

CONTINUATIONS (TRANSFERS OF INCORPORATION)

INDEX

	Page
Explanation	3
• Continuation into British Columbia	4
• Continuation out of British Columbia	6
• Unlimited Liability Companies	7
Procedure/Checklist	8
• Continuation into British Columbia	8
• pre-continuation procedure all corporations	8
o additional procedure for a federal corporation for which your law firm is the registered office	8
o additional procedure for a federal corporation for which your law firm is <u>not</u> the registered office	10
o additional procedure for a foreign corporation (other than a federal corporation)	10
• continuation procedure for all corporations	11
• Continuation out of British Columbia	16
• to federal jurisdiction (as a CBCA corporation)	16
• to another jurisdiction (not federal)	19
Continuation into British Columbia	
• Letter to Solicitors in Foreign Jurisdiction (Continuation into British Columbia).....	22
• Letter to the Director, Corporations Canada (CBCA)	24
• Statement of Director or Authorized Signatory	25(a)
• Special Resolution (Authorizing Export from CBCA into British Columbia)	26
• Affidavit (Continuation of an Alberta Unlimited Liability Corporation into British Columbia)	29(a)
• Continuation Application (Form 16)	30
• Directors Resolution (Adopting Articles)	34
• Transmittal Letter (Forwarding Continuation Documents for CBCA Corporation)	36

Continued...

- Transmittal Letter (Forwarding Continuation Documents for Corporation from Foreign Jurisdiction)38
- Shareholders Resolutions (Post-Continuation)40
- Directors Resolution (Post-Continuation)42
- Transmittal Letter (Forwarding Post-Continuation Documents for Signature).....46
- Letter to Solicitors in Foreign Jurisdiction (Requesting Notice of Discontinuance)48
- Report to Client (Continuation Into British Columbia)50

Continuation out of British Columbia

- Letter to Solicitors in Foreign Jurisdiction (Continuation Out of British Columbia).....56
- Special Resolution (Authorizing Continuation out to Foreign Jurisdiction)58
- Special Resolution (Authorizing Continuation out to CBCA)62
- Directors Resolution (Approving By-Laws – CBCA)64
- Waiver of Right to Dissent66
- Continue Out Application (Form 45)68
- Transmittal Letter (Forwarding Documents for Signature – Continuation to CBCA)70
- Transmittal Letter to Corporations Canada72
- Transmittal Letter to Solicitors in Foreign Jurisdiction74
- Directors Resolution (Post-Continuation CBCA)76
- Report to Client (Continuation to CBCA)78

EXPLANATION

A **continuation** is the transfer of the incorporation jurisdiction⁽¹⁾ of a company or corporation to another jurisdiction. The new jurisdiction can be federal, provincial, one of the United States or a foreign country. The effect of continuing the company to the new jurisdiction is that the company is registered in the new jurisdiction as if the company had been incorporated there. This process is quite different from extraprovincial registration which simply registers the company to do business in another jurisdiction.

In this chapter, a distinction is made between a **company** and a **corporation**:

- a “**company**” means a British Columbia corporation recognized as a company under the Act or a former *Companies Act*; and
- a “**corporation**” means a corporation recognized in a jurisdiction other than British Columbia whether or not extraprovincially registered in British Columbia.

There are two types of transfers of incorporation:

- a continuation of a foreign corporation **into** British Columbia as a company (**importing** a corporation); and
- a continuation of a company **out** of British Columbia into another jurisdiction (**exporting** a company).

In order to continue a company or corporation from one jurisdiction to another, generally a corporation must first obtain:

- written **consent to the continuation** from the regulatory body in its home jurisdiction (e.g. the Registrar of Companies);

Notes: Check the home jurisdiction’s Business Corporations Act or equivalent to verify that the “export” is permitted from that jurisdiction.

Most jurisdictions, including British Columbia, require that, in order to continue to another jurisdiction, the corporation be in good standing with its governing body and that the governing body be satisfied that no shareholders, debtors or other interested parties will be compromised by the move.

- a **special resolution** (or other appropriate resolution as required by the home jurisdiction and the corporation’s *Articles* or *By-laws*, as the case may be) passed by the shareholders of the company authorizing the transfer of jurisdiction.

⁽¹⁾ The incorporation jurisdiction is sometimes referred to in this chapter as the “home jurisdiction”.

CONTINUATION INTO BRITISH COLUMBIA

Section 302 of the Act provides that a foreign corporation that seeks to continue its existence as a company in British Columbia, whether or not the foreign corporation is registered as an extraprovincial company, must:

- file an authorization for the continuation from the foreign corporation's home jurisdiction with the Registrar;
- file a *Continuation Application* (Form 16); and
- if the corporation is not a Canadian corporation, provide the Registrar with:
 - a certificate of good standing or similar proof of good standing from its home jurisdiction; and
 - any other records the Registrar may require.

In addition, one or more of the directors of the foreign corporation must sign the *Articles* that the foreign corporation will adopt once it is continued into British Columbia as a company, which *Articles* must comply with section 12(1) and (2) of the Act.

At the time of filing the *Continuation Application*, the foreign corporation may amend its charter by making changes to its *Articles* and/or *Notice of Articles* (s. 302(3)) if those changes are amendments that a company may make to its charter under the Act. For example, if the foreign corporation wished to change the number of authorized common shares from the 100,000 common shares authorized in its home jurisdiction to an unlimited number of common shares in British Columbia, the change would be permitted, since this change is permitted under the Act. However, if the foreign corporation wished to increase the par value of a class of shares where shares of that class were already issued, the change would not be permitted because that particular change is not permitted under the Act.

When drafting the continued company's *Articles* and *Notice of Articles*, the description of all share classes and any special rights and restrictions contained in the corporation's constating documents in its former jurisdiction should be replicated exactly unless the supervising solicitor specifically instructs you otherwise. All shares, whether fully paid or not, that are issued and outstanding in the former jurisdiction are deemed to be issued by the continued company (s. 306(2)). "Shares" is defined under s. 306 as including any interests in any shares such as fractional shares, share warrants or evidence of an interest or a right to acquire an interest.

The company may adopt as its name to be continued under in British Columbia (s. 302(2)(b)):

- a name reserved with the Registrar⁽¹⁾; or

⁽¹⁾ The name is not required to be the name of the corporation in its home jurisdiction, and if the corporation is extraprovincially registered in British Columbia, the name is not required to be the same as the name that the corporation is extraprovincially registered under.

- the name created by adding “B.C. Ltd.” after its continuation number (this is the new number assigned to the continued company on its continuation into British Columbia).

The Act applies to the continued company to the same extent as if the company had been incorporated under the Act (s. 305(1)(a)). Section 305(1) provides that:

- the continued company has as its *Notice of Articles*, the *Notice of Articles* contained in the *Continuation Application*;
- the property, rights and interests of the foreign corporation continue to be the property, rights and interests of the company;
- the continued company continues to be liable for the obligations of the foreign corporation;
- an existing cause of action, claim or liability to prosecution is unaffected;
- a legal proceeding being prosecuted or pending by or against the foreign corporation may be prosecuted or its prosecution may be continued, as the case may be, by or against the company; and
- a conviction against, or a ruling, order or judgment in favour of or against, the foreign corporation may be enforced by or against the company.

There is presently no provision for specifying a future effective date for a continuation. A continuation is effective immediately upon the *Continuation Application* (Form 16) being filed online with the Registrar. It is also anticipated that, at some future date, the *Continuation Application* will be revised to permit a future effective date to be specified.

In addition, although section 304 of the Act states that a *Continuation Application* may be withdrawn at any time after it is filed and before the continuation takes place, at the present time a *Continuation Application* is not listed as one of the records that may be withdrawn on the *Notice of Withdrawal* (Form 19). It is also anticipated that in the future, the Regulations to the Act will be amended to include a *Continuation Application* as one of the records that may be withdrawn by filing a *Notice of Withdrawal* (Form 19).

After the *Continuation Application* has been filed and a *Certificate of Continuation* has been issued, the foreign corporation is **organized** in much the same way as a British Columbia company is organized after incorporation. The continued company continues its existence in British Columbia with the same requirements, such as filing *Annual Reports*, as if it had been incorporated in British Columbia (refer to the **Annual Maintenance** chapter to determine the date for the company’s first annual reference date after the continuation).

CONTINUATION OUT OF BRITISH COLUMBIA

Section 310 of the Act provides that a British Columbia company must not continue to another jurisdiction unless the laws of the other jurisdiction provide that after continuation:

- the property, rights and interests of the company will continue to be the property, rights and interests of the continued corporation;
- the continued corporation will continue to be liable for the obligations of the company;
- any existing cause of action, claim or liability will be unaffected;
- any legal proceeding by or against the company may be continued by or against the continued corporation;
- a conviction against, or a ruling, order or judgment in favour of or against the company may be enforced by or against the continued corporation.

Once the British Columbia Registrar's consent to the continuation has been obtained and the shareholders of the company have passed a special resolution consenting to the continuation out of British Columbia, the Company may begin the process required by the continued-to jurisdiction to permit the continuation into that jurisdiction. The contents of the continuing company's *Notice of Articles* and *Articles* should be preserved in the constating documents in the new jurisdiction. In particular, the share structure and any special rights and restrictions attached to the shares of the company should be contained in the constating documents adopted by the company in the new jurisdiction in order that there be no adverse tax consequences to the move.

In the case of a transfer of a company's incorporation to another jurisdiction, such as to Alberta or one of the other provinces, the British Columbia law firm would generally only prepare:

- the *Continue Out Application* (Form 45); and
- the *Special Resolution (Authorizing Continuation Out)* of the company.

Once the consent of the Registrar has been obtained, the *Records Book* would be forwarded to the law firm in the new jurisdiction which would prepare all other documents required to apply for continuation into the new jurisdiction and to organize the continued corporation in its new jurisdiction.

The most common transfer of incorporation out of British Columbia is a transfer to federal jurisdiction under the *Canada Business Corporations Act*. The *Canada Business Corporations Act* will be referred to in this chapter as the "CBCA".

If the British Columbia law firm will be acting as the registered office of the continued federal corporation after the continuation, it would usually prepare all the required documents, both for continuing out of British Columbia and for continuing under the CBCA. In this *Guide*, precedents for a continuation out of British Columbia to federal jurisdiction are included, with the exception of the CBCA forms which can be downloaded at Corporations Canada's website at <http://corporationscanada.ic.gc.ca>.

When a company has been exported to a foreign jurisdiction, the *Records Book* is usually forwarded to the new jurisdiction (unless it is a federal corporation with its registered office in British Columbia), and the British Columbia law firm no longer acts as its corporate solicitors. The British Columbia law firm may, however, be retained to extraprovincially register the corporation in British Columbia.

UNLIMITED LIABILITY COMPANIES

An Unlimited Liability Company cannot be formed by the continuation into British Columbia of a foreign corporation unless that corporation (s. 51.8):

- is an Alberta unlimited liability corporation; or
- a Nova Scotia unlimited liability corporation; or
- a foreign corporation within a prescribed class of foreign corporations.

In order for a foreign corporation to be continued into British Columbia as a British Columbia unlimited liability company the continuation must conform with the following requirements:

- for an Alberta or Nova Scotia ULC, the Registrar in its current jurisdiction must approve the proposed continuance on being satisfied that the proper resolutions have been passed and that the proposed continuance will not adversely affect creditors or shareholders;
- if the continuing corporation is an Alberta ULC, a director's affidavit or Court Order must also be provided to the British Columbia registry prior to continuation (see *Affidavit (Continuation of an Alberta Unlimited Liability Corporation into British Columbia)* page 29(a));
- for all continuations of ULC companies, a Form 16U *Continuation Application* must be filed online. This Form provides that the *Notice of Articles* contains the statement set out in section 51.11 of the Act ⁽¹⁾; and
- the name used for the company must comply with section 51.21 which states that the name must include the words "unlimited liability company" or "ULC".

However, a foreign unlimited liability corporation (including an Alberta ULC or a Nova Scotia ULC) cannot continue into British Columbia as a limited company (s. 51.9).

The shareholders of the continued unlimited liability company are liable, in accordance with section 51.3 for the debts and liabilities of the continued unlimited liability corporation, whether those debts and liabilities were the debts and liabilities of the unlimited liability corporation immediately before, or are the debts and liabilities of the continued unlimited liability company after, the continuation (s. 51.8(2)(c)).

All share certificates issued by the continued unlimited liability company, must contain the statement set out in section 51.2 (see page 14).

The fee payable for the continuation of a ULC is \$1,000.00.

⁽¹⁾ "The shareholders of this company are jointly and severally liable to satisfy the debts and liabilities of this company to the extent provided in section 51.3 of the *Business Corporations Act*."

PROCEDURE CHECKLIST

CONTINUATION <u>INTO</u> BRITISH COLUMBIA
--

Note: To obtain more information on continuing federal companies into or out of British Columbia, or to obtain the forms and instructions for completing for forms under the CBCA, go to Corporation Canada's website at

<http://corporationscanada.ic.gc.ca>

choose "Changing the Structure or Nature of the Corporation" from the Business Corporations page, then click on "Continuing (Export) an Incorporated Business" or "Continuing (Import) an Incorporated Business"

You may also contact Corporations Canada to obtain more information on continuations out of federal jurisdiction, call 1-866-333-5556. In British Columbia call the corporate registry at 1 877 526-1526.

1. **Pre-Continuation procedure for all corporations:**

- (a) Review instructions carefully
- (b) Check with the supervising solicitor if the continuation is to be effective on a specified date and if so, diarize the effective date for the continuation

Note: Currently, there is no provision in the *Continuation Application* (Form 16) for a future effective date. The only way to effect a continuation on a specific date is to file the *Continuation Application* on that date

- (c) The supervising solicitor should be reminded to review or, if applicable, request that the law firm in the home jurisdiction review:
 - (i) the *Articles of Incorporation, By-laws* and any *Shareholders' Agreement* to determine whether there are any restrictions on transferring the jurisdiction of the corporation, such as requiring the unanimous consent of the shareholders
 - (ii) any financing agreements, leases, or other agreements to which the corporation is a party for restrictions on transferring the jurisdiction and determine if any consents to the continuation are required
 - (iii) the continuation provisions under the Act to ensure that all restrictions have been complied with
 - (iv) the continuation provisions under the corporation's home jurisdiction, to ensure that all restrictions have been complied with
 - (v) the corporation's **Business Number** (see the **Overview** for additional information on the Business Number)

- (d) Check whether the corporation is registered extraprovincially in British Columbia and if it is, ensure that the registration is in good standing (that is that all *Annual Reports* and other filings are up-to-date – see the **Extraprovincial Companies** chapter)
- (e) Reserve the name to be used by the continued company even if the corporation is extraprovincially registered in British Columbia. The company may use:
- a new name approved by the Registrar and reserved for the Continuation
 - the name used in the corporation’s former jurisdiction, if the name is approved by the Registrar and reserved or
 - the continuation number followed by “B.C. Ltd.”. Note that if you choose to use the continuation number, you will not be able to file the Continuation Application electronically, but will have to submit the Application in paper format to the Registry for registration

In the “Add a Name Approval Request”, specify that the name reservation is for a continuation (see the section on **Name Reservations** in Chapter 21 – **Electronic Filing** for the procedure for checking the name and reserving it with BC Online)

If the continued company is to be extraprovincially registered with a NWPTA Partner, and the continued company is not already extraprovincially registered with the NWPTA Partner (see the **Extraprovincial Companies** chapter – NWPTA), at the time the name is reserved, check the appropriate Partner’s ☉ to order either a NUANS report (Alberta) or Name Reservation (Saskatchewan), or obtain these searches yourself

In addition, for a continuation of a Saskatchewan corporation into British Columbia, at the time the name is reserved in British Columbia, select “Yes” to the question asking if the company wishes to be extraprovincially registered in Saskatchewan. There is no similar provision for an Alberta corporation continuing into British Columbia, and the former Alberta corporation must be registered extraprovincially in Alberta after the continuation into British Columbia.

- (f) If the name is not available, advise the supervising solicitor and obtain further instructions on what name the company will be continued under and, if instructed, reserve the alternate name
- (g) Diarize the expiry date of the reservation (56 days from the date of reservation)

2. **Additional procedures for a federal corporation for which your law firm is the registered office:**
 - (a) if the shareholders of the company will not be signing a unanimous resolution and a meeting is required to be held, review the dissent provisions in the CBCA ⁽¹⁾
 - (b) prepare *Special Resolution (Authorizing Export from CBCA into British Columbia)* (page 26)
 - (c) if your firm is a registered intermediary with Corporations Canada⁽²⁾, you can request a Letter of Satisfaction online. In the case of a pre-approved statute (any Province in Canada), the request will be processed automatically and the Letter of Satisfaction will be issued through the online system. Alternatively, you may prepare *Letter to the Director, Corporations Canada (CBCA)* (page 24) requesting a *Letter of Satisfaction* authorizing the continuation from federal jurisdiction
 - (d) Proceed with step 5
3. **Additional procedures for a federal corporation for which your law firm is not the registered office:**
 - (a) Confirm with the supervising solicitor whether your firm will be drafting the special resolution approving the continuation or whether the other firm will be preparing the special resolution
 - (b) If your firm will be preparing the required special resolution, draft *Special Resolution (Authorizing Export from CBCA into British Columbia)* (page 26)
 - (c) Prepare *Letter to Solicitors in Foreign Jurisdiction (Continuation into British Columbia)* (page 22) requesting that they provide you with:
 - (i) a *Letter of Satisfaction* from Corporations Canada approving the continuation from federal jurisdiction (if your firm will not be applying to obtain the *Letter of Satisfaction*)
 - (ii) the corporation's *Records Book*
 - (d) Proceed with step 5
4. **Additional procedures for a foreign corporation (other than a federal corporation):**
 - (a) Prepare *Letter to Solicitors in Foreign Jurisdiction (Continuation to British Columbia)* (page 22) or arrange to obtain:

⁽¹⁾ It is beyond the scope of this Guide to provide the procedure for calling a meeting or outlining the dissent provisions under the CBCA

⁽²⁾ A Registered Intermediary is generally a law firm, which is registered with Corporations Canada (see <http://corporationscanada.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs03964.html>), and which qualifies by being a firm that regularly files with Corporations Canada on behalf of multiple corporations. This status allows the filer to sign in using a user ID number and key (password). It is different from filing with a corporation number and a corporation key.

- (i) a **Special Resolution** (or other appropriate resolution) authorizing the continuation of the corporation into British Columbia under the appropriate legislation in the home jurisdiction ⁽¹⁾
- (ii) authorization from the home jurisdiction of the foreign corporation to the continuation into British Columbia
- (iii) certificate of good standing or other proof that the corporation is in good standing in the home jurisdiction (if required)
- (iv) any other documents the Registrar may require
- (v) the corporation's Minute or Records Book

Notes: The above items may be obtained from the solicitors in the home jurisdiction of the foreign corporation. If there is no solicitor acting for the corporation in its home jurisdiction, arrange to have the Minute Book delivered to your office by the client and make other arrangements for obtaining the authorization and prepare the other documents (if required). For example, the authorization and certificate of good standing may be obtained by contacting an agent in the corporation's home jurisdiction or, in some cases, by requesting the necessary forms through the corporate registry website in the corporation's home jurisdiction

If the home jurisdiction of the foreign corporation is outside Canada, check with the Registrar whether any other documents are required

If the home jurisdiction of the foreign corporation is in a non-English speaking country, the Registrar may also require an official translation of the documents required to be filed with the Registrar

- (b) Proceed with step 5

5. Continuation procedure - all corporations:

- (a) Prepare:
 - (i) **Continuation Application** (Form 16) (page 30) which contains the **Request For Your Business Number – Form 1** (see the **Overview** for additional information on the Business Number and the **Extrajurisdictional Companies** for the precedent of Form 1). If the continuing corporation is a Canadian corporation, the Business Number of the corporation should be obtained from the client or solicitor in the home jurisdiction. If the continuing corporation is a foreign corporation that does not have a Business Number in Canada, the name of a current director should be requested so that a Business Number may be issued
 - (ii) **Directors Resolution (Adopting Articles)** (page 34) unless the company will adopt Table 1 Articles in which case no resolution is required

⁽¹⁾ If you are requested to draft the Special Resolution approving the continuation for a Canadian corporation, determine who the shareholders are and prepare a **Special Resolution (Authorizing Export from CBCA into British Columbia)** (page 27) making the necessary changes in the jurisdiction and citations as indicated therein.

(iii) **Articles** (see the **Incorporation** chapter)

If your firm's standard **Articles** (generally used for a British Columbia incorporation) are adopted, they should be reviewed by the supervising solicitor to determine if all the provisions contained in the new **Articles** are consistent with the corporation's **Articles** or **By-laws** in its former jurisdiction. All references to "incorporation" should be replaced with "continuation" and any references to "Incorporators" should be removed

If there are different classes of shares, ensure that all share classes and any special rights and restrictions contained in the constating documents of the company in its former jurisdiction are carefully replicated

The new Articles being adopted must comply with sections 12 (1) and (2) of the Act and must be signed by one or more of the directors of the corporation (s. 307(a))

The corporation may also choose to adopt the Table 1 Articles contained in the Regulations to the Act in which case they need not be signed by a director of the corporation. If there is more than one class of shares, special rights and restrictions should be adopted

(b) **Transmittal Letter (Forwarding Continuation Documents for CBCA Corporation)** (page 36) or **Transmittal Letter (Forwarding Continuation Documents for Corporation from Foreign Jurisdiction)**, as applicable, (page 38) enclosing:

- (i) **Continuation Application** (Form 16)
- (ii) **Directors Resolution (Adopting Articles)** and
- (iii) **Articles**

Note: The **Articles** must be signed by at least one of the directors unless they are the Table 1 **Articles**

- (iv) **Special Resolution (Authorizing Export from CBCA into British Columbia)** described in steps 2(b) or 3(b), as appropriate, or **Special Resolution** or other document required under step 4(a)(i), as applicable in the circumstances

(c) When the documents have been signed and returned to your office, check to make sure that they are signed and dated.

(d) When all matters in either steps 1, 2, 3 or 4 have been completed, forward to the Registrar for filing by agent, mail, fax or courier:

- (i) the **Letter of Satisfaction** (re: federal corporation) **or**
- (ii) the authorization from the foreign jurisdiction consenting to the continuation into British Columbia and if required, a certificate of status and any other documents requested by the Registrar

(e) Electronically draft and save the online **Continuation Application/Notice of Articles** – see Chapter 21, **Electronic Filing**) then print and check it. If it is your firm policy, have the draft document approved by the supervising solicitor or corporate supervisor otherwise, proceed to step 5(f). If the continuing corporation will be using as its name in British Columbia, the

continuation number followed by “B.C. Ltd.”, the *Continuation Application* will have to be submitted to the Registry in paper format for registration. Also note that when a company is continued into British Columbia as a numbered company, the recognition number starts with “C”, but the name of the company removes the “C” and begins with a “0”

- (f) When the *Continuation Application* is checked and approved, electronically file the *Continuation Application* (see Chapter 21, Electronic Filing)

If the continued company is to be extraprovincially registered with a NWPTA Partner, when filing the *Continuation Application* online, if the NUANS or name reservation was obtained through BC online, the link for the registration with the appropriate NWPTA Partner(s) will be displayed. If the head office and attorney information is completed, details of the registration will be communicated by BC Registry Services to the appropriate jurisdiction

In addition, for a continuation from Saskatchewan to British Columbia if at the time you reserved the name in British Columbia, you selected “Yes” to the question asking if the company wishes to maintain the extraprovincial registration in Saskatchewan, upon completion of the continuation into British Columbia, the Saskatchewan Registry will convert the Saskatchewan company into an extraprovincial company. The Saskatchewan Registry will then send the applicant shown on the *Continuation Application* a letter giving the company 60 days to advise the Saskatchewan Registry of the name and address of an attorney in Saskatchewan. If the company fails to do that, the registration must be restored (see Restoration)

Note: If you need a duplicate Certificate of Continuation, see tip Chapter 21, **Electronic Filing** – page 48

- (g) Receive the *Certificate of Continuation* from the Registrar
- (h) If the corporation was extra-provincially registered in any other jurisdiction, advise the law firms acting as agents in those jurisdictions of the continuation and request that they attend to the necessary filings in those jurisdictions to reflect the continuation into British Columbia. If required, provide them with a copy of the Continuation Certificate/ Notice of Articles
- (i) Diarize the file for one month to receive a report from the agent(s)
- (j) Order a seal (if the client has requested one)
- (k) Section 42(2)(c) requires that all the records that the foreign corporation was required to keep under the corporate legislation of the foreign corporation’s jurisdiction be kept at the records office. You may:
- (i) use the existing *Records Book*, keep the pre-continuation records in the existing *Records Book* and replace the tabs with BC tabs or
 - (ii) incorporate the pre-continuation records into a new *Records Book* or
 - (iii) mark the existing *Records Book* as “Pre-Continuation” and file it with the current *Records Books* or where you store pre-continuation and pre-amalgamation *Records Books*
- (l) If you are using a new *Records Book*, obtain a *Records Book* and divider tabs from the firm’s stationery supplies and prepare a memo to accounting or enter a disbursement for the cost of the *Records Book* according to your firm’s policy

- (m) Prepare a tag for the spine of the **Records Book**
- (n) Complete the first page of the insert showing the name of the company, the number and date of continuation and the file number
- (o) To organize the continued company in British Columbia, prepare:
- (i) **Consent(s) to Act** (see the **Directors and Officers** chapter)
 - (ii) **Shareholders Resolution (Post-Continuation)** (page 40)
 - (iii) **Directors Resolutions (Post-Continuation)** (page 42)
 - (iv) If there are non-voting shareholders and the appointment of an auditor will be waived, prepare **Shareholders Resolution (Waiving the appointment of Auditor)** (see the **Organization** chapter)
 - (v) **Notice of Appointment as Auditor** – if an auditor is appointed (see the **Organization** chapter)
 - (vi) **Records and Registered Office Agreement** ⁽¹⁾ if the law firm will act as the agent for maintaining the company's registered and records offices
 - (vii) **Share Certificates** for the new continued company ⁽²⁾
- Note: arrange to cancel the physical **Share Certificates** for the pre-continued company as well as the electronic ones
- (viii) **Register of Directors** (including the names of officers)
 - (ix) **Central Securities Register** ⁽³⁾
- (p) If the client is not signing the documents in your office, prepare the **Transmittal Letter (Forwarding Post-Continuation Documents for Signature)** (page 46) enclosing all documents in step 5(o)
- (q) prepared containing information as of this date and should be filed within two months after this date. If you do not have a corporate database, follow your office procedure for bringing forward annual maintenance dates – for example: by preparing a “to do task” organized by date or by entering the company's name and anniversary date in a list organized by month (see the **Annual Maintenance** chapter)
- (r) Diarize the financial (fiscal) year end of the company and note the latest date that the annual general meeting may be held. You will need to know this in order to prepare the annual consent resolutions or minutes of the annual general meeting (see the **Annual Maintenance** chapter)
- (s) File the signed documents in the **Records Book** as follows:

⁽¹⁾ See the **Registered Offices** chapter.

⁽²⁾ See the **Records** chapter. If the continued company is an unlimited liability company, section 51.2 of the Act requires that the following statement must be included on every share certificate issued .

“The shareholders of this company are jointly and severally liable to satisfy the debts and liabilities of this company to the extent provided in section 51.3 of the *Business Corporations Act*.”

⁽³⁾ See the **Records** chapter. In addition, section 303(3) requires that a foreign corporation continued into British Columbia must register in its **Central Securities Register** the names, last known addresses, description and number of shares that were held by the shareholders of the corporation immediately before its continuation.

Tab in Records Book	Documents
Charter (or: Recognition) Documents	<i>Certificate of Continuation</i>
	Certified copy of <i>Continuation Application</i> and <i>Notice of Articles</i>
	<i>Articles</i>
Consents/Resignations	<i>Consents to Act as Director</i>
Shareholders' Minutes/Resolutions	<i>Shareholders Resolution</i>
Directors' Minutes/Resolutions	<i>Directors Resolutions</i>
Share Certificates	<i>Share Certificates</i>
Documents Approved by Directors ⁽¹⁾	<i>Registered and Records Office Agreement</i>

- (t) Prepare the *Report Letter* to the client (page 50)
- (u) Prepare a statement of account or arrange with your accounting department to prepare a statement of account for the continuation (not included in this chapter)
- (v) Prepare *Letter to Solicitors in Foreign Jurisdiction (Requesting Notice of Discontinuance)* (page 48) or if the continuation is from federal jurisdiction, apply to Corporations Canada for a *Notice of Discontinuance*⁽²⁾
- (w) If an auditor was appointed and a *Notice of Appointment as Auditor* was prepared, forward the Notice to the auditor

CONTINUATION <u>OUT</u> OF BRITISH COLUMBIA
--

6. **Continuation of a British Columbia company to federal jurisdiction (as a CBCA corporation):**

- (a) Review instructions carefully
- (b) Conduct a Nuans search to ascertain that the name is available. The Nuans search is valid for 90 days. When you have received a favourable Nuans search, submit a request for approval of the name to Corporations Canada's Online Filing Centre.

Note: The explanation and procedure to reserve the name when importing a company into CBCA is explained under Continuing (Import) an Incorporated Business (see introduction to this **Procedure/Checklist**)

⁽¹⁾ This tab is optional. If you do not have one, file the *Registered and Records Offices Agreement* in the corporate file.

⁽²⁾ This step is not necessary for a continuation from Alberta (see TILMA).

- (c) Check the company's *Records Book* to ensure that the Company is in good standing with the Registrar. If not, prepare all necessary *Annual Reports*, and any other documents required to bring the company into good standing
- (d) If the shareholders of the company will not be signing a unanimous resolution and a meeting is required to be held, see the **Miscellaneous** chapter and review the dissent provisions in the Act ⁽²⁾
- (e) The supervising solicitor should be reminded to:
 - (i) check with the supervising solicitor if the continuation is to be effective on a specified date and if so, diarize the effective date for the continuation
 - (ii) review the continuation provisions of under CBCA and the Act to ensure that all restrictions have been complied with, including residency requirements
 - (iii) check the *Notice of Articles, Articles* and any *Shareholders' Agreement* to determine whether there are any restrictions on transferring the jurisdiction of the company, such as requiring the unanimous consent of the shareholders
 - (iv) check any financing agreements, leases, or other agreements that the company is a party to for restrictions on transferring the jurisdiction and determine if any consents to the continuation are required
- (f) Prepare:
 - (i) any outstanding *Annual Reports* or other documents such as *Notices of Directors* or *Notices of Offices*
 - (ii) *Special Resolution (Authorizing Continuation out to CBCA)* (page 62)
 - (iii) a *Waiver of Right to Dissent* (page 66) if there are non-voting shareholders
 - (iv) *Directors Resolution (Approving By-Laws – CBCA)* (page 64)
 - (v) *Application for Authorization to Continue Out* (Form 45) (page 68)
 - (vi) *Articles of Continuance* (Form 11) ⁽¹⁾, including any Schedules to be attached
 - (vii) *By-Laws* ⁽²⁾
 - (viii) *Initial Registered Office Address and First Board of Directors* (Form 2) (1)

Note: The authorization from the Registrar, *Form 11* (including any Schedules attached), and *Form 2* can be filed online or by email. If submitted by mail, they must be submitted to Corporations Canada in **duplicate** with original signatures

 - (ix) *Transmittal Letter (Forwarding Documents for Signature – Continuation to CBCA)* (page 70) attaching the above documents as

⁽²⁾ It is beyond the scope of this Guide to provide the procedure for dissent provisions under the Act.

⁽¹⁾ This form may be downloaded from the CBCA website – see introduction to **Procedure/ Checklist** (page 8).

⁽²⁾ It is beyond the scope of this Guide to provide a precedent for CBCA By-laws

well as all documents required to bring the company into good standing with the Registrar (e.g. *Annual Reports*)

- (g) File online any outstanding *Annual Reports*, *Notices of Directors* or any other documents required to bring the company into good standing
- (h) Forward the *Application for Authorization to Continue Out* (Form 45) to the Registrar either using your filing agent or by mail or courier with:
 - (i) a DAT filing form using your BC Online account for the filing fee **or**
 - (ii) a CAT filing form if you are enclosing a cheque (see **Appendix F – Fee Schedule**)

Note: You can arrange to have the Registrar’s office notify you or your agents when the consent letter is ready to be picked up

- (i) File the documents in the *Records Book* as follows:

Tab in Records Book	Documents
Documents filed with the Registrar	<i>Application for Authorization to Continue Out</i> (Form 45)
Directors' Minutes	<i>Directors Resolution</i> (if applicable)
Shareholders’ Minutes	<i>Special Resolution</i>

- (j) Upon receipt of the authorization from the Registrar:
 - (i) if the *Articles of Continuance* will not be filed immediately, diarize the expiration of the authorization for six months from the date of the authorization
 - (ii) file Forms 11 and 2 electronically with Corporations Canada either:
 - (A) online at Corporations Canada’s website using a credit card

Note: If you file online, you must attach the Nuans search, name decision letter and consent of Registrar of Companies to the online application in PDF format or forward these documents to Corporations Canada by email to *IC.corporationscanada.IC@canada.ca*
 - (B) by *Transmittal Letter to Corporations Canada* (page 72) attaching all documents referred to in that letter (two originally signed copies of each document) and the appropriate fee and send the documents directly to Corporations Canada by fax, mail or courier. **or**
 - (C) arrange to have the forms filed by your filing agent (who will also pay the fee)
- (k) Upon receipt of the *Certificate of Continuance* from Corporations Canada, forward a copy of it to the Registrar with a simple covering letter (s. 311(1))
- (l) Prepare:
 - (i) *Directors Resolution (Post-Continuation CBCA)* (page 76) organizing the corporation after the continuation

- (ii) **Shareholders Resolution** confirming directors and waiving the appointment of an auditor⁽¹⁾
 - (iii) If there are non-voting shareholders and the appointment of an auditor will be waived, prepare a resolution of all of the shareholders waiving the appointment of an auditor pursuant to Section 163 of the CBCA⁽¹⁾
 - (iv) **Notice of Appointment as Auditor** – if an auditor is appointed⁽¹⁾
 - (v) **Registered Office Agreement** if the law firm will act as the agent for maintaining the company's registered office⁽¹⁾
 - (vi) **Share Certificates**⁽¹⁾
 - (vii) **Securities Register**⁽¹⁾
- (m) Prepare the corporation's **Minute Book**
 - (n) Determine if the company was registered extraprovincially in any jurisdiction before the continuation, and whether is to be registered extraprovincially in any jurisdiction after the continuation. Contact the agent in each of those jurisdictions to determine what documents will be required to register in each foreign jurisdiction, or if already registered, to amend the registration in each foreign jurisdiction to reflect the continuation and the change in jurisdiction
 - (o) If the continued company will carry on business in British Columbia, it must be registered extraprovincially in the Province (see **Extraprovincial Companies** chapter). You cannot apply for extraprovincial registration until you have provided a copy of the **Certificate of Continuance** to the British Columbia Registrar
 - (p) Prepare **Report to Client (CBCA)** (page 78)
 - (q) Update your database if you have one
7. **Continuation of a British Columbia company to another jurisdiction** (not federal):
- (a) Read instructions carefully and determine:
 - (i) the jurisdiction that the company will be transferred to
 - (ii) the location of the continued corporation's registered office in the new jurisdiction
 - (iii) the name of the law firm (if any) that will be representing the company in the new jurisdiction
 - (b) Check the company's **Records Book** to ensure that the company is in good standing with the Registrar. If not, prepare all necessary **Annual Reports**, and any other documents required to bring the Company into good standing
 - (c) If your law firm will be preparing the **Special Resolution (Authorizing Continuation out to Foreign Jurisdiction)** (page 58), obtain the following information from the legal assistant or solicitor in the foreign jurisdiction:
 - (i) the name of the certificate issued by the registrar in the foreign jurisdiction to continue the company into that jurisdiction

⁽¹⁾ Precedents for these CBCA documents are beyond the scope of this Guide.

- (ii) the correct name of the Act under which the company will be continued in the foreign jurisdiction (i.e. Business Corporations Act (Ontario)) and
 - (iii) the documents required to continue the company in the foreign jurisdiction, (the equivalent of the British Columbia ***Continuation Application*** and ***Articles***)
- (d) The supervising solicitor should be reminded to:
- (i) check the company's ***Articles*** and ***Shareholders' Agreement***, if any, to determine whether there are any restrictions on transferring the jurisdiction of the company, such as requiring the unanimous consent of the shareholders
 - (ii) review the provisions of the legislation under the Act to ensure that all restrictions have been complied with. Request that the solicitor in the foreign jurisdiction confirm that there are no restrictions in that jurisdiction that would affect the continuation
 - (iii) check any financing agreements, leases, or other agreements that the company is a party to for restrictions on transferring the jurisdiction and determine if any consents to the continuation are required
- (e) Check with the supervising solicitor to determine whether the voting shareholders will unanimously consent to the transfer out of British Columbia, or whether an extraordinary general meeting must be held
- Notes: If an extraordinary general meeting is required, the shareholders must be given a minimum of twenty-one days' notice unless they unanimously agree to waive the notice
- In addition, unless they sign a ***Waiver of Right to Dissent*** (page 66), all non-voting shareholders must be notified of the meeting and their right to send the company a Notice of Dissent under Division 2 Part 8 of the Act (although they are not permitted to attend and vote at the meeting)
- (f) If the company will continue to carry on business in British Columbia, advise the company on the requirement for registration in British Columbia
- (g) If the shareholders will unanimously consent to the transfer of the company to the new jurisdiction, prepare:
- (i) ***Special Resolution (Authorizing Continuation out to Foreign Jurisdiction)*** (page 58)
 - (ii) if there are non-voting shareholders, a ***Waiver of Right to Dissent*** (page 66)
 - (iii) ***Application for Authorization to Continue Out*** (Form 45) (page 68)
 - (iv) ***Letter to Solicitors in Foreign Jurisdiction (Continuation Out of British Columbia)*** (page 56)
- (h) File online any outstanding ***Annual Reports***, ***Notices of Directors*** or any other documents required to bring the company into good standing
- (i) Forward the ***Application for Authorization to Continue Out*** (Form 45) to the Registrar either using your filing agent or by mail or courier with:
- (i) a DAT filing form using your BC Online account for the filing fee **or**

- (ii) a CAT filing form if you are enclosing a cheque (see **Appendix F – Fee Schedule**)

You can arrange to have the Registrar's office notify you or your agents when the consent letter is ready to be picked up

- (j) File the documents in the *Records Book* as follows:

Tab in Records Book	Documents
Forms Filed	<i>Application for Authorization to Continue Out</i> (Form 45)
Directors' Minutes	<i>Directors' Resolution</i> (if applicable)
Shareholders' Minutes	<i>Special Resolution</i>

- (k) Upon receipt of the authorization from the Registrar:

- (i) if the continuation will not be filed immediately, diarize the expiration of the authorization for **six** months from the date of the authorization
- (ii) prepare *Transmittal Letter to Solicitors in Foreign Jurisdiction* (page 74) enclosing:
- (A) the *authorization* from the Registrar
 - (B) the appropriate *Special Resolution*
 - (C) *Waiver of Right to Dissent* (if applicable)
 - (D) the *Records Book*

and requesting confirmation when the continuation into the foreign jurisdiction has been completed together with a copy of the appropriate certificate evidencing such continuation

8. Upon receipt of a copy of the *Certificate of Continuation* or other certificate issued to the foreign corporation and described in step 7(k)(ii), forward it to the Registrar with a simple covering letter (s. 311(1)).
9. Check whether the continued corporation will carry on business in British Columbia. If so, and if your firm has received instructions from the clients to act as agents in registering the corporation in British Columbia, the documents necessary to register the continued corporation in British Columbia should be prepared (see **Extrajurisdictional Companies** chapter). You will not be able to reserve the name for extrajurisdictional registration until you have provided a copy of the *Certificate of Continuance* to the British Columbia Registrar.
10. If the continued corporation has continued federally and your firm is the registered office, check whether it is registered extrajurisdictionally in any other jurisdictions and whether those extrajurisdictional registrations are still required. If so, contact the agents in each extrajurisdictional jurisdiction to obtain requirements for registering the continued corporation.
11. If the continued corporation has been continued to a NWPTA Partner jurisdiction, and the continued corporation will carry on business in British Columbia, the continued

corporation's name must be approved for use in British Columbia if it is not already registered in British Columbia. For the extraprovincial registration in British Columbia of a company continued out of British Columbia (now a corporation in a NWPTA Partner jurisdiction), the extraprovincial registration must be effected in the jurisdiction into which the British Columbia company has continued. The corporation must provide the name and addresses of the attorney in British Columbia and the addresses of its head office in British Columbia to the NWPTA Partner jurisdiction's corporate registry at the time of the continuation.

12. Update your database if you have one

LETTER TO SOLICITORS IN FOREIGN JURISDICTION (Continuation into British Columbia)

General Notes

The requests contained in this letter are often dealt with by telephone, fax or e-mail. When the law firm has not previously contacted the law firm in the foreign jurisdiction to which the company will be continued, or the solicitor wishes to confirm the request in writing, the supervising solicitor may request that you prepare a letter to the solicitors in the foreign jurisdiction.

If there is no law firm in the other jurisdiction, the corporate records of the company have been delivered to your firm, and your firm will be preparing all of the continuation documents,⁽¹⁾ use the letter to the Director CBCA (page 24) and adapt it to the jurisdiction that you will be forwarding it to.

This letter would not be prepared for a federal company with a registered office in British Columbia.

Preparation

As the circumstances of each “import” into British Columbia vary greatly, review each item carefully.

- ① Describe the letter, telephone call, etc.
- ② Insert the name of the home jurisdiction of the corporation.
- ③ Insert the name as reserved in British Columbia. If it is the same as the name in the home jurisdiction, replace with “...we have reserved the above name”.
- ④ Insert the expiration date (see step 1(e) of the **Procedure/Checklist**). Delete this sentence if the corporation to be continued is a federal corporation.
- ⑤ If the corporation to be continued is a federal corporation: insert:
 “*Satisfaction Letter from the Director, Corporations Canada*”
 or delete this sentence if your firm is applying for the **Satisfaction Letter**.
 For foreign corporations (other than federal ones), if you know the official name of the foreign corporate registry and the name of authorization to be obtained, insert those names (otherwise, leave the generic names).
- ⑥ Remove the reference to the special resolution if your firm will be drafting the special resolution approving the continuation.

Processing

Make sufficient copies of the letter to have:

- one copy for the file; and
- if applicable, one copy for the accountant which you should stamp “copy”.

Diarize the file for two to three weeks and follow-up by letter, email or telephone if you have not received the Minute Book and authorization.

⁽¹⁾ A precedent for the special resolution of the shareholders of the company under the laws of the foreign jurisdiction has not been included because corporate procedures and legislation vary from province to province, but generally the **Special Resolution (Authorizing Export from CBCA into British Columbia)** (page 27) can be adapted for most jurisdictions.

File No. _____

{date}

{name and address of solicitors in foreign jurisdiction}

Dear _____:

Re: ***{Name of the Corporation}*** (the “Corporation”)
Continuation into British Columbia

We refer to the letter ① to you from the Corporation dated *{date}*① and confirm that the Corporation intends to continue out of *{foreign jurisdiction}*② into British Columbia. Accordingly, we have reserved the name *{Name as reserved}*③. Please note that the reservation expires on *{date}*④.

⑤Please obtain and forward to us ⑤ a written authorization from the Registrar of your corporate registry consenting to the Corporation continuing into British Columbia.

We would also ask that you forward the following to us as soon as possible:

1. ⑥the special resolution authorizing the continuation into British Columbia;
2. the Corporation’s Minute Book; and
3. seal (if any).

Thank you for cooperation in this matter.

Yours truly,

{NAME OF LAW FIRM}

LETTER TO THE DIRECTOR, CORPORATIONS CANADA (CBCA)

General Notes

If your law firm is acting for a federal corporation being imported into British Columbia and your firm is a registered intermediary with Corporations Canada, you may apply online for a **Letter of Satisfaction**.

Alternatively, you may obtain the **Letter of Satisfaction** by:

- writing this letter to the Director, Corporations Canada, and paying the appropriate fee; or
- arranging for your agent to obtain it for you.

If your firm is not acting as the corporate solicitor for the federal corporation, request that the solicitor acting for the corporation obtain the letter. See the **Letter to Solicitor in Foreign Jurisdiction (Continuation into British Columbia)** (page 22).

Notes: The **Special Resolution (Authorizing Export from CBCA into British Columbia)** (page 26) must be passed by the shareholders before the **Letter of Satisfaction** may be applied for.

You may adapt this letter to write directly to a registry in another province of Canada requesting a written authorization or approval to the continuation into British Columbia. In this case, the reference to “CBCA” and to “Letter of Satisfaction” should be adjusted and the latter referred to as “written authorization to continue the corporation into British Columbia”.

Preparation

- ① Insert the date of the federal corporation’s incorporation (amalgamation or continuation).
- ② Insert the incorporation (amalgamation or continuation) number of the federal corporation.
- ③ If you are writing to the Registry in another jurisdiction such as Alberta, delete the rest of the letter and substitute:

“Please be advised that the shareholders of {Name of Corporation} have passed a special resolution approving its continuation under the {Name of Act in other Jurisdiction} and authorizing the corporation to request a letter of approval to the continuance.”

- ④ Insert the amount of the fee required for the satisfaction letter.

Processing

Check the Corporations Canada website for the amount of the fee required to obtain the satisfaction letter and requisition a cheque for that amount payable to the **Receiver General for Canada** and attach it to the letter.

Diarize the file for two to three weeks and follow-up by letter, email or telephone if you have not received the **Letter of Satisfaction**.

File No. _____

{date}

Director,
Corporations Canada
235 Queen Street
Ottawa, Ontario
K1A 0H5

Dear Sir/Mesdames:

Re: **Continuation into British Columbia of**
{Name of the Corporation} (the “Corporation”)

We are solicitors for the Corporation, a corporation duly incorporated under the *Canada Business Corporation Act* (“CBCA”) on ①*{Date}*, under Certificate of Incorporation No. ②*{Number}*.

③We have been instructed to apply for and obtain a Letter of Satisfaction in order that we may continue the Corporation into British Columbia under the British Columbia *Business Corporations Act*.

We confirm that the special resolution of the shareholders authorizing the export has been passed as required by subsection 188(5) of the CBCA.

We enclose our cheque payable to the Receiver General for Canada in the amount of \$④*{Amount}* for your filing fees.

Please provide a Letter of Satisfaction to us at your earliest convenience.

Yours truly,

{NAME OF LAW FIRM}

STATEMENT OF DIRECTOR OR AUTHORIZED OFFICER**General Notes**

To obtain a letter of satisfaction, Corporations Canada requires that the statement of a director or authorized officer of the continuing corporation must be forwarded with the letter requesting the letter of satisfaction, which establishes to the satisfaction of the Director that:

- the shareholders of the continuing corporation have been given full disclosure of the effect of the export on their rights and interests;
- the continuance has been approved by a special resolution of the corporation's shareholders; and
- the continuance will not adversely affect shareholders or creditors of the corporation.

If any shareholders dissented to the continuance, the statement of a director or officer must be made that the corporation:

- will undertake to honour the dissent right granted by section 190 of the *Canada Business Corporations Act*, and, if necessary, consult the Canadian courts for that purpose; and
- has sufficient funds to pay dissenting shareholders and that arrangements have been made to ensure that those funds will be available to satisfy that claim.

The Statement is not required to be sworn. The Statement shown opposite is for the first type of statement required. An example of the Statement required when a dissent has been made is not included in the Guide at this time.

Preparation

- ① Insert the name of the director or officer of the Corporation who will make the Statement.
- ② Insert the City and Province where the director or officer resides.
- ③ Insert the name of the Province that the Corporation will continue into.
- ④ Insert the position of the director or officer of the Corporation who will make the Statement.
- ⑤ Insert the date that the Statement is signed.
- ⑥ Insert the name and position of the director or officer of the Corporation who will make the Statement.
- ⑦ Insert the telephone number of the director or officer of the Corporation making the Statement

Processing

Once this document is prepared, checked and approved by the supervising solicitor, you should arrange to have it signed in the office or send it to the corporation for signature.

{NAME OF CORPORATION}

(the "Corporation")

STATEMENT

I, **①{NAME}**, of the City of **②{City}**, in the Province of **②{Province}**, in support of an application for the continuation of the Corporation into the Province of **③{Province}**, solemnly state that:

1. I am a **④{Director/Officer}** of the Corporation and, as such, have knowledge of the matters referred to herein.
2. The shareholder(s) of the corporation have been given full disclosure of the effect of the export on their rights and interests.
3. The continuance has been approved by a special resolution of the shareholder(s) of the Corporation.
4. The continuance will not adversely affect any shareholders or creditors of the Corporation.

Dated: **⑤{Date}**

**⑥{NAME AND POSITION OF PERSON
MAKING STATEMENT}**
⑦{Telephone Number}

SPECIAL RESOLUTION
(Authorizing Export from CBCA into British Columbia)

General Notes:

This resolution should be prepared if the corporation is a **federal** corporation continuing into British Columbia and the shareholders unanimously agree to the continuation and will not be holding a meeting to approve the continuation.

Section 188 of the *CBCA* should be reviewed noting particularly the requirement that a special resolution be passed by the shareholders, including the holders of non-voting classes of shares. Also note the dissent provisions contained in section 190 of the *CBCA* if not all of the shareholders agree to approve the continuation.

Note: No resolution is provided for other foreign corporations since the solicitors in the foreign jurisdiction will usually prepare this resolution following that jurisdiction's procedure. This resolution can be adapted to other Canadian jurisdictions by changing the name of the province, the name of the corporate registry and registrar and the name of the appropriate provincial act.

Preparation

- ① If there is only one class of shares authorizing the resolution, delete the reference to "and a Separate Resolution".
- ② Delete the remainder of this sentence if the corporation will continue under its own name and will not be changing its name on continuation.
- ③ If, in addition to a change of name (if any), changes to the corporation's authorized share structure or special rights and restrictions attached to the shares will be made, briefly describe the changes that will be authorized.

For example, if you are making a change to the authorized share structure, preface the change as follows:

"The authorized share structure of the Corporation be amended upon its continuation as a British Columbia company as follows:"

Continued...

SHAREHOLDERS RESOLUTIONS
OF
{NAME OF FEDERAL CORPORATION}
(the “Corporation”)

WHEREAS:

The Directors of the Corporation have determined that it is in the best interests of the Corporation that it continue as a company under the *Business Corporations Act* (British Columbia) (the “British Columbia Act”).

RESOLVED AS A SPECIAL RESOLUTION ① AND A SEPARATE RESOLUTION THAT:

1. The Corporation:
 - (a) apply to the Director (the “Director”) under the *Canada Business Corporations Act* (the “CBCA”) for a Letter of Satisfaction pursuant to section 188(1) of the CBCA;
 - (b) apply to the British Columbia Registrar of Companies to continue as a British Columbia company pursuant to section 302 of the British Columbia Act ② under the name *{New Name of Corporation}*; and
 - (c) deliver a copy of the Certificate of Continuation to the Director and request that the Director issue a Certificate of Discontinuance under section 188(7) of the CBCA.
2. ③
3. Subject to the issuance of such Certificate of Continuation and without affecting the validity of the Corporation and the existence of the Corporation by or under its Articles of Incorporation and By-laws and any act done thereunder, effective upon issuance of the Certificate of Continuance, the Corporation adopt the Continuation Application and Articles in the forms attached hereto as Schedules “A” and “B” respectively in substitution for the Articles of Incorporation and By-laws of the Corporation and all amendments to the Articles of Incorporation and By-laws of the Corporation reflected therein are adopted.

Continued...

SPECIAL RESOLUTION
(Authorizing Export from CBCA into British Columbia)

Preparation (Continued)

- ① Check the *Securities Registers* of the corporation and, if there is only one class of shares, insert the names of **all** the shareholders. If there are several classes of voting shareholders, insert the names of all the shareholders of the classes of shares which have voting rights.
- ② If there are non-voting shareholders holding **several** classes of shares, prepare a separate authorization paragraph for each class of shareholders or you may prepare a separate class resolution of each class of shares.
- ③ Check the *Securities Registers* for each class of **non-voting** shares and insert the names of all the shareholders for each class.

Processing

Prepare and attach:

- *Continuation Application* (Form 16) as Schedule “A”; and
- *Articles* as Schedule “B” (see step 5(a)(iii)).

Once this document is prepared, checked and approved by the supervising solicitor, this resolution should be forwarded to the client - see the *Transmittal Letter (Forwarding Documents for Signature)* (page 46).

Special Resolutions
(Authorizing Export from CBCA)
Page 2

5. *{Name of La Firm}* be appointed as the Corporation's agent to electronically file the Continuation Application with the Registrar of Companies, and to apply to the Director for a Letter of Satisfaction and a Certificate of Discontinuance.

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

Dated effective *{Date}*.

① *{NAME OF VOTING SHAREHOLDER}*

① *{NAME OF VOTING SHAREHOLDER}*

② The foregoing Special Resolutions are hereby consented to by every shareholder of the Corporation holding Class X shares of the Corporation who would have been entitled to vote in person or by proxy at a meeting of the holders of such class of shares of the Corporation.

③ *{NAME OF CLASS X SHAREHOLDER}*

③ *{NAME OF CLASS X SHAREHOLDER}*

AFFIDAVIT
(Continuation of an Alberta Unlimited Liability Company into British Columbia)

General Notes:

If an Alberta unlimited liability corporation is to be continued into British Columbia, in addition to a *Special Resolution*, the Alberta *Business Corporations Act* requires an affidavit of a director of the Alberta corporation stating that:

- the Alberta corporation is, and the continued unlimited liability British Columbia company will be, able to pay its liabilities as they become due; and
- the realizable value of the continued unlimited liability British Columbia company's assets will not be less than the aggregate of its liabilities.

This Affidavit must be filed with the Registrar before a Form 16U *Continuation Application* is filed (see Processing below).

If the director of the corporation is unable to swear this Affidavit (because one or both of the above statements are not true), a Court Order approving the continuation will be required. The explanation and procedure for obtaining such an Order are beyond the scope of this Guide.

Preparation

- ① Insert the name of the Alberta corporation.
- ② Insert the name of the British Columbia company.
- ③ Insert the date of the Alberta corporation's incorporation (amalgamation or continuation).
- ④ If the Affidavit is sworn/affirmed outside British Columbia (in this case, Alberta), the Affidavit must be sworn before a Notary Public for that Province, and the Notary's seal must be affixed.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, this resolution should be forwarded to the client - see the *Transmittal Letter (Forwarding Documents for Signature)* (page 46).

The Registrar of Companies must receive a signed copy of the Affidavit either by mail, email, courier or fax, before the *Continuation Application* may be filed.

The contact addresses for the Registrar are as follows:

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

If emailing the Affidavit to the Registrar, you will have to scan it first and ensure that it is in pdf format.

Once the Affidavit is received and approved by the Registrar's office, the Registrar of Companies will release the hold on the continuation allowing the electronic filing of the Continuation Application.

RE: CONTINUATION OF
① {NAME OF CONTINUING CORPORATION}
(the "Corporation")

as

② {NAME OF CONTINUED COMPANY}

AFFIDAVIT

I, {NAME DIRECTOR}, of {Prescribed address}, SWEAR (OR AFFIRM) THAT:

- 1. I am a Director of the Corporation and as such have personal knowledge of the facts and matters hereinafter deposed to save and except where stated to be based on information and belief, and where so stated, I verily believe them to be true.
2. The Corporation was ③ incorporated/amalgamated/continued under the laws of the Province of Alberta on ③ under No. ③.
3. The Corporation intends to continue as a company under the Business Corporations Act of British Columbia.
4. The continuation has been approved by a special resolution of the shareholders of the Corporation in accordance with section 189(1)(a) of the Business Corporations Act (Alberta).
5. I have reasonable grounds for believing that:
(a) the Corporation is, and the continued unlimited liability company will be, able to pay its liabilities as they become due; and
(b) the realizable value of the continued unlimited liability company's assets will not be less than the aggregate of its liabilities.

SWORN (AFFIRMED) BEFORE ME)
at {City}, Province of {Province}, this ___)
day of _____, 20___)

④ A Commissioner for taking Affidavits)
in British Columbia)
or:)
A Notary Public in and for the Province of)

{NAME OF DIRECTOR}

CONTINUATION APPLICATION (Form 16)

General Notes

This application must be filed when a foreign corporation continues **into** British Columbia. It is usually prepared by the British Columbia solicitors, signed by the authorized signatory for the foreign corporation, and then e-filed with the Registrar by the British Columbia solicitors.

The application contains a *Notice of Articles* which must set out:

- the full name and prescribed mailing and delivery address of each of the directors (see the **Directors and Officers** chapter);
- the mailing and delivery addresses for the continued company's registered office and records office in British Columbia;
- any translation of the company's name that the company intends to use outside Canada, in the prescribed manner;
- the authorized share structure of the company (s. 53); and
- in respect of each class and series of shares, whether there are special rights or restrictions attached to the shares of that class or series of shares.

For notes on the preparation of the *Notice of Articles*, see the **Incorporation Chapter**.

For an Alberta unlimited liability company, the *Affidavit (Continuation of an Alberta Unlimited Liability Corporation into British Columbia)* must be provided to the Registrar before this form is e-filed (see page 29(a)).

Preparation

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

The instructions for pages 1, 2 and 3 of Form 16 are contained on this page.

- ITEM A** Insert the name of the foreign corporation exactly as reserved or choose the second box if the company is to be continued as a numbered BC company which means that its name will be created by adding "B.C. Ltd." after the number assigned by the Registrar as the corporation's continuation number (not the incorporation number in the foreign jurisdiction). NOTE: if you choose the latter, the application must be filed in paper form
- ITEM B** Complete the details of the company's registration in its home jurisdiction
- ITEM C** You must choose the second choice ("Already Filed") unless the Registry has instructed you to file this application in paper format or the name will be created by adding "B.C. Ltd." after its continuation number (this is the new number assigned to the continued company on its continuation into British Columbia). You cannot file the Continuation Application online unless the name has been reserved and authorization has been filed and the Registrar has removed the restriction on registration
- ITEM D** If the company was previously registered as an extraprovincial company in B.C., complete the details of the extraprovincial registration
- ITEM B** If there is no translation of the corporation's name, leave the box blank (do not insert "Not
(Page 1 of NOA) Applicable")
- Request for
Your Business
Name – Form 1** Complete the **Business Number** of the corporation before its continuation.

Processing:

Once this document (is prepared, checked and approved by the supervising solicitor, it should be signed by the client or forwarded to the solicitors for the foreign corporation for signature – see *Letter to Solicitor in Foreign Jurisdiction* (page 22).

For electronic filling, see steps 5(e) and 5(f) of the **Procedure/Checklist** and Chapter 21, **Electronic-Filing**.



Ministry
of Finance
BC Registry Services

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
Location:
2nd Floor – 940 Blanshard Street
Victoria BC
www.fin.gov.bc.ca/registries

CONTINUATION APPLICATION

FORM 16 – BC COMPANY

Section 302 *Business Corporations Act*

Telephone: 250 356-8626

DO NOT MAIL THIS FORM to the 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 Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

If you are continuing a company into BC and want the BC incorporation number as its name, you will need to file this form on paper. Complete this form and mail to the Corporate Registry, along with a letter from the corporation's home jurisdiction authorizing the continuation in. For information on the content of the authorization letter, see the Corporate Online Help Centre at www.corporateonline.gov.bc.ca for "Continuation Application" and "Authorization for Continuation In."

A NAME OF COMPANY – Choose one of the following:

- The name _____ is the name reserved for the foreign corporation to be continued in. The name reservation number is: _____, OR
- The foreign corporation is to be continued in with a name created by adding "B.C. Ltd." after the incorporation number of the company.

B FOREIGN CORPORATION'S CURRENT JURISDICTION

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

C AUTHORIZATION FOR CONTINUATION

Authorization for the continuation from the foreign corporation's jurisdiction is:

- ATTACHED ALREADY FILED

D REGISTRATION AS AN EXTRAPROVINCIAL COMPANY

Is the foreign corporation currently registered in BC as an extraprovincial company?

- YES NO

If YES, enter the BC registration number and name of the extraprovincial company below:

Extraprovincial Registration Number in BC _____

Extraprovincial Company Name in BC _____

(Including assumed name, if any, approved for use in BC) _____

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

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE FOREIGN CORPORATION

SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE FOREIGN CORPORATION

DATE SIGNED
YYYY / MM / DD

X

NOTICE OF ARTICLES

A NAME OF COMPANY

Set out the name of the company as set out in Item A of the Continuation Application.

B TRANSLATION OF COMPANY NAME

Set out every translation of the company name that the company intends to use outside of Canada.

C DIRECTOR NAME(S) AND ADDRESS(ES)

Set out the full name, delivery address and mailing address (if different) of every director of the company. The director may select to provide either (a) the delivery address and, if different, the mailing address for the office at which the individual can usually be served with records between 9 a.m. and 4 p.m. on business days or (b) the delivery address and, if different, the mailing address of the individual's residence. The delivery address must not be a post office box. Attach an additional sheet if more space is required.

LAST NAME	FIRST NAME	MIDDLE NAME		
DELIVERY ADDRESS			PROVINCE/STATE	COUNTRY
MAILING ADDRESS			PROVINCE/STATE	COUNTRY
LAST NAME	FIRST NAME	MIDDLE NAME		
DELIVERY ADDRESS			PROVINCE/STATE	COUNTRY
MAILING ADDRESS			PROVINCE/STATE	COUNTRY
LAST NAME	FIRST NAME	MIDDLE NAME		
DELIVERY ADDRESS			PROVINCE/STATE	COUNTRY
MAILING ADDRESS			PROVINCE/STATE	COUNTRY
LAST NAME	FIRST NAME	MIDDLE NAME		
DELIVERY ADDRESS			PROVINCE/STATE	COUNTRY
MAILING ADDRESS			PROVINCE/STATE	COUNTRY
LAST NAME	FIRST NAME	MIDDLE NAME		

D REGISTERED OFFICE ADDRESSES		
DELIVERY ADDRESS OF THE COMPANY'S REGISTERED OFFICE	PROVINCE BC	POSTAL CODE
MAILING ADDRESS OF THE COMPANY'S REGISTERED OFFICE	PROVINCE BC	POSTAL CODE

E RECORDS OFFICE ADDRESSES		
DELIVERY ADDRESS OF THE COMPANY'S RECORDS OFFICE	PROVINCE BC	POSTAL CODE
MAILING ADDRESS OF THE COMPANY'S RECORDS OFFICE	PROVINCE BC	POSTAL CODE

F AUTHORIZED SHARE STRUCTURE							
Identifying name of class or series of shares	Maximum number of shares of this class or series of shares that the company is authorized to issue, or indicate there is no maximum number.		Kind of shares of this class or series of shares.			Are there special rights or restrictions attached to the shares of this class or series of shares?	
	THERE IS NO MAXIMUM (✓)	MAXIMUM NUMBER OF SHARES AUTHORIZED	WITHOUT PAR VALUE (✓)	WITH A PAR VALUE OF (\$)	Type of currency	YES (✓)	NO (✓)

*{Please prepare and attach the
REQUEST FOR YOUR BUSINESS NUMBER
FORM 1}*

DIRECTORS RESOLUTIONS (Adopting Articles)

General Notes

This is a resolution of the directors of the foreign corporation adopting the *Articles* which will be used by the corporation once it is continued into British Columbia.

This resolution is not necessary if the shareholders will be adopting Table 1 *Articles* without special rights and restrictions.

Preparation

- ① Insert the name of the corporation before continuation (that is the name in the foreign jurisdiction).
- ② Insert the name of the Act or jurisdiction where the corporation is continuing from (i.e. CBCA or Province of Alberta, etc.).
- ③ Check the *Register of Directors* of the company and insert the names of all directors.

Processing

Prepare the *Articles* of the company in British Columbia and attach them as Schedule “A” (see step 5(a)(iii) of the **Procedure/Checklist**) ensuring that there is a signature line for one or more of the directors of the corporation.

Note: When you are preparing the *Articles*, all references to “incorporation” should be replaced with “continuation” and any reference to the “Incorporators” should be removed.

Once this document is prepared, checked and approved by the supervising solicitor, it is sent to the company for signature with the *Transmittal Letter (Forwarding Continuation Documents for Signature)* (page 38).

DIRECTORS RESOLUTIONS
OF
{NAME OF CORPORATION}①
(the “Corporation”)

WHEREAS the Corporation is requesting to be continued from the ② to British Columbia;

RESOLVED THAT effective upon the continuation of the Corporation under the British Columbia *Business Corporations Act*, the Articles in the form attached hereto as Schedule “A” be adopted as the Articles of the Corporation.

Dated effective *{Date}*.

③ *{NAME OF DIRECTOR}*

③ *{NAME OF DIRECTOR}*

TRANSMITTAL LETTER
(Forwarding Continuation Documents for CBCA corporation)

General Notes

The letter is prepared when the continuation documents for a CBCA corporation have been prepared, checked and approved by the supervising solicitor.

This letter may be addressed either to:

- the solicitors for the federal corporation at the registered office of the corporation in the other Province; or
- the corporation, if the corporation does not have a solicitor acting for it in the other Province.

Preparation

- ① Insert the name reserved for the continuation, unless the corporation will continue as a numbered company, in which case, you may delete the whole paragraph.
- ② Insert the expiration date of the name reservation, if applicable.
- ③ You may delete these two paragraphs if the corporation will be adopting Table 1 Articles.
- ④ Insert a description of any outstanding non-voting share class. Delete this paragraph if there are no non-voting shareholders.

Processing

Make sufficient copies of the letter and enclosures to have:

- one set for the file; and
- if applicable, one set for the accountant which you should stamp “copy”.

Ensure that all enclosures are attached to the letter.

Diarize the file for two to three weeks and follow-up by letter, email or telephone if you have not received the signed documents.

File No _____

{date}

{name and address of solicitors in other Province or company}

Dear _____:

Re: Continuation of *{name of the Corporation}* (the “Corporation”) to British Columbia under the name *{name reserved}* ①

Further to your instructions to continue the Company into British Columbia, we confirm that we have reserved the name “*{name reserved}*” ① with the Registrar of Companies. Please note that the name reservation expires on *{date name reservation expires}* ②.

We enclose the following documents with respect to the continuation:

1. Special resolution of the shareholders of the Corporation authorizing it to make application to continue under the laws of British Columbia;
2. Statement of Director or Authorized Officer;
3. Continuation Application/Notice of Articles (Form 16), and Request for Your Business Number (Form 1). Please note that the Request for Your Business Number is required and must state either the Corporation’s existing Business Number issued by Canada Revenue Agency, or, if the Corporation does not have a Business Number, the name of a current director so that a Business Number may be applied for;
- ③4. Resolutions of the directors approving the Articles; and
- ③5. Articles to be signed by one or more directors of the Corporation.

We would point out that the *Canada Business Corporations Act* provides that each share carries the right to vote in respect of a continuance whether or not it otherwise carries the right to vote. We have, therefore, also included a separate consent resolution to be signed by all the holders of the class ④ shares.

Once the enclosed documents have been signed, please return them to us. We confirm that we will make application to Corporations Canada for approval to export the corporation from the federal jurisdiction into British Columbia.

If you have any questions regarding the enclosed documents or the continuation, please do not hesitate to contact the writer.

Yours truly,

{NAME OF LAW FIRM}

cc: *{name of accountant}*

TRANSMITTAL LETTER
(Forwarding Continuation Documents for Corporation from Foreign Jurisdiction)

General Notes

This letter may be addressed either to:

- the solicitors for the corporation in the foreign jurisdiction; or
- the client if the registered office is located in another Province and the client does not have a solicitor in the other Province.

This letter is prepared when your law firm has:

- received the appropriate *Special Resolution* authorizing the importing of a corporation from its foreign jurisdiction into British Columbia; and
- received the appropriate authorization from the foreign jurisdiction to continue the corporation into British Columbia.

Preparation

- ① Insert the name reserved for the continuation.
- ② Insert the name of the corporations current home jurisdiction.
- ③ Delete if the resolution has been prepared by the solicitors in the other jurisdiction and you have already received it. If your firm is not preparing the special resolution and it has not been received, you may replace this paragraph with the following:

“Please provide us with an executed original of the Special Resolution of the shareholders of the Corporation authorizing it to make application to continue under the laws of British Columbia.”
- ④ Delete if the foreign corporation is not an unlimited liability Alberta corporation.
- ⑤ Delete these two paragraphs if the corporation will be adopting Table 1 Articles without special rights and restrictions, or if the directors have previously signed a resolution approving the *Articles*.

Processing

Make sufficient copies of the letter and enclosures to have:

- one set for the file; and
- if applicable, one set for the accountant which you should stamp “copy”.

Ensure that all enclosures are attached to the letter.

Diarize the file for two to three weeks and follow-up by letter, email or telephone if you have not received the signed documents.

File No _____

{date}

{name and address of client or solicitor in the foreign jurisdiction}

Dear _____:

Re: Continuation of *{name of the Corporation}* (the “Corporation”) to British Columbia under the name *{name reserved}*①

We confirm receipt of written approval from *{name of jurisdiction}* authorizing the export of the Corporation from ②*{name of jurisdiction}* into British Columbia. We now enclose the following documents required to effect the continuation into British Columbia:

- ③1. Special resolution of the shareholders of the Corporation authorizing it to make application to continue under the laws of British Columbia;
2. Continuation Application/Notice of Articles (Form 16), and Request for Your Business Number (Form 1). Please note that the Request for Your Business Number is required and must state either the Corporation’s existing Business Number issued by Canada Revenue Agency, or, if the Corporation does not have a Business Number, the name of a current director so that a Business Number may be issued.
- ④3. Affidavit (Continuation of an Alberta Unlimited Liability Corporation into British Columbia);
- ⑤3. Resolutions of the directors approving the Articles; and
- ⑤4. Articles for signature by one or more directors of the Corporation.

Please arrange to have the enclosed documents signed as indicated and return them to us as soon as possible.

If you have any questions regarding the enclosed documents or the continuation, please do not hesitate to contact the writer.

Yours truly,

{NAME OF LAW FIRM}

cc: *{name of accountant}*

SHAREHOLDERS RESOLUTION (Post-Continuation)

This resolution is prepared and signed by the **voting** shareholders confirming the directors and waiving the appointment of an auditor if no auditor was appointed in the *Directors Resolutions (Post-Continuation)* (page 42). If there are **non-voting** shareholders, omit the paragraph entitled “Waiver of Auditor” and prepare the *Shareholders Resolution (Waiving the Appointment of an Auditor)* (see the **Organization** chapter).

Preparation

- ① Insert the total number of directors that will be appointed.
- ② If only one director is appointed, change the whole paragraph to read:

“{Name of sole Director}, who has consented in writing to act as the sole Director of the Company, is appointed as director of the Company to hold office until the first Annual Reference Date or until such person is removed or resigns from office.”
- ③ Include only the appropriate paragraph depending on whether an auditor is appointed or the auditor’s appointment is waived. If you are appointing an auditor, you usually would **not** also appoint an accountant.

If there are non-voting shareholders and you will be preparing a *Shareholders Resolution (Waiving the Appointment of an Auditor)* for the signature of all of the shareholders (see the **Organization** chapter), delete both these paragraphs.

- ④ Insert the continuation date unless you are using another date for the post continuation organization of the company.
- ⑤ Check the *Central Securities Register* and insert the names of the voting shareholders. If a shareholder is a company, use the following form of execution:

{NAME OF SHAREHOLDER COMPANY}

Per: _____
Authorized signatory

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is forwarded to the company for signature – see the *Transmittal Letter (Forwarding Post-Continuation Documents for Signature)* (page 46), unless the client is signing the documents in your office.

Make one copy for the file.

SHAREHOLDER(S) RESOLUTION
OF
{NAME OF COMPANY}
(the “Company”)

RESOLVED THAT:

NUMBER OF DIRECTORS

The number of directors of the Company is determined at *{number}*①.

APPOINTMENT OF DIRECTOR(S)

②The following persons, who have consented in writing to act as directors of the Company, are appointed as directors of the Company to hold office until the first Annual Reference Date or until such persons are removed or resign from office:

{NAME OF NEW DIRECTOR}
{NAME OF NEW DIRECTOR}

③ **WAIVER OF AUDITOR**

The appointment of an auditor for the Company be waived until the first Annual Reference Date.

or:

③ **APPOINTMENT OF AUDITOR**

{NAME OF ACCOUNTING FIRM}, Chartered Professional Accountants, be appointed the first auditor(s) of the Company, to hold office until the first Annual Reference Date.

Dated effective: *{Date}*④.

⑤ *{NAME OF SHAREHOLDER}*

⑤ *{NAME OF SHAREHOLDER}*

DIRECTORS RESOLUTIONS (Post-Continuation)

General Notes

The purpose of these resolutions is to complete the continued company's post-continuation organization in British Columbia after the *Certificate of Continuation* has been issued.

Preparation

- ① If the name of the foreign corporation before its continuation into British Columbia and the name of the continued company are different, change the paragraph to read:

"{Name of Foreign Corporation}, a {CBCA/name of foreign jurisdiction corporation}, was continued into British Columbia under the name "{Name of Company}" pursuant to the Business Corporations Act (British Columbia) on {date} under Certificate of Continuation number {number}."

- ② Insert the number and description (class and par value) of each class of shares issued by the company (see the pre-continuation *Minute Book*).
- ③ Insert the *Share Certificate(s)* number(s). Do not use the *Share Certificate* numbers from the previous jurisdiction. The certificate number will usually be 1, but if any classes of shares other than common are issued, the certificate number should be changed. For example, if Class A shares were taken, change the number to A1 or whatever numbering system your law firm uses. For a discussion of share certificates and more particularly certificate numbers see the **Records** chapter.
- ④ Change as appropriate. Check your firm's policy. Some firms prefer to name an officer, such as President or Secretary. If there is only one director you could substitute:

"The sole Director of the Company..."

- ⑤ Insert this paragraph if an accounting firm will be appointed in the new jurisdiction. Do not include this paragraph if the head office of the company is not relocating or if an auditor is appointed (as a company generally does not have both an accountant and an auditor). If you do not know the name of the accountant, leave a blank space for the client to complete the information.

Continued...

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

① **WHEREAS** *{name of foreign corporation}* a *{CBCA/name of foreign jurisdiction corporation}* was continued into British Columbia pursuant to the *Business Corporations Act* (British Columbia) (the “Act”) on *{date}* under *{number}*.

RESOLVED THAT:

FORM OF SHARE CERTIFICATES

Each Share Certificate issued by the Company representing shares in the Company will be in a form that complies with the Act and be signed by any one of the officers or directors of the Company whose signature thereon shall constitute adoption by the Company of such form of certificate with respect to the shares represented thereby.

SHARE CERTIFICATES

The following Share Certificate(s) of the federal/foreign corporation be cancelled

Cert. No.	Name of Shareholder	Number and Class of shares
②	<i>{NAME OF SHAREHOLDER}</i>	②
②	<i>{NAME OF SHAREHOLDER}</i>	②

The following Share Certificate(s) of the Company be re-issued in exchange for the Share Certificate(s) evidencing the shares held by the shareholders of the Company:

Name of Shareholder	Number and Class of shares	Cert. No.
<i>{NAME OF SHAREHOLDER}</i>	③	④
<i>{NAME OF SHAREHOLDER}</i>	③	④

⑤ Any director of the Company be authorized to execute the Share Certificate(s) on behalf of the Company and deliver the Share Certificate(s) to the persons entitled to them.

⑥ **APPOINTMENT OF ACCOUNTANT**

{NAME OF ACCOUNTING FIRM}, Chartered Accountants (or: Certified General Accountants) be appointed the accountants of the Company.

Continued...

DIRECTORS RESOLUTIONS (Post-Continuation)

Preparation (Continued)

- ① Every company must have an auditor (s. 203(1)) and the directors of the continued company are required to appoint an authorized person as its first auditor to hold office until the next Annual Reference Date (s. 204(1)). However, the appointment of an auditor may be waived if all the shareholders of a company consent in writing to a resolution waiving such appointment (s. 203(2)) (see the *Shareholders Resolution (Post-Continuation)* on page 40 and **Explanation** in the **Annual Maintenance** chapter).
- ② Insert this paragraph and the name of the company's bank if the company will be opening a new bank account. You may omit this paragraph if the company is not moving the location of its head office and opening a new bank account.
- ③ If there is only one director or officer, delete "any one director or officer" and substitute:

"The Director (or: President) of the Company be authorized ..."
- ④ Omit the whole of the section regarding the Registered and Records Office (including the heading) if the Registered and Records Office is situated somewhere other than at the law firm (in British Columbia – see *Notice of Articles* attached to Form 16).
- ⑤ The **Records Office Agent** is usually the law firm, but some law firms use a corporate records management company to maintain the records of the companies that it acts for. If that is the case, insert the name of the management company rather than the name of the law firm as the agent.
- ⑥ Insert the continuation date unless you are using another date for the post-continuation organization of the company.
- ⑦ Check the *Register of Directors* of the company and insert the names of all directors.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is sent to the company for signature with the *Transmittal Letter (Forwarding Post-Continuation Documents for Signature)* (page 46).

*Directors Resolutions (Post-Continuation)*Page 2**① APPOINTMENT OF AUDITOR**

*{NAME OF ACCOUNTING FIRM}*①, Chartered Professional Accountants, be appointed the first auditor of the Company, to hold office until the first Annual Reference Date.

ACCOUNTING RECORDS

The accounting records of the Company be kept at the Company's head office or principal place of business or such other place that the directors may from time to time determine.

② BANK

*{Name of Bank}*② (the "Bank") is appointed the bank of the Company and the attached form of banking resolution provided by the Bank is adopted as a resolution of the directors.

Any one director or officer ③ of the Company be authorized to execute and deliver to the Bank such banking resolution and all other documents required by the Bank, whether under the seal of the Company or otherwise.

④ REGISTERED AND RECORDS OFFICE

- (a) The Company appoint *{name of agent}*⑤, as its agent to maintain the Company's Records Office and Registered Office as required under the Act at such location as *{name of agent}* may from time to time determine.
- (b) The Company enter into an agreement (the "Records and Registered Office Agreement") submitted by *{name of agent}* relating to the Records Office and Registered Office of the Company and that any one director of the Company may approve, execute and deliver the Records and Registered Office Agreement on behalf of the Company.
- (c) If *{name of agent}* gives written notice to the Company that it will no longer act as agent:
 - (i) the Records Office and Registered Office of the Company will be located at the head office of the Company in British Columbia at its last known address or, if there is no such office, at the last known address of any director or former director resident in British Columbia;
 - (ii) *{name of agent}* is authorized to deliver to such address all the records of the Company formerly at its office; and
 - (iii) *{name of agent}* is authorized to complete, execute and file with the Registrar of Companies a Notice to Change Office and any other documents required by the Act.

Dated effective: *{Date}* ⑥

⑦ *{NAME OF DIRECTOR}*

⑦ *{NAME OF DIRECTOR}*

TRANSMITTAL LETTER
(Forwarding Post-Continuation Documents for Signature)

General Notes

When all post-continuation documents have been prepared, checked and approved by the supervising solicitor, arrangements should be made to have them signed. This letter should be prepared if the client is not signing the post-continuation documents in the law firm's office.

Preparation

- ① If the name of the foreign corporation before its continuation into British Columbia and the name of the continued company are different, change the paragraph to read:

“We are pleased to report that {Name of Foreign Corporation} has continued into British Columbia as a company under the name “{name of company}” pursuant to the British Columbia Business Corporations Act on {Date} under Certificate of Continuation number {Number}.”

- ② Copy the date and the continuation number from the *Certificate of Continuation*.
- ③ Omit if consents in writing have already been obtained from all directors.
- ④ Omit if an auditor is appointed.
- ⑤ Omit if **no** auditor is appointed.
- ⑥ List the numbers of the *Share Certificates*, the corresponding name of each shareholder and the number and class of shares taken by such shareholder (as shown on the *Share Certificate*). Omit if you are not re-issuing the share certificates at this time.
- ⑦ Omit if the law firm is **not** appointed as the registered and records office of the company or if the law firm or agent does not require a *Records and Registered Office Agreement*.
- ⑧ Insert the advice regarding extraprovincial registrations, and if applicable, list any documents to be signed to update such registration.

Processing

Ensure that all enclosures are attached and that a copy of the letter and each enclosure is on file.

Diarize for two weeks.

File No. _____

(date)

(name and address of client)

Dear _____:

**Re: {Name of Company} (the “Company”)
Continuation into British Columbia**

① We are pleased to report that the Company was continued into British Columbia under the British Columbia *Business Corporations Act* on *{Date}*② under Certificate of Continuation number②.

Accordingly, we have prepared and enclose the following documents for signature and return to our office:

1. Directors Resolutions – please complete the information regarding the Company’s accountants, auditors and bank);
2. ③ Consents to Act as Directors;
3. ④ Shareholders Resolutions (Waiving the appointment of an Auditor);
4. ⑤ Notice of Appointment as Auditor;
5. The following Share Certificates: ⑥
6. ⑦ Agreement with respect to the Registered and Records Offices.

We trust you will find the enclosed documents in order. If you have any questions relating to the post-continuation organization, operation or legal requirements of the Company in British Columbia, please let us know.

⑧

When all post-continuation organizational matters are completed, we will provide you with a comprehensive reporting letter to assist you in the operation of the Company.

Yours truly,

{NAME OF LAW FIRM}

LETTER TO SOLICITORS IN FOREIGN JURISDICTION
(Requesting Notice of Discontinuance)

General Notes:

When you have received the Certificate of Continuation from the Registrar, you should arrange to have the corporation's existence in the foreign jurisdiction "discontinued" and, if the continued company will continue to carry on business in its province of origin, arrange to have it extraprovincially registered in that jurisdiction.

You may adapt this letter to request the discontinuance in the federal jurisdiction from Corporations Canada omitting any reference to extraprovincial registration.

You may also use your filling agent to arrange for the discontinuance.

Preparation:

- ① Insert the name of the foreign jurisdiction.
- ② If the name of the foreign corporation is different from the name under which it is continued, add "under the name *{Name of the Continued Company}*"
- ③ If the name of the foreign corporation before its continuation into British Columbia and the name of the continued company are different, change the paragraph to read:

"{Name of Foreign Corporation} has continued into British Columbia as a company under the name "{Name of Continued Company}" pursuant to Certificate of Continuation number {Number} dated {Date}."
- ④ Omit if not applicable

Processing:

Make sufficient copies of all enclosures to have one copy of each document for your file and attach the originals to the letter.

Diarize the file for:

- two to three weeks and follow-up by letter, email or telephone if you have not received the certificate evidencing the continuation of the company into the foreign jurisdiction
- five or six weeks and follow-up by letter, email or telephone if you have not received copies of the certificates evidencing the change in extraprovincial registration of the company in other foreign jurisdictions.

Forward a copy of the Certificate of Continuation to the Registrar (see step 8 of the **Procedure/ Checklist**).

File No. _____

{date}

*{name and address of the solicitors
in foreign jurisdiction}*

Dear _____:

**Re: Continuation of *{name of the Company}* (the “Company”)
from *{foreign jurisdiction}* ① to British Columbia ②**

③Please be advised that the Company has been continued into British Columbia as a company pursuant to Certificate of Continuation number *{number}* dated *{Date}*. Accordingly, we enclose a copy of the Certificate of Continuation and ask that you request a Certificate of Discontinuance for the Company from the *{foreign jurisdiction}* Registry.

④Please note that, immediately following the continuation of the Company, the Company will apply for extraprovincial registration in the Province of *{foreign jurisdiction}*. Please prepare the necessary application to register the Company extraprovincially and forward it to us for signature.

If you have any questions please do not hesitate to call us. We look forward to receiving the Certificate of Discontinuance and application for extraprovincial registration in due course.

Thank you for your co-operation in this matter.

Yours truly,

{NAME OF LAW FIRM}

REPORT TO CLIENT
(Continuation into British Columbia)

General Notes

When the post-continuation organization documents have been signed, returned to the law firm and the *Records Book* organized, you should report on the continuation to the client.

Preparation

- ① Insert the name of the foreign corporation if it was different from the name under which it continued. If the name of the foreign corporation before its continuation into British Columbia and the name of the continued company are the same, delete the words between the ①'s.
- ② Copy the **date** from the *Certificate of Continuation*.
- ③ Copy the continuation **number** from the *Certificate of Continuation*.
- ④ Insert the name of the company under which it was continued into British Columbia
- ⑤ Copy the authorized share structure of the company from the *Notice of Articles*.
- ⑥ Insert the delivery address and mailing address of the registered and records offices (usually the law firm).
- ⑦ Insert the number of directors.
- ⑧ Insert the names of the directors from the *Notice of Articles*.

Continued...

File No. _____

(date)

(name and address of client)

Dear Sirs:

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

We are pleased to report on the continuation of the Company as follows:

Continuation

The Company was continued from *{foreign jurisdiction}* into British Columbia as a company ① under the name “*{Name of Company}*” ① pursuant to Certificate of Continuation dated *{date}* ② No. *{number}* ③.

We enclose for your records a copy of each of:

1. the Certificate of Continuation; and
2. a certified copy of the Continuation Application with the Notice of Articles attached.

Name

The Company was continued with the name “*{Name of Company}*” ④. Section 27 of the *Business Corporations Act* (the “Act”) requires that the Company display its name to the public in legible English or French characters in a conspicuous position at every place at which it carries on business within British Columbia, and on all notices and other official publications, contracts, business letters, purchase orders, invoices, statements of account, receipts, letters of credit, bills of exchange, promissory notes, endorsements, cheques and money orders signed by it or on its behalf.

Authorized Share Structure

The authorized share structure of the Company consists of: ⑤

Registered and Records Offices

Section 34 of the Act requires that the Company maintain a registered office and a records office in British Columbia, which may, or may not, be located at the same place. The registered office is the Company’s official address for service of documents and the records office is the location where the Company’s Records are kept, mainly the Records Book.

The Company's registered and records offices are located at ⑥.

Directors and Officers

The number of directors has been fixed at ⑦. The directors of the Company are as follows:

{NAME OF DIRECTOR} ⑧

{NAME OF DIRECTOR} ⑧

Continued...

REPORT TO CLIENT

Preparation (Continued)

- ① Insert the names of the officers and the offices held. If no officers are appointed, delete this paragraph (including the heading).
- ② Delete this paragraph if the company's *Share Certificates* will not be re-issued at this time.
- ③ List the numbers of the *Share Certificates*, the corresponding name of each shareholder and the number and class of shares taken by each shareholder (copy from the *Central Securities Register* and compare to the *Share Certificates* in the *Records Book*).
- ④ If accountants have been appointed, insert their name.

Note: If you are appointing an auditor in ⑤, you usually would **not** also appoint an accountant.

- ⑤ If an auditor has been appointed, delete and substitute the following:

"{Name} has been appointed the auditor for the Company to hold office until the first Annual Reference Date and the auditor has been provided with a Notice of Appointment. This appointment may be waived annually by the shareholders."

- ⑥ If the company has a seal, delete the entire paragraph and replace with the following:

"The common seal, the form of which was adopted by the Company, is presently at our office."

- ⑦ If the law firm is **not** acting as the agent for maintaining the registered and records offices, or if the registered and records offices are situated somewhere other than at the law firm, replace both paragraphs with:

"We have set up a Records Book for the Company and confirm that it will be held at {address}. Please ensure that copies of all shareholders' and directors' resolutions, together with copies of your annual financial statements are filed in the Records Book."

Continued...

Report to Client

Page 2

① The Officers of the Company are as follows:

President	{NAME}
Secretary	{NAME}
Vice-President	{NAME}

② Shares

The Share Certificates of the Company have been exchanged for Share Certificates evidencing the re-issuance of the Share Certificates under the Act as follows:

Name of Shareholder	Number and Class of Shares	Certificate No.
③	③	③

Accountants

④ {NAME} have been appointed as the Company’s accountants.

or:

Auditors

⑤ The appointment of an auditor has been waived for the current year.

Seal

⑥ The Company does not presently have a seal and is not required to have one. Please contact us if a seal is required.

Corporate Records

⑦ We have set up a Records Book for the Company that is held by us at our office as the Records Office of the Company. Please provide us with copies of all shareholders and directors resolutions not prepared by us, together with copies of your annual financial statements for insertion in the Records Book.

Please review the Records and Registered Office Agreement carefully with respect to your responsibility to provide us with certain information and documents to ensure that the Company’s corporate records are properly maintained.

Continued...

REPORT TO CLIENT

Preparation (Continued)

- ① If the foreign corporation was extra-provincially registered in other jurisdictions, you should set out the arrangements regarding updating such registrations to reflect the company's new jurisdiction.
- ② Delete this paragraph if you will not be enclosing an account at this time.

Processing

Make sufficient copies of the letter and enclosures to have:

- one set for the file; and
- if applicable, one set for the accountant which you should stamp "copy".

Ensure that all enclosures are attached to the letter.

Report to Client**Page 3****Filing requirements**

Every year within two months after the anniversary date of the Company's continuation into British Columbia, the Company must file with the Registrar of Companies an Annual Report in the form established by the Registrar of Companies (s. 51). We have diarized this matter and will forward the Annual Report to you for signature at the required time.

Within 15 days after a change in its Directors or in the prescribed address of any of its Directors, the Company is required to file with the Registrar of Companies, a Notice of Change of Directors in the form established by the Registrar (s. 127).

Annual General Meeting

The Act requires that:

- (a) the first Annual General Meeting of the Company must be held not more than 18 months after the date of continuation;
- (b) from then on, the Company must hold an annual general meeting at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting; and
- (c) the Company's financial statements must be presented to the shareholders within six months of the company's financial year end.

The requirement of convening an actual meeting can be dispensed with if all the shareholders of the Company consent in writing to the business required to be transacted at the meeting. Unless you instruct us otherwise, each year we will prepare the routine resolutions in lieu of an annual meeting and forward them to you.

①

General Matters

We trust this general information will be of assistance to you in the conduct of your business. If you require legal advice regarding these matters, please contact us.

②Finally, we enclose our account for services rendered with respect to the continuation and organization of the Company in British Columbia.

Please contact us if you require anything further at this time.

Yours truly,

{NAME OF LAW FIRM}

LETTER TO SOLICITORS IN FOREIGN JURISDICTION
(Continuation Out of British Columbia)

General Notes:

When you have received instructions regarding the continuation, if the company is continuing to a foreign jurisdiction and the directors and shareholders are resident in the new jurisdiction, it is usual to write to the solicitors in the foreign jurisdiction to ask them to arrange to have the *Special Resolution*, the *Application for Continuation Out* and any other necessary documents signed.

Preparation:

As the circumstances of each “export” or continuation from British Columbia vary greatly, review each item carefully.

- ① Insert the name of the foreign jurisdiction (i.e. Ontario, Alberta, etc.).
- ② If the company will continue under a different name, add:
“under the name {proposed name in foreign jurisdiction}”
- ③ Describe the letter, telephone call, etc.
- ④ Substitute “the sole shareholder” if there is only one shareholder.
- ⑤ Insert the name of the application document in the foreign jurisdiction.
- ⑥ Insert the name of the document which is the equivalent of the British Columbia Articles in the foreign jurisdiction.
- ⑦ Delete this paragraph if there are no **non-voting** shareholders.
- ⑧ Insert the description of any other documents required by the Registrar to bring the company into good standing.

Processing:

Make sufficient copies of all enclosures to have one copy of each document for your file and attach the originals to the letter.

Diarize the file for:

- two to three weeks and follow-up by letter, email or telephone if you have not received the *Special Resolution* and *Application for Authorization to Continue Out* (Form 45);
- When the documents are received, forward the *Application for Authorization to Continue Out* (Form 45) to the Registrar (see step 8 of the **Procedure/ Checklist**).

File No. _____

{date}

*{name and address of the solicitors
in foreign jurisdiction}*

Dear _____ :

**Re: Continuation of *{name of the Company}* (the “Company”)
to *{foreign jurisdiction}* ① ②**

Further to our ③ recent telephone conversation, please be advised that a special resolution of the shareholders of the Company and the consent of the Registrar of Companies will be required to continue the company under the laws of ① as the “Continued Corporation”.

We enclose a form of Special Resolution. If the Resolution meets with your approval, please arrange to have it signed by ④ the shareholders of the Company and return it to us at your earliest convenience. The Resolution contemplates that the Articles of Continuance ⑤ and By-laws ⑥ of the Company be attached to it as schedules. Please advise if we may assist you in preparation of these documents.

⑦ We also enclose a form of Waiver of Right to Dissent for signature by the non-voting shareholders.

In order to obtain the consent of the British Columbia Registrar of Companies, it will be necessary to file an Application to Continue Out (Form 45) (attached). The applicant must confirm that the laws of ① provide that:

- the property, rights and interest of the Company continue to be the property, rights and interests of the Continued Corporation;
- the Continued Corporation continues to be liable for the obligations of the Company;
- an existing cause of action, claim or liability to prosecution is unaffected;
- a legal proceeding being prosecuted or pending by or against the Company may be prosecuted or its prosecution may be continued, as the case may be, by or against the Continued Corporation; and
- a conviction against, or a ruling, or judgment in favour of or against, the Company may be enforced by or against the Continued Corporation.

If the information contained in the Application is correct, please arrange to have it signed by an authorized signing authority of the Company.

Please be advised that the company must be in good standing. ⑧ We also enclose ⑧.

Upon receipt of enclosed documents signed as indicated, we will apply to the Registrar of Companies for authorization of the Company to continue out to *{foreign jurisdiction}*.

Should you have any questions, please do not hesitate to contact us.

Yours truly,

{NAME OF LAW FIRM}

SPECIAL RESOLUTION
(Authorizing Continuation out to Foreign Jurisdiction)

General Notes:

The continuation out of British Columbia to another jurisdiction must be authorized by a special resolution. If the company is continuing out to the **federal** jurisdiction, prepare the *Special Resolution (Authorizing Continuation out to CBCA)* (page 62).

If there are non-voting shareholders, prepare the *Waiver of Right to Dissent* (page 66) to be signed by the non-voting shareholders (also see notes opposite the Waiver).

If the Company will be holding a general meeting to pass the resolution, see the **Miscellaneous** chapter for the form of *Notice* and *Minutes*.

Before preparing the resolution, if you don't already have the following information, ask the legal assistant or solicitor in the foreign jurisdiction to provide you with:

- the name of the certificate issued by the registrar in the foreign jurisdiction evidencing the continuation of the company into the foreign jurisdiction;
- the correct name of the Act under which the company will be continued in the foreign jurisdiction (e.g. *Business Corporations Act (Ontario)*).

This information will be required in order to prepare paragraphs 2 and 3 of the resolution (see next page).

Preparation

- ① Insert the incorporation **date** from the *Certificate of Incorporation*.
- ② If the company was **not** incorporated under the Act, insert the name of the statute under which the company was incorporated, delete the words "(the British Columbia Act)" and replace these words with a description of the appropriate statute in the foreign jurisdiction, such as ("the Ontario Act").
- ③ Insert the incorporation **number** from the *Certificate of Incorporation*.
- ④ Insert the name of the foreign jurisdiction into which the company intends to continue (e.g. Province of Alberta).
- ⑤ Delete the words between the two ⑥ if the company will continue under its British Columbia name (i.e. it will not be changing its name in the foreign jurisdiction).
- ⑥ Insert the name of the appropriate statute in the foreign jurisdiction (i.e. "*the Business Corporations Act (Ontario)*") and define it (for example "the "Ontario Act").

Continued...

SHAREHOLDER(S) RESOLUTION
OF
{NAME OF COMPANY}
(the “Company”)

① WHEREAS:

- A. The Company was incorporated on *{date}*① under the *Business Corporations Act* (the “British Columbia Act”)② pursuant to Certificate of Incorporation number *{number}*③;
- B. It is deemed advisable that the Company continue as a corporation in *{foreign jurisdiction}*④ ⑤ under the name *{proposed name}*⑤.

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Company apply to the proper officer of ④ for a *{Certificate of Continuance}*⑥ continuing the Company ⑤ under the name *{proposed name}*⑤ as if it had been incorporated under the laws of *{foreign jurisdiction}*④ in accordance with the *{foreign jurisdiction’s Act}*⑥ (the “*{foreign jurisdiction}* Act”);
2. The Company apply to the British Columbia Registrar of Companies for authorization to permit its continuation into *{foreign jurisdiction}*④ in accordance with section 308 of the ② *British Columbia Act*②.

Continued...

SPECIAL RESOLUTION
(Authorizing Continuation out to Foreign Jurisdiction)

Preparation (Continued):

- ① Insert the name of the foreign jurisdiction into which the company intends to continue, e.g. Province of Alberta.
- ② Insert the name of the certificate to be issued by the registrar of the foreign jurisdiction's corporate registry.
- ③ Insert the name of the form making application for the continuation of the company in the foreign jurisdiction.
- ④ Insert the name of the document which is the equivalent of the British Columbia Articles in the foreign jurisdiction (i.e. *By-laws* or *Articles*).
- ⑤ Check the *Central Securities Register* of the company and insert the names of the **voting** shareholders.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, this resolution should be forwarded to the solicitor in the other jurisdiction – see the *Letter to Solicitors in Foreign Jurisdiction (Continuation Out)* (page 56).

Special Resolution
(Authorizing Continuation out to Foreign Jurisdiction)
Page 2

3. Effective upon the issuance by the proper officer the *{foreign jurisdiction}*^① of a *{Certificate of Continuance}*^②, the Company adopt and confirm the *{Continuation Application}*^③ and *{By-laws}*^④ in the forms attached hereto as Schedule “A” and “B” respectively, in substitution for the Notice of Articles and Articles of the Company and all amendments to the Notice of Articles and Articles of the Company reflected therein are adopted and confirmed.

4. The directors of the Company are authorized, in their discretion, by resolution, to abandon the application for continuation of the Company under the British Columbia Act without further approval, ratification or confirmation by the shareholders of the Company.

5. Any one director or officer of the Company is authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable to carry out the foregoing.

Dated effective: *{Date}*

⑤ *{NAME OF VOTING SHAREHOLDER}*

⑤ *{NAME OF VOTING SHAREHOLDER}*

SPECIAL RESOLUTION (Authorizing Continuation out to CBCA)

General Notes:

The continuation out of British Columbia to another jurisdiction must be authorized by a special resolution. This resolution authorizes the company's export into **federal** jurisdiction only. If the company is exported into another jurisdiction, prepare the *Special Resolution (Authorizing Continuation out to Foreign Jurisdiction)* (page 58).

If there are non-voting shareholders, prepare the *Waiver of Right to Dissent* (page 66) to be signed by the non-voting shareholders (also see notes opposite the Waiver).

If the Company will be holding a general meeting to pass the resolution, see the **Miscellaneous** chapter for the form of *Notice* and *Minutes*.

Federal corporations are not permitted to have par value shares. Accordingly, if the authorized share structure of the Company in British Columbia contains par value shares, the share structure should be altered at this time to provide that the shares have no par value. Alternatively, the company must obtain special permission from the Director of Corporations Canada (s. 187(11) of the CBCA).

The Special Resolution may also authorize other changes to the share structure or rights, privileges, conditions or restrictions attached to the shares, but before making such changes, check with the supervising solicitor and the corporation's accountants to make sure that such changes do not trigger adverse tax consequences.

Preparation

- ① Insert the incorporation **date** from the *Certificate of Incorporation*.
- ② If the company was **not** incorporated under the Act, insert the name of the statute under which the company was incorporated, delete the words ("the British Columbia Act") and replace these words with a description of the appropriate statute in the foreign jurisdiction, such as ("the Ontario Act").
- ③ Insert the incorporation **number** from the *Certificate of Incorporation*.
- ④ Delete the words between the two ④'s if the company will continue under its British Columbia name, that is it will not be changing its name in the federal jurisdiction.
- ⑤ Delete this paragraph if no by-laws will be adopted at this time, and adjust the description of the *By-laws* as appropriate.
- ⑥ Check the *Central Securities Register* of the company and insert the names of the **voting** shareholders.

Processing

Prepare and attach as Schedule "A", the *Articles of Continuance* (Form 11), including any Schedules attached thereto; and as Schedule "B", the *By-laws* (if By-laws will be adopted at this time)⁽¹⁾.

Once this document is prepared, checked and approved by the supervising solicitor, this resolution should be forwarded to the client - see the *Transmittal Letter (Forwarding Documents for Signature – CBCA)* (page 70).

⁽¹⁾ Sample bylaws are beyond the scope of this Guide but sample by-laws are included with the Federal Guide to Corporate Records available from DB Legal Publishing Inc. (www.dblegal.ca).

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

WHEREAS:

- A. The Company was incorporated on *{date}*^① under the *Business Corporations Act* (the “British Columbia Act”)^② pursuant to Certificate of Incorporation number *{number}*^③;
- B. It is deemed advisable that the Company continue as a corporation under the *Canada Business Corporations Act* (the “CBCA”)^④ under the name “*{New Name of Corporation}*”^④ (“the Continued Corporation”).

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Company make application to the Director of Corporations Canada for a Certificate of Continuance continuing the Company ^④ under the name “*{New Name of Corporation}*”^④ as if it had been incorporated under the laws of Canada in accordance with Section 187 of the *Canada Business Corporations Act* (the “CBCA”).
2. The Company make application to the British Columbia Registrar of Companies for authorization to permit such continuation in accordance with Section 308 of the British Columbia Act^②.
3. The Company adopt the Articles of Continuance in the form attached as Schedule “A” and all amendments to the Notice of Articles and the Articles of the Company reflected therein are approved.
4. ^⑤Effective upon the issuance by the Director of Corporations Canada of a Certificate of Continuance continuing the Company as if it had been incorporated under CBCA, By-Law No. 1 and By-Law No. 2 in the form attached as Schedule “B” (which By-Laws have been adopted by the directors) be confirmed.
5. Any one director or officer of the Company is authorized and directed to do, sign and execute the Articles of Continuance and the By-Laws and all things, deeds and documents necessary or desirable to carry out the foregoing.
6. The directors of the Company are authorized, in their discretion, by resolution, to abandon the Application for Continuation of the Company under the CBCA without further approval, ratification or confirmation by the shareholders of the Company.

Dated effective *{Date}*.

Ⓒ *{NAME OF VOTING SHAREHOLDER}*

Ⓒ *{NAME OF VOTING SHAREHOLDER}*

DIRECTORS RESOLUTIONS **(Adopting By-laws on Continuation to CBCA)**

General Notes

The directors of the company (that is before it is continued out to CBCA), must approve and sign the proposed *By-laws*.

Note: When you are preparing the *By-laws*, all references to “incorporation” should be replaced with “continuation” and any reference to the “Incorporators” should be removed.

Preparation

- ① Insert a description of the By-laws (for example: if there is only one set of By-laws, omit the reference to By-law number 1 and By-law number 2 and refer instead to “the general By-laws”).
- ② Check the *Register of Directors* of the company and insert the names of all directors.

Processing

Prepare and attach the By-laws.

Once this document is prepared, checked and approved by the supervising solicitor, it is sent to the company for signature with the *Transmittal Letter (Forwarding Documents for Signature – CBCA)* (page 70).

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

WHEREAS the Company is requesting to be continued from British Columbia as a corporation under the *Canada Business Corporations Act* (the “CBCA”);

RESOLVED THAT effective upon the continuance of the Company under the CBCA, ① By-law No. 1 and By-law No. 2 in the form attached hereto be adopted as the By-laws of the Company.

Dated effective *{Date}*.

② *{NAME OF DIRECTOR}*

② *{NAME OF DIRECTOR}*

WAIVER OF RIGHT TO DISSENT

General Notes

The continuation out of British Columbia must be approved by a **special resolution** of the **voting** shareholders (see *Special Resolution (Authorizing Continuation out to Foreign Jurisdiction)* page 58) or *Special Resolution (Authorizing Continuation out to CBCA)* – page 62).

Although 308(3) of the Act exempts special resolutions authorizing a continuation out of British Columbia from the requirements of Section 61 granting non-voting shareholders (whose rights may be prejudiced or interfered with) the right to a separate class resolution, section 309 grants a right of dissent to all shareholders with respect to the resolution authorizing the continuation⁽¹⁾.

If the non-voting shareholders are not waiving the right to dissent, section 240(1) provides that a copy of the proposed resolution and a notice of the meeting called to vote on the resolution, together with a statement advising of the right to send a notice of dissent, must be forwarded to all shareholders within the prescribed time whether or not their shares carry the right to vote. Section 240(2) further provides that, if the resolution is to be passed by a consent resolution, the company must forward a copy of the resolution and a statement advising of the right to send a notice of dissent to each shareholder, including non-voting shareholders, at least 21 days before the effective date of the resolution.

Accordingly, if the non-voting shareholders do not intend to dissent, they should sign this document waiving such rights.

This Waiver is only prepared if there are **non-voting** shareholders who are not signing the special resolution authorizing the export of the company into a foreign jurisdiction.

Preparation

- ① Insert the name of the foreign jurisdiction into which the company is being transferred.
- ② Insert the date which should be the same or after the special resolution it refers to.
- ③ Check the *Central Securities Register* of the company and insert the names of all the **non-voting** shareholders.

Procedure

Once this document is prepared, checked and approved by the supervising solicitor, it is sent to the company for signature with the *Letter to Solicitors in Foreign Jurisdiction (Continuation out of British Columbia)* (page 56) or the *Transmittal Letter (Forwarding Documents for Signature)* (page 70).

⁽¹⁾ Dissent Proceedings under Part 8, Division 2 of the Act are beyond the scope of the *Guide* but may be covered in a future update.

WAIVER OF RIGHT TO DISSENT

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

Re: Continuation of the Company to *{foreign jurisdiction}*①

Pursuant to section 239(1) of the *Business Corporations Act* (the “Act”), the undersigned, being all of the non-voting shareholders of the company, hereby waive our right under section 309 of the Act to receive a copy of the proposed resolution authorizing the continuation of the Company to *{foreign jurisdiction}*①, and our right to send written notice of dissent to the Company (or if the continuation has taken effect) to the continued corporation, under Division 2 of Part 8 of the Act.

Dated: *{date}*②

③ *{NAME OF NON-VOTING SHAREHOLDER}*

③ *{NAME OF NON-VOTING SHAREHOLDER}*

APPLICATION FOR AUTHORIZATION TO CONTINUE OUT (Form 45)

General Notes

This **Application** must be filed with the Registrar in paper format. The Registrar will then issue a letter of authorization for the continuation which must be filed with the foreign jurisdiction into which the company is continuing within **six months'** of the date of the Registrar's letter.

Under section 310 of the Act, a company must not be continued into another jurisdiction unless, after continuation, the laws of that foreign jurisdiction include the following:

- the property, rights and interest of the company will continue to be the property, rights and interests of the continued corporation;
- the continued corporation will continue to be liable for the obligations of the company;
- an existing cause of action, claim or liability to prosecution is unaffected;
- a legal proceeding being prosecuted or pending by or against the company may be prosecuted or its prosecution may be continued, as the case may be, by or against the continued corporation; and
- a conviction against, or a ruling, or judgment in favour of or against, the company may be enforced by or against the continued corporation.

When applying for the authorization to continue out, the company must be in good standing with the Registrar, which means that all *Annual Reports*, *Notices of Directors* and *Notices of Offices* must be filed.

Once the company has been continued to the foreign jurisdiction, note that the company is required under s. 311(1) of the Act, to promptly file with the Registrar a copy of any record, such as a *Certificate of Continuation*, issued to the continued corporation by the foreign jurisdiction to which the corporation is continued to effect or confirm the continuation.

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 B Set out the name of the company exactly as it is shown on the latest Certificate of Incorporation, Amalgamation, Continuation, Restoration or Name Change, as applicable.

Processing

This document may be signed concurrently with the other documents relating to the continuation out. Once it is prepared, checked and approved by the supervising solicitor, it is sent to the company for signature – see *Letter to Solicitors in Foreign Jurisdiction (Continuation out of British Columbia)* (page 56) or *Transmittal Letter (Forwarding Documents for Signature)* (page 70).



Ministry of Finance
 Corporate and Personal
 Property Registries
 www.fin.gov.bc.ca/registries

Mailing Address:
 PO Box 9431 Stn Prov Govt
 Victoria BC V8W 9V3
 Location:
 2nd Floor – 940 Blanshard Street
 Victoria BC

**APPLICATION FOR
 AUTHORIZATION
 TO CONTINUE OUT
 FORM 45 – BC COMPANY**
 Section 308 *Business Corporations Act*

Telephone: 250 356-8626

Freedom of Information and Protection of Privacy Act (FOIPPA):
 The personal information requested on this form is made available to the public under the authority of the *Business Corporations Act*. Questions about how the *FOIPPA* applies to this personal information can be directed to the Administrative Assistant of the Corporate and Personal Property Registries at 250 356-1198, 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.

This form is to be used when applying to the registrar for authorization for the company to continue to become a foreign corporation.

Under section 308(1) of the *Business Corporations Act* (the act), a company may, if authorized by its shareholders and by the registrar, make application to the appropriate official or public body of another jurisdiction requesting that the company be continued into that other jurisdiction as if the company had been incorporated under the laws of that other jurisdiction.

Authorization by the registrar is conditional on the company being in good standing by complying with section 51 (up to date on annual report filings) and section 120 (required number of directors) of the act.

The authorization expires 6 months after the date the letter of authorization is issued by the registrar.

Under section 311(1) of the act, the continued corporation must promptly file with the registrar a copy of any record issued to it by the foreign jurisdiction to effect or confirm the continuation.

Item B Enter the name exactly as shown on the Certificate of Incorporation, Amalgamation, Continuation or Change of Name.

Item C Enter the name of the foreign jurisdiction where the company will continue to.

Item D Under section 310 of the act, a company must NOT apply to be continued into another jurisdiction unless, after continuation, the laws of that other jurisdiction include all the provisions listed in "Item D".

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 pay in Canadian dollars or in the equivalent amount of US funds.

A INCORPORATION NUMBER OF COMPANY

B NAME OF COMPANY

C FOREIGN JURISDICTION INFORMATION – Enter the name of the foreign jurisdiction into which the company will continue.

D I confirm that the laws of the foreign jurisdiction to which the continued corporation will be subject provide, in effect, for the following:

- the property, rights and interest of the company continue to be the property, rights and interests of the continued corporation,
- the continued corporation continues to be liable for the obligations of the company,
- an existing cause of action, claim or liability to prosecution is unaffected,
- a legal proceeding being prosecuted or pending by or against the company may be prosecuted or its prosecution may be continued, as the case may be, by or against the continued corporation, and
- a conviction against, or a ruling, or judgment in favour of or against, the company may be enforced by or against the continued corporation.

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

NAME OF AUTHORIZED SIGNING AUTHORITY
 FOR THE COMPANY

SIGNATURE OF AUTHORIZED SIGNING AUTHORITY
 FOR THE COMPANY

DATE SIGNED
 YYYY / MM / DD

X

TRANSMITTAL LETTER
(Forwarding Documents for Signature – Continuation to CBCA)

General Notes

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

Preparation

- ① Delete the words between the two ①'s if the company will continue under its British Columbia name. If the company will continue as a numbered company, substitute the following for the first paragraph of the letter:

“Pursuant to your instructions to continue the Company under the Canada Business Corporations Act, we confirm that the Company will continue as a numbered Canada corporation.”

- ② Insert the expiration date of the NUANS report. Otherwise, delete this sentence.
- ③ Delete if not enclosed (that is there are **no non-voting** shareholders).
- ④ Describe the schedule or delete if you are not enclosing.
- ⑤ Delete this sentence if you will be filing the documents electronically or faxing the documents to Corporations Canada.
- ⑥ Delete this paragraph if there are no outstanding documents that must be filed before the company can be continued.

Processing

Make sufficient copies of the letter and enclosures to have:

- one set for the file; and
- if applicable, one set for the accountant which you should stamp “copy”.

Ensure that all enclosures are attached to the letter.

Diarize the file for two to three weeks and follow-up by letter, email or telephone if you have not received the signed documents.

File No _____

{date}

{name and address of client}

Dear _____:

Re: Continuation of *{name of the Company}* (the “Company”) to Canada Business Corporations Act “(the “CBCA”) ① under the name *{proposed name in Federal jurisdiction}* ①

Pursuant to your instructions to continue the Company as a corporation under the CBCA, we confirm that we have conducted a NUANS report of the name “*{proposed name}*”, a copy of which is enclosed for your reference. We have applied for and obtained a pre-clearance of the above name with Corporations Canada. The NUANS report will expire on *{date}* ②.

Accordingly, we have prepared and enclose:

1. Special Resolutions of the shareholders;
 2. Directors Resolution;
 2. ③ Waiver of Notice of Dissent;
 3. Application for Authorization to Continue Out (Form 45);
 4. Articles of Continuance (Form 11), including Schedule ④, in duplicate;
 5. By-laws;
 6. Initial Registered Office Address and First Board of Directors (Form 2), in duplicate;
- and

⑤ Please note that both copies of Forms 11 and 2 must be originally signed.

Please arrange to have the enclosed documents signed as indicated and return them to us for our further attention.

⑥ We note that the *{Annual Report}* forwarded to you with our letter of *{date}* has not been returned. In order to obtain the authorization of the Registrar of Companies to continue the Company to federal jurisdiction, the Company must be in good standing. We therefore enclose a duplicate copy of the *{Annual Report}* which we would ask that you sign and return with the enclosed documents.

If you have any questions regarding the enclosed documents or the continuation, please do not hesitate to contact the writer.

Yours truly,

{NAME OF LAW FIRM}

cc: *{name of accountant}*

TRANSMITTAL LETTER TO CORPORATIONS CANADA**General Notes:**

When you have received:

- the signed *Special Resolution* authorizing the continuation;
- authorization from the Registrar of Companies to the continuation; and
- the executed Forms 11 and 2;

you can file the Form 11 and 2 electronically online at Corporations Canada's website using a credit card, arrange to have the forms filed by your filing agent (who will also pay the fee) or send the documents directly to Corporations Canada by fax, email or mail with this transmittal letter. If you forward the letter and documents by email, do not send credit card information. Corporations Canada will contact you for credit card details. Note that if you file online, you must attach the Nuans search, name decision letter (unless the company will continue as a numbered company) and consent of Registrar of Companies to the online application in PDF format, or forward these documents to Corporations Canada by email at IC.corporationscanada.IC@canada.ca. If filing by fax or email, it is not necessary to send duplicate copies of the documents

Preparation:

- ① Delete the words between the two ①'s if the company will continue under its British Columbia name.
- ② Delete if the company will continue as a numbered company.
- ③ Insert the date of the letter from the Registrar of Companies.
- ④ For the amount of fee, see note re: federal corporations on page 8.
- ⑤ Delete if you are not requesting a certified copy of the *Articles of Continuance*.

Processing:

Request a cheque from your accounting department payable to the Received General for Canada for the correct amount if you are not paying by credit card.

Notes: If you are arranging to have the documents delivered by your agents, you can arrange to have them pay the filing fee.

You may also file online or fax the documents to Corporations Canada and pay the fee by credit card or from a deposit account.

Make sufficient copies of all enclosures to have one copy of each document for your file and attach the originals to the letter. Note that two original signed originals of Forms 11, 6 and 3 must be attached to the letter.

Diarize the file for two to three weeks and follow-up by letter, email or telephone if you have not received the Certificate of Continuance.

File No. _____

{date}

Director Corporations Canada
235 Queen Street
Ottawa, Ontario
K1A 0H5

Dear Sirs/Mesdames:

Re: Continuation of *{name of the Company}* (the “Company”) under the *Canada Business Corporations Act* (the “CBCA”) ① under the name “*{proposed name}*” ①

We enclose the following documents for the continuation of the Company under the CBCA:

- ②1. Original Nuans report;
- ②2. Photocopy of name decision letter from your office;
3. Letter dated *{date}* ③ from the British Columbia Registrar of Companies authorizing the Company to continue out under the CBCA;
4. Articles of Continuance; (Form 11) in duplicate; and
5. Initial Registered Office Address and First Board of Directors (Form 2) in duplicate.

Our cheque payable to the order of the Receiver General for Canada in the amount of \$*{amount}* ④.

We confirm that the Company is not currently registered extraprovincially in any Province in Canada.

or:

We confirm that the Company is currently registered extraprovincially in *{list extraprovincial jurisdictions}*.

We would appreciate your providing us with a Certificate of Continuance, ⑤together with a certified copy of the Articles of Continuance, at your earliest convenience. If you have any questions regarding the enclosed, please do not hesitate to contact the writer.

Thank you for your cooperation in this matter.

Yours truly,

{NAME OF LAW FIRM}

TRANSMITTAL LETTER TO SOLICITORS IN FOREIGN JURISDICTION

General Notes:

When you have received:

- the signed *Special Resolution* authorizing the continuation; and
- authorization from the Registrar of Companies to the continuation;

forward the documents to the company's new solicitors in the foreign jurisdiction with this transmittal letter.

Preparation:

- ① Insert the name of the foreign jurisdiction.
- ② Delete the words between the two ②'s if the company will continue under its British Columbia name.
- ③ Insert the date of the letter from the Registrar.
- ④ Delete if there are no non-voting shareholders and the *Waiver of Right to Dissent* is not enclosed.
- ⑤ Insert the name of the application document in the foreign jurisdiction.
- ⑥ Delete if the company does not have a seal.
- ⑦ Insert the description of any other documents which you are also enclosing.
- ⑧ Insert all the foreign jurisdictions where the company is extraprovincially registered. If the company is **not** extraprovincially registered in another jurisdiction, delete this paragraph.
- ⑨ Delete this paragraph if you have already received instructions with respect to the company's extraprovincial registration in British Columbia.

Processing:

Make sufficient copies of all enclosures to have one copy of each document for your file and attach the originals to the letter.

Diarize the file for two to three weeks and follow-up by letter, email or telephone if you have not received a copy of the certificate evidencing the continuation of the company into the foreign jurisdiction

Forward a copy of the certificate of continuation to the Registrar (see step 8 of the **Procedure/Checklist**).

File No. _____

{date}

{name and address of the solicitors}

in foreign jurisdiction

Dear _____:

Re: Continuation of *{name of the Company}* (the “Company”) to *{foreign jurisdiction}* ① ② under the name “*{proposed name in foreign jurisdiction}*” ②

We enclose:

1. Letter dated *{date}* ③ from the British Columbia Registrar of Companies authorizing the Company to continue out to *{foreign jurisdiction}* ①;
2. Special Resolution dated *{date}*;
3. ④ Waiver of Right to Dissent;
4. ⑤ Application for Continuation into *{foreign jurisdiction}*;
4. Records Book for the Company;
5. ⑥ Seal of the Company;
5. ⑦.

We confirm that you will make application to continue the Company into *{foreign jurisdiction}* and, in due course, you will provide us with a copy of the Certificate of Continuation.

⑧ The Company is extraprovincially registered in the following jurisdictions *{names of jurisdictions}* ⑧. We enclose a schedule listing the names and addresses of the agents in the various jurisdictions. Please advise the agent in each jurisdiction of the Company’s continuation into *{foreign jurisdiction}* and request that all further correspondence be directed to your firm.

⑨ Please advise us if the Company will be extraprovincially registered in British Columbia after continuation. If so, we would be pleased to prepare and forward to you a Registration Statement (Form 33) for signature by the authorized signing authority of the continued corporation.

Thank you for your co-operation in this matter.

Yours truly,

{NAME OF LAW FIRM}

DIRECTORS RESOLUTIONS (Post-Continuation to CBCA)

General Notes

The purpose of these resolutions is to complete the continued corporation's post continuation organization under the CBCA after the *Certificate of Continuation* has been issued.

Preparation

- ① Insert the date and number of the *Certificate of Continuation*.
- ② If the name of the foreign company before its continuation into CBCA and the name of the continued corporation are different, delete the words between the two ②'s.
- ③ You may insert additional paragraphs by adapting those in the Directors Resolution (Post-Continuation) on page 42. For example, you may have to issue *Share Certificates* for the continued corporation to replace those of the company.
- ④ Check the *Register of Directors* of the corporation and insert the names of all directors.

Processing

Once this document is prepared, checked and approved by the supervising solicitor, it is sent to the company for signature with the *Report to Client (Continuation to CBCA)* (page 78).

DIRECTORS RESOLUTIONS
OF
{NAME OF CORPORATION}
(the “Corporation”)

WHEREAS *{name of British Columbia company}*, a British Columbia company, was continued as a corporation under the *Canada Business Corporations Act* (the “CBCA”) pursuant to the Certificate of Continuation dated *{date}*① number *{number}*① ② under the name *{name of corporation on continuation}*②.

FORM OF SHARE CERTIFICATE

BE IT RESOLVED THAT the form of Share Certificate as attached hereto be adopted as the form of share Certificate for the shares of the Corporation.

REGISTERED OFFICE

BE IT RESOLVED THAT the records of the Corporation required to be maintained pursuant to subsection 20(1) of the CBCA and the required records containing minutes of meetings and resolutions of the Board and of committees of the Board be kept at the Registered Office of the Corporation.

ACCOUNTING RECORDS

BE IT RESOLVED THAT the accounting records to be maintained pursuant to subsection 20(1) of the Canada Business Corporations Act be kept at the head office of the Corporation.

③

Dated effective *{Date}*.

④ *{NAME OF DIRECTOR}*

④ *{NAME OF DIRECTOR}*

REPORT TO CLIENT (Continuation to CBCA)

General Notes

When the company has been continued as a federal corporation you should report on the continuation to the client. If your firm acts as the solicitors for the continued corporation, you should prepare the necessary documents to organize the corporation under CBCA, and attach them to the letter (if no previous arrangements have been made to have them signed).

You should also organize the Minute Book for the corporation (see step 6(m) of the **Procedure/Checklist**).

Preparation

- ① Insert the name of the British Columbia company if it was different from the name under which it continued.

Note: If the name of the British Columbia company before its continuation into federal jurisdiction and the name of the continued corporation are the same, delete the words between the ①'s.

- ② Copy the **date** from the *Certificate of Continuation*.

- ③ If you have not yet registered the extraprovincial registration, delete this paragraph and substitute:

“In order to register the Corporation extraprovincially in British Columbia, the Corporation must file a Registration Statement (Form 33) with the Registrar of Companies. We have prepared the enclosed Registration Statement for signature by an authorized signatory of the Corporation. Please arrange to have the form signed and returned to our office for registration.”

- ④ Delete this sentence if you will not be enclosing an account at this time.

Processing

Make sufficient copies of the letter and enclosures to have:

- one set for the file; and
- if applicable, one set for the accountant which you should stamp “copy”.

Ensure that all enclosures are attached to the letter.

File No. _____

(*date*)

(*name and address of client*)

Dear _____:

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

The British Columbia company, *{name of British Columbia company}*, was continued as a federal corporation under the *Canada Business Corporations Act* (the “CBCA”) ① under the name ① on *{Date}* ②. For your records, we enclose a copy of the Certificate of Continuance issued by the Director, Corporations Canada.

Pursuant to the provisions of the CBCA, the first Annual Return must be prepared as at the anniversary date of continuance. You may, therefore, expect to receive from us in each year, an Annual Return for completion. The first annual meeting must be held within 18 months of the date of continuance and within six months of the fiscal year end. We have diarized the due date and will contact you at the appropriate time.

We enclose the consent resolution of directors covering certain matters required pursuant to the CBCA. Please have the resolution signed and returned to us for filing in the Corporation’s Records Book.

③ The Corporation was registered extraprovincially in British Columbia on *{Date}* under number *{Number}*. For your records, we enclose a copy of the Certificate of Extra-Provincial Registration and a copy of the Registration Statement (Form 33). An Annual Report must be filed with the office of the Registrar of Companies within two months of the anniversary date of the Corporation’s registration in British Columbia. We have diarized this matter and will send you an Annual Report for your signature at the appropriate time.

④ As this matter is now complete, we enclose our account with respect to the continuance of the Corporation under the CBCA and its registration in British Columbia, which we trust you will find to be in order.

Please contact us if you have any questions regarding the above.

Yours truly,

{NAME OF LAW FIRM}

-