent's account.

Delete this paragraph if you will not be enclosing an account at this time.

Processing

Make one copy of the letter for the file.

Ensure that all enclosures are attached and that you have copies of all enclosures for the file.

File No. _____

{date}

*{name
and address of the company}*

Dear _____:

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

It is the anniversary of the Company’s extraprovincial registration in ① *{Alberta/Saskatchewan/Manitoba}*.

② We enclose a letter dated *{Date}* from ③, *the Company’s* ① Attorney, the contents of which are self-explanatory. Please forward your payment of ③’s account directly to them.

Please contact the undersigned if you have any questions.

We also enclose our statement of account for annual corporate services.

Yours truly,

{NAME OF LAW FIRM}

RESIGNATION OF ATTORNEY

General Notes

For a description of the requirements for a resignation of an attorney, see *Attorney Resignation* (Form 41).

Most often, the attorney resigning is the lawyer acting as agent for the company extrajurisdictionally registered in British Columbia.

Preparation

- ① Insert the extrajurisdictional registration number.
- ② The effective date of resignation must be at least 61 days after the date of the Resignation.

Processing

Have the attorney sign the Resignation and mail the letter to the company.

Prepare *Form 41 – Attorney Resignation* and paper file it with the Registrar (see page 46).

{NAME OF RESIGNING ATTORNEY}
{Address of Resigning Attorney}

File No. *{number}*

{date}

{name}
and address of the company}

Dear _____:

**Re: *{name of the Company}* (the “Company”)
 Extraprovincial Registration No. ①**

Pursuant to Section 395 of the *Business Corporations Act*, I confirm that I am giving the Company the required 60 days notice of my resignation.

Accordingly, I am resigning as the Attorney of the Company for the Province of British Columbia effective ②. I confirm that I am filing the requisite Form 41 – Attorney Resignation with BC Registries Services and enclose a copy of same.

Please note that the Company should appoint a new Attorney of the Company for the Province of British Columbia before the effective date of my resignation as provided above.

Yours truly,

{NAME OF THE RESIGNING ATTORNEY}

