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EXPLANATION

DISSOLUTIONS

When a company is dissolved, its corporate existence is terminated. When the registration of a foreign entity as an extraprovincial company in British Columbia is cancelled, it is no longer registered to carry on business in British Columbia. Such dissolution or cancellation may be the result of:

- a voluntary dissolution or cancellation of registration:
 - for a British Columbia company, when the company has passed an ordinary resolution and filed a *Dissolution Request* (Form 17); and
 - for a foreign entity as an extraprovincial company, when a *Cessation of Activities* (Form 42) has been filed; or
- an involuntary dissolution, when the company is dissolved (or its registration in British Columbia is cancelled) by the Registrar, generally for failure to file Annual Reports (often due to or an oversight or lack of communication).

The term “**dissolution**” applies to companies recognized in British Columbia and “**cancellation of registration**” applies to companies incorporated/amalgamated/continued in another jurisdiction and registered extraprovincially in British Columbia.

The term “**former extraprovincial company**” refers to a “**foreign entity that has had its registration as an extraprovincial company cancelled**”.

In addition, the term “**restoration**” applies to British Columbia companies, and “**reinstatement**” applies to former extraprovincial companies.

Dissolution procedures are fully explained in the **Dissolution** and **Extraprovincial Companies** chapters.

Sometimes, it is necessary to restore the company after it has been dissolved or to reinstate the extraprovincial registration of a foreign entity after its registration has been cancelled. A few of the reasons for restoration or reinstatement are as follows:

- the dissolved company is an active company that owns assets and goodwill;
- a former extraprovincial company owns assets in British Columbia;
- the dissolved company or former extraprovincial company, owns real estate;
- the dissolved company holds shares in another company and the shares cannot be sold or transferred unless the dissolved company is restored;
- the dissolved company owns other assets which cannot be transferred unless the dissolved company is restored;

Legal actions against a dissolved company which were not commenced before dissolution can only be brought within two years after its dissolution (s. 346(1)(b)) and therefore a creditor of the dissolved company or the former extraprovincial company sometimes makes application for a limited restoration for purposes of resolving a legal action, such as:

- ⁽¹⁾ in order to realize against assets or otherwise collect after the two year period;
- in order to file a legal action after the two-year period;
- if an action cannot be tried or settled unless the dissolved company is restored⁽²⁾ or its registration as an extraprovincial company is reinstated;
- the entire record of a dissolved company is required to proceed with or settle an action after the two-year period (for example, the names of the directors of a company for a specific date or period prior to the dissolution date are required to be on record in order that those directors may be added as defendants in the action);
- there is an outstanding insurance claim involving the dissolved company or the former extraprovincial company;

ESCHEATED LAND

If the company owns an asset that has not yet been distributed, upon dissolution, the asset **vests in** the government (s. 344), unless:

- the company owns the asset as a joint tenant, in which case upon dissolution, the asset vests in the other joint tenant; or
- the company owns land (not held in joint tenancy), in which case the land is deemed to **escheat** to the British Columbia government under section 4 of the Escheat Act.

The term “vest” is used for personal property **excluding British Columbia land** and “escheat” is used with reference to British Columbia land. In both cases the effect is the same. Upon dissolution, the government takes ownership of any undistributed assets of the dissolved company.

Any reference to land in this explanation is to land situated in British Columbia. Any reference to “government” is to the British Columbia government.

The government may not dispose of the escheated land for **two years** from the date of a company's dissolution.

If the company is restored within this **two year** period:

- the land will vest back in the company, subject to any court order; and
- a company would not have to apply to the Land Title and Survey Authority (“LTSA”) for re-registration of the land in the name of the company.

If a company is **not** restored within two years of its dissolution, its land escheats absolutely to the government. If the company is restored **after** two years, the escheated land will **not**

⁽¹⁾ a dissolved company’s assets, other than land in British Columbia, that vested in and were received by the government, are available to judgment creditors who apply to the minister for recovery against those assets within two years of the date of its dissolution (s. 349).

⁽²⁾ Section 346(1)(a) of the Act provides that a legal proceeding commenced by or against the company before its dissolution may be continued as if the company had not been dissolved.

automatically vest back in the company. However, if after the expiry of two years, the company is restored by court Order, the court Order may direct that, upon restoration, the land vests back in the company (s. 4(5) of the *Escheat Act*). The vesting has effect as set out in the Order which must be filed in the LTSA.

Upon restoration of the company, any assets (other than land in British Columbia) not disposed of by the government vest back in the company automatically (s. 368(1)(a)). The government must return any assets it holds to the company and pay to the company the amount of any money it received and realized from the sale of any of the assets.

Notes: If the company has been dissolved for more than two years, and the lands have vested in the government, see the *Escheat Act* and Volume 2 of the **Land Title Practice Manual** for information on how to apply to re-vest the lands in the company. This procedure is beyond the scope of this Guide. If you require additional information, contact the Ministry of Attorney General, Legal Services Branch, Escheat Officer, PO Box 9280, Stn Prov Govt. Victoria, British Columbia, Phone: 250-356-8819

- On cancellation of its registration in British Columbia, land owned by a former extraprovincial company will also escheat to the government, even if the corporation is not dissolved in its home jurisdiction.
- If the dissolved company owns land in other jurisdictions, legal advice should be obtained from each such jurisdiction to determine whether the land has escheated to the government in those jurisdictions.

TIME LIMITATION FOR RESTORATION/REINSTATEMENT

An application to the **Registrar** to restore a dissolved company or to reinstate the registration of a former extraprovincial company in British Columbia (s. 356(4)(b)) may be made **without** a court Order if the dissolution of the company or the cancellation of the registration of the foreign entity occurred **after** the coming into force of this Act.

FULL AND LIMITED RESTORATIONS/REINSTATEMENTS

There are two kinds of restorations or reinstatements:

- **Full Restoration/Full Reinstatement**

A company may be restored (or the registration of a foreign entity as an extraprovincial company may be reinstated) for an **indefinite** period of time. This is referred to as a full restoration and full reinstatement.

Before the restoration or reinstatement can be completed, the company must be brought into good standing with the Registrar. All necessary filings with the Registrar that would have been filed in the interval between the last documents filed with the Registrar and the date of restoration, must be filed. If the company was a British Columbia company before 2004 and was dissolved before filing a *Transition Application*, a *Post-Restoration Transition* (Form 32) must be filed within twelve months of the restoration.

Because of the requirement to file outstanding *Annual Reports* for a full restoration or reinstatement, it may be more cost effective for a company that has been dissolved to apply for a limited restoration or for a former British Columbia extraprovincial company to simply file a new *Registration Statement* (Form 33), rather than applying for reinstatement.

You should determine whether or not the company or the extraprovincial company owns assets such as land in British Columbia which may have escheated to the British Columbia government.

For an Alberta, Saskatchewan or Manitoba corporation which has had its B.C. extraprovincial registration cancelled, *Form 31(N) – Full Reinstatement Application* must be filed to reinstate the corporation's extraprovincial registration in British Columbia (see **Extraprovincial Companies** chapter – NWPTA).

- **Limited Restoration/Limited Reinstatement**

A company may be restored, (or the registration of a foreign entity as an extraprovincial company may be reinstated) for a limited period of time. This is referred to a limited restoration and a limited reinstatement.

Although the Act is silent on the limited period for which a company may be restored or reinstated, the form of *Limited Restoration/Reinstatement Application* states that, in the case of an application for restoration/reinstatement to the Registrar, the restoration/reinstatement may be made for up to **two years** from the date of restoration/reinstatement unless otherwise specified by choosing one of the following periods:

- less than six months (indicating number of months);
- six months from the date the registration is restored;
- 12 months from the date the registration is restored.

In the case of a British Columbia company, if the restoration is to be ordered by the court, the number of months may be specified in the court Order.

When a company is restored (or the registration of a former extraprovincial company is reinstated) for a limited period, there is **no** requirement to have it brought into good standing, as the company will be automatically dissolved (or the registration cancelled) at the end of the specified period, unless an extension is applied for (see below).

A limited restoration/reinstatement is usually applied for in specific circumstances, such as to enable the sale or transfer of a specific asset or assets owned by the company.

For an Alberta, Saskatchewan or Manitoba corporation which has had its B.C. extraprovincial registration cancelled, *Form 29(N) – Limited Reinstatement Application* must be filed to reinstate the corporation's extraprovincial registration in British Columbia (see **Extraprovincial Companies** chapter – NWPTA).

Before such limited period expires:

- on application by a related person, the limited restoration of a British Columbia company may be converted to a full restoration. However, there is no right of

conversion of an extraprovincial company's limited reinstatement to a full reinstatement. If a full reinstatement is required, it would be necessary to re-register the foreign entity as an extraprovincial company in British Columbia after the limited period expires⁽¹⁾; or

- on application by any person, the **period may be extended** for a further period of up to two years. If the original restoration was made by court Order (in the case of a British Columbia company), the application for extension must also be made by court Order. If the original restoration was made by a direct application to the Registrar, a letter to the Registrar may be used to apply for the extension. The Registrar will issue a new Certificate for the extended period on the date that the restoration expires, but will not provide confirmation or receipt before that date. Call the Registry if you wish to check if the Registrar has received the letter or court Order, or to find out the expiration date on the new Certificate.

TYPES OF APPLICATIONS

Application to the Registrar

The most common form of application for restoration or reinstatement is made by a direct application to the Registrar, which does not require an application to the Supreme Court. In the case of a restoration by application to the Registrar, it will not be effective until at least **21 days** have elapsed from the time a *Notice of Restoration/Reinstatement Application* is:

- published in the BC Gazette pursuant to section 355(2)(a) for a restoration and pursuant to section 364.1(2)(a) for a reinstatement; and
- mailed to the company and its directors pursuant to section 355 (2)(b) for a restoration and pursuant to section 364.1(2)(B) for a reinstatement.

Application to the Registrar may only be made if the company was dissolved or the registration of the foreign entity cancelled after March 29th, 2004, and the applicant is:

- any person in the case of a limited restoration/reinstatement; or
- a **related person** in the case of a full restoration/reinstatement.

In the case of a British Columbia company that has been dissolved, section 354(2) defines a **related person** as a person who, at the time of dissolution, is:

- a director, officer or shareholder of the company; or
- the heir or personal representative or other legal representative of a shareholder of the company at the time of dissolution; or
- the person ordered by the court to make an application for restoration pursuant a court Order.

In the case of a former extraprovincial company, a “**related person**” is, for purposes of a reinstatement of that registration is the following:

⁽¹⁾ An applicant for conversion of a limited restoration of a British Columbia company to a full restoration must comply with the notice requirements for an initial restoration application (s. 359(3)).

- a manager or shareholder of the limited liability company or the limited liability company itself; or
- a director, officer or shareholder of the foreign entity or the foreign entity itself.

Applications to Court

A court application may **only** be made for the restoration of a British Columbia company. Company restorations by court order are a more involved, costly and time-consuming process and should only be used when:

- someone, such as a liquidator of a creditor of the dissolved company, who is not a “related person” as described above, makes the application to restore a company which has been dissolved for over two years; or
- the application is made to restore a pre-existing company if the dissolution occurred before the coming into force of the Act;
- the dissolved company⁽¹⁾ holds title to land (see page 3 “Escheated Land”) and the company has been dissolved for more than two years; or
- the dissolved company is an Unlimited Liability Corporation (s. 355(1)(a)).

The prerequisites for the publication of the Notice in the BC Gazette and the mailing of the Notice are the same prerequisites as for the application to the Registrar (see above). However, the 21 day notice requirement only applies to applications to the Registrar and not to court ordered restorations.

It may be possible to reduce the 21 day period by making a restoration application to the court instead of to the Registrar.⁽¹⁾

In addition to meeting the requirements of the Act, applications to court for restoration must meet the requirements of the *Supreme Court Civil Rules*. Such an application requires that both the Registrar of Companies and the Supreme Court consent to the restoration.

Effect of Restoration or Reinstatement

A company is restored or the registration of an extraprovincial company is reinstated, when the Registrar alters the corporate register to reflect the restoration or reinstatement whether or not the requirements for the restoration or reinstatement have been complied with. The effective date and time of the restoration or reinstatement are the date and time shown in the corporate register and on the Certificate of Restoration/Reinstatement.

Once the restoration or reinstatement is effective, the Registrar will provide:

- to the restored British Columbia company at the registered office mailing address:
 - original *Certificate of Restoration* (with a copy being sent to the applicant);
 - a certified copy of the *Restoration Application*, if requested; and
 - a certified copy of the *Notice of Articles* of the restored company, if requested, unless the company has not been transitioned;
- to the reinstated foreign entity:

⁽¹⁾ The procedure to shorten the 21 day notice period is beyond the scope of this *Guide*.

- original *Certificate of Reinstatement* to its head office; and
- copy of *Certificate of Reinstatement* to the applicant.

The Registrar will publish a notice of the restoration or reinstatement (and the date it expires in the case of a limited restoration or limited reinstatement) on the Queen's Printer Website (www.qplegaleze.ca) (s. 367(1)(a) and Regulation 6).

A company that is restored is deemed to have continued in existence as if it had not been dissolved, and proceedings may be taken as though the company had not been dissolved (s. 364(4)). The same applies to the reinstatement of registration of a foreign entity as a British Columbia extraprovincial company.

Section 368 provides that, if any money or other assets became vested in the government as a result of the dissolution of the company, they may be returned to the company after restoration as long as they have not been disposed of. If the assets have been disposed of, the government must pay the amount realized by the government from their sale, less any costs incurred in connection with obtaining, storing, selling or returning the assets.

Unless the Order states otherwise, the restoration of the company will be without prejudice to the rights of any third party who has acquired any rights before the company's restoration (see s. 360(7)). The same applies to a restoration by the registrar (s. 358(2)).

**POST-RESTORATION TRANSITION FOR FULL RESTORATION
OF PRE-EXISTING COMPANIES**

Central Securities Register

If the restored British Columbia company is a pre-existing company (i.e. it was a registered British Columbia company prior to 2004 and was dissolved prior to filing a *Transition Application*), in order to comply with section 111(1) of the Act, a *Central Securities Register* must be prepared immediately following restoration. This Register must list the name and address of each shareholder as well as the number and description of the shares held by each shareholder at the time of the dissolution (see the **Transition** and the **Records** chapters – *Central Securities Register*).

In addition, within twelve months of the restoration, the company must supplement the information contained in its *Central Securities Register* by including the following information with respect to those shares that had been issued or transferred by the company within six years before the dissolution or if, despite the dissolution, shares were issued or transferred after dissolution but before restoration (s. 370(1)(c)):

- the name and last known address of each person to whom shares have been issued or transferred during the above periods;
- the number and class, and any series, of those shares;
- the date and particulars of the issuance of any shares issued during the above periods; and
- the date and particulars of the transfer of any shares transferred during the above periods.

Post-Restoration Transition Application

If the company is a **pre-existing** company that has **not** transitioned into the Act before its dissolution (see the **Transition** chapter), it must do the following within 12 months after the date of its restoration (s. 370):

- file with the Registrar a *Post-Restoration Transition Application – Form 32* (page 82); and
- alter its *Articles* to the extent necessary to comply with section 372(3) of the Act (see below).

Since the *Notice of Articles* contained in the *Post-Restoration Transition Application* (Form 32) sets out the information shown in the registry database immediately prior to the filing of this form, any necessary changes must be made before the Form 32 is filed (for example changing the names and addresses of directors or the mailing and delivery addresses of the registered and records offices). In other words, any applicable notices must be e-filed **after** the restoration and **before** filing Form 32.

Post-Restoration Articles

Section 372(3) of the Act provides that the pre-existing company must make the following mandatory changes to its *Articles*:

- include in the *Articles* of the company any provisions, other than prescribed provisions⁽¹⁾, that were contained, or deemed to be contained, in the *Memorandum* of the company under a former *Companies Act* immediately prior to filing the *Post-Restoration Transition Application* (s. 372(3)(b)), and that are not contained in the *Notice of Articles* (also see Pre-1973 Companies in the **Transition** chapter). For example: if a company's *Memorandum* contains special rights and restrictions, it must alter its *Articles* to move the special rights and restrictions from the *Memorandum* into the *Articles* (see **Mandatory Changes** in the **Transition** chapter);
- delete any information from its *Articles* that is inconsistent with the information that is included in the *Notice of Articles* contained in the *Post-Restoration Transition Application* (s. 372(3)(c)). For example, if the *Articles* contained errors regarding special rights and restrictions relating to a share class that no longer exists, the *Articles* would have to be altered to remove any reference to that share class; and
- if a company is a pre-existing reporting company, include the Statutory Reporting Company Provisions in its *Articles*, as set out in the Regulations (s. 372(3)(d)) – see the **Transition** chapter.

In addition, section 372(4) requires that a company's *Articles* must comply with sections 12(1)(b) and (c) and (2)(c) of the Act (see *Articles* in the **Incorporation** chapter), whether there has been any resolution to authorize those changes.

If a pre-existing company is required to make mandatory changes to its *Articles*, it may make certain other optional alterations to its *Articles* at the same time as the required changes, as long as certain conditions are met (see **Optional Changes to Articles** in the **Transition** chapter).

⁽¹⁾ See the **Regulations** to the Act.

Pre-existing Company Provisions

The Act provides that certain requirements contained in the former *Company Act* set out in Table 3 of the Regulations to the Act as the “Pre-existing Company Provisions” will apply to all pre-existing companies. The *Notice of Articles* in the *Post-Restoration Transition Application* filed with the Registrar must indicate that the Pre-existing Company Provisions apply to the company (s. 371(2)(b)(v)).

After filing the *Post-Restoration Transition Application*, the shareholders of the company may wish to remove the Pre-existing Company Provisions by way of a special resolution (see the **Transition** chapter). Such special resolution cannot be passed until after the filing of the *Post-Restoration Transition Application*.

Timing and Effect of Post-Restoration Transition

The *Notice of Articles* contained in the *Post-Restoration Transition Application* and any alteration to the *Articles* made before the filing of the *Post-Restoration Transition Application* will take effect on the date and time that the *Post-Restoration Transition Application* is filed with the Registrar (s. 373(1)).

Although section 373(2) provides that the filing of a *Post-Restoration Transition Application* and alteration to the *Articles* to comply with the Act will not constitute a breach, contravention or default under a security agreement or other record that contains a prohibition on the alteration of its charter documents, this provision does not extend to include optional changes that might be made to the *Articles* to take advantage of any of the features of the Act. If a company intends to adopt new *Articles* containing changes other than the mandatory ones, it must obtain any consents required by professional associations, lenders or landlords.

EXTRAPROVINCIAL REGISTRATION OF BRITISH COLUMBIA COMPANIES IN OTHER JURISDICTIONS

When a British Columbia company that is extraprovincially registered in other Canadian provinces is dissolved, its extraprovincial registration in those other jurisdictions, depending on the jurisdiction, is simultaneously cancelled. Depending on the jurisdiction, however, there may be active steps the company must take to cancel its extraprovincial registration in those jurisdictions. If it is still necessary for the company to be extraprovincially registered in a jurisdiction where its extraprovincial registration has been cancelled, the agent in that jurisdiction should be instructed to renew the registration.

British Columbia companies that were previously extraprovincially registered in Alberta and Saskatchewan are subject to the New West Partnership Trade Agreement (“NWPTA”). The new extraprovincial registration in Alberta therefore must be filed electronically through BC Online and the restoral of extraprovincial registration in Saskatchewan must be paper filed with the BC Corporate Registry (also see chapter 14 – **Extraprovincial Registrations**).

PROCEDURE/CHECKLIST

All applications to the Registrar for restoration or reinstatement will not be effective until 21 days have elapsed from the dates of:

- **publication** of the *Notice of Restoration/Reinstatement Application* in the BC Gazette (see step 8 below) and
- **the mailing** of the *Notice of Restoration/Reinstatement Application* to the:
 - **address of the registered office of the company shown on the corporate search of the Company; and**
 - **directors of the company at the time of its dissolution (see step 9 below)**

The 21 day notice period for a British Columbia company does not apply to a court ordered restoration. However, the publication of the Notice in the BC Gazette and the mailing of the Notice are required for all restorations, whether by a court order or an application made to the Registrar.

1. Obtain a corporate search of the company to be restored or the former extraprovincial company from Corporate Online, using your BC Online account, your client account or through an agent (see **Appendix B –Electronic Filings**)
2. Determine the following:
 - (a) the name of the person who will be applying for the restoration or reinstatement – the applicant (i.e. usually a director, officer or shareholder of the company to be restored)
 - (b) the relationship of the applicant to the company (i.e. how that person is related to the company as set out under the Act – see the explanation of the **related** person on page 6 and the table below)
 - (c) the date that the company was dissolved, or the foreign entity’s registration was cancelled
 - (d) the type of restoration:
 - (i) a full restoration or reinstatement (in perpetuity) in which case all filings must be up-to-date at the time of restoration or reinstatement or
 - (ii) a limited restoration or reinstatement (for up to two years) in which case, the outstanding Annual Reports need not be filed. Once the period for which the company is restored or its registration is reinstated has expired, the company will be automatically dissolved (or the extraprovincial registration of a foreign entity in British Columbia will be cancelled)
 - (e) whether or not the company will be registered in Alberta, Saskatchewan or Manitoba (see the NWPTA section in Chapter 14)
3. For a British Columbia company, determine the kind of application (i.e. whether the application will be made directly to the **Registrar** or to the **Supreme Court** for an Order). The type of application depends on:
 - who the applicant is – whether the applicant is a “related” person as defined under the Act
 - whether the company was dissolved before or after the Act came into effect (March 29, 2004)

- whether the application is for a full or limited restoration
 - whether the company is an Unlimited Liability Corporation
 - whether the company or extraprovincial company owns land in British Columbia
4. If an extraprovincial company has had its registration in British Columbia cancelled, determine whether it will be appropriate to simply file a new **Registration Statement** (Form 33) in British Columbia rather than filing a **Reinstatement Application** in order to save the cost of filing the overdue Annual Reports (this does not apply to NWPTA partner corporations). Consult the supervising solicitor or your corporate supervisor
5. Using the tables below, determine who the applicant is and what type of application will be made:

LIMITED RESTORATION or REINSTATEMENT		
Circumstances	Applicant	Application Made to
The company was dissolved ⁽¹⁾ after March 29 th , 2004 and did not own land	Any person	Registrar
Pre-existing B.C. company dissolved before March 29 th , 2004	Any person	Court
The Company is a B.C. Unlimited Liability Corporation	Any person	
If the company or extraprovincial company owned land (see notes on page 3 – Escheated Land ⁽²⁾) and was dissolved more than two years before the application for restoration		
Conversion from limited to full restoration (within limited period of time) ⁽³⁾	Related person	
Extension of time to a later date (within limited period of time)	Any person	Court or Registrar ⁽⁴⁾

⁽¹⁾ Or the registration of a foreign entity as an extraprovincial company was cancelled.

⁽²⁾ If the company was dissolved less than two years before the application for restoration, although technically a court order should be obtained (see section 4(4) of the *Escheat Act*), for practical purposes, an application to the Registrar **without** a court Order will suffice in most cases. Check with the supervising solicitor. However, if the land was owned by a foreign entity whose registration was cancelled, an application to reinstate registration as an extraprovincial company in British Columbia must be filed and a separate application made to the Supreme Court for an Order to recover the land.

⁽³⁾ ⁽³⁾A conversion is only permitted for a British Columbia company, without a court order, if the original application was made to the Registrar. Depending on the circumstances, this conversion or extension of time may be made directly to the Registrar. For a conversion, if the application was originally made to the Court, a Court order must be applied for by a related person (s. 361(2)).

⁽⁴⁾ The application for an extension is made where the original application was made either to court or to the Registrar.

<u>FULL RESTORATION</u> or REINSTATEMENT		
Circumstances	Applicant	Application Made to
The company was dissolved ⁽¹⁾ after March 29 th , 2004, and did not own land	Related person	Registrar
Pre-existing B.C. company dissolved before March 29 th , 2004	Related person	Court
If the Company or extraprovincial company owned land (see notes on page 3 – <i>Escheated Land</i>) and was dissolved more than two years before the application for restoration	Related person	
The Company is an Unlimited Liability Corporation	Related person	

- Reserve the name through BC Online or an agent (see **Helpful Information Chapter – Name Request Online**). If reserving the name on-line, under **Request Type** click on “BC Company Restoration” or click on “Extraprovincial Reinstatement” so that the reservation will be valid for **one year plus 56** calendar days. The BC Gazette Notice should not be prepared until the name reservation has been received, and accordingly, if the matter is urgent, a priority fee may be paid for the name reservation.

If the name under which the British Columbia company was dissolved is not available, you may:

- choose an alternate name (which must also be reserved) – if the applicant is a related person; or
- apply to restore the company by using its recognition number and adding “B.C. Ltd.” (i.e. “0123456 B.C. Ltd.”). In this case, no reservation is required. Note that an “0” will be added to the beginning of the original recognition number of the company if the company’s recognition number had less than seven digits and a “0” had not previously been added to the number in the name ⁽²⁾
- when the name is not available, when referring to the dissolved company’s name, always add after the original name “to be restored as *{proposed name}*”.

If an extraprovincial company’s registration is being reinstated and the corporation is a **federal** corporation, no reservation is required

There is no provision for extraprovincial reinstatement in Alberta, so when a company is restored in British Columbia, it must be re-registered extraprovincially in Alberta.

⁽¹⁾ Or the registration of a foreign entity as an extraprovincial company was cancelled.

⁽²⁾ If the first numeral of that incorporation number is a zero, the name may be abbreviated by removing that zero, and the abbreviated name is, for all purposes, interchangeable with the unabbreviated name. For example, a company with the name 0777777 B.C. Ltd. may also be referred to as 777777 B.C. Ltd. (Regulation 7.3).

When reserving the name, click “yes” when asked “**Do you intend to do business in Alberta?**”

Saskatchewan, on the other hand, allows a reinstatement (“renewal” or “restoral”) of cancelled extraprovincial registrations, and when a company is restored in British Columbia, its extraprovincial registration may be concurrently renewed in Saskatchewan. If the company’s extraprovincial registration in Saskatchewan is to be renewed or restored, similarly reserve the name through BC Online, by clicking “yes” when asked “**Do you intend to do business in Saskatchewan?**”

7. Diarize the name reservation expiry date (one year plus 56 calendar days from the reservation date)
8. Unless you will be changing the standard text (see *Notice of Restoration/ Reinstatement* on page 24), prepare the appropriate BC Gazette Notice as follows⁽¹⁾:

- (a) ***Restoration Application*** (see page 24) –Download the form from:

<https://www.crownpub.bc.ca/Content/documents/noticesOfRestorations.pdf>

- (a) ***Reinstatement Application*** (see page 24). Download the form from:

<https://www.crownpub.bc.ca/Content/documents/ReinstatementBlankForm.pdf>

The BC Gazette is printed every Thursday and the deadline to receive the order is on the Tuesday before publication at 1:30 p.m. The fee is printed on the application form. For more information call 1-800-663-6105 or visit the BC Gazette at:

<http://www.crownpub.bc.ca/Home/Gazette>

Arrange for the publication of the Notice by emailing, delivering or mailing it to BC Gazette (see instructions on page 28)

9. Mail the *Notice of Restoration/Reinstatement Application* with *Letter to the Company and the Company’s Directors or Foreign Entity* (for delivery method and payment, see instructions on page 26) to:

- (a) the Company at the last address shown as the registered office of the company in the search obtained in step 1 and
- (b) to each person who was a director at the time of dissolution at their address or prescribed address

Note: Photocopy the envelopes in which you mail these letters. If your firm’s address is the registered office, you may provide an acknowledgement of receipt instead.

Limited Restorations or Limited Reinstatement

10. Check with the supervising solicitor to determine the extent of review and updating to be carried out.

Note: For a limited restoration no outstanding *Annual Reports* or other filings are required to bring a company into good standing.

⁽¹⁾ The BC Gazette Notice must also be published by NWPTA Partner corporations applying for reinstatement

But if the company's assets are being sold or transferred, you may have to ensure that all the registers and filings are in order. If the limited restoration is made on behalf of an unrelated person or entity, such as a creditor, notices of any changes (for example changes of registered and records offices or directors) may only be filed if authorized by the appropriate resolutions. A *Notice of Directors* may be filed if the resolution authorizing the change was made before the dissolution

When a company is restored for a limited period of time, it is automatically dissolved on the end date and no Certificate of Dissolution is prepared or filed.

Full Restorations or Full Reinstatement

11. Conduct a corporate review (*Records Book* and file, if available). It may be necessary to discuss the extent of the review and the manner in which it should be carried out with the supervising solicitor. Some matters to be determined are:
 - (a) when the last *Annual Report* was filed – this will enable you to determine the number of *Annual Reports* which will have to be filed
 - (b) whether any annual maintenance resolutions are missing or incomplete, and if so, whether the directors and shareholders will pass resolutions rectifying outstanding resolutions for the missing years
 - (c) a review of the *Registers* and whether the *Share Certificates* are in the Records Book.
 - (d) any changes to the directors, officers or offices of the company which are not properly recorded in the Records Book
12. If the *Records Book* has been lost or destroyed, and your firm has received instructions to do so, prepare rectifying resolutions and Statutory Declarations regarding lost share certificates. Rectifying resolutions will be included in a future update of this Guide. For a *Statutory Declaration (Lost Share Certificate)* see **Chapter 19 – Miscellaneous**
13. Prepare a *Central Securities Register*⁽¹⁾ for each class or series of shares ensuring that each Register sets out the shares of the company that:
 - (a) are held by shareholders of the company on its restoration or
 - (b) had been issued by the company, or transferred, within six years before dissolution, and/or had been issued or transferred after dissolution and before restoration and
 - (c) with respect to such shares, the *Central Securities Register* must show:
 - (i) the name and last known address of each shareholder
 - (ii) the class, and any series, of those shares
 - (iii) the number of shares held by each shareholder and
 - (iv) with respect to the shares issued or transferred during the period set out in step 13(b), the date and particulars of each such issue and such transfer
14. If the *Records Book* contains pre-March 29, 2004 tabs, replace the tabs and reorganize the Records Book (see the **Transition** chapter)⁽¹⁾

⁽¹⁾ For the restoration of a British Columbia company only.

15. If instructed to do so, prepare all documents necessary to bring the company into good standing, for example:
- (a) all outstanding **Annual Reports** (on the *Business Corporations Act* Annual Report forms (**Form 6**))
 - (b) the following resolutions to be dated after the restoration:
 - (i) rectifying resolutions with respect to missing Shareholders Resolutions in lieu of the Annual General Meetings, Annual Directors Minutes, Consents to Act of Directors⁽¹⁾.
 - (ii) if appropriate, rectifying resolutions of the shareholders waiving the holding of annual general meetings and waiving the publication of financial statements (see the **Annual Maintenance** chapter).

Notes: Even if a shareholder is making the application, a director, officer, the company's solicitor or other authorized signatory of the company should sign the **Annual Reports**. In certain circumstances, the receiver or liquidator of a company may be given authority to sign the **Annual Reports**

If the addresses of the **Registered and Records Offices** of the company are to be changed, include the new address in Items J and K of the Restoration Application. It is not necessary to file a Form 2.

16. If new directors are being appointed, prepare:
- (a) the appropriate resolution and consents (see the **Directors and Officers** chapter)⁽²⁾; and
 - (b) **Director Change** (Form 10)

If only the legal names or addresses of the directors are to be changed, prepare a **Director Change** (Form 10). No resolution is required. Before, or at the time of filing the **Post-Restoration Transition**, make any corrections to the legal names or addresses of the directors by filing the Form 10 without incurring any filing fees. If there has been any change in the identity of the directors, however, the appropriate resolutions will have to be signed and a Form 10 filed to which normal fees will apply (see the **Directors and Officers** chapter)

If this is a restoration made directly to the Registrar without a court Order skip steps 17 to 27 and go to step 28

APPLICATION FOR RESTORATION WITH COURT ORDER

Court applications apply only to restorations of British Columbia companies. Follow steps 17 to 27 only for applications for restoration by court Order

In addition to the fees payable to the Registrar (see Appendix F – Fees), fees are also payable to the Supreme Court Registry (Minister of Finance) with respect to the court application:

- to commence the Supreme Court originating application (initial filing fee)
- to obtain a certified copy of the entered Order

⁽²⁾ The Resolution, Consents and Notice may only be dated after the restoration has been completed.

Note: It is possible to apply for the restoration in a court registry that is different from the location of the registered office. For example, if the registered office is in Penticton, the application may be made in the Vancouver court registry instead of Kamloops

17. Prepare:

- (a) **Requisition** (page 30)
- (b) **Initial Affidavit (Related Applicant)** (page 32) or **Initial Affidavit (Unrelated Applicant)** (page 36)

Note: If the applicant attended to the publication and mailing of the Notice and conducted the company search, you may combine this Affidavit with the **Affidavit (Publication and Delivery of Notice)** by inserting paragraphs 2, 3, and 4 from the **Affidavit (Publication and Delivery of Notice)** (page 40) into the appropriate **Initial Affidavit**. Ensure that such combined Affidavit collectively contains all the information of the two Affidavits in question

- (c) **Affidavit (Publication and Delivery of Notice)** (page 40)
- (d) draft **Order** (page 42)

18. Arrange to have the supervising solicitor review the documents in step 17

19. Arrange for the applicant and/or solicitor/paralegal to sign or swear, as applicable:

- (a) **Requisition**
- (b) **Initial Affidavit – (Related Applicant)** or **Initial Affidavit (Unrelated Applicant)**
- (c) **Affidavit (Publication and Delivery of Notice)**
- (d) all outstanding **Annual Reports**, and any other documents required by the Registrar, and any rectifying resolutions, if applicable, to be left undated until after the restoration (see steps 15 and 16)
- (e) **Information for a British Columbia Company Registered in Alberta** or **Registration Statement** (Saskatchewan), if applicable

20. When the documents listed in step 17 have been signed, make the following copies:

- the original and one photocopy to be filed in the Supreme Court Registry, with the photocopy to be stamped and returned to you and
- one photocopy or electronic copy for your file

21. Instruct your agent (or person attending at the court registry) to file the following documents in the Supreme Court Registry:

- (a) **Requisition**
- (b) **Initial Affidavit Related Applicant** or **Initial Affidavit (Unrelated Applicant)**
- (c) **Affidavit (Publication and Delivery of Notice)**

22. When the filed copies are returned, prepare and forward **Letter to the Registrar of Companies (Requesting Consent to Restoration)** (page 44), requesting the consent (on a priority basis if the matter is urgent) enclosing:

- (a) a copy of the *Notice of Restoration Application*
 - (b) a filed copy of the *Requisition* ⁽¹⁾
 - (c) a filed copy ⁽¹⁾ of the *Initial Affidavit (Related Applicant)* or *Initial Affidavit (Unrelated Applicant)*
 - (d) a filed copy of the *Affidavit (Publication and Delivery of Notice)*
 - (e) a draft *Order*⁽²⁾
23. Receive the letter from the Registrar **consenting** to the restoration
- Note As the consent of the Registrar is valid for **six** months from the date of the letter, if you are not proceeding with the restoration immediately, diarize this date and ensure that all documents requested in the letter from the Registrar consenting to the restoration have been prepared and signed. If it is a reinstatement of registration of an extraprovincial company, the Registrar may request a certificate of status from its home jurisdiction.
24. Prepare the *Final Affidavit (Corporate Registry Consent)*
25. Update the *Order* by inserting the action number and have it signed by the supervising solicitor
26. File with the Supreme Court Registry:
- (a) *Final Affidavit (Corporate Registry Consent)*
 - (b) *Order*
- If you are using an agent, instruct the agent to obtain a court-certified copy of the order when it has been signed, if you have not already requested a court-certified copy; and
27. Receive court-certified copy of the Order

ALL RESTORATIONS

28. Prepare **one** of the following applications for restoration:
- (a) **British Columbia** companies:
 - (i) *Form 28* – for a limited restoration (page 48)
 - (ii) *Form 30* – for a full restoration (page 52)
 - (b) **NWPTA partner extraprovincial** companies:
 BC companies formerly extraprovincially registered in Alberta and/or Saskatchewan if they are to be re-registered in Alberta or restored in Saskatchewan after the restoration:
 - (i) *Information for Registration of a British Columbia Company in Alberta* (page 58) and/or
 - (ii) *Registration Statement* for Saskatchewan (page 58)

⁽¹⁾ “Filed copy” means copy of document **stamped** by the Supreme Court Registry as filed.

⁽²⁾ Although the *Order* is **not** signed at this time, the Registrar of Companies requires that a copy be submitted with the letter requesting consent.

- (c) Extrajurisdictional companies:
- (i) **Form 29** – for a limited reinstatement (page 60)
 - (ii) **Form 31** – for a full reinstatement (page 64)
29. Arrange to have the appropriate documents signed by the applicant for restoration/reinstatement (usually a director, officer or shareholder of the company – see the definition of related person on page 6 and the table on page 12) or in the case of a third party, such as a creditor, generally by the solicitor.
30. Prepare **Letter to Registrar of Companies (Requesting Restoration)** (page 70) and attach to it:
- (a) a **court-certified** copy of **Order** if the application was to the court
 - (b) the appropriate application form, in duplicate unless you email the letter and the enclosures (see below)
 - (c) all outstanding **Annual Reports** and any other documents – refer to the requirements listed in the letter from the Registrar consenting to the restoration if you are making a court application; otherwise, refer to a search of the dissolved company to identify which documents need to be filed, if any. Note that for a limited restoration, no **Annual Reports** are required
- All documents must be forwarded to the Registrar in paper format unless you are emailing the letter and documents (see instructions opposite this letter)
- (d) **Saskatchewan Registration Statement**, if the company was previously registered in Saskatchewan and the registration must be restored. If **Alberta** re-registration is required, it must be filed online with BCOline
 - (e) appropriate payment (see instructions opposite letter)
- Electronic copies of the letter and the attachments may be emailed if there is **no** copy of the Order attached
31. Receive the **Certificate of Restoration/Reinstatement** from the Registrar. The original Certificate will be mailed to the last registered office of the company and a copy sent to the person or firm making the application
32. If appropriate (see step 16), e-file any **Notice of Change of Directors** and **Notice of Change of Address**
33. For a limited restoration/reinstatement, diarize the expiry date of the restoration/reinstatement to ensure that all matters have been attended to before the company is dissolved once more or the registration of the foreign entity as an extrajurisdictional company in British Columbia is cancelled

Before the expiry of the limited restoration/reinstatement period:

- on application by a related person, the limited restoration may be **converted**⁽¹⁾ to a full restoration (ss. 359(2)(a) or 361(2)(a)) or
 - on application by any person, the restoration or reinstatement period may be **extended** to a later date (ss. 359(2)(b) or 361(2)(b)) (see step 51 below)
34. If applicable, diarize a date within twelve months from the date of restoration as the last date for filing a *Post-Restoration Transition Application* (Form 32) (see below). The requirement for filing a *Post-Restoration Transition Application* also applies to a limited restoration of more than twelve months
 35. If your firm acts as Records Office for the restored company, date stamp a copy of any entered court Order and Affidavits received for deposit in the Records Book, and any other documents required to be date stamped (see the **Records** chapter)
 36. Date any resolutions, consents or other documents required to rectify the records of the restored company to the date of restoration
 37. If you are maintaining the Records Book of the restored company, file the following documents in the *Records Book*:

Tab in Records Book	Documents
Recognition (Charter) Documents	<i>Certificate of Restoration or Reinstatement</i>
Documents filed with the Registrar	<i>Restoration/Reinstatement Application</i> <i>Notice of Change of Directors</i> (Form 10) <i>Annual Reports</i>
Orders/Affidavits	<i>Order</i> <i>All Affidavits</i>

For any other documents, such as Resolutions, Consents, Resignations, etc. see the **Records** chapter

38. Insert a *Notice Regarding Pre-Existing Company Provisions* in the front of the Records Books of the company under the Charter Tab (see the **Transition** chapter) if applicable
39. For an application with court Order, file the *Requisition* and any other documents not referred to in Tab 37 above in the **corporate file**
40. Prepare *Report to Client* (page 74) (together with an invoice, if you will be forwarding an invoice at this time).

⁽¹⁾ The procedure for the conversion is available only for British Columbia companies and is similar to an application for restoration and is not covered in this Guide but may be covered in a future update. There is no provision to convert the limited reinstatement of a former extraprovincial company to a full reinstatement. If full reinstatement is required, the foreign entity will have to be re-registered as an extraprovincial company in British Columbia.

**POST-RESTORATION TRANSITION APPLICATION
– FULL RESTORATION**

Within twelve months of the date of a full restoration, the restored company must file a *Post-Restoration Transition Application* (Form 32) (s. 370(1)(a)). This requirement applies only to a pre-existing company that has not transitioned into the Act before its dissolution and which has applied for a full restoration ⁽¹⁾

As the post-restoration transition is similar to the transition of a company which has not been dissolved, refer to the **Transition** chapter for a discussion of the transition process in general and of **mandatory** and **optional** changes to the *Articles* in particular

41. Prepare the *Resolution Authorizing the Post-Restoration Transition* (page 80) including any **mandatory changes** to the *Articles* in this resolution. If the company:

- (a) is making mandatory changes to its **Articles** under section 370(1)(b) and
- (b) wishes to make optional changes to its *Articles* (s. 370(2))

it may adopt new *Articles* concurrently with the adoption of the mandatory changes. The resolution authorizing the optional changes to the *Articles* may be included in the *Resolution Authorizing the Post-Restoration Transition* but the resolution must contain a condition that the alteration to the *Articles* does not take effect until the *Transition Application* is filed (s. 370(3))

However, if alterations to the *Articles* would render the information contained in the *Post-Restoration Transition Application and Notice of Articles* incomplete or incorrect, such as removing the Pre-existing Company Provisions or creating or deleting special rights and restrictions:

- the *Post-Restoration Transition Application* must be filed before the changes are made and
- after the *Post-Restoration Transition Application* has been filed, a subsequent *Special Resolution (Authorizing Replacement of Articles) Removing the Pre-existing Company Provisions* and making any other changes not permissible until after completion of transition must be passed and a *Notice of Alteration* (Form 11) reflecting the changes must be filed (see the **Transition** chapter)

If the company either is **not** eligible for the simultaneous optional changes **or** wishes to delete the pre-existing company provisions, a second resolution will be necessary and the *Resolution Authorizing the Post-Restoration Transition* should therefore be kept very simple and only include mandatory changes

42. Prepare *Directors Resolution (Approving new Share Certificates)* if it is your firm's policy to prepare this resolution at the time of transition (see **Transition** chapter)

43. Prepare new *Articles*, if applicable

⁽¹⁾ Although the Act specifically restricts the post-restoration transition requirements to companies that have been restored by a full restoration (s. 369), companies that have applied for limited restoration may apply to extend that restoration or to convert the restoration to a full restoration if the restoration application was made by a related party. If the limited restoration is for a period longer than 12 months, check with the Registry to determine if the company is required to file a *Post-Restoration Transition Application*.

44. Prepare the ***Post-Restoration Transition Application*** (Form 32) (page 82)
- Since the ***Notice of Articles*** contained in the ***Post-Restoration Transition Application*** sets out the information contained in the Registry’s database immediately prior to the filing of this form, make all necessary changes (for example, changes to the names and addresses of the directors or the mailing and delivery addresses of the registered and records offices) before this form is filed (i.e. the necessary Notices must be e-filed after the restoration and before filing Form 32 – see step 32 of the **Procedure/Checklist**)
45. Arrange to have the directors (or shareholders) of the company sign the ***Resolution Authorizing the Post-Restoration Transition*** and for an authorized signing authority for the company to sign the ***Post-Restoration Transition Application***
46. When the signed ***Resolution Authorizing the Post-Restoration Transition*** is received at your office, date stamp it, if it contains a provision replacing the Articles.
47. E-file the Post-Restoration Transition Application
48. Diarize the file for receipt of the certified copy of the ***Post-Restoration Transition Application*** from the Registrar
49. File the documents in the ***Records Book*** as follows:

Tab in Records Book	Documents
Recognition (or: Charter) Documents	<i>Certified copy of Post-Restoration Transition Application and Notice of Articles</i> <i>Articles</i>
Directors’ Minutes/ Resolutions	<i>Directors Resolution</i> ⁽¹⁾
Shareholders’ Minutes/ Resolutions	<i>Shareholders Resolutions</i> (see above) ⁽¹⁾
Forms Filed	<i>Notice of Change of Directors</i> <i>Notice of Alteration to a Notice of Article (if applicable)</i>

50. Consider any **optional changes** to the Articles (i.e. removing the Pre-existing Company Provisions) (see **Transition** chapter)

⁽¹⁾ File the ***Resolution Authorizing the Post-Restoration Transition Application*** under this tab if it is a Directors Resolution, and if it is a Shareholders Resolution, under the tab “Shareholders’ Minutes/ Resolutions”.

<p style="text-align: center;">APPLICATION FOR EXTENSION OF LIMITED RESTORATION or REINSTATEMENT</p>

51. In order to apply for an extension of a limited restoration or reinstatement:
- (a) in the case of a British Columbia company, if the original application for restoration was made by a court application, you must apply to the court to grant an extension **before** the expiry of original restoration period (only the **Order** is required). It is **not** necessary to:
 - (i) prepare Affidavits or
 - (ii) place a **Notice of Restoration Application** in the Gazette or
 - (iii) forward a copy of the **Notice** to the last registered office or
 - (iv) apply to the Registrar for consent

When the court-certified copy of the **Order** is received, file the certified copy of the court **Order** with the Registrar, pay the appropriate filing fees for filing any document for which there is no other filing fee (currently \$20.00); or

- If the restoration/reinstatement was made by an application directly to the Registrar, **before** the expiry of original restoration/reinstatement period, you may apply to the Registrar by letter signed by the lawyer or a director of the company stating:
 - the name and incorporation number of the company;
 - address where the Certificate should be sent;
 - the length of extension. It may be up to two additional years;

The filing fee is \$20.

There is no need to publish a Notice in the BC Gazette.

The signed letter may be mailed or emailed to the Registry at:

BCregistries@gov.bc.ca.

- (b) the Registrar will issue a new Certificate for the extended period on the date that the restoration expires but will not provide confirmation of receipt before that date. Call the Registry to confirm that the Registrar has received the letter or court Order, or to find out the expiration date of the extension.

NOTICE OF RESTORATION/REINSTATEMENT APPLICATION

General Notes

Section 355(2)(a)⁽¹⁾ of the Act requires that the *Notice of Restoration/Reinstatement Application* be published once in the British Columbia Gazette before submitting a restoration application to the Registrar. In addition, section 355(2)(b)⁽²⁾ requires that a copy of the *Notice* be mailed to the company and the company's directors with *Letter to the Company, and the Company's Directors or Foreign Entity* (page 26).

Notes: The cut-off date and time for the publication of the BC Gazette is at 1:30 p.m. on Tuesdays. There are two forms of notices: one for publication in the BC Gazette to be obtained from the BC Gazette website (see opposite) and the other to be mailed to the company.

Preparation of Notice to Company

- ① If you will be making a **court** application for the restoration of a British Columbia company, prepare the form opposite and substitute the following paragraph for the first paragraph:

“TAKE NOTICE that an application will be made to the Supreme Court of British Columbia at the Courthouse, {City}, for an Order to restore ④ ”
- ② Insert the name of the dissolved company and select the right option if the name is not available.
- ③ Insert the dissolved company's recognition number.
- ④ If the application is for a **limited** restoration or reinstatement, insert the number of months. For a full restoration or reinstatement, delete this line.
- ⑤ Insert the name of your city or municipality and the current date
- ⑥ Insert the name of the person applying for the Gazette notice
- ⑦ Insert the relationship to the company of the person applying for the Gazette notice, for example: “Solicitor” or “Agent”. The person described in the Gazette notice may be, but is not required to be, the same person who is applying for the restoration or reinstatement (i.e. it is often more convenient to insert the name of an agent and state “agent”, or insert the name of your law firm and state “Solicitors” or the name of the supervising solicitor and state “Solicitor”).

Processing

If you are able to pay via credit card, you can email the form to ppgazette@gov.bc.ca and they will send you a response with a payment link to their secure website.

If you are paying by cheque, mail or deliver the Notice with the *Letter to the British Columbia Gazette* (Queens' Printer) (page 28).

Make sufficient copies so that you have:

- one copy for the file;
- one copy to be mailed with the *Letter to the Company, and the Company's Directors or Foreign Entity*
- one copy to be attached to the *Affidavit (Publication and Delivery of Notice)*.

⁽¹⁾ Section 364.1(2)(a) for the reinstatement of the registration of a foreign entity.

⁽²⁾ Section 364.1(2)(b) for the reinstatement of the registration of a foreign entity.

RESTORATION/REINSTATEMENT APPLICATION

Prepare this form of Notice to be mailed to the company.

For publication in the BC Gazette:



- for a Restoration Application, complete and print the following form online at:
<https://www.crownpub.bc.ca/Content/documents/noticesOfRestorations.pdf>
- for a Reinstatement Application, complete and print the following form online at:
<https://www.crownpub.bc.ca/Content/documents/ReinstatementBlankForm.pdf>

① **TAKE NOTICE** that a restoration/reinstatement application will be made to the Registrar of Companies to restore: ①

If the name is available:

② ***{NAME OF COMPANY or FOREIGN ENTITY}***

③ Incorporation No. ③

④ for a period of ④ months

If the name is not available:

② ***{ORIGINAL NAME OF COMPANY or FOREIGN ENTITY}***

③ Incorporation No. ③ under the name ***{PROPOSED NAME OF COMPANY OR FOREIGN ENTITY}***

④ for a period of ④ months

Dated at ⑤ ***{City}***, British Columbia, this ⑤ ***{Day}*** of ***{Month}***, ***{Year}***.

⑥ ***{NAME}***

⑦ ***Relationship to Company (i.e. solicitor, agent, director)***

LETTER TO THE COMPANY, AND TO THE COMPANY'S DIRECTORS OR TO FOREIGN ENTITY

General Notes

Before submitting any application (to the Registrar or to the court), a copy of the *Notice of Restoration/Reinstatement Application* of the company must be mailed by regular mail to:

- in the case of the restoration of a **British Columbia** company:
 - the company at the last address or mailing address of its registered address shown in the corporate search (see Search – step 1 of the **Procedure/Checklist**) (Section 355(2)(b)(i)). Even if the firm acted as registered office for the dissolved entity, the Notice must be mailed to the law firm and
 - each person who was a director at the time of dissolution at the last address shown in the corporate search as his or her address or prescribed address (Section 355(2)(b)(ii)); or
- in the case of a reinstatement of a former **extraprovincial company**, to the attorney for the extraprovincial company or to the address inside British Columbia that was the last address shown in the corporate search as the address or mailing address, as the case may be for its head office (Section 364.1(2)(b)).

Preparation

- ① In the case of the restoration of a **British Columbia** company:
- in the letter to the Company, insert the **mailing address** of the **registered** office from the company search. If it is a pre-existing company, insert the address of the registered office;
 - prepare separate letters to each director at his or her prescribed address.

In the case of the reinstatement of a former extraprovincial company:

- insert the name of the attorney and the attorney's last mailing address shown in the search; or
 - if there is no attorney, insert the address of the Federal corporation's registered⁽¹⁾ office in British Columbia.
- ② In the case of a reinstatement of registration of a former extraprovincial company in British Columbia, change the reference line to read: "**Reinstatement of registration of {Name of Foreign Entity} as an extraprovincial company in British Columbia**".
- ③ In the case of a reinstatement of a former extraprovincial company in British Columbia, change the section number to 364.1(2)(b).
In the letters to the directors, change the section number to "355(2)(b)(ii)"
- ④ Delete to end of paragraph if the name of the company is available and has been reserved.

Processing

Attach a copy of the *Notice of Restoration/Reinstatement Application*.

Make sufficient copies of the letter(s) and enclosure so that you have:

- one copy for the file;
- one copy for the client (only if it is the policy of the law firm).

Make a photocopy of the envelope in which you are mailing this letter. If you will be making an application to the Court, attach as an exhibit hereto a photocopy of the envelope or other proof, such as the returned envelope or acknowledgment of receipt.

⁽¹⁾ Only a Federal corporation that has its registered office in British Columbia is permitted to choose not to have an attorney (s. 386(1)(b)).

File No. *{number}*.

{date}

①*{Name of company or attorney}*

①*{mailing address of registered office}*

and

①*{Name and prescribed address of each director}*

Dear Sirs:

Re: *{Name of company}* – ②Restoration

Pursuant to Section ③355(2)(b) of the *Business Corporations Act*, we enclose Notice of Restoration/Reinstatement Application of the above company ④under the name *{Proposed Name of the Company}*.

Yours truly,

{NAME OF LAW FIRM}

Encl.

LETTER TO THE BRITISH COLUMBIA GAZETTE
(Queen's Printer)

General Notes

Before submitting any application (to the Registrar or to the court), a copy of the *Notice of Restoration/Reinstatement Application* of a company (the "Notice") must be published in the British Columbia Gazette (Section 355(2)(a))⁽¹⁾.

The Gazette is published every Thursday and the cut-off date and time is on each Tuesday before 1:30 p.m. For more information, either call B.C. Gazette at their toll-free number: **1-800-663-6105** or visit BC Gazette's website at

<https://www.crownpub.bc.ca/Home/Gazette>.

Preparation

- ① If the Notice is for the reinstatement of a former extraprovincial company in British Columbia, change the reference line to read: "**Reinstatement of registration of {Name of Foreign Entity} as an extraprovincial company in British Columbia**".
- ② Delete the text between the two ② if the original name is available and has been reserved.
- ③ Insert the amount of the fee (including tax, if applicable) is set out on the Restoration Application

Processing

Attach the *Notice of Restoration/Reinstatement Application* to this letter (see page 24).

Make sufficient copies of the letter and enclosures so that you have:

- one copy for the file;
- one copy for the client (if it is the policy of the law firm to forward a copy of all correspondence to the client).

Depending on the urgency, there are several methods of delivery and payment:

- by **mail or courier** and attach a cheque payable to the *Minister of Finance*;
- through **your filing agent** who will pay the appropriate fee;
- if you are paying by via credit card, you can email the form to **qpgazette@gov.bc.ca** and they we will send you a response with a payment link to their secure website.

All orders must be paid in advance.

⁽¹⁾ Section 364.1(2)(a) for the reinstatement of a former extraprovincial company.

File No. *{number}*

{date}

By mail:

BC Gazette
PO Box 9451 Stn Prov Govt
Victoria, BC
V8W 9V7

By courier

BC Gazette
4234 Blanford Avenue
Victoria, BC
V8Z 4B8

Dear Sirs:

Re: *{Name of Company}* – Restoration ①

We enclose:

1. ①Notice of Restoration/Reinstatement Application of the above company ②under the name *{proposed name of the Company}* ②which we would ask you to publish once in the next issue of the British Columbia Gazette.
2. Our cheque in favour of the Minister of Finance in the amount of \$③ being the fee for this publication.

Please forward a copy of the publication to us as soon as possible.

Yours truly,

{NAME OF LAW FIRM}

Encls.

REQUISITION

General Notes

A *Requisition* is the document that commences the Court application to restore a British Columbia company.

Preparation

Notes: Rule 22-3 of the *Supreme Court Civil Rules* applies to all forms. In particular, the Rules require that the first page of each document contain a blank area extending at least 5 centimetres from the top of the page and at least 5 centimetres from the left edge of the page.

It is possible to apply for the restoration in a court registry that is different from the location of the registered office. For example, if the registered office is in Penticton, the application may be made in the Vancouver court registry instead of Kamloops

- ① Leave the action number blank as the Supreme Court Registry will assign a number when the first documents are filed. Insert the location of the registry where the action is to be commenced.
- ② If the original name is available and reserved, delete the words between the two “②”.
- ③ Insert the name of the applicant – that is the person who swears an *Initial Affidavit (Related Applicant)* (page 32) or the name of creditor or the Plaintiff in the action for which the Restoration is being applied for in the *Initial Affidavit (Unrelated Applicant)* (page 36).
- ④ If the company is being restored for a limited period of time, insert the number of months. For a full restoration, delete the words: “for a period of {number} months”
- ⑤ If land is involved (see comments on page 3 – **Escheated Land**), replace with:

“An Order to:

 - (a) to restore {NAME OF COMPANY} (the “Company”)②; and
 - (b) to vest the real property located at {civil address of property} legally described as:

{full legal description}

in the name of the Company.”
- ⑥ List and identify each Affidavit filed with the application. Show the sequential number recorded in the top right hand corner of the Affidavit, the name of the person swearing the Affidavit (applicant) and the month, day and year it is sworn.
- ⑦ The *Requisition* may be signed by the company’s lawyer or by the applicant. Check the appropriate box and insert the name of the person who is signing it.

Processing

Date the *Requisition* and have it signed by the supervising solicitor or the applicant.

Make sufficient copies so that you have:

- one copy for the file;
- one copy for the Registrar

Proceed as set out in step 21 of the **Procedure/Checklist**.

FORM 31

Action No. ① _____
 ①{City} REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, s. 360 AND AMENDMENTS THERETO
AND IN THE MATTER OF THE RESTORATION OF
***{NAME OF COMPANY}* ② under the name**
***{PROPOSED NAMED OF THE COMPANY}* ②**

REQUISITION FOR CONSENT ORDER OR FOR ORDER WITHOUT NOTICE

Filed by: ③{NAME OF APPLICANT}

Required: An Order without notice to restore {NAME OF COMPANY} ④ for a period of
 {number} ④ months

⑤

1. The rule or other enactment relied on is Section 360 of the *Business Corporations Act* as amended, and Rule 8-4(1) of the *Supreme Court Civil Rules*
2. A draft of the Order required will be subsequently filed with the second affidavit.
3. The evidence in support of the application is the Affidavit of {specify}. ⑥
4. No party is under a legal disability.

or:

3. {name of party} is under a legal disability, namely {set out legal disability}.

This Requisition is filed by {Name} the Applicant in this proceeding, whose address for service is as follows:

{Name of applicant} c/o {Name of lawyer}
 {Address of Lawyer}

Fax number address for service (if any): _____

E-mail address for service (if any): _____

Dated: {month, day, year}.

 Signature of

⑦ filing party

⑦ lawyer for filing party(ies)

⑦{Type or print name}

INITIAL AFFIDAVIT (RELATED APPLICANT)

General Notes

Pursuant to section 354(2)(a), when the application is for a full restoration, the applicant must be a related person⁽¹⁾ within the meaning of section 354(2) of the Act. If the application is for a limited restoration or to extend a limited restoration, the applicant may be a related person or any other person. The applicant must provide to the court the information required by section 357 of the Act.

Preparation

- ① Insert the name of the applicant and leave the date blank as it will be completed **after** the Affidavit is sworn. Leave the action number blank as the Supreme Court Registry will assign a number when the first documents are filed. Insert the location of the registry where the action is to be commenced.
- ② If the original name is available and reserved, delete the rest of the heading between the “②” and “②”.
- ③ Insert the relationship of the applicant to the company (for example: director, shareholder – see above and⁽¹⁾).
- ④ Select the correct paragraph for a **full** or for a **limited** restoration.
- ⑤ If the dissolution was involuntary, change accordingly.
- ⑥ Copy this information from the BC OnLine company search.
- ⑦ Insert the section number and the name of the act under which the company was dissolved:
 - s. **257** if a company was **involuntarily** dissolved under the *Company Act*, R.S.B.C 1996, c. 62; or
 - s. **258** if a company was **voluntarily** dissolved under the *Company Act*, R.S.B.C 1996, c. 62; or
 - s. **422(1)** if the company was **involuntarily** dissolved under the *Business Corporations Act* S.B.C., 2002, c 57; or
 - s. **316** if the company was **voluntarily** dissolved under the *Business Corporations Act* S.B.C., 2002, c 57, add the words: “as a result of an application to the Registrar pursuant to section 316 of the *Business Corporations Act*”.
- ⑧ Set out the reason for the dissolution for example: failure to file Annual Reports.
- ⑨ Insert these two paragraphs in the case of a full restoration or to convert a limited restoration to a full restoration and complete the addresses. If the dissolved company’s records are not available, state the reason, for example:

“The previous custodians of the dissolved company's records were located at {Address} and that address no longer exists. Attempts have been made to contact the previous custodians of the company's records and it would appear that the company's records have been lost or destroyed.”

Continued...

⁽¹⁾ See the explanation of **related** person on page 7 of the **Explanation** and the table in step 3 of the **Procedure/ Checklist**

FORM 109 (Rule 22-2(2) and (7))

① This is the first affidavit of
 {NAME} in this case and was
 made on {month, day, year}

Action No. _____
 {City} Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA
 IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
 S.B.C. 2002, c. 57, s. 360 AND AMENDMENTS THERETO
 AND IN THE MATTER OF THE RESTORATION OF
 {NAME OF COMPANY} ② under the name
 {PROPOSED NAMED OF THE COMPANY} ②**

AFFIDAVIT

I, {NAME OF APPLICANT}, {occupation}, of {address}, SWEAR/AFFIRM THAT:

1. At the time of the {voluntary} dissolution of the Company, I was ③ of {NAME OF COMPANY} (the “Company”), and as such have personal knowledge of the matters hereinafter deposed to.
2. ④ I am a related person within the meaning of s. 354(2)(a)(i) of the *Business Corporations Act* (the “Act”) and I am the applicant requesting that the Company be restored.
3. The Company was ⑤ {voluntarily} dissolved by the Registrar of Companies of the Province of British Columbia on {date} ⑥, pursuant to {section number and name of the Act} ⑦ for ⑧
4. The mailing address of the Company’s last registered office was located at ⑥.
5. ⑨ The mailing and the delivery address of the office at which the dissolved company’s records within the meaning of s. 351 of the Act are being kept is: {address} ⑥.
6. ⑩ The mailing address and the delivery address of the proposed registered and records offices for the Company will be {address}. ⑩
7. Attached hereto and marked as Exhibit “A” to this my Affidavit is a copy of a Corporate Online company search conducted on {date} ⑥.

Continued...

INITIAL AFFIDAVIT (RELATED APPLICANT)

Preparation (Continued)

- ① Insert the appropriate option, depending on the kind of restoration.
- ② Insert the reason for the application for restoration. Unless the circumstances are straightforward, the supervising solicitor should draft this paragraph. An example of a straightforward paragraph is the following:

*“The Company operates an active business engaged in (**nature of business**) and it owns assets, including securities, furniture, fixtures, etc.”*
- ③ If the restoration is urgent, or must take place prior to a specific date, set out the reason, for example *“the assets of the company have been sold with a completion date for the transaction on {date}”*. If there is **no** urgency, delete the whole paragraph.
- ④ Insert this paragraph if the company does not own land. If the dissolved company owns land⁽¹⁾, use the second paragraph:
- ⑤ If the name of the company is not available, replace this paragraph with:

“As the name of the Company {Name of Company} is not available, the Company will be restored under the name {Alternate Name} which was reserved under {name reservation number}.”

Alternatively, when the name is not available, the company may be restored under a name created by adding “B.C. Ltd.” to the company’s recognition number. In this case, **no** name reservation is required (see note on page 13).

Processing

Attach as Exhibit “A” a copy of a Corporate Online company search.

Have the *Affidavit* sworn by the applicant and ensure that the commissioner signed the *Affidavit* and that the commissioner’s name and contact information are legibly printed in the jurat⁽²⁾.

Complete the date the *Affidavit* was sworn in the upper right-hand corner of the first page by inserting the month, day and year manually or with a typewriter (**do not** reprint the page after the *Affidavit* is signed). Make sufficient copies so that you have three copies – one copy for the file, one copy for the Registrar and one copy to be stamped by the Registry and returned to you. Proceed with step 26 of the **Procedure/Checklist**.

⁽¹⁾ If the company has been dissolved for more than two years, and the lands have vested in the government, see page 4. See also the *Escheat Act* and Volume 2 of the *Land Title Practice Manual* for information on how to re-vest the lands in the company. The wording to vest the land in the company is included in the *Requisition* and the *Order*.

⁽²⁾ The jurat is the certification on the affidavit declaring when, where, and before whom it was sworn.

Initial Affidavit (Related Applicant)

Page 2

For a limited restoration

①8. The Company should be restored to the Register of Companies for a period of {number}① months as though it had never been dissolved because ②

or for a full restoration

①8. The Company should be restored to the Register of Companies as though it had never been dissolved because ②

9. ③ The company must be restored to the register on or before {date} because ③.

10.④ The Company did not at any time, own land, and no land has, therefore, escheated to the government when the Company was dissolved.

or

10. ④ The Company owns certain lands and premises located at {address of the property}, in the Province of British Columbia, more particularly known and described as:

{insert legal description from Land Title Search}

(the “Lands”)


which Lands have escheated to the government pursuant to the Escheat Act, R.S.B.C. 1996, c. 120, Section 4. Accordingly, it is just that the Company be restored to the Register and that the said Lands vest in the Company.

⑤10. The company will be restored under the name “{NAME OF COMPANY}” which was reserved on {date} under No. {number}.

SWORN/AFFIRMED BEFORE ME at)
{City}, Province of British Columbia, this)
_____ day of _____ 20__)

)
)
)
_____)
A Commissioner for taking Affidavits)
in British Columbia)

{NAME OF APPLICANT}

 **If the applicant attended to the publication and mailing of the Notice and conducted the company search, you may combine this Affidavit with the Affidavit (Publication and Delivery of Notice) by inserting paragraphs 2, 3, and 4 of that Affidavit in this one. Ensure that the combined Affidavit collectively contains all the information of the two Affidavits in question.**

INITIAL AFFIDAVIT (UNRELATED APPLICANT)

General Notes

When the applicant is an unrelated person, whether or not the application is for a limited restoration or to extend a limited restoration, the applicant is generally the law firm for a Plaintiff (see below) and this Initial Affidavit is generally sworn by the supervising solicitor or paralegal. The Affidavit sets out the information required by section 357 of the Act on an application to the court. If there is no urgency in obtaining the court Order, this Affidavit may be combined with the Affidavit (Publication and Delivery of Notice) on page 40 but in that case, you will have to wait for receipt of the B.C. Gazette Notice. The Consent from the Registrar of Companies cannot be obtained until after this Affidavit is filed.

Preparation

- ① Insert the name of the person swearing the affidavit (i.e. the paralegal or lawyer) and leave the date blank as it will be completed **after** the Affidavit is sworn. Leave the action number blank as the Supreme Court Registry will assign a number when the first documents are filed. Insert the location of the registry where the action is to be commenced.
- ② Insert the name of the individual swearing the Affidavit (i.e. the paralegal or lawyer). Generally, the address shown is the address of the law firm.
- ③ Insert the name of the Plaintiff in the relative action.
- ④ Insert if based on information and belief (see ⑦).
- ⑤ Insert the date of filing the Statement of Claim in the action. If applicable, insert “*amended on {Date}*”
- ⑥ Insert the name of the company being restored.
- ⑦ Insert a brief description of the nature of the action in which the company being restored is involved: for example “*as the developer of the Plaintiff’s condominium complex located in {City}, British Columbia*”
- ⑧ Copy this information from the BC OnLine company search.
- ⑨ Change as appropriate if the reason for the dissolution was not failure to file Annual Reports or if the dissolution occurred under the *Company Act*.

Continued...

FORM 109 (Rule 22-2(2) and (7))

Ⓛ This is the first affidavit of *AME* in this case and was made on *{month, day, year}*

Action No. _____
{City} Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, s. 360 AND AMENDMENTS THERETO
AND IN THE MATTER OF THE RESTORATION OF
{NAME OF COMPANY}

AFFIDAVIT

I, Ⓜ *{NAME OF SOLICITOR/PARALEGAL}*, *{occupation}*, of *{address}*, SWEAR/AFFIRM THAT:}

1. I am a paralegal/solicitor employed by the firm of *{Name*Ⓝ *of Law Firm}*, Barristers and Solicitors, solicitors/lawyers for *{name of the Plaintiff}*, (the “Plaintiff”) Ⓞ and as such have personal knowledge of the facts and matters hereinafter deposed to save and except where the same are stated to be made upon information and belief, and where so stated, I verily believe them to be true.
2. On or about Ⓟ *{Date}*, *{Law Firm}* filed a Notice of Civil Claim, on behalf of the Plaintiff naming Ⓠ *{Name of Company}* (the “Company”) as one of the Defendants in an action Ⓡ *{brief description}*. Attached and marked as Exhibit “A” to this my Affidavit is a true copy of the *{Amended}* Notice of Civil Claim of the Plaintiff.
3. The Company was *{incorporated/amalgamated/continued}* pursuant to the provisions of the *Business Corporations Act* of the Province of British Columbia on the Ⓢ *{Recognition Date}* under Certificate of Incorporation No. Ⓣ. Attached and marked as Exhibit “B” to this my Affidavit is a true copy of the search result of the Register of Companies conducted on *{Date}*.
4. The Company was dissolved on Ⓤ *{Date}* for Ⓥ failure to file annual reports pursuant to section 422(1) of the *Business Corporations Act*.
5. The mailing and delivery address shown as the registered and records offices of the Company are Ⓦ as shown in Exhibit “B” referred to immediately above and attached hereto.

Continued...

INITIAL AFFIDAVIT (UNRELATED APPLICANT)

Preparation (Continued)

- ① Insert a short description of the reason for the limited restoration. In the example given, the reason for the restoration is to obtain information on the principals of the company being restored during a particular period, which information is no longer on record once the company is dissolved.
- ② Alternatively, when the name is not available, the company may be restored under a name created by adding “B.C. Ltd.” to the company’s recognition number. In this case, **no** name reservation is required (see note on page 13).
- ③ Insert the number of months for the limited restoration,
- ④ Alternatively, when the name is not available, the company may be restored under a name created by adding “B.C. Ltd.” to the company’s recognition number. In this case, **no** name reservation is required

Processing

Attach the following as Exhibits:

- “A” photocopy of the *Notice of Civil Claim* or *Amended Notice of Civil Claim*
- “B” photocopy of the B.C. Company Summary received from the B.C. Registry Services
- “C” photocopy of the Results of Name Request received from BC Registry Services (if applicable).

Have the *Affidavit* sworn by the applicant and ensure that the commissioner signed the *Affidavit* and that the commissioner’s name and contact information are legibly printed in the jurat

Complete the date the Affidavit was sworn in the upper right-hand corner of the first page by inserting the month day and year manually or with a typewriter (**do not** reprint the page after the Affidavit is signed).

Make sufficient copies so that you have:

- one copy for the file;
- two copies to be stamped by the Registry and returned to you.

Initial Affidavit (Unrelated Applicant)

Page 2

7. ①A limited restoration of the Company's registration is requested in order to obtain a complete record of the Company's registration from the date of recognition to the time of its restoration,

8. I know of no one who will be prejudiced by the limited restoration of the Company to the Register of Companies. The Plaintiff wishes to prosecute its/his/her claim against the Company and it would be unjust if they could not continue their action against same.

9. I make this Affidavit in support of an application for an Order that the Company be restored to the Register of Companies, under the name ② “*{Company Name Reserved}*” for a limited period of ③ two years. ④Attached to this my Affidavit and marked Exhibit “C” is a true copy of the Results of Name Request received from BC Registry Services.

SWORN/AFFIRMED BEFORE ME at)
{City}, Province of British Columbia, this)
_____ day of _____ 20__)

_____)
A Commissioner for taking Affidavits)
in British Columbia)

{NAME OF APPLICANT}

AFFIDAVIT (PUBLICATION AND DELIVERY OF NOTICE)

General Notes

This document can only be sworn when you have received the tear sheet evidencing publication of the *Notice of Restoration Application* in the British Columbia Gazette.

Preparation

See comments on page 32 with respect to the preparation of Affidavits.

- ① If the original name is available, delete the words between the two ①.
- ② Insert the name of the supervising solicitor or the paralegal and the relevant occupation and the office business address. Check with the supervising solicitor to determine who will swear the Affidavit.
- ③ If your firm is acting for the applicant, rather than for the dissolved company, insert the name of the applicant from the appropriate *Initial Affidavit*. (page 32 or 36).
- ④ Insert the date of the Notice.
- ⑤ Insert the date of publication of the British Columbia Gazette and the page number on which the *Notice of Restoration Application* was published in the British Columbia Gazette.
- ⑥ Insert the date the *Letter to Company, the Company's Directors or Foreign Entity* (page 26) was mailed to the company, the name of the company and the address. (Note: It should match the address in the company search).
- ⑦ Insert the date the *Letter to Company, the Company's Directors or Foreign Entity* was mailed to the directors.
- ⑧ If the records office is at a law firm which is willing to acknowledge receipt, you may replace the word "envelope(s)" with "*the acknowledgment of receipt of the Notice from the law firm of {Law Firm}.*"

Processing

Attach the following as Exhibits:

- "A" a photocopy of the *Notice of Restoration Application*;
- "B" the entire page from the BC Gazette on which the Notice was published (you may outline the Notice in red with a pen and ruler, but are not required to);
- "C" photocopy of the signed *Letter to the Company and the Company's Directors or Foreign Entity* (page 26) mailed to the company;
- "D" photocopy of the envelope in which the letter in Exhibit "C" was mailed and acknowledgement from Registered Office law firm, if applicable;
- "E" photocopy of the signed *Letter to the Company and the Company's Directors or Foreign Entity* (page 26) mailed to each director;
- "F" photocopy of the envelope(s) in which Exhibit "E" was mailed (or acknowledgement of receipt by law firm);

Have the *Affidavit* sworn by the applicant and ensure that the commissioner signed the **Affidavit** and that the commissioner's name and contact information are legibly printed in the jurat

Complete the date the *Affidavit* was sworn in the upper right-hand corner of the first page by inserting the month day and year manually or with a typewriter (**do not** reprint the page after the *Affidavit* is signed).

Make sufficient copies so that you have:

- one copy for the file;
- two copies to be stamped by the Registry and returned to you.

FORM 109 (Rule 22-2(2) and (7))

This is the *{first}* affidavit of *{NAME}* in this case and was made on *{month, day, year}*

Action No. ①
*{City}*① Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA
IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, s. 360 AND AMENDMENTS THERETO**

**AND IN THE MATTER OF THE RESTORATION OF
{NAME OF COMPANY} ①under the name
*{PROPOSED NAME OF THE COMPANY}***

AFFIDAVIT

I, *{NAME OF SOLICITOR/PARALEGAL}*②, Solicitor/Paralegal②, of *{business address}*,
SWEAR/AFFIRM THAT:

1. I am ② a solicitor/paralegal employed by the firm of *{name of law firm}*, Barristers and Solicitors, solicitors for ③*{NAME OF COMPANY}* (the “Company”)③ and as such have personal knowledge of the facts and matters hereinafter deposed to.

2. Attached hereto as Exhibit “A” to this my Affidavit is a copy of the Notice of Restoration Application dated ④*{Date}* which was published in the Queen’s Printer Publications (British Columbia Gazette) on ⑤*{date}* and now produced and shown to me and marked as Exhibit “B” to this my Affidavit is page ⑤ of the British Columbia Gazette evidencing such publication.

3. The Notice of Restoration Application was mailed on ⑥*{date}* by letter addressed to ⑥*{name and address of company}*, being the last address shown as the mailing address of the registered office of the Company. Attached hereto and marked as Exhibit “C” to this my Affidavit is a copy of the said covering letter, and attached hereto and marked as Exhibit “D” is a copy of the envelope in which the said covering letter was mailed.

4. The Notice of Restoration Application was mailed on ⑦*{date}* by letter addressed to each director of the Company at the address or prescribed address for each of the individual who was a director of the Company at the time of the dissolution. Attached hereto and marked as Exhibit “E” to this my Affidavit are copies of the said covering letters and attached hereto and marked as Exhibit “F” are copies of ⑧the envelopes in which the said covering letters were mailed.

SWORN/AFFIRMED BEFORE ME at)
{City}, Province of British Columbia, this)
_____ day of _____ 20____)

_____))
A Commissioner for taking Affidavits)
in British Columbia)

_____) ***{NAME OF SOLICITOR/PARALEGAL}***

ORDER

General Notes

An application to restore a British Columbia company by the court is made by a **Form 35 Order** pursuant to Rules 8-4(1), 13-1(3) and 17-1(2) of the *Supreme Court Civil Rules*.

Preparation

- ① Leave the action number blank. Insert the location of the Registry where the action is to be commenced.
- ② Insert the year and leave the rest of the date blank. The Court Registry will complete the date at the time the **Order** is signed.
- ③ Insert the name of the applicant (the person who swore the appropriate **Initial Affidavits** (page 32 or 36)).
- ④ If land is involved, and the company has been dissolved for more than two years (see comments on page 3 – **Escheated Land**), add the following paragraph:

“2. *the real property located at {civic address of property} legally described as:*

{full legal description}

be vested in the name of the Company.”

- ⑤ If the company is to be restored for a **limited** period of time, omit this paragraph and substitute the following:

“**{NAME OF COMPANY}** (the “Company”) *be restored for a period of {number} months commencing on the date of the filing of a certified copy of this Order with the Registrar of Companies and that, after the expiration of the said {number} months, the Company shall forthwith be dissolved by the Registrar of Companies.*”
- ⑥ Check the appropriate box and insert the name of the party who is consenting to the Order (the solicitor or the applicant).

Processing

When the Consent of the Registrar has been obtained, the **Order** is submitted to the Supreme Court Registry for signature with **Final Affidavit (Corporate Registry Consent)**.

When finalizing the **Order** (see step 25 of the **Procedure - Checklist**), insert the action number (obtained from the filed copy of the **Requisition**).

Have the order signed by the solicitor (or the applicant) and attach a **backing sheet**⁽¹⁾ showing the style of cause, name of document and name and particulars of the law firm. Make one copy for the file.

Proceed with step 26 of the **Procedure/Checklist**.

⁽¹⁾ An electronic copy of the backing sheet is provided on the CD accompanying the Guide

FORM 35

Action No. ① _____
{City}① REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, s. 360 AND AMENDMENTS THERETO

AND IN THE MATTER OF THE RESTORATION OF
{NAME OF COMPANY} under the name
{PROPOSED NAME OF THE COMPANY}
TO THE REGISTER OF COMPANIES

ORDER MADE AFTER APPLICATION

BEFORE)
) A MASTER OF THE COURT) ② _____ day, the _____
)
) A JUDGE OF THE COURT) day of _____, 20②.
)

ON THE APPLICATION of *{NAME OF APPLICANT}*③, without a hearing and on reading the materials filed by *{NAME OF SOLICITOR}*;

THIS COURT ORDERS that:

(for a full restoration)

1. *{NAME OF COMPANY}* (the “Company”) be restored under the name *{proposed name of the Company}* commencing on the date of the filing of a certified copy of this Order with the Registrar of Companies.

④

⑤ (for a limited restoration - see paragraphs opposite)

For both restorations:

2. the Company shall be deemed to have continued in existence as if it had never been struck off, without prejudice to the rights of any parties which may have been acquired before the date on which the Company is restored to the register.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND
CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE
AS BEING BY CONSENT:

Signature of
⑥ party ⑥ lawyer for *{name(s)}*

BY THE COURT

Registrar

LETTER TO THE REGISTRAR OF COMPANIES (Requesting Consent to Restoration)

General Notes

Forward this letter to the Registrar after the action for the restoration of the British Columbia company has been commenced in the Supreme Court Registry, (i.e. when the **Requisition**, the appropriate **Initial Affidavits** and the **Affidavit (Publication and Delivery of Notice)** have been filed with the Supreme Court Registry). If the restoration is urgently required, the \$100.00 priority fee may be paid.

Preparation

- ① Insert the name of the applicant and the date on which the appropriate **Affidavit** was sworn.
- ② If the name of the company is **not** available, and an alternate name has been reserved, replace this paragraph with:

“As the name of the Company {NAME OF COMPANY} is not available, the Company will be restored under the name “{Proposed Name}” and we confirm that the name {Proposed Name} was reserved on {Date} under NR{Number}”.

If the name of the company is not available, and the proposed name of the company will be its incorporation number (which does not require a reservation), replace this paragraph with:

“As the name of the Company {NAME OF COMPANY} is not available, the Company will be restored under the name “{Incorporation number} B.C. Ltd.”
- ③ Insert the date on which the name was reserved and the reservation number. This information is found on the confirmation of reservation (see step 6 of the **Procedure/Checklist**).
- ④ Insert the date on which the reservation expires. This information is found on the confirmation of reservation.
- ⑤ Delete this sentence if there is no urgency in obtaining the restoration by a certain date. If the restoration is needed by a specific date, insert the date of the deadline and the reason why the restoration is required by that date. For example:

“The company must be restored to the register on or before {date} as the assets of the company have been sold with a completion date for the transaction on {date}.”
- ⑥ If the company is being restored for a limited period of time, insert the number of months up to a maximum of two years. If the company is being restored for an indefinite period of time (full restoration), delete the words “for a period of {number} months”.

Processing

Make sufficient copies of the letter and enclosures so that you have:

- one copy for the file;
- one copy for the client (if the supervising solicitor wishes to forward a copy to the client).

Attach the following:

- a copy of the **Notice of Restoration Application**;
- a filed copy of the **Requisition**;
- filed copies of the appropriate **Initial Affidavit** and the **Affidavit (Publication and Delivery of Notice)**;
- a **draft** copy of the **Order**.

You may email this letter and enclosures the Registrar at **bcregistries@gov.bc.ca**. The subject line must include “**corporations’ department**” and the company’s name and recognition number.

Diarrize the file for 10 days and if you have not received a consent, follow-up by letter or by telephone.

File No. *{number}*

{date}

Registrar of Companies
2nd Floor
940 Blanshard Street
Victoria, BC
V8W 3E6

Dear Sirs:

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

We enclose copies of the following:

1. the Notice of Restoration Application;
2. the Requisition requesting restoration of the above Company;
3. the Affidavit of ①*{Name}* sworn ①*{date}*;
4. the Affidavit of ①*{Name}* sworn ①*{date}* with respect to the publication and delivery of the Notice of Restoration;
4. draft Order.

②We confirm that the name “*{Name of Company}*” was reserved on *{date}*③ under No. *{number}*③ and expires on *{expiry date}*④.

⑤The Company must be restored to the register on or before *{date}* and request that you deduct the \$100 priority fee from our BC Online account No. *{BC Online Account}*.

We hereby request your consent to have this Company restored to the register ⑥ for a period of ⑥*{number}* months.

Yours truly,

{NAME OF LAW FIRM}

Encls.

FINAL AFFIDAVIT (CORPORATE REGISTRY CONSENT)

General Notes

When the consent letter from the Registrar of Companies has been received, prepare a second supplementary Affidavit confirming that:

- the Registrar of Companies was provided with filed copies of the documents (see *Letter to the Registrar of Companies (Requesting Consent to Restoration)* (page 44);
- the Registrar of Companies has consented to the restoration and setting out any terms and conditions the Registrar considers appropriate (with copy of the consent letter attached as an Exhibit); and

setting out any other information relevant or necessary for the court consideration.

Preparation

See comments on page 32 with respect to the preparation of Affidavits.

- ① Insert the action number assigned by the court to the application and the location of the registry where the action was commenced (see filed copy of the Requisition).
- ② Insert the name of the supervising solicitor or the paralegal and the relevant occupation and the office business address. Check with the supervising solicitor to determine who will swear the Affidavit (generally the same person who swore the Affidavit (Publication and Delivery of Notice).
- ③ If your firm is acting for the applicant, rather than the dissolved company, insert the name of the applicant from the appropriate *Initial Affidavit* (page 32 or 36).
- ④ Insert the date of the *Letter to the Registrar of Companies (Requesting Consent to Restoration)*.
- ⑤ Insert the name of the solicitor/paralegal and the date the appropriate *Initial Affidavit* was sworn (page 32 or 36).
- ⑥ Insert the name of the applicant and the date the Affidavit (Publication and Delivery of Notice) was sworn (page 32)
- ⑦. Insert the date of the letter from the Registrar consenting to the restoration.

Processing

Attach the original Consent Letter from the Registrar as Exhibit: “A”.

Have the *Affidavit* sworn by the applicant and ensure that the commissioner signed the *Affidavit* and that the commissioner’s name and contact information are legibly printed in the jurat.

Complete the date the *Affidavit* was sworn in the upper right-hand corner of the first page by inserting the month day and year manually or with a typewriter (do not reprint the page). Ensure that the name of the Commissioner (and contact information) is legibly printed in the jurat.

Make sufficient copies so that you have:

- one copy for the file;
- two copies to be stamped by the Registry and returned to you.

FORM 109 (Rule 22-2(2) and (7))

This is the 2nd affidavit of {NAME} in this case and was made on {month, day, year}

Action No. ①
{City}① Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA
IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, s. 360 AND AMENDMENTS THERETO**

**AND IN THE MATTER OF THE RESTORATION OF
{NAME OF COMPANY} under the name
{PROPOSED NAME OF THE COMPANY}**

AFFIDAVIT

I, {NAME OF SOLICITOR/PARALEGAL}, Solicitor/Paralegal, of {business address},
SWEAR/AFFIRM THAT:

1. I am a {solicitor/paralegal} employed by the firm of {name of law firm}, Barristers and Solicitors, solicitors for ③{NAME OF COMPANY} (the “Company”)③ and as such have personal knowledge of the facts and matters hereinafter deposed to.
2. The following documents were sent to the Registrar of Companies on {date}④:
 - (a) Notice of Restoration Application;
 - (b) Requisition;
 - (c) Affidavit of {Name} ⑤ sworn {date}⑤;
 - (d) Affidavit of {Name} ⑥ sworn {date} ⑥ with respect to the publication and delivery of Notice of Restoration; and
 - (d) Draft Order.

and now produced and marked Exhibit “A” to this my Affidavit is the original letter dated {date}⑦ from the Registrar consenting to the proposed restoration.

SWORN/AFFIRMED BEFORE ME at)
 {City}, Province of British Columbia, this)
 _____ day of _____ 20____)
)
)
 _____)
 A Commissioner for taking Affidavits)
 in British Columbia)

{NAME OF SOLICITOR/PARALEGAL}

**LIMITED RESTORATION APPLICATION
FOR A BRITISH COLUMBIA COMPANY AND
A BRITISH COLUMBIA COMMUNITY CONTRIBUTION COMPANY
(Form 28)**

General Notes

This application to the Registrar to restore a company for a **limited** period of time is used both when:

- the application is made directly to the Registrar without a court Order for a British Columbia company and a British Columbia Community Contribution Company; and
- the application is made after obtaining a court Order from the Supreme Court of British Columbia.

The application may be made as soon as step 15 of the **Procedure/Checklist** has been completed for an application made directly to the Registrar or after step 27 for an application with a court Order.

The company will not be restored until at least **21 days** have elapsed from the later of the date of publication of the *Notice of Restoration Application* and the mailing of the *Letter to the Company and the Company's Directors or Foreign Entity* (see steps 8 and 9 of the **Procedure/Checklist**).

The 21 day notice requirement **does not** apply to court ordered restorations. However, the requirements for the publication of the Notice in the BC Gazette and mailing the Notice apply regardless of how the application is made.

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** Insert the name of the company at the time of the dissolution from the Corporate Online company search
- ITEM C** Check the first and insert the company's name on dissolution, or, if that name is not available, and an alternate name was reserved, insert the reservation number for either the original or alternate name
- If the name on dissolution is not available, and no alternate name has been reserved, check the second in which case the company will be restored under a name created by using its recognition number and adding to it "B.C. Ltd." (see note on page 13)
- ITEM D** The applicant may be an individual or a corporation – complete one of the lines
- ITEM E** This address may be a PO Box.

Continued...



BC Registry Services

BC Company
LIMITED RESTORATION APPLICATION

BUSINESS CORPORATIONS ACT, sections 356 and 361

Telephone: 1 877 526-1526
Email: bcregistries@gov.bc.ca

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

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

INSTRUCTIONS:

- Item A Enter the incorporation number and name of the company at the time the company was dissolved.
- and B The incorporation number and name would be shown on the company's Certificate of Incorporation, Amalgamation, Continuation or Change of Name.
- Item C Enter the name reserved for the company. This may be the same as the company name at the time it was dissolved, or, if that name is not available, a new reserved name. Or, indicate the company is to be restored by adding "B.C. Ltd." or "B.C. Community Contribution Company Ltd." to its incorporation number.
- Item D If the applicant is a corporation or firm, enter the full name of the corporation or firm.
- Item G Complete Item G and H if the restoration has not been approved by the court.
- Item H Enter the date the restoration is to expire. If no date is entered, the company will be dissolved two years (24 months) after the date it is restored.
- Item I Complete Item I if the restoration has been approved by the court and attach entered court order.
- Item J If the applicant is a corporation or firm, this form must be signed by an authorized signing authority for the corporation or firm.

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

Filing the restoration application on a priority basis will not waive the 21 day waiting period if it applies. The waiting period is described in Section G.

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 U.S. funds.

OFFICE USE ONLY - DO NOT WRITE IN THIS AREA

A INCORPORATION NUMBER OF COMPANY TO BE RESTORED

B NAME OF COMPANY AT THE TIME OF DISSOLUTION

C NAME RESERVED FOR THE COMPANY TO BE RESTORED - Choose one of the following:

- The name _____ is the name reserved for the company to be restored. The name reservation number is _____
- The company is to be restored with a name created by adding "B.C. Ltd." after the incorporation number of the company, **OR**
- The company is to be restored with a name created by adding "B.C. Community Contribution Company Ltd." after the incorporation number of the company.

D FULL NAME OF APPLICANT

FIRST NAME	MIDDLE NAME	LAST NAME
CORPORATION / BUSINESS NAME		

E MAILING ADDRESS OF APPLICANT

MAILING ADDRESS	CITY	PROV/STATE	COUNTRY	POSTAL CODE/ZIP CODE
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**LIMITED RESTORATION APPLICATION
FOR A BRITISH COLUMBIA COMPANY AND A
BRITISH COLUMBIA COMMUNITY CONTRIBUTION COMPANY
(Form 28)**

Preparation (Continued)

- ITEM F** If there is a translation of a company's name, insert that name – otherwise, leave blank
- ITEM G** In the first box, insert the date of the publication of the *Notice of Restoration Application* in the BC Gazette – see step 22(a) of the **Procedure/Checklist**
- In the second box, insert the date of mailing of the *Notice of Restoration Application* to the company and its directors (not the date it was received by the company) see step 9 of the **Procedure/Checklist**
- ITEM H** If the period of the limited restoration is two years, leave all the boxes unchecked, otherwise check one of the boxes to indicate the number of months for which the company will be restored
- Leave Items G and H blank if you are completing **Item I** (Date of Restoration by court Order)
- ITEM I** Check the Order and complete the number of months for which the Order was obtained.

Processing

Once the form is completed, the applicant should sign it

The signed form must be filed in paper format with the Registrar with the *Letter to Registrar of Companies (Requesting Restoration)* (page 64) and step 30 of the **Procedure/Checklist**.

If the Affidavit of Applicant stated that the mailing and delivery address of the proposed registered and records offices will be at a different address from the pre-dissolution address, you may file a *Form 2 – Notice of Change of Address* concurrently with this form but only if you were able to obtain a Directors Resolution authorizing such change.

The Registrar will accept this form and the accompanying documents in PDF format, so that it can be filed by email or by an agent, unless there is a certified court Order, in which case it must be mailed or delivered.



BC Registry
Services

BC Company
LIMITED RESTORATION APPLICATION
BUSINESS CORPORATIONS ACT, sections 356 and 361

Telephone: 1 877 526-1526
Email: bcregistries@gov.bc.ca

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

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

I TRANSLATION OF COMPANY NAME

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

Complete Items G and H for a restoration to be approved by the registrar or Item I for a restoration approved by court order.

G DATE OF RESTORATION - Complete this item if restoration is to be approved by the registrar.

If the company was made historical within the last year due to failing to file annual reports, the company will be restored immediately. However, if the company was made historical for another reason or it has been historical for over 1 year then the company will not be restored until 21 days after the later of the following two dates. **In either case, the following two dates must be entered.**

The date the Notice of the Application for Restoration was published in the BC Gazette.

YYYY/MM/DD

The latest date the Notice of the Application for Restoration was mailed to the company and directors addresses.

YYYY/MM/DD

H EXPIRY DATE OF THE LIMITED PERIOD OF RESTORATION - Complete this Item and Item G if restoration is to be approved by the registrar.

The expiration of the limited period of restoration will be two years from the date the company is restored unless otherwise specified below:

Less than 6 months, number of months:

12 months from the date the company is restored.

6 months from the date the company is restored.

18 months from the date the company is restored.

I DATE OF RESTORATION - Complete this Item if restoration is approved by court order.

I have obtained a copy of an entered court order approving the restoration and it is attached.

Length of time of the limited restoration as specified in the court order is
number of months

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

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

NAME OF APPLICANT

SIGNATURE OF APPLICANT

DATE SIGNED (YYYY / MM / DD)

X

**FULL RESTORATION APPLICATION
FOR A BRITISH COLUMBIA COMPANY AND
A BRITISH COLUMBIA COMMUNITY CONTRIBUTION COMPANY
(Form 30)**

General Notes

This application to the Registrar for a **full** restoration of a company is used both when:

- the application is made directly to the Registrar without a court Order for a British Columbia company and a British Columbia Community Contribution Company; and
- the application is made after obtaining a court order from the Supreme Court of British Columbia.

The application may be made as soon as step 15 of the **Procedure/Checklist** has been completed for an application made directly to the Registrar or after step 27 for an application with a court Order.

The company will not be restored until at least **21 days** have elapsed from the later of the date of publication of the *Notice of Restoration Application* and the mailing of the *Letter to the Company or Foreign Entity* (see steps 8 and 9 of the **Procedure/ Checklist**).

The 21 day notice requirement does not apply to court Ordered restorations. However, the requirements for the publication of the Notice in the BC Gazette and for mailing the Notice apply regardless of how the application is made.

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 Insert the name of the company at the time of the dissolution from the Corporate Online company search

ITEM C Check the first and insert the company's name on dissolution, or, if that name is not available, and an alternate name was reserved, insert the reservation number for either the original or alternate name

If the name on dissolution is not available, and no alternate name has been reserved, check the second in which case the company will be restored under a name created by using its recognition number and adding to it "B.C. Ltd." (see note on page 13)

ITEM D The applicant may be an individual or a corporation – complete one of the lines

ITEM E This address may be a PO Box.

Continued...



BC Company
FULL RESTORATION APPLICATION
 BUSINESS CORPORATIONS ACT, sections 356 and 360

Telephone: 1 877 526-1526
 Email: bcregistries@gov.bc.ca

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

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

INSTRUCTIONS:

- Item A & B Enter the incorporation number and name of the company at the time the company was dissolved. The incorporation number and name would be shown on the company's Certificate of Incorporation, Amalgamation, Continuation or Change of Name.
- Item C Enter the name reserved for the company. This may be the same as the company name at the time it was dissolved, or, if that name is not available, a new reserved name. Or, indicate the company is to be restored by adding "B.C. Ltd." or "B.C. Community Contribution Company Ltd." to its incorporation number.
- Item D If the applicant is a corporation or firm, enter the full name of the corporation or firm.
- Item H Complete this item if the restoration has not been approved by the court. Enter the date the Notice of Application for Restoration was published in the BC Gazette and the latest date the Notice of the Application for Restoration was mailed to the company and the individuals who were directors at the time of the dissolution.
- Item I Complete this Item if the restoration has been approved by the court and attach entered court order.
- Item J, K & L The delivery address must be for a location in BC that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. The address must not be a post office box.
- Item M If the applicant is a corporation or firm, this form must be signed by an authorized signing authority for the corporation or firm.

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

Filing the restoration application on a priority basis will not waive the 21 day waiting period if it applies. The waiting period is described in Section H.

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 U.S. funds.

OFFICE USE ONLY – DO NOT WRITE IN THIS AREA

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

A INCORPORATION NUMBER OF COMPANY

B NAME OF COMPANY AT THE TIME OF DISSOLUTION

C NAME RESERVED FOR THE COMPANY TO BE RESTORED – Choose one of the following:

The name _____ is the name reserved for the company to be restored. The name reservation number is _____, OR

The company is to be restored with a name created by adding "B.C. Ltd." after the incorporation number of the company, OR

The company is to be restored with a name created by adding "B.C. Community Contribution Company Ltd." after the incorporation number of the company.

D FULL NAME OF APPLICANT

FIRST NAME	MIDDLE NAME	LAST NAME
CORPORATION / BUSINESS NAME		

E MAILING ADDRESS OF APPLICANT

MAILING ADDRESS	CITY	PROV/STATE	COUNTRY	POSTAL CODE/ZIP CODE
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**FULL RESTORATION APPLICATION
FOR A BRITISH COLUMBIA COMPANY AND
A BRITISH COLUMBIA COMMUNITY CONTRIBUTION COMPANY
(Form 30)**

Preparation (Continued)

- ITEM F** Check the applicable box which describes the relationship of the applicant to the company (see the appropriate Initial *Affidavit* (page 32 or 36)
If the applicant is **not** a related party, check the last box
- ITEM G** If there is a translation of a company's name, insert that name – otherwise, leave blank.
- ITEM H** Complete this section only if the application is made directly to the Registrar. In the first box, insert the date of the publication of the *Notice of Restoration Application* in the BC Gazette – see step 8 of the **Procedure/Checklist**

In the second box, insert the date of mailing of the *Notice of Restoration Application* to the company and its directors (not the date it was received by the company) see step 9 of the **Procedure/Checklist**
- ITEM I** Complete this section only if the application is made by court Order. check the appropriate box describing the *Order*
- ITEM J** Insert the **proposed** addresses and not the addresses before the dissolution of the company unless the addresses remain unchanged
- ITEMS K and L** If the “dissolved company's records” are available, complete Item K and insert the **proposed** address of the records office; OR
If the “dissolved company's records” are not available (e.g. they are lost or destroyed, or the company did not keep any records), then complete Item L and also insert the **proposed** address of the records office

Do not complete both sections
- ITEM M** Certification – complete the name and date of the person signing this form.

Processing

Once the form is completed, the applicant should sign it.

The signed *Application* must be filed in paper format with the Registrar with the *Letter to Registrar of Companies (Requesting Restoration)* (page 64) and step 30 of the **Procedure/Checklist**.

The Registrar will accept this form and the accompanying documents in PDF format, so that it can be filed by email or by an agent, unless there is a certified copy of a court Order in which case the documents must be mailed or delivered.

F RELATIONSHIP TO THE COMPANY - Check applicable box:
 I am related to the company that is to be restored and at the time the company was dissolved I was:

A director of the company. I am an heir or personal or other legal representative of a person who was, at the time the company was dissolved, a shareholder of the company. The court has, under section 360(2)(a) or 361(2)(a), ordered that I am a related person to the company.

An officer of the company.

A shareholder of the company.

G TRANSLATION OF NAME
 Set out every translation of the company name that the company intends to use outside of Canada.

COMPLETE ITEM H OR I, BUT NOT BOTH

H DATE OF RESTORATION - Complete this item if restoration is to be approved by the registrar.
 If the company was made historical within the last year due to failing to file annual reports, the company will be restored immediately. However, if the company was made historical for another reason or it has been historical for over 1 year then the company will not be restored until 21 days after the later of the following two dates. **In either case, the following two dates must be entered.**
 The date the Notice of the Application for Restoration was published in the BC Gazette.
 YYYY/MM/DD

 The latest date the Notice of the Application for Restoration was mailed to the company and directors addresses.
 YYYY/MM/DD

I DATE OF RESTORATION - Complete this item if restoration is approved by court order.

I have obtained a copy of an entered court order approving the full restoration and it is attached.

I have obtained a copy of an entered court order approving the conversion of a limited restoration to a full restoration and it is attached.

J REGISTERED OFFICE ADDRESSES
 Set out the delivery address and mailing address of the registered office proposed for the company.

DELIVERY ADDRESS OF THE COMPANY'S REGISTERED OFFICE	CITY	PROV. POSTAL CODE
		BC
MAILING ADDRESS OF THE COMPANY'S REGISTERED OFFICE	CITY	PROV. POSTAL CODE
		BC

COMPLETE SECTION K OR L, BUT NOT BOTH

K RECORDS OFFICE ADDRESSES - Complete this item if "dissolved company's records" are available.
 Set out the delivery address and mailing address of the office where the "dissolved company's records" are being kept.

DELIVERY ADDRESS OF THE LOCATION OF THE "DISSOLVED COMPANY'S RECORDS"	CITY	PROV. POSTAL CODE
		BC
MAILING ADDRESS OF THE LOCATION OF THE "DISSOLVED COMPANY'S RECORDS"	CITY	PROV. POSTAL CODE
		BC

L RECORDS OFFICE ADDRESSES - Complete this item if "dissolved company's records" are not available.
 The "dissolved company's records" are not available and the delivery address and mailing address of the records office proposed for the restored company are:

DELIVERY ADDRESS OF THE COMPANY'S RECORDS OFFICE	CITY	PROV. POSTAL CODE
		BC
MAILING ADDRESS OF THE COMPANY'S RECORDS OFFICE	CITY	PROV. POSTAL CODE
		BC

M CERTIFIED CORRECT - I have read this form and found it to be correct.
Note: It is an offence to make a false or misleading statement in respect of a material fact in a record submitted to the Corporate Registry for filing. See section 427 of the Business Corporations Act.

NAME OF APPLICANT	SIGNATURE OF APPLICANT	DATE SIGNED (YYYY / MM / DD)
	X	

**LIMITED REINSTATEMENT APPLICATION
EXTRAPROVINCIAL COMPANY
(Form 29)**

General Notes

Use this form for a limited reinstatement of registration of a former extraprovincial company in British Columbia.

The reinstatement of the former extraprovincial company will not be completed until at least **21 days** have elapsed from the later of the date of publication of the *Notice of Restoration/Reinstatement Application* and the mailing of the *Letter to the Company and the Company's Directors or Foreign Entity* (see steps, 8, 9 and 23 of the **Procedure/ Checklist**).

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 Insert the name of the extraprovincial company at the time its registration in British Columbia was cancelled as shown on the Corporate Online company search.

ITEM C If the foreign entity's name is available, and you have reserved it, complete item **1**, and insert the name and the registration number.

If the foreign entity name is **not** available, and you have reserved an **assumed** name, complete Item **2** and insert the assumed name and the reservation number.

If the foreign entity is a **federal** corporation, insert the name of the federal corporation (no reservation is required) in item **3**.

Continued...



Extraprovincial Company
LIMITED REINSTATEMENT APPLICATION

BUSINESS CORPORATIONS ACT, section 364.3

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

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

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

INSTRUCTIONS:

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

- Item A The registration number is the number assigned to the foreign entity when it is registered as an extraprovincial company in BC.
Item B Enter the name of the extraprovincial company exactly as it was shown on the Certificate of Registration at the time its registration was cancelled.
Item C Enter the name reserved for the foreign entity. This name would be the foreign entity's name in its home jurisdiction OR, if that name is not available, the assumed name reserved for the foreign entity. A name reservation is not required if the foreign entity is a federal corporation.
Item D Enter the identifying number in the foreign entity's current jurisdiction.
Item E If the applicant is a corporation or firm, enter the full name of the corporation or firm.
Item F If the applicant is a corporation or firm, enter the full mailing address of the corporation or firm.
Item H Enter the date the reinstatement is to expire. If no date is entered, the company will be dissolved two years (24 months) after the date it is reinstated.
Item I If the applicant is a corporation or firm, this form must be signed by an authorized signing authority for the corporation or firm.

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

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 U.S. funds.

OFFICE USE ONLY - DO NOT WRITE IN THIS AREA

A REGISTRATION NUMBER IN BC

B NAME OF EXTRAPROVINCIAL COMPANY AT THE TIME THE REGISTRATION WAS CANCELLED

C NAME RESERVED FOR THE FOREIGN ENTITY

Complete section 1, 2 OR 3

1. The name _____ being the
foreign entity's own name has been reserved. The name reservation number is _____

2. The foreign entity's own name _____
is not available and, therefore, the assumed name _____
has been reserved. The name reservation number for the assumed name is _____

3. No name has been reserved because the foreign entity is a federal corporation with the name _____

**LIMITED REINSTATEMENT APPLICATION — EXTRAPROVINCIAL COMPANY
(Form 29)**

Preparation (Continued)

- ITEM D** Insert the incorporation/amalgamation/continuation number of the foreign entity in its home jurisdiction.
- ITEMS E and F** The applicant may be an individual or a corporation – complete one of the lines and then complete the address.
- ITEM G** In the first box, insert the date of the publication of the *Notice of Reinstatement Application* in the British Columbia Gazette – see step 8 of the **Procedure/Checklist**.
- In the second box, insert the date of mailing of the *Notice of Reinstatement Application* to the extraprovincial company (not the date it was received by the extraprovincial company) see step 9 of the **Procedure/Checklist**.
- ITEM H** If the period of the limited reinstatement is **two** years, leave all the boxes unchecked, otherwise check one of the boxes to indicate the number of months for which the company will be restored.

Processing

Once the form is completed, the applicant or an authorized signatory of the applicant should sign it.

The signed form must be filed in paper format with the Registrar with the *Letter to Registrar of Companies (Requesting Restoration/Reinstatement)* (page 64) and step 30 of the **Procedure/Checklist**.

The Registrar will accept this form in PDF format, so that it can be filed by email or by an agent.

D CORPORATE NUMBER IN FOREIGN ENTITY'S JURISDICTION

Corporate number assigned to the foreign entity by its current jurisdiction _____

E FULL NAME OF APPLICANT

FIRST NAME _____ MIDDLE NAME _____ LAST NAME _____

CORPORATION / BUSINESS NAME _____

F MAILING ADDRESS OF APPLICANT

MAILING ADDRESS _____ CITY _____ PROV/STATE _____ COUNTRY _____ POSTAL CODE/ZIP CODE _____

G DATE OF REINSTATEMENT

The registration of the foreign entity as an extraprovincial company will not be reinstated until 21 days after the later of the following two dates (both dates must be entered):

The date the Notice of the Application for Reinstatement was published in the BC Gazette.

YYYY/MM/DD

The date the Notice of the Application for Reinstatement was mailed to the extraprovincial company.

YYYY/MM/DD

H EXPIRY DATE OF THE LIMITED PERIOD OF REINSTATEMENT

The expiration of the limited period of restoration will be two years from the date the company is restored unless otherwise specified below:

- | | |
|--|---|
| <input type="checkbox"/> Less than 6 months, number of months: _____ | <input type="checkbox"/> 12 months from the date the registration is reinstated |
| <input type="checkbox"/> 6 months from the date the registration is reinstated | <input type="checkbox"/> 18 months from the date the registration is reinstated |

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

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

NAME _____ SIGNATURE **X** DATE SIGNED (YYYY / MM / DD) _____

**FULL REINSTATEMENT APPLICATION
EXTRAPROVINCIAL COMPANY
(Form 31)**

General Notes

Use this form for a **full** reinstatement of registration of a foreign entity as an extraprovincial company.

The registration of the foreign entity as an extraprovincial company will not be reinstated until at least **21 days** have elapsed from the later of the date of publication of the *Notice of Reinstatement Application* and the mailing of the *Letter to the Company and the Company's Directors or Foreign Entity* (see steps 8, 9 and 23 of the **Procedure/Checklist**).

For the reinstatement of registration of a NWPTA partner corporation, use Form 31(N) instead and forward it to the home jurisdiction Registry for filing. See Chapter 14 Extraprovincial Companies.

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 Insert the name of the extraprovincial company at the time its registration in British Columbia was cancelled as shown on the BC OnLine company search.

ITEM C If the foreign entity's name is available, and you have reserved it, complete item **1**, and insert that name and the registration number.

If the foreign entity name is not available, and you have reserved an **assumed** name, complete item **2** and insert the assumed name and the reservation number.

If the foreign entity is a **federal** corporation, insert the name of the federal corporation (no reservation is required) in item **3**.

Continued...



Extraprovincial Company

FULL REINSTATEMENT APPLICATION

BUSINESS CORPORATIONS ACT, section 364.1

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

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

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

INSTRUCTIONS:

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

- Item A The registration number is the number assigned to the foreign entity when it is registered as an extraprovincial company in B.C.
Item B Enter the name of the extraprovincial company exactly as it was shown on the Certificate of Registration at the time its registration was cancelled.
Item C Enter the name reserved for the foreign entity. This name would be the foreign entity's name in its home jurisdiction OR, if that name is not available, the assumed name reserved for the foreign entity. A name reservation is not required if the foreign entity is a federal corporation.
Item D Enter the identifying number in the foreign entity's current jurisdiction.
Item E If the applicant is a corporation or firm, enter the full name of the corporation or firm.
Item I Enter the delivery address and mailing address of the head office of the foreign entity, whether or not the head office is in B.C. The delivery address must be for a location that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. The delivery address must not be a post office box.

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

- Item J Optional if the foreign entity's head office is in B.C. An attorney may be an individual or a B.C. company. If the attorney is a BC company, enter the full name of the B.C. company.
Item K Enter the mailing and delivery address for the attorney. This delivery address must be for a location in B.C. that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. The delivery address must not be a post office box.
Item L If the applicant is a corporation or firm, this form must be signed by an authorized signing authority for that corporation or firm.

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 U.S. funds.

PLEASE ENTER THE COMPANY EMAIL ADDRESS FOR CORRESPONDENCE

A REGISTRATION NUMBER IN BC

B NAME OF EXTRAPROVINCIAL COMPANY AT THE TIME THE REGISTRATION WAS CANCELLED

C NAME RESERVED FOR THE FOREIGN ENTITY

Complete section 1,2 OR 3

1. The name _____ being the

foreign entity's own name has been reserved. The name reservation number is _____

2. The foreign entity's own name _____

is not available and, therefore, the assumed name _____

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

3. No name has been reserved because the foreign entity is a federal corporation with the name _____

**FULL REINSTATEMENT APPLICATION
EXTRAPROVINCIAL COMPANY
(Form 31)**

Preparation (Continued)

- ITEM D** Insert the incorporation/amalgamation/continuation number of the foreign entity in its home jurisdiction.
- ITEM E** The applicant may be an individual or a corporation – complete one of the lines.
- ITEM G** Check the relationship of the applicant to the foreign entity. The applicant must be a related person – see page 6 for a definition of related person. The applicant may be the foreign entity that is to have its registration reinstated as an extraprovincial company, in which case an authorized signatory of the foreign entity should sign the application.
- ITEM H** In the first box, insert the date of the publication of the *Notice of Reinstatement Application* in the British Columbia Gazette – see step 8 of the **Procedure/Checklist**.
- In the second box, insert the date of mailing of the *Notice of Reinstatement Application* to the foreign entity (not the date it was received by the foreign entity) see step 9 of the **Procedure/Checklist**.
- ITEMS I, J, and K** The information to be entered is for the current attorney and head office addresses (not the attorney and addresses **before** the registration of the company as an extraprovincial company in British Columbia was cancelled) unless the name of the attorney and addresses are the same.

Processing

Once the forms are completed, the Form 31, the applicant should sign it.

The signed Application must be filed in paper format with the Registrar with the *Letter to Registrar of Companies (Requesting Restoration)* (page 64), by your agents or by forwarding the documents to the Registrar together with a *Debit Account Transaction* form or a *Cash Account Transaction* form and the appropriate fee (see **Appendix F – Fee Schedule**).

The Registrar will accept this form and any accompanying documents in PDF format, so that it can be filed by email or by an agent.

Continued...

D CORPORATE NUMBER IN FOREIGN ENTITY'S JURISDICTION

Corporate number assigned to the foreign entity by its current jurisdiction _____

E FULL NAME OF APPLICANT

FIRST NAME _____ MIDDLE NAME _____ LAST NAME _____

CORPORATION / BUSINESS NAME _____

F MAILING ADDRESS OF APPLICANT

MAILING ADDRESS _____ CITY _____ PROV./STATE _____ COUNTRY _____ POSTAL CODE/ZIP CODE _____

G RELATIONSHIP OF APPLICANT TO THE FOREIGN ENTITY - Check applicable box:

I am related to the foreign entity and I am:

- the foreign entity that is to have its registration reinstated as an extraprovincial company by this application
- a shareholder of the foreign entity
- a director of the foreign entity
- a manager if the foreign entity is a Limited Liability Company
- an officer of the foreign entity
- a member if the foreign entity is a Limited Liability Company

H DATE OF REINSTATEMENT

The registration of the foreign entity as an extraprovincial company will not be reinstated until 21 days after the later of the following two dates (both dates must be entered):

The date the Notice of the Application for Reinstatement was published in the BC Gazette.

YYYY/MM/DD

The date the Notice of the Application for Reinstatement was mailed to the extraprovincial company.

YYYY/MM/DD

I HEAD OFFICE ADDRESSES

DELIVERY ADDRESS OF HEAD OFFICE _____ CITY _____ PROV./STATE _____ COUNTRY _____ POSTAL CODE/ZIP CODE _____

MAILING ADDRESS OF HEAD OFFICE _____ CITY _____ PROV./STATE _____ COUNTRY _____ POSTAL CODE/ZIP CODE _____

J NAME OF ATTORNEY(S) IF ANY - Attach additional sheet if required.

FIRST NAME _____ MIDDLE NAME _____ LAST NAME _____

CORPORATION / BUSINESS NAME _____

K ATTORNEY(S) ADDRESSES

DELIVERY ADDRESS OF ATTORNEY _____ CITY _____ POSTAL CODE _____

Prov.
BC

MAILING ADDRESS OF ATTORNEY _____ CITY _____ POSTAL CODE _____

Prov.
BC

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

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

NAME OF APPLICANT _____

SIGNATURE OF APPLICANT

DATE SIGNED (YYYY / MM / DD)

X

LETTER TO REGISTRAR OF COMPANIES (Requesting Restoration/Reinstatement)

General Notes

If an application is being made **directly** to the Registrar without a court Order, this letter may be mailed to the Registrar as soon as step 16 of the **Procedure/Checklist** has been completed. However, the Registrar will not restore the company (or reinstate the registration of a foreign entity as an extraprovincial company) until at least **21 days** have elapsed from the date of publication and mailing of the appropriate **Registration** or **Reinstatement Application** (page 24), unless the restoration is made by way of a court application (for a British Columbia company).

For a British Columbia Company, if an application is being made **after obtaining a court Order**, this letter may only be forwarded to the Registrar when the certified copy of the **Order** approving the restoration of the company to the register has been received from the Supreme Court of British Columbia. The Registrar of Companies as the Registrar will not automatically restore a company when the court Order is signed. The company is restored when the Registrar has altered the corporate register to reflect the restoration.

The Registrar will accept this letter and the accompanying documents in PDF format, so that it can be filed by email or by an agent, unless there is a certified court Order included, in which case it must be mailed or delivered.

Preparation

- ① Change to “Amalgamation” or “Continuation”, as the case may be, and insert the recognition number.
- ② If the application by court Order, refer to the letter from the Registrar consenting to the restoration and check that you are enclosing the documents requested by the Registrar. Otherwise, delete the reference to the letter from the Registrar and substitute:
“We enclose the following documents required to restore the Company to the register:”
- ③ Insert the description of the appropriate Restoration Application Form and the form number:
 - **British Columbia** Companies:
 - o **Form 28** – for a limited restoration (page 48)
 - o **Form 30** – for a full restoration (page 52)
 - **Extraprovincial** companies:
 - o **Form 29** – for a limited reinstatement (page 56)
 - o **Form 31** – for a full reinstatement (page 60)⁽¹⁾
- ④ Delete the reference to the Order if the application is being made directly to the Registrar (see step 30 of the **Procedure/Checklist**). Insert the date of the Order if the application is being made by court Order.
- ⑤ For a **limited** restoration or reinstatement or reinstatement of a NWPTA partner corporation, delete any reference to Annual Reports.
- ⑥ Amend this paragraph depending on the payment method (for example, by credit card, law firm’s cheque. If emailing the letter, call the Registry with the credit card information, do not include the information in the letter.

Continued...

⁽¹⁾ Forward Form 31(N) to the home jurisdiction Registry if the reinstatement is for an Alberta or Saskatchewan corporation under NWPTA

File No. *{number}*

{date}

Registrar of Companies
2nd Floor
940 Blanshard Street
Victoria, BC
V8W 3E6

Dear Sirs:

Re: Restoration of *{Name of Company}* (the “Company”)
①Incorporation No. *{number}* ①

or: Reinstatement of registration of *{Name of Foreign Entity}* (the “Company”)
①Registration No. *{number}*

②Further to your letter of *{date}*, we enclose:

1. Form ③ – Restoration/Reinstatement Application ③;
2. ④Court-certified copy of Order dated ④*{date}*;
3. ⑤*{years}* ② Annual Reports;

We also enclose our cheque payable to the order of the Minister of Finance in the amount of \$⑥.

⑥Please debit our BC Online account No. *{number}* with the appropriate filing fees and refer to our file No. *{law firm’s file reference}*.

Continued...

**LETTER TO REGISTRAR OF COMPANIES
(Requesting Restoration/Reinstatement)**

Preparation (Continued)

- ① There is an additional fee of \$100.00 for priority service. If the restoration/reinstatement application is not being filed on a priority basis, delete the reference to the priority filing.
- ② Delete to the end of the sentence if not a priority.
- ③ Omit these words for a full restoration/reinstatement. For a limited restoration/reinstatement, leave the words in and insert the number of months from the Application.
- ④ Delete if you are not requesting these documents.

Processing

You may forward the letter to the Registrar or your agent before the 21 day period from the publication of the notice and mailing of the notice to the company and the directors have elapsed. The Registrar will only process the application when the 21 day period after the date of the publication has expired.

Ensure that the following enclosures are attached:

- if applicable, court-certified copy of **Order**;
- the appropriate **Restoration/Reinstatement Application** form;
- all required **Annual Reports** and any other documents listed by the Registrar in the consent letter from the Registrar in the case of a full restoration;
- any other documents listed in the consent letter from the Registrar;
- a cheque payable to the order of the **Minister of Finance** for the appropriate fee or description of other arrangements for the payment of the fee (i.e. BC OnLine).

Unless you email this letter, make sufficient copies of the letter and enclosures so that you have:

- one copy for the file;
- one copy for the client (if it is your firm policy to forward copies of all correspondence to the client).

You may **email** this letter and the attachments to the Registry if there is **no** copy of the Order required as you must send an originally certified copy of the Order.

Diarize the file for an appropriate date to receive:

- the **Certificate of Restoration/Reinstatement**;
- a certified copy of the **Restoration/Reinstatement Application**;⁽¹⁾
- a certified copy of the **Notice of Articles**, if the restored company was previously transitioned or incorporated after the Act came into force;

and follow up by letter or by telephone if you do not receive the documents. Note that certified copies of the **Restoration/Reinstatement Application**, the **Notice of Articles** and the Certificate of Restoration will be forwarded to the company at its registered office mailing address.

⁽¹⁾ A duplicate copy of the **Certificate of Restoration** only is mailed by the Registry to the Applicant. When the Applicant is not the Company being restored, and if you wish to receive certified copies of the Application and NOA, you must request them or use an agent.

Letter to Registrar

Page 2

① Please process the Restoration/Reinstatement Application and issue the Certificate of Restoration/Reinstatement restoring/reinstating the Company to the register ② on a **priority** basis.

For the restoration of a British Columbia company:

Please confirm that the Company has been restored to the corporate register ③ for a period of *{number}* ③ months ③ and provide us with a Certificate of Restoration ④ and certified copies of the Restoration Application and ④ Notice of Articles in due course.

For the reinstatement of registration of a foreign entity as an extraprovincial company:

Please confirm that the registration of this Company as an extraprovincial company in British Columbia has been reinstated ③ for a period of *{number}* ③ months ③ and provide us with a Certificate of Reinstatement ④ and certified copies of the Reinstatement Application in due course.

Thank you for your assistance in this matter.

Yours truly,

{NAME OF LAW FIRM}

Encls.

cc: *{Name of company}*

REPORT TO CLIENT – BC COMPANY

General Notes

The company is restored when the Registrar alters the corporate register to reflect the restoration. The Registrar will then issue a **Certificate of Restoration**.

The Registrar will also provide to the company at the registered office mailing address:

- a certified copy of the *Restoration Application*
- if the company has been transitioned or was incorporated after the Act came into force, a certified copy of the *Notice of Articles*.

If your firm is acting for the Company, upon receipt of the Certificate, and any other relevant documents, report to the client on the restoration. The Registrar will mail duplicate copy of the *Certificate* to the applicant shown on the *Restoration Application* as well as to the mailing address of the registered of the company.

For a report to the client on the restoration of the registration of an extraprovincial company, prepare the *Report to Client – Extraprovincial Company* (page 72).

A more extensive report may be drafted by the supervising solicitor.

Preparation

- ① Insert the contact address for the company (not the registered or records office address).
- ② Delete these paragraphs in the case of a limited restoration.
Some of the paragraphs may be included for a limited restoration in excess of 12 months. Check with the supervising solicitor.
- ③ Delete if not applicable and add any other relevant documents. If the company was incorporated before March 29, 2004 and a Post-Restoration Transition is required, the Notice of Articles will not be available until after this filing has been completed.
- ④ Delete these paragraphs if the company has already transitioned or was incorporated after the date that the Act came into force.
- ⑤ If the company is a pre-existing Company (see on page 8 of the **Explanation** and step 44 of the **Procedure/Checklist**), the supervising solicitor should review the *Memorandum*, the *Articles* and the corporate Records Book, and determine if any other steps are required to comply with the Act.
- ⑥ If the company's recognition was by amalgamation or continuation, replace the word "incorporation" with "amalgamation", or "continuation into British Columbia" as the case may be.

Continued...

File No. *{number}*

{date}

{Name of Company}

{address} ①

Dear Sirs:

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

② *(in the case of a full restoration)*

We are pleased to report that the Company was restored on *{date}*. We enclose copies of the following documents for your records:

1. Certificate of Restoration;
2. Restoration Application;
- ③3. Notice of Articles; and
- ③4. Court Order.

Please be advised that we have also filed the required Annual Reports to bring the Company into good standing with the Registrar of Companies.

②④ Section 370(1) of the *Business Corporations Act* (the “Act”) requires that a pre-existing company must file a post-restoration transition application with the Registrar of Companies within 12 months after the date of its restoration. In addition, the Company must comply with other post-restoration transition requirements, such as establishing a Central Securities Register. ⑤ Accordingly, we enclose for your signature and return to us:

1. ②④ Consent Directors’ Resolution authorizing the preparation and filing of the Post-Restoration Transition; and
2. ②④ Form 32 – Post-Restoration Transition.

②④ Please note that we have updated the Company’s Records Book to comply with the Act.

② Every year within two months after the anniversary date of the Company’s ⑥ incorporation, the Company must file an Annual Report with the Registrar of Companies. We have diarized this matter and will forward the Annual Report to you for signature at the required time.

② 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 Director Change (Form 10) in the form established by the Registrar (s. 127).

Continued...

REPORT TO CLIENT – BC COMPANY

Preparation (Continued)

- ① Delete these paragraphs in the case of a limited restoration.
Some of the paragraphs may be included for a limited restoration in excess of 12 months. Check with the supervising solicitor.
- ② Delete this paragraph if you have a record of the date of the Company's fiscal year end or if it is a limited restoration.
- ③ Insert these paragraphs for a limited restoration.
If the company was restored for more than 12 months, in order to continue in existence, a ***Post-Restoration Transition*** (Form 32) may have to be filed (see page 1 of this report letter).
- ④ Delete the references to converting the limited restoration to a full restoration if you are acting for an unrelated applicant.
- ⑤ The supervising solicitor may wish to draft his opinion regarding any property owned by the company and confirm that it has not escheated to the government.

Processing

Attach to this letter:

- the ***Resolutions Authorizing the Post-Restoration Transition*** (page 74);
- the ***Post-Restoration Transition*** (Form 32) (page 76)
- a copy of the ***Certificate of Restoration***;
- a copy of the ***Restoration Application***;
- a copy of the ***court Order***, if applicable;
- if applicable, your final account.

Make sufficient copies of the letter and enclosures so that you have:

- one copy for the file; and
- one copy for the accountant (if instructed to do so).

In the case of a limited restoration, diarize the expiry date (see step 33 of the **Procedure/Checklist**).

Report to Client**Page 2**

① 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 The Act requires that:

①(a) 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

①(b) the Company's financial statements must be presented to the shareholders within six months of the company's financial year end.

② Please provide us with the date of the Company's fiscal year end so that we may diarize the date for future annual consent resolutions.

Please forward a copy of your current financial statements to us since a copy of the Company's current financial statements are required to be kept in the Company's Records Book. If there are any minutes during the past year, which have not been forwarded to us, please forward copies so that the Company's records will remain in compliance with the *Business Corporations Act*.

③ *(in case of a limited restoration)*

③ We are pleased to report that the Company was restored for a period of *{number}* months on *{date}* pursuant to a Certificate of Restoration. We enclose a copy of the Certificate for your records. We confirm that on *{date}*, the company will automatically be dissolved.

③ Please note that, before the expiration of the above period, an application may be made ④ to either convert the limited restoration into a full restoration or to extend the period of time to a later date. Please advise us as far in advance as possible if you wish to apply for an extension of the limited restoration or to convert the limited restoration to a full restoration.

(in both cases:)

④

We thank you for your instructions and enclose our statement of account.

Yours truly,

{NAME OF LAW FIRM}

Encls.

cc: Accountants

REPORT TO CLIENT – EXTRAPROVINCIAL COMPANY

General Notes

The registration of a foreign entity as an extraprovincial company is reinstated when the Registrar alters the corporate register to reflect the reinstatement. The Registrar will then issue a **Certificate of Reinstatement**, and if requested to do so, a certified copy of the **Reinstatement Application**, and mail them to the corporation's head office mailing address. Upon receipt of the Certificate, you should report to the client on the reinstatement. The Registrar will also mail a duplicate copy of the **Certificate of Reinstatement** to the applicant at the address indicated on the **Reinstatement Application**.

For a report to the client on the restoration a British Columbia company, prepare the **Report to Client – British Columbia Company** (page 68).

The supervising solicitor may draft a more extensive report.

Preparation

- ① Insert the business mailing address of the foreign entity or the name of the solicitor in the other jurisdiction who retained your law firm to act with respect the reinstatement of registration of the foreign entity as an extraprovincial company in British Columbia.
- ② Delete this paragraph if the foreign entity being reinstated is an Alberta or Saskatchewan corporation (see the NWPTA section in Chapter 14).
- ③ Insert the first group of paragraphs in the case of a **full reinstatement** of registration of a foreign entity as an extraprovincial company in British Columbia, and the second group in the case of a **limited** reinstatement.
- ④ Delete the reference to the statement of account, if you will not be enclosing your account at this time.

Processing

In the case of a limited reinstatement, diarize the expiry date (see step 33 of the **Procedure/Checklist**).

Attach a copy of the **Certificate of Reinstatement**, and, if requested, the certified copy of the **Reinstatement Application**, as well as your final account (if applicable).

File No. *{number}*

{date}

{Name of Company}

{address} ①

Dear Sirs:

Re: Reinstatement of registration of *{Name of Foreign Entity}* (the “Corporation”) as an extraprovincial company in British Columbia

(in case of a full reinstatement)

We are pleased to report that the Corporation’s registration as an extraprovincial company in British Columbia was reinstated on *{date}*. We enclose copies of the Certificate of Reinstatement and Full Reinstatement Application (Form 31) for your records.

② We have also filed the required Annual Reports to bring the Corporation into good standing with the Registrar of Companies.

② Each year, an extraprovincial company is required to file an Annual Report (Form 35) within two months of the anniversary date of its registration as an extraprovincial company in British Columbia. In addition to the Annual Report, the Corporation is required to file certain forms with respect to any changes in the jurisdiction or charter of the Corporation, its registered office, or of its attorneys or their addresses. We will diarize this matter to prepare the Annual Report prior to its due date unless you advise us otherwise. Please advise us of any changes that are required to be filed on behalf of the Corporation.

③ *(in case of a limited reinstatement)*

③ We are pleased to report that the registration of the Corporation as an extraprovincial company in British Columbia has been reinstated for a period of *{number}* months on *{date}* pursuant to a Certificate of Reinstatement. We enclose a copy of Certificate of Reinstatement and Limited Reinstatement Application (Form 29) for your records. We confirm that on *{date}* the extraprovincial registration of the Corporation will be automatically cancelled.

③ Before the expiration of the above period, an application may be made to extend the limited reinstatement to a later date. Please advise us as far in advance as possible if you wish to apply for an extension of the limited reinstatement.

(in both cases)

We thank you for your instructions ④ and enclose our statement of account.

Yours truly,

{NAME OF LAW FIRM}

RESOLUTION AUTHORIZING POST-RESTORATION TRANSITION

General Notes

If the restored company is a pre-existing company that has not transitioned into the Act, and it is fully restored, it must file a *Post-Registration Transition* (Form 32). A directors or ordinary resolution must be passed to authorize the transition (s. 371(1)).

This resolution approves **only** the filing of the *Post-Restoration Transition* (Form 32). However, if **mandatory** changes to the *Articles* of the company are required, they may be made at the same time (possibly together with other **optional** changes). The mandatory and optional changes are explained in the **Transition** chapter.

Preparation

- ① Change to “Directors” if the directors will be passing the resolution.
- ② If no mandatory amendments to the *Articles* are required, delete this paragraph.
- ③ Insert the wording of the mandatory amendments to the *Articles*.
- ④ Insert the date of the resolution, which must be after the company was restored.
- ⑤ Check the *Central Securities Register* of the company and insert the names of all the voting shareholders. If the directors will pass the resolution, check the company’s *Register of Directors* and insert the names of all the directors.
- ⑥ If no mandatory amendments to the *Articles* of the company are required, delete this Notice.

Processing

Attach the *Post-Restoration Transition* as Schedule “A” to the Form and arrange to have it signed by the directors or shareholders of the company (see ④ above).

Once signed proceed to steps 46 and 49 of the **Procedure/Checklist**.

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

WHEREAS pursuant to Section 370(1) of the *Business Corporations Act* (the “Act”) the Company is required to file a Post-Restoration Transition (Form 32) in the form prescribed by the Registrar ^② and if necessary, to alter its Articles as required by the Act^②.

RESOLVED THAT:

1. The Post-Restoration Transition (Form 32) containing a Notice of Articles in the form attached hereto as Schedule “A” be filed with the Registrar of Companies.
- ②2. The Articles of the Company be altered by: ^③
3. *{Name of Law Firm}* be appointed as the Company’s agent to electronically file the Post-Restoration Transition (Form 32) containing a Notice of Articles with the Registrar of Companies.
4. Any director or officer of the Company, signing alone, be authorized to execute and deliver all such documents and instruments, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof.

Dated: ^④*{Date}*

^⑤ *{NAME OF SHAREHOLDER/DIRECTOR}*

^⑤ *{NAME OF SHAREHOLDER/DIRECTOR}*

⑥NOTICE

The alteration to the Articles of the Company referred to above will not take effect until the Post-Registration Transition containing a Notice of Articles has been filed with the Registrar of Companies and takes effect.

**POST-RESTORATION TRANSITION – BC COMPANY
(Form 32)**

General Notes

The *Post-Restoration Transition (Form 32)* (containing a *Notice of Articles*) in the form established by the Registrar must be filed with the Registrar within 12 months after the date of a company's restoration (s. 370(1)), and must comply with section 371(2). The *Notice of Articles* must also set out the following information:

- the names and prescribed addresses of the directors immediately before the time of filing;
- the mailing address and the delivery address of the **registered** office of the company immediately before the time of filing;
- the mailing address and the delivery address of the **records** office of the company immediately before the time of filing;
- the name of the company immediately before the time of filing and, if applicable, any existing translation of the company's name (in the prescribed manner), that the company intends to use outside Canada;
- the authorized share structure of the company;
- 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; and
- that the Pre-existing Company Provisions contained in the Regulations to the Act apply to the company.

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.

Note: The instructions for page 2 and 3 of Form 32 are contained on this page.

ITEM A Set out the name exactly as is shown on the *Certificate of Restoration*.

ITEM G If you are restoring a pre-existing company, check the box indicating that Pre-existing Company Provisions apply.

Processing

Make a copy of the Form and attach it as Schedule "A" to the *Resolution Authorizing the Post-Restoration Transition* (page 74).

Arrange to have this Form signed by the authorized signing authority for the company.

Once signed and completed, proceed to steps 46, 47 and 49 of the **Procedure/Checklist**.



BC Company
POST-RESTORATION TRANSITION
BUSINESS CORPORATIONS ACT, section 371

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

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

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

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

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

A INCORPORATION NUMBER OF COMPANY

B NAME OF COMPANY
 Enter the name of the company applying for post-restoration transition.

C 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	

NOTICE OF ARTICLES

A NAME OF COMPANY

Set out the name of the company. The name must be the name that the company had immediately before the time of this filing.

B TRANSLATION OF COMPANY NAME

Set out every translation of the company name that the company intends to use outside of Canada. The translations of the company name must be those entered in Item G on the Restoration Application (Form 30) filed for the company.

C DIRECTOR NAME(S) AND ADDRESS(ES)

Set out the name and prescribed address of each individual who was, immediately before the time of this filing, a director of the company. A prescribed address for a director is 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. Before this form can be filed, the company must ensure that, immediately before the post-restoration transition application is submitted to the registrar for filing, the information in the corporate register respecting the directors of the company is correct. Attach an additional sheet if more space is required.

LAST NAME	FIRST NAME	MIDDLE NAME	PROVINCE/STATE	COUNTRY	POSTAL CODE/ZIP CODE
DELIVERY ADDRESS					
MAILING ADDRESS					
LAST NAME	FIRST NAME	MIDDLE NAME			
DELIVERY ADDRESS					
MAILING ADDRESS					
LAST NAME	FIRST NAME	MIDDLE NAME			
DELIVERY ADDRESS					
MAILING ADDRESS					
LAST NAME	FIRST NAME	MIDDLE NAME			
DELIVERY ADDRESS					
MAILING ADDRESS					
LAST NAME	FIRST NAME	MIDDLE NAME			

D REGISTERED OFFICE ADDRESSES

Set out the delivery and mailing addresses of the office that was the registered office of the company immediately before the time of this filing.

DELIVERY ADDRESS OF THE COMPANY'S REGISTERED OFFICE

PROVINCE	POSTAL CODE
BC	

MAILING ADDRESS OF THE COMPANY'S REGISTERED OFFICE

PROVINCE	POSTAL CODE
BC	

E RECORDS OFFICE ADDRESSES

Set out the delivery and mailing addresses of the office that was the records office of the company immediately before the time of this filing.

DELIVERY ADDRESS OF THE COMPANY'S RECORDS OFFICE

PROVINCE	POSTAL CODE
BC	

MAILING ADDRESS OF THE COMPANY'S RECORDS OFFICE

PROVINCE	POSTAL CODE
BC	

F PRE-EXISTING COMPANY PROVISIONS (refer to Part 17 and Table 3 of the Regulation under the *Business Corporations Act*)

Pre-existing Company Provisions apply to this company.

G AUTHORIZED SHARE STRUCTURE

Set out the authorized share structure of the company. The information set out must reflect the information that was contained in the company's memorandum or articles immediately before the time of this filing. Attach an additional sheet if more space is required.

For each class or series of shares please re-state the information contained in the company's memorandum or articles.

- The identifying name of each class or series of its shares
- The maximum number of shares of the class or series of shares that the company is authorized to issue.
- The kind of shares of the class or series of shares – state whether the shares are without par value or with par value – if with par value, state the amount of the par value, in Canadian dollars.
- Whether or not there are special rights or restrictions attached to the shares of the class or series of shares.

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	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?	
		WITHOUT PAR VALUE (✓)	WITH A PAR VALUE OF (\$)	TYPE OF CURRENCY	YES (✓)	NO (✓)
				CAD		
				CAD		
				CAD		
				CAD		
				CAD		
				CAD		
				CAD		
				CAD		

