

APPENDICES

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DUE DILIGENCE RECORDS BOOK REVIEW

Date: _____
 Lawyer: _____
 Company: _____ File No: _____

RECOGNITION

Name at recognition: _____
 Date of recognition: _____
 Recognition Number: _____
 Authorized share structure: _____

Pre- existing company	In Records Book	Incorporated under <i>Business Corporations Act</i>	In Records Book
Memorandum		Incorporation Agreement	
Articles		Incorporation Application	
Certificate of Incorporation		Notice of Articles	
Transition – Filed Application and NOA		Articles	
Special Rights and Restrictions		Special Rights and Restrictions	
Electronic certificates and Certified copies received		Electronic certificates and Certified copies received	

Articles

The Articles on recognition contained the following provisions: *(use separate sheet if necessary)*

Amendments/Special Resolutions

Set out details on separate sheet. Note date and nature of changes; ensure subsequent Resolutions and Registers are compatible and Form 11 – Notice of Alteration to a NOA has been filed

EXTRA PROVINCIAL REGISTRATIONS

Jurisdictions	Certificates	Annual Filings

BUSINESS NAMES

Registration: Date: _____ Number: _____
 Declarations for Partnership/and or Business Name _____

ANNUAL REPORTS, ANNUAL GENERAL MEETINGS, ANNUAL DIRECTORS' MEETINGS AND CONSENTS

DIRECTORS AND OFFICERS

If the Register of Directors appears complete, photocopy Register. For each item on photocopies, either ü indicating OK or note any deficiency. If there is no Register of Directors, or if it appears incomplete, create a new one.

DIRECTORS				
Name of Director				
Date appointed				
Consent to Act ⁽¹⁾				
Date ceased				
Resignation				
Office held – if any				
Resolution: Members ⁽²⁾ or Directors ⁽³⁾				
Register completed				
Notice of Directors				

- (1) Unless present at meeting
- (2) Quorum Requirements met (Check Non-Voting Members)
- (3) If by consent, ensure all Directors sign (check names of Directors at the time). If at a meeting, ensure Notice and quorum requirements met.)

OFFICERS				
Name of Officer				
Office Held				
Date Appointed				
Date Removed				
Consent to Act				
Resolution				
Register completed				

SHARE TRANSACTIONS

Allotments, Transfers, Redemptions, Stock Dividends, Exchanges, Etc.

Prepare a chronological history of share transactions.

For pre BCA companies, if the Registers of Members, Allotments and Transfers appear complete, photocopy Registers. For each item on photocopies, either ü indicating OK or note any deficiency.

If no Registers of Members, Allotments and Transfers, or if they appear incomplete, create a Central Securities Register for each Class of shares

For companies incorporated under the BCA, check the Central Securities Register (in the same manner as above) and if not in the format of {Name of Law Firm}, prepare a new one.

Check **Articles** to ensure that the shares of the Class contain sufficient rights for the transaction (e.g. redemption, dividend, or stock dividend).

INCORPORATORS' or SUBSCRIBERS' SHARES		
Name of Incorporator (Subscriber)	Number and Class of Shares	Cert. No.

Incorporators' or Subscribers' shares were: Transferred to _____ or Purchased by the Company _____

ALLOTMENTS

For each allotment check: (copy table into schedule if insufficient space)

Do the Articles contain a Restriction on Allotment? Yes _____ No. _____

Do the pre-existing company provisions apply to the Company? Yes _____ No. _____

	Allotment 1	Allotment 2	Allotment 4
Date of Allotment			
To: Name of Shareholder			
Number of shares			
Class of shares – Par value			
Consideration			
Resolution ⁽¹⁾			
Subscription			
Waivers ⁽²⁾			
New Share Cert. No.			
Register completed			

(1) If by consent, ensure all Directors sign (check names of Directors at the time). If at a meeting, ensure Notice and quorum requirements met.

(2) Check if required by the Articles

TRANSFERS

For each transfer check: (copy table into schedule if insufficient space)

Do the Articles contain a Restriction on Transfer? Yes _____ No. _____
Is there a Shareholders' Agreement? Yes _____ No. _____

	Transfer 1	Transfer 2	Transfer 3
Date of transfer			
From: Name			
To: Name			
Number of shares			
Class of shares – Par value			
Consideration			
Application for Transfer			
Waivers ⁽¹⁾			
Resolution ⁽²⁾			
Surrendered Cert. No.			
Share Cert. Endorsed			
New Share Cert.			
Register completed			

⁽¹⁾ Check if required by Articles or Shareholders' Agreement

⁽²⁾ If by consent, ensure all Directors sign (check names of Directors at the time). If at a meeting, ensure Notice and quorum requirements met.

CHANGES IN OFFICES

	To: {Name of Law Firm}	From {Name of Law Firm} to: Address:
Date of Change		
Directors' Resolution		
Form 2 – Notice e-filed		
NOA as altered received from Registrar of Companies		

FINANCIAL STATEMENTS

DISCLOSURES

MATERIAL CONTRACTS & OTHER DOCUMENTS:

Check for enabling Resolution and if by consent, ensure all Directors sign (check names of Directors at the time. If at a meeting, ensure Notice and quorum requirements met.
Check for proper execution (see Articles)

OTHER

Attach Schedule

SCHEDULE 2

DEFICIENCIES

Subject to the following, all other Minutes, Resolutions, Consents, Notices, Annual Reports and other documents contained in the Records Book appear to be in order.

The following deficiencies were noted:

Date	Type	Business Transacted	Comments/Deficiencies

Copies	\$0.50 per page
Inspection Fee	Free of charge

Who	FORMER DIRECTOR
What	<p>A Former Director may inspect all records that the company is required to keep under section 42 of the Act that relate to the period when the former director was a director but the director may not be entitled to inspect:</p> <ul style="list-style-type: none"> (a) continued foreign corporation records, amalgamated corporation records unless the director was entitled to inspect such records under the foreign jurisdiction's legislation before the amalgamation or continuation; OR (b) pre-existing company records unless the director was entitled to inspect under the <i>Company Act</i> 1996; OR (c) agreements under the "Shareholders Agreement" tab
When	During statutory business hours as may be limited by an ordinary resolution (must be open for inspection for a period of at least 2 consecutive hours per day within statutory business hours)
Copies	\$0.50 per page
Inspection Fee	Free of charge

Who	CURRENT SHAREHOLDER
What	<p>All records that the company is required to keep under Section 42 of the Act except for minutes of directors' meetings, directors consent resolutions, disclosures of interest by a director or officer to the directors or a dissent under section 154(5) or (8). The current shareholder may not be entitled to inspect:</p> <ul style="list-style-type: none"> (a) an amalgamated company's directors minutes or resolutions; (b) continued foreign corporation records or foreign amalgamated corporation records unless the current shareholder was entitled to inspect such records under the foreign jurisdiction's legislation before the amalgamation or continuation; OR (c) pre-existing company records unless the current shareholder was entitled to inspect under the <i>Company Act</i> 1996 OR (d) records under the "Disclosures" tab EXCEPT for disclosures under section 195 or a disclosure made to the shareholders by a current director or senior officer of the company under Division 3, Part 5 of the Act
When	During statutory business hours as may be limited by an ordinary resolution (must be open for inspection for a period of at least 2 consecutive hours per day within statutory business hours)
Copies	<p>Notice of Articles (or Memorandum) and Articles – free of charge</p> <p>All other records – \$0.50 per page</p>
Inspection Fee	Free of charge

Who	FORMER SHAREHOLDER
What	<p>All records that the company is required to keep under Section 42 of the Act that relate to the period when the former shareholder was a shareholder except for minutes of directors' meetings, directors consent resolutions, disclosures of interest by a director or officer to the directors or a dissent under section 154(5) or (8).</p> <p>OR</p> <p>All records that the company is required to keep under section 42 that relate to the period when that person was a shareholder if and to the extent permitted by the articles that were in effect immediately before the former shareholder ceased to be a shareholder</p> <p>The former shareholder may not be entitled to inspect:</p> <p>(a) an amalgamated company's directors minutes or resolutions;</p> <p>(b) continued foreign corporation records or foreign amalgamated corporation records unless the former shareholder was entitled to inspect such records under the foreign jurisdiction's legislation before the amalgamation or continuation; OR</p> <p>(c) pre-existing company records unless the former shareholder was entitled to inspect under the Company Act 1996; OR</p> <p>(d) records under the "Disclosures" tab EXCEPT for disclosures under section 195 or a disclosure made to the shareholders by a current director or senior officer of the company under Division 3, Part 5 of the Act and that relates to the period when the former shareholder was a shareholder</p> <p>(e) agreements under the "Shareholders Agreement" tab</p>
When	During statutory business hours as may be limited by an ordinary resolution (must be open for inspection for a period of at least 2 consecutive hours per day within statutory business hours)
Copies	\$0.50 per page
Inspection Fee	Free of charge

Who	GENERAL PUBLIC
What	<p>If the company is a reporting company or a pre-existing reporting company, all records that the company is required to keep under section 42 except for minutes of directors' meetings, directors consent resolutions, disclosures of interest by a director or officer to the directors or a dissent under section 154(5) or (8).</p> <p style="text-align: center;">- OR -</p> <p>If the Company is a non-reporting company or a pre-existing non-reporting company, all records that the company is required to keep under section 42 EXCEPT FOR:</p> <ul style="list-style-type: none"> (a) minutes of shareholders' meetings and shareholders' consent resolutions, (b) minutes of directors' meetings and directors consent resolutions, (c) disclosures of interest by a director or officer to the directors or shareholders, (d) a dissent under section 154(5) or (8); (e) if the company is an amalgamated company, the records set out in paragraph (a) to (e) above; (f) all audited financial statements and any current unaudited financial statements; <p style="text-align: center;">- OR -</p> <p>All records that the company is required to keep under section 42 if and to the extent permitted by the articles</p> <p>BUT IN ALL CASES, the General Public may not be entitled to inspect:</p> <ul style="list-style-type: none"> (a) a continued foreign corporation records or foreign amalgamated corporation records unless the general public were entitled to inspect such records under the foreign jurisdiction's legislation before the amalgamation or continuation; OR (b) pre-existing company records unless the general public was entitled to inspect under the <i>Company Act 1996</i>; OR (c) agreements under the "Shareholders Agreement" tab
When	During statutory business hours as may be limited by an ordinary resolution (must be open for inspection for a period of at least 2 consecutive hours per day within statutory business hours)
Copies	\$0.50 per page
Inspection Fee	\$10 per day OR free of charge (as firm policy dictates)

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EXPLANATION

The following forms must be filed online using Corporate OnLine⁽¹⁾:

- Incorporation Application (Form 1)
- Notice of Change of Address (Form 2)
- Annual Report (BC) (Form 6)
- Notice of Change of Directors (Form 10)
- Notice of Alteration (Form 11)
- Amalgamation Applications⁽²⁾:
 - Regular amalgamation (Form 13).
 - Short Form (Form 14) for horizontal and vertical amalgamations
- Continuation into British Columbia (Form 16) - unless the name will end in “B.C. Ltd.” or if directed to do so by Registry staff
- Application for (Voluntary) Dissolution (Form 17)
- Post restoration Transition Application (Form 32)
- Statement of Extraprovincial Registration (Form 33)
- Annual Report (Extraprovincial companies) (Form 35)
- Transition Application (Form 43)

The following **Unlimited Liability Company** forms must also be filed online:

- Unlimited Liability Company Incorporation Application
- Continuation of a foreign ULC into British Columbia as an Unlimited Liability Company (see above)
- Notice of Alteration (from a BC Company to become a BC ULC)
- Notice of Alteration (from a BC ULC to become a BC Company)
- Amalgamation Application (for a B.C. Unlimited Liability Company)

In addition, file the following NWPTA⁽³⁾ forms online:

- Register a BC Company in Alberta and or Saskatchewan (after incorporation)
- Change of Head Office
- Change of Attorney
- Change of Extraprovincial Name

⁽¹⁾ Certain forms required for Community Contribution Companies (“CCC”) must also be filed online. CCC’s are not covered in the Guide at this time.

⁽²⁾ Under certain circumstances, amalgamations must still be paper filed, such as when one of the amalgamating companies in a horizontal amalgamation is a foreign corporation.

⁽³⁾ New West Partnership Trade Agreement (NWPTA) replaces TILMA (Trade, Investment, and Labour Mobility Agreement) (see page 58).

GENERAL

Adobe Acrobat

Before starting e-filing, check that you already have **Adobe Acrobat** installed on your computer. If you do not have **Adobe Acrobat**, you can download and install a free copy of Adobe Acrobat Reader from <http://www.adobe.com/products/acrobat/readstep2.html>.

Using an Agent

If you do not have internet access, you can contact your registry agent or Dye & Durham, the government's preferred service provider, at 1-800-665-6211 or at www.dyedurhambc.com. A service fee will be charged for each transaction.

DAT Forms


If a form cannot be filed electronically and you do not wish to use an agent but have an account with BC Online, you may complete a DAT form (Deposit Account Transaction) provided by BC Registry Services, ensuring that your name, address and BC Online Account information are included. Attach the form to the documents to be filed and mail or courier the documents to BC Registry Services' office. The Registry will debit your BC Online Deposit Account with the filing fee.

Company Email Address

Before finalizing the filing of forms on Corporate Online, you may choose to include an email address for the company on whose behalf you are filing the form. If your firm has a designated email address for your department, you may insert that address. It is not advisable to enter your own or another employee's personal work email address at your law firm in this section, since personal work email addresses will usually be cancelled when the employee leaves the firm's employment and notices directed to the company by the Registry may not be received. If possible, arrange with your IT department or office manager to create a designated email address for your department (e.g. corporatedept@yourlawfirm.com).

SYMBOLS

Some expressions and symbols are used throughout this chapter when explaining the procedures:

	Go to or click on	
<table border="1" style="display: inline-table; vertical-align: middle;"> <tr> <td style="padding: 2px;">Next</td> </tr> </table>	Next	Click on next
Next		
<input type="radio"/> or <input type="checkbox"/>	Select radio button - Click on the button to select the option or if selected, click on the button again to deselect the option. The round dot in the centre indicates that the option has been selected	
<table border="1" style="display: inline-table; vertical-align: middle;"> <tr> <td style="padding: 2px;">NAME OF TAB</td> </tr> </table>	NAME OF TAB	Directs you to go to the next tab –usually across the top of the menu. When you click on it, it takes you to the next menu or screen
NAME OF TAB		

Screen	The page or a menu (within a Tab) that appears after you have selected Next
E	Print the information on the screen
Back	To go to back to the previous screen, click on in the top left hand corner of the screen – not on your browser

FINALIZING FILING

Finalizing filings

After you have completed a form, the next screen is the **Notification** screen. From this point on, the procedure for finalizing the filing (that is for submitting it to BC Registry Services) is common to all filings.

At the end of each filing

Next ð **Notification**

There are five options for the method of delivery of notification:

- | | |
|---------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| No notification | ☒ No notification necessary. This option is only available for certain filings. If you do not require additional certified copies of the Notice of Articles as revised, you may select this option to eliminate a duplicate copy being sent to you. |
| Have the documents emailed to you (see Email Notification Option for Certificates and Certified Copies) (page 61) | ☒ Complete your department's email address, your personal work email address or that of the supervising solicitor if you want the documents emailed to you or the supervising solicitor (the email address could be the same as the company Email Address , see page 3). |
| Have your agent pick up the filed form from the BC Registry Services | ☒ Complete the name of the agent |
| Have the form mailed to the registered office of the company (this is the default). | You do <u>not</u> need to click on ☒ |
| Have the documents mailed to another address. | ☒ Complete the other address |

Once you have selected the method of notification:

Next ð **Pay & File Your Form**, your should:

<p style="text-align: center;">View Draft Filing</p>	<p>Click on this box to check and right-click on the document to print. Check carefully to establish that all information is correct.</p>
<p style="text-align: center;">Save Your Work</p>	<p>Click on this box if you are a BC OnLine customer and you are not going to file the document immediately (see box above), save it. The document will stay in the system under the “Your Work” tab until someone files another document for this company. The person filing the new document will be prompted that there is a work in progress for this company (see Tips page 6).</p>

Once you have reviewed your work, and/or obtained authorization to submit it (that is to finalize the filing), on the same screen:

<p style="text-align: center;">Folio Reference number</p>	<p>Insert your file number – if you fail to insert the file number your accounting department will not be able to post the disbursement to the correct file or reconcile the BC OnLine account if you post your own disbursements</p>
<p style="text-align: center;">Send a receipt to your email address</p>	<p>Unless it is your office policy to obtain such confirmation, it is not necessary to have a Receipt emailed to you, as you will be able to print the receipt in the next step</p>
<p style="text-align: center;">Pay and File Click to pay the fee and file your form</p>	<p>Click on this oval to finalize the form. Your BC OnLine account will be debited with the fee, or if you are paying by credit card, the credit card screen will appear prompting you to insert details about your Visa or Master Card account. If there is no fee, see below. Then go to the next step to print the actual form filed and the Receipt</p>
<p style="text-align: center;">SUBMIT</p>	<p>If there is no fee payable for the form you are filing (for example a change of address of a director) click on this oval and it will finalize the form. If there is a fee, see above. Then go to the next step to print the actual form filed and the Receipt</p>

[Next](#) [Your Receipt](#)

<p>Print Filed Document</p>	<p>You should always print the filed document as confirmation of your filing – wait until the document is printed before proceeding to print the Receipt</p>
<p>Print Receipt</p>	<p>You should also print the Receipt for confirmation and wait until the receipt has been printed since the receipt will also show the method of delivery of notification</p>
<p>Return to Services Menu</p>	<p>When the transaction has been finalized, click on this button. If you have nothing else to file, exit Corporate Online by clicking on the blue Logout button. Otherwise, proceed with your next filing</p>

As these steps are common to all transactions, only the commands and explanations for e-filing specific documents will be shown on the following pages.

If you choose to have Certificates and/or certified copies emailed to you or the supervising solicitor, be sure to print the emailed documents for insertion in the company's Records Book and save the documents to your system where they can be easily accessed (see page 61).

TIPS

- If you are not familiar with the procedure for a specific filing, you can always find detailed instructions at any time by clicking on the [Read the Overview ?](#) button in the top right hand portion of the screen. You can either watch a video demonstration or read the Report Overview, which can be printed or downloaded as an Adobe Acrobat file.
- Before going to the next screen, click on the [Save your Work](#) button on the left. This will allow you to go back to [YOUR WORK](#), and retrieve the record you have been filing at a later date. In addition, if your computer hangs or you have some other problem while filing a document, you will not have lost your work.
- If you are logged in with your BC OnLine Account or Customer Profile, if you save your work, you can logout of Corporate Online at any time before you complete the filing of the form and when you log back on, you can access your application by clicking [YOUR WORK](#). The application will be saved until you complete the filing or another document is filed for that company.
- If you click on [YOUR WORK](#) or [Company Profile](#) while you filing a document, you may lose your work if it is not saved.

- Do not use the browser forward and back buttons to scroll through the document. Click on the forward and back buttons on the Corporate Online screens. Clicking the **Back** button will take you back to the Services screen, not to the previous screen.
- The **Steps** frame on the left side of the screen lists all the screens in the current filing. A blue arrow identifies the location of the screen you are on. You can go backwards or forwards in the filing by clicking on one of the other screens. Using the **Steps** frame is the best way to get to a previous screen.
- You can enter the data in either upper or lower case. However, be aware that the data will appear exactly as you have entered it in the filed document.
- If you select an option and there is a blue radio () button on the screen underneath that option, you must also click on the blue radio button in order to perform the function (i.e. if you wish to delete a director, you must select the button beside the directors name, but you must also click on the blue radio button with a minus sign and **Delete checked items** in order to perform the function of deleting the director or directors checked).
- You must file all documents in chronological sequence. If, for example, a *Notice of Change of Directors* relates to a change before the *Annual Report*, you should file the *Notice of Change of Directors* first.
- You may reprint a previously filed document if you click on **Reprint Previous Filing** within 30 days after the date of filing.
- Only one document with a future effective date may be filed at a time for a company until the first future dated filing has taken effect.

There are a few exceptions:

- if the document, is or includes, a copy of an entered court order, the Registrar must withdraw the future dated filing and file the document; or
- if the document is a notice of withdrawal of the future dated filing, the Registrar may file the notice of withdrawal and withdraw the future dated filing.

However, such withdrawal does not remove the company's obligation to make any filing it is obliged to make with the Registrar under the Act or any other enactment.

And finally, if, before a future dated filing affecting a company or a corporation takes effect, the company is dissolved or the corporation's registration is cancelled, the future dated filing is deemed to be withdrawn when the company is dissolved or the corporation's registration is cancelled.

- At least 30 days after filing an application, if documents have not been received as specified in the filing, including Certificates of Incorporation/Change of Name/Continuation/Amalgamation, and certified copies of any Notice of Articles, new copies may be requested by a written request to the Registrar by the

supervising solicitor or the company. The additional copies will be provided at no extra charge.

LOGIN

There are two ways of accessing BC OnLine:

- through a BC OnLine account; or
- through Corporate Online (www.corporateonline.gov.bc.ca) (for the general public or law firms that do not have a BC OnLine account)

If you have a BC OnLine account

☪ Access the internet

☪ www.bconline.gov.bc.ca

- Tip: Add this site as a favourite in your internet browser and/or create a shortcut to it on your desktop.
- Sign on under the box in the upper left hand corner titled **Registered Customers** enter:
 - your existing BC OnLine “**User ID**”
 - your existing BC OnLine “**Password**”

All registration fees will be deducted from your BC OnLine deposit account

☪ **Main Menu**

☪ ☒ **BC Registry Services** ☪ **Submit**

The BC Registry Services home page has five tabs:

- **Search** (default) (see page 19)
- **Name Request Online** (see page 21)
- **Corporate Online** (electronic filing of documents and all other services) (see next page)
- **Society Annual Report** (not covered in this Guide)
- **Firm Individual Index** (which allows you to search names of individuals associated with a firm (Sole Proprietorship, General Partnership, or Limited Partnership). The individual could be a corporation, society, or other entity by name or element of the name (not covered in this Guide)

You can access Corporate Online between 6:00 a.m. and 8:00 p.m. from Monday through Saturday (including statutory holidays).

Tip: Do not enter the file number in the **Folio** box on the BC OnLine screen if you are using Corporate Online since the information will be cancelled when you enter Corporate Online and you will have to re-enter it.

Corporate Online

(If you do not have a BC OnLine account)

All services available from BC OnLine are also available through Corporate Online, **except:**

- a Corporate Search; and
- Name Reservation (a Name Reservation may be made through OneStop service delivery either online at <http://www.bcbusinessregistry.ca/nameapproval.htm> or at a OneStop service delivery location).

If you are filing a form which requires the payment of a fee, you may only pay by Visa or Mastercard.

If you do not have a BC OnLine account and you do not wish to use a credit card, you must use an agent to file a document.

To use Corporate Online services:

☪ Access the internet

☪ www.corporateonline.gov.bc.ca

Chose from the list of options for:

- | | |
|------------------------------------------|---------------------------------------------------------------------------------|
| • BC and Extraprovincial Company Filings | • Community Contribution Company (not covered by the <i>Guide</i> at this time) |
| • Other Services | • Password and Email Updates |
| • Unlimited Liability Company | • NWPTA Submissions |

For some filings, such as Notices of Alterations and all Amalgamation applications, you will be asked to “**login**” with your customer profile account. If you are an existing user and have a customer profile account, have the ID and password ready.

If you are not yet an “existing user” (and do not have a BC OnLine account), you must create a customer profile account (including an ID and password) which you can use to login. To do this:

[Corporate Online](#) ☪ [Other Filings and Paper Forms](#) ☪

[Login](#) ☪ [Create Customer Profile](#)

In [Create a Customer Profile](#), a video will lead you through the procedure to establish a customer profile.

OVERVIEW

The first screen of most of the filing options gives you the option of going to **Overview**. If you click on it (or at any time, click on the **Overview ?** at the top of any screen in Corporate Online), the overview will explain how to perform the task you have selected. You can choose to watch a video demonstration of how to use Corporate Online or download an Adobe Acrobat (pdf) file of the overview for printing.

The overview screen also tells you certain important information about filing the document, such as a notation that the *Notice of Change of Address* is not effective until 12:01 A.M. on the day following the filing date, in the case of filing a *Notice of Change of Address*.

IDENTIFY COMPANY

Enter:

Incorporation Number or **Business Number**.

Incorporation Number

Enter the incorporation (continuation or amalgamation) number of the company preceded by BC. If the incorporation number is less than 7 digits, add one or more zeros to the beginning of the number to increase the number to 7 digits. For example, if the incorporation number is “67865”, enter “BC0067865”

Business Number

Alternatively, you may enter the Business Number for the company. This number is the number assigned to the corporation on incorporation by Canada Revenue Agency (“CRA”) and which is provided to the company upon incorporation.

Then:

Enter the access code or **Enter the company password**.

Access code

The access code may be found in Box C of the Annual Report reminder mailed or emailed to the Company.

Password

You must enter the company password (see “**Creating and Changing Company Password**” on page 11 below) for all filings, save and except:

- extraprovincial company companies’ Annual Reports;
- Incorporation Applications; and

- Continuation Applications.

Certain other documents may be filed without a password if you enter the access code:

- Annual Reports;
- Notices of Change of Directors;
- Notices of Change of Offices;

When the old registered office no longer exists, paper file the Notice of Change of Offices with a request that the password be mailed to the new registered office.

- Transition Application.

CREATING AND CHANGING A COMPANY PASSWORD

Each BC company usually creates a password in order to file documents for that company using the Corporate Online filing system.

For companies incorporated, continued or amalgamated into British Columbia under the Act, a password is requested at the time the company is incorporated, continued or amalgamated⁽¹⁾. For pre-existing companies that have not had a password set, a company password can be created online if you have a BC OnLine account. If you do not have a BC OnLine account, the Registry can set a password for the company and mail it to the registered office of the company. If the password has been lost or forgotten, you can request that the Registry mail the password to the registered office, or send it to the email address for the company registered with BC OnLine (see page 3). This step is often necessary for clients that have incorporated themselves and lost the password.

To create a company password using your BC OnLine account:

☐ Access Corporate Online (see page 8)

☐ **Password and Email Updates** ☐ **Create Password**

Option: If you want to see how a password is created or obtain an overview in PDF format, click on **Overview** in the top right hand corner

☐ **Identify Company**

☐ **Incorporation Number** or **Business Number**

Enter the incorporation (continuation or amalgamation) number of the company preceded by BC. If the incorporation number is less than 7 digits, add one or more zeros to the beginning of the number to increase the number to 7 digits. For example, if the incorporation number is “67865”, enter “BC0067865”.

☐ On the **Password Screen**, enter:

⁽¹⁾ Law firms generally set the password upon incorporation but sometimes clients do not when they incorporate online themselves.

Company Email Address

Entering an email address for the company is optional. You may enter an email address for the company or, if your firm has a designated email address for your department, you may enter that address (see **Company Email Address** – page 3).

Company Password

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Note: The password must be between 8 and 15 characters in length and each company should have a unique password.

The password is case sensitive. Always remain consistent in the use of either upper or lower case.

You might choose the company’s incorporation number or the first three or four letters of your firm name and the file number, or any other unique combination or letters and numbers. Be consistent so that the password will not be difficult to figure out if you are absent from the office and someone else in your office needs to file something. It is also a good idea to keep a record of each company’s password, either in paper format or in your database.

Always print the confirmation page after you have created or changed a password and place a copy in your file or the front of the Records Book. If you are using ALF, you can go to the Administration screen and either enter the new password or click on the “Key” icon beside the “Registry Filing Password” box to generate a new unique password. You can then copy and paste the password into the “New Password” box on the Password screen in Corporate Online.

ð You may enter a hint that will help you to remember the password.

Before you exit this screen,  and keep the printout in your file or in the front of the Records Book.

The Registry will email the password to the email address selected if an email address has been entered for the company (see **Company Email Address** – page 3)

To **change** the company’s password:

ð ð

ð

ð or

- Enter the existing password of the company
- On the , enter:
-
-

Remember to print the confirmation page so that you have a paper record of the password.

The Registry will email the password to you if you have entered an email address for the company (see **Company Email Address** – page 3).

If the password set by the client or the former law firm has been lost and cannot be obtained by having the Registry forward the password to the old registered office, paper file a *Notice of Change of Offices* (Form 2) changing the offices to the new firm and attaching a letter or a note to the bottom of the DAT form requesting that the password be forwarded to the new registered office.

NOTICE OF ARTICLES

Several applications contain a *Notice of Articles*. A Notice of Articles (sometimes, referred to as a “NOA”) is part of an application and cannot be filed independently of an application. There are two types of *Notices of Articles*:

- for **new** registrations, a *Notice of Articles* forms part of:
 - *Incorporation Application* (Form 1);
 - *Amalgamation Application* (Form 13 – BC Company for regular amalgamations or Form 13U for an unlimited liability company);
 - *Conversion Application* (Form 12 – BC Company);
 - *Continuation Application* (Form 16);

In the above cases, the Corporate Online database will not contain any information on the company (with the exception of the name reservation), so all information about the company contained in the *Notice of Articles* will have to be entered; and

- for **existing** companies a *Notice of Articles* forms part of:
 - *Notice of Alteration* (Form 11);
 - *Short Form Amalgamation Application* (Form 14 – BC Company);
 - *Transition Application* (Form 43);
 - *Post-Restoration Transition Application* (Form 32 – BC Company).

When completing the online filing of the *Notices of Articles* for these transactions, Corporate Online will display the information about the company contained in the Corporate Online database, such as the addresses of the registered and records

offices and the names and addresses of the directors. Generally this information cannot be changed without first filing another form. However, certain corrections may be made to directors' names and addresses or offices when filing a Form 43 or Form 32. A new *Notice of Articles* will also be issued upon filing a *Notice of Change of Address* (Form 2) or *Notice of Change of Directors* (Form 10). When you receive the new *Notice of Articles*, in order to avoid confusion, file the old *Notice of Articles* under the tab **Historical**.

Since the instructions for completing *Notices of Articles* are common to the filings listed above, they will be set out in the following section.

NEW COMPANY - NOTICE OF ARTICLES

Translation of Company Name

Enter the translated name, if the company has one. A translation of the company name must be a translated name for use outside of Canada reserved with the Registrar.

Note: A “Translated Name” does not include the English/French translation – if the French version of the company’s name is part of the company’s name, both versions of the name must be entered under the name of the company.

If there is no “Translated Name”

Note: Do not enter “not applicable” or the translated name will be entered as “Not Applicable”.

On the second

Director Information

Director Name

Enter the full last (family) name, first name, middle name and initials (if any).

Delivery Address

Complete at least one line of the street address, and the City, Province/State Postal/Zip Code and Country (mandatory).

This information should be copied from a signed *Incorporation/ Amalgamation/ Continuation Application*. However, if you are not sure what “Delivery Address” means click on the blue text “Definition of Delivery Address”.

Mailing Address

If the mailing address is the same as the **delivery** address, check the box.


If the mailing address is **not** the same as the delivery address, complete in the same manner as for the **Delivery Address** above.

Note: A post office box cannot be part of the delivery address. If the director uses a post office box, you may show the post office box in the mailing address,

but must show a physical location such as a street address for the delivery address.

Save  **Director Information** shows again

This screen displays the information for the first director you have entered. Check the information on the screen and make the necessary corrections as follows:

-  the name of the Director (hyperlinked in blue) to make any changes to the information you have entered or
- delete the Director by clicking on the button beside the name and clicking on the blue **Delete Checked Items** button below or
- add another Director by clicking on the **Add Director** to the right of the **Delete Checked Name** button or
- delete all changes by clicking on “Discard all changes to Director information and start over”. This option will delete all of the directors that you have entered and you will have to re-enter all the information on the directors.

Once you have selected one of the above choices, the **Director Information** screen will be displayed allowing you to add or update the information regarding the next director.

Repeat the process for each new director by clicking **Save** at the end of each screen and selecting the button to add a director.

When the information is complete (that is when you have added all the directors and the information is correct):


Next  **Notice of Articles – Registered Office**

Mailing Address

Complete at least one line of the street address, and the City, Province/State Postal/Zip Code and Country (mandatory).

Next  **Notice of Articles – Records Office**

Mailing Address

 Select one of the following options depending on whether the address for the **registered office** (previous screen) is the same as the address for the **records office**.

a. If it is the same Check address on the right

or

b. If not the same Complete at least one line of the street address, and the City, Province/State Postal/Zip Code and Country (mandatory).

Next **Notice of Articles – Registered Office**Delivery Address

Select one of the following options depending on whether the **mailing** and the **delivery** addresses for the registered office are the same as the address for the delivery address of the Records Office.

a. If they are the same Check address on the right

or

b. If not the same Complete at least one line of the street address, and the City, Province/State Postal/ Zip Code and Country (mandatory).

Next **Notice of Articles –Records Office**Delivery Address

Select one of the following options depending on whether the **mailing** and the **delivery** addresses for the records office are same.

a. If they are the same Check address on the right

or

b. If not the same Complete at least one line of the street address, and the City, Province/State Postal/ Zip Code and Country (mandatory).

Next **Registered and Records Offices Addresses**

This screen confirms all the information for the four addresses. If any information requires updating, click on the address requiring correction and update.

If no corrections are needed:

Next **Authorized Share Structure**

Add the information for each class of shares – after you have completed the description of each class **Save**:

Number of Shares in the Class

Select one of the following options depending on whether there is a maximum number set or no maximum (an unlimited number of shares) for this class.

a. If there is a maximum, insert the maximum number (do not use commas)

or

b. There is no maximum

Name of Share Class

Enter the description of the Class from the ***Incorporation/Amalgamation/Continuation Application*** – Enter the word “Class” and the description, but **not** the word “shares”, for example:

or

Note: Enter the name of the share class, including the word “class” if that word is part of the share class name (i.e. Class A Common). Do not use all upper case letters since the name will appear on your document exactly as it is keyed in (i.e. use “Common” instead of “COMMON”).

Par Value of Shares

Select one of the following options depending on whether or not the shares of this class have par value.

a. Without par value

or

b. With a par value of e.g.

Note: Do not insert the currency symbol (\$ or ¢, £)

Type of currency – the default is “Canadian Dollars”. If another currency is specified in the ***Notice of Articles***, select the currency in the box.

Special Rights and Restrictions

Select one of the following options depending on whether or not there are special rights and restrictions attached to this class.

a. Yes

or

b. No

A **confirmation** screen will be displayed for this class of shares

<input type="radio"/>	No Maximum Number	Class “A” Shares	Without Par Value	With Special Rights or Restrictions Attached
-----------------------	-------------------------	------------------	----------------------	-------------------------------------------------

⌏ Delete Checked Item

Add a Share Series ⌏

Add a Share Class

At any time, you may choose the blue hyperlinked Discard all changes to Authorized Share Structure Information and start over which will erase all the share classes you have previously entered.

If you have to correct an error in the description, click on the blue hyperlinked name of the share class and make the necessary correction.

From this screen, the following choices are available:

- i delete the class *or*
- i add a class *or*
- i add a series of shares within the class of shares you have just created

If the addition of a new class of shares was selected, the next screen is identical to the screen for the first class. Enter the information for the next class.

Next and check the information for this class

Continue by clicking on “Add a Share Class”

- When you have completed inserting the descriptions for all classes of shares, the last screen will show a series of tables. If you have made a mistake, you can edit the share class by clicking on the blue hyperlinked name of the share class as below.

Series Shares

To add a class of series shares, click on the **Add a Share Series** button below the name of the share class to which the series shares belong, and complete the description for the series shares.

Next Company Email Address

You may enter an email address for the company or, if your firm has a designated email address for your department, you may enter that address (see **Company Email Address** – page 3)

Next Pay and File

The Pay and File screen is common to all online filings

Notification

Complete one of the choices depending on how you want to receive confirmation of this filing:

- Email to an email address – if you select this method, insert the email address that you wish the documents to be sent to unless you wish them to be sent to the email address on file for the company (see page 61).
- Pick up at the BC Registry Services office – if you select this method, insert the name of the agent or other contact.

Name of Agent

or

- c. Mail to the mailing address of the Registered Office

The mailing address as previously entered is set out here. This choice is the default.

or

- d. ☒ Insert an alternate address where you want the documents to be mailed.

Next ☒ **Pay and File Your Form**

Folio Reference Number

View Draft Filling

Save Your Work

Pay and File



Click to pay
the fee and
file your form

Your Receipt

Print Filed Document

Print Receipt

Return to Services Menu

Be sure to click on each of the print buttons in turn to print the document you have just filed and the receipt. You will be taken to an Adobe Acrobat screen where you can print by clicking on the printer icon () or by selecting “File” then “Print”. You may also save the document or receipt to a directory on your computer by clicking on the “Save” icon on the toolbar ().

Tip: Even if there is no cost for filing the application, such as in the case of a Form 43 or Form 32, you should print the receipt since it shows the method you have chosen to have the certified copy delivered. If you do not receive the certified copy within a couple of weeks (in the case of a mail delivery) or within a couple of days (in the case of email delivery), you can quickly determine how the certified copies were to be delivered so that, when you follow up with BC Registry Services, you can advise them of the notification method you chose.

SEARCHES

You can **only** perform a search online by logging into **BC OnLine**. If you do not have a BC OnLine account, you should contact an agent (see page 3).

There are two types of search that may be performed through BC OnLine:

- **free search** (no fee) which is a basic search that shows:
 - whether or not the entity is active;
 - basic corporate information about the company (name, formation number);
 - entity type;
 - Business Number; and
 - the corporate history that shows the names of the documents filed on behalf of the company and the dates of filing. The free search does not allow you to print any documents listed;

- **full search for a fee** that shows all the information for the entity as well as allowing you to obtain copies of all documents electronically filed with the BC Registry for that entity.

☐ Access Corporate Online (see page 8)

On the **BC Registry Search Menu**

☐ **Search** which is the first and default tab when you log in

Search by Number

Enter the **Incorporation/Registration Number** *or* **Business Number**

Search by Name ☐ Active ☐ Historical

Enter the first few words of the name and select the appropriate **;** depending whether the company is active or historical (defunct or dissolved)

Note: The search criteria is the entity's full name or the beginning of the name. For example, if you enter "Quesnel", a list of all the firms with a name beginning with "Quesnel" will appear, such as "Quesnel Drycleaners", "Quesnel Laundry" and so on.

☐ Select the entity type:

☐ All Types Corporations Firms Societies

Note: For legal entities (such as cooperatives) not shown here ☐ **Firm Individual** **Index** on the Active Session link on top of the screen.

☐ **Search** ☐ **Search Results**

If the search is successful, the next screen will display a list of blue (hyperlinked) names and for each name the following information will be shown next to the name:

- whether or not the entity is active;
- **entity type** (whether a BC Company, extraprovincially company registered in British Columbia, firm (sole proprietorship), a society, etc.); and
- the formation (incorporation/registration) **number**;

Next

☐ Select from the list blue hyperlinked the entities the one you intend to search:

Next A screen will be displayed that shows the following information for the selected company:

- whether or not the entity is active;

- basic corporate information about the company (name, formation number);
- entity type;
- the **Business Number**;
- the corporate history listing the names of the documents filed and the dates of filing.

At this point, you have two choices:

- you can either print this screen: there is no fee for this part of the search but you cannot obtain the Corporate Summary or copies of any documents; or
- **proceed to payment:** pay the appropriate search fee (see **Fee Schedule** in Appendix F of this chapter).

Once you have paid the fee you will be able to:

- request a **Corporate Summary** which sets out all of the information available for the entity; and
- print any documents that are hyperlinked in the column entitled “**View Documents**” by clicking on the name of the document. Only documents that have been filed electronically with BC OnLine or Corporate Online are available for downloading, such as *Annual Reports*, *Transition Applications* and *Notices of Change of Directors*. A copy of the document will be displayed in Adobe Acrobat format. You can either print or save it.

Note: Any documents that are not hyperlinked (they were paper-filed) must be ordered from the BC Registry Services either by fax, letter or an agent.

Tip: If you wish to obtain more information on a company you have just searched or wish to print a document, once you have paid, you may re-access the information in the search until:

- you log out of Corporate Online; or
- Corporate Online times out due to inactivity for more than **ten minutes**; or
- you log back in within **ten minutes** of conducting the search.

The screen should **not** present you with a **Pay and File** option.

To conduct a new search, click on the **New Search** button

NAME REQUESTS ONLINE

To reserve the name through BC OnLine:

- If you have a BC OnLine account, access **Corporate Online** (see page 8)

ð **Name Requests Online** Ø (“NRO”)

If you do not have a BC OnLine account

- go to www.smallbusinessbc.ca/register/; or
- you can download a Name Approval Request Form in pdf format and mail or fax it to the Registrar with the appropriate payment, submit the form at a Small Business office in Vancouver or Victoria and pay by cash, credit or debit card, or submit it through a Government agent or your registry agent.

Step 1 ð **Read this IMPORTANT INFORMATION before you begin** Ø

If you are new to **Name Requests Online**, it is recommended that you spend some time reviewing this site to familiarize yourself with all the features of this service.

Step 2 ð **Research your choices** Ø

This step is optional, but a search of the client’s choices before submitting the name for reservation will assist in minimizing rejections. This service is **free** and once a search of the proposed name is made, the search engine will list all close or exact corporate name matches in the BC Corporate Register, including any outstanding reservations.

Follow the online instructions when entering the name choice ð **Search Names** Ø

If the descriptive element is quite commonplace (e.g. bakery, restaurant) ð **“See grouping of the most common descriptive words that are considered confusingly similar”**. This listing is a thesaurus of the most frequently used names which have similar meanings such as “hotel”, “inn”, “lodge”, etc. Certain descriptive words such as, “Ventures”, “Holdings” and “Enterprises” are considered to be “stand alone” descriptions with no confusing synonyms.

If there is a possibility that the company will do business outside of BC, or that the company’s name will be trademarked, conduct a **Nuans Preliminary Search** (see page 56) for instructions. Some firms perform this search as standard procedure for all name reservations.

There are several other related links on the left side of the screen, which may be useful (e.g. Trademarks).

Once you have determined that there is no conflict, ð **Back** Ø

Step 3 ð **Submit a Name Approval Request** Ø

Enter Applicant Information

If you are a BC OnLine customer, your law firm’s name and address will already be shown. Although not required, you may complete the telephone number, email address, fax number and your name as the contact. Enter your client’s name if you wish to be able to monitor the name reservation by client name at a later date.

Complete the name approval **request** form online as follows:

Enter Name Request Details

Request Type

The default is “Incorporation/Amalgamation”. However, if you scroll down the list, there are 29 options for different types of requests (e.g. Change of Name, Restorations, various extraprovincial entities, Limited Liability Partnerships, Societies, Partnerships, and ULC’s).

The **Request Type** may be changed for another transaction, but it has to be a similar one to the one you requested. For example, you may use the B. C. Company Incorporation/Amalgamation type for the reservation of the Change of Name of a BC Company. However, you cannot use a name reserved for a BC Company Incorporation/Amalgamation for a Continuation or Extra-Provincial Registration.

Note: If the reservation is for a **change of name**, insert the incorporation number of the company.

For a federal corporation that intends to register extraprovincially in BC, no name reservation is required.

For a company that intends to register in **Alberta** at the time of its incorporation, go to **Do you intend to do business in Alberta?**

- If the company intends to do business in Alberta and be registered there **Yes**
- If you have already completed a Nuans search **Yes**
- If you have not completed a Nuans search, **No** This will take you to the next screen and BC Registry Services will obtain the Nuans for you for an additional fee of \$30.00

For a company that intends to register in **Saskatchewan** at the time of its incorporation, go to **Do you intend to do business in Saskatchewan?**

- If the company intends to do business in Saskatchewan and be registered there **Yes**
- If you have already completed a name search to register the Company in Saskatchewan **Yes**
- If you have **not** completed a name search, **No** This will take you to the next screen and BC Registry will obtain the reservation for you for an additional fee of \$50.00

Priority Request Skip if **not** a priority reservation.

If your client wants to register the incorporation, name change, etc. immediately and is willing to pay the additional \$100.00 priority fee, change the box to . The name reservation will be processed the same day, and if you include your email address, confirmation will be emailed to you as soon as the request is processed. You can upgrade the reservation to a

priority request after the name reservation has been submitted, but before the reservation is processed. There is no provision for a priority request for an Alberta Nuans search or a Saskatchewan name reservation

Additional information

Provide any additional information to help the Registry process the request, for example:

“the consent of another company with a similar name can be obtained.” or

“the consent to the incorporation has been received from the College of Dental Surgeons of BC”.

Enter your choices

The fee remains the same for up to three choices. The requested names will be examined in the order entered and the examination process will stop when the first name is approved.

Up to 200 characters are allowed.

Do not add a corporate designation to your choices, but choose one of the designations from the pull down list on the right: Limited, Ltd. Incorporated, Inc., Corporation, Corp. Limitee, Ltee, Incorporee. The Corporate database does not have the ability to display accents for the French versions of names.

Name 1:

Name 2:

Name 3:

☐

The names are listed in the order they will be examined. If any name requires a correction:

☐ and make the correction

If the name choices are correct ☐

☐

☐ If you wish to print a copy for your file

Insert (your law firm’s file number)

Insert to have a copy of the receipt emailed to you

☐ ☐ .

This last page will display the **Name Reservation** (NR) number and confirm that the reservation has been submitted for processing.

You can now close BC OnLine and login later to monitor or “**View the Status of a Name Approval Request**” (see below).

The name reservation will be valid for 56 days from the date of the reservation. You can resubmit a previously approved name for re-examination when a reservation is close to expiring or within 30 days of the reservation having expired.⁽¹⁾

If a consent to the use of the name is required, mail, fax, email or courier the signed consent form to the Registry. The contact addresses are as follows:

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

Once you have forwarded the Consent to the Registrar, you can check online to determine if it has been received (see **Monitoring the status of a Name Approval Request**).

Note: Do not send the Consent until the name has been approved.

If emailing the Consent to the Registrar attach the signed Consent in pdf format.

Until the request has been processed, no change of name will be allowed.

Monitoring the status of a Name Approval Request

If you have entered your email address, the **Result of Name Request** will be emailed to you when the reservation has been processed whether the name has been approved or rejected.

However, if you wish to monitor the status of the reservation or make changes to the Name Approval Request **before** the name is processed, the following changes are allowed:

- cancelling a request prior to examination;
- changing or correcting the requested name;
- upgrading a request to priority status.

In the case of a reservation for an extra-provincial registration, there is an automated feature to apply for an assumed name if an extraprovincial company name is rejected.

To monitor the status, proceed as for “Reserving a Name” on page 21 to the

↕

Step 4 ↕ **View the status of a Name Approval Request**

Select one of the search methods:

- | | | | | |
|--------------------------|---------------------------------|-------------------------------------------------------------|---|-----------------------------------------------|
| <input type="checkbox"/> | Name Request Number | <input type="text" value="NR Number"/> | ↕ | <input type="text" value="Get Name Request"/> |
| <input type="checkbox"/> | Name Request Date Search | <input type="text" value="relevant dates"/> | ↕ | <input type="text" value="Get Name Request"/> |
| <input type="checkbox"/> | Client Name | <input type="text" value="last and first names of client"/> | ↕ | <input type="text" value="Get Name Request"/> |
| <input type="checkbox"/> | Requested Name | <input type="text" value="Name(*)"/> | ↕ | <input type="text" value="Get Name Request"/> |

(*) You only need to type the first word of the name reserved if you do not remember the full name.

⁽¹⁾ A new reservation fee is payable for resubmitting the reservation. However, this feature saves you time, as you will not have to re-enter the information regarding the reservation.

Select the name you are monitoring ☒ and if reservation has been proceed, ☒ details

You may also request that a copy of the search result be resent.

Appeal

If the name has been rejected and the supervising solicitor is of the opinion that the name should have been accepted, an appeal of the rejection can be made as follows:

- first, call the examiner (his or her name will be on the Result of Name Request and you or the supervising solicitor should discuss the matter with the examiner);
- if you are unsuccessful, you may refer the matter to the NRO supervisor;
- as a last resort, forward a formal letter of appeal to the Registrar of Companies stating the reasons why the name reservation should be allowed.

Remember, before appealing the name decision, ensure that all the preliminary searches have been made and there is no exact match or conflict and that all the rules for name reservations have been followed (see Chapter 2 – **Incorporations – Name Reservations**).

INCORPORATION APPLICATION (FORM 1)

When filing an *Incorporation Application*, the person⁽¹⁾ filing the form online will be the **completing party**. Do not enter the client's name in this section. It is the responsibility of the completing party to determine that the following incorporation documents have been prepared and signed by the Incorporator(s) (see the **Incorporation** chapter):

- ***Incorporation Agreement***;
- ***Articles***;
- ***Incorporation Application*** (Form 1);
- ***Consent to Act as Director*** (if applicable)⁽²⁾.

Once you have been instructed to file the *Incorporation Application* and you have made sure that these documents have been signed (emailed or faxed copies are sufficient), you can proceed with the incorporation. Have the signed *Incorporation Application* in front of you when you begin because you will be copying the information from this form.

If the company is to be registered extraprovincially with a NWPTA Partner (Alberta or Saskatchewan) concurrently with its incorporation in British Columbia, see page 58 – NWPTA – **Register a BC company with a NWPTA partner**.

If the above documents are not prepared and signed at the time of incorporation, the client will generally not be able to open a bank account since, in order to open an account, most banks require certified copies of these documents, as well as a copy of the *Incorporation Certificate*. It is not sufficient to simply file an *Incorporation Application* online.

⁽¹⁾ Some firms prefer to enter the name of the supervising solicitor as the completing party.

⁽²⁾ Most law firms show the client(s) as the first director(s) and obtain the signed *Consent*(s) along with the organization documents after the incorporation.

In order to incorporate a company:

☒ Access **Corporate Online** (see page 8)

Note: You can file an **Incorporation Application** without a BC OnLine Account by paying for the incorporation using a credit card.

☒ **Incorporation**

☒ **Enter Initial Information**

Company Name

Choose one of the following depending on whether you have reserved a name for the company or will be using a name created by adding “B.C. Ltd.” after the incorporation number

a. ☒ Enter the reservation number (without the letters “NR”)

or

b. ☒ If you will be using a name created by adding “B.C. Ltd.” after the incorporation number

Incorporation Effective Date

Complete one of the following choices depending on whether the company will be incorporated immediately (that is upon completion of filing the application) or if there is a future effective date (for which you will be charged an additional \$100.00 fee)

a. ☒ Immediately

or

b. ☒ In the future

Complete the date (year, month and day) and time (hours and whether a.m. or p.m. Pacific Time). This date cannot be more than 10 days after the date of filing the application.

Next **Confirm filing** The name of the company as reserved or the incorporation number followed by B.C. Ltd. will be displayed

Check the name of the company, the filing date and the cost of filing

If correct and you are ready to proceed with the application

Next **Incorporator Information**

Check the **Incorporation Agreement** (see the **Incorporation** chapter) and complete the following information for the first incorporator:

- the Incorporator’s full name (note that the Incorporator may be a company);
- address

Hint: If you have previously entered the Incorporator’s name, his, her or its name will be displayed in a box below the form entry box as soon as you enter the

first three letters of the name. If you click on the name, the box will be completed automatically.

Save The **Incorporator Information**, you have just entered will be displayed. Check the information on the screen and make any necessary corrections as follows:

- the name of the incorporator (hyperlinked in blue) to make any changes to the information you have entered;
- delete the incorporator by clicking on the button beside the name and clicking on the blue **Delete Checked Name** button below; or
- add another incorporator by clicking on the **Add an Incorporator** to the right of the **Delete Checked Items** button.

Next **Completing Party**

The person signing the Incorporation Application and having knowledge of the information in the application⁽¹⁾ should be the completing party.

Name

Enter the full name of the completing party.

Address

Enter your office address.

Hint: If you have previously entered your name as the “Completing Party”, your name will show in a box below the form entry box as soon as you enter the first three letters. If you click on the name the box will be completed automatically.

Option to have the filed ***Incorporation Application*** mailed to you

Check this option.

Tip: Usually you would only choose this option, if you do not have access to a printer when you are filing the Incorporation Application, since you will print the application when you complete the filing. A certified copy will be emailed or mailed to you with the Certificate of Incorporation whether or not you choose this option.

If you require a copy of the ***Incorporation Certificate*** immediately, once the incorporation has been completed, you can choose to have the ***Certificate*** and certified copy of the ***Incorporation Application*** emailed to the email address selected or the company email address (see page 50).

Next **Completing Party Statement**

You must click on the button beside your name to confirm that you have read the statement and verify that both the ***Incorporation Agreement*** and the ***Articles*** have been signed **Next** **Notice of Articles**

⁽¹⁾ Usually it is the paralegal entering the information online, but it could be the supervising solicitor.

Complete the *Notice of Articles* for a new company (see page 14).

If the company is being extraprovincially registered in Alberta or Saskatchewan ☯

Company doing business in Alberta or Saskatchewan and complete:

- the name and address of the **primary Attorney** (mandatory);
- the name and address of the **alternate Attorney(s)** (optional);
- the name and address of the **Head Office**

Note: As the confirmation of registration in Alberta or Saskatchewan will be issued to the Attorney in Alberta or Saskatchewan (within one or two business days) ensure that you notify the Attorney in that jurisdiction that you will be using him or her as the attorney.

EXTRAPROVINCIAL REGISTRATION (FORM 33)

Use BC OnLine to register the corporation extraprovincially if the corporation is a Canadian corporation. If the corporation has been formed outside of Canada, see the *Extraprovincial Companies chapter* for information on paper filing.

Unless the corporation is a federal corporation (no name reservation required), reserve the name. See page 21.

When filing an *Extraprovincial Registration Statement*, a *Request for your Business Number* (Form 1) must also be filed. Before filing online, obtain the following:

- **Registration Statement;**
- **Form 1;**

Once you have been instructed to file the *Registration Statement* and you have made sure that these documents have been signed (emailed or faxed copies are sufficient), you can proceed with the registration. Have the signed *Registration Statement* and *Form 1* in front of you when you begin because you will be copying the information from these forms.

If the company is a **NWPTA partner corporation**, the registration must be filed in the NWPTA partner jurisdiction - see the *Extraprovincial Companies chapter* for more information.

If the corporation is a federal corporation, note that:

- No name reservation is required;
- the business number for the Form 1 can be obtained from a search of the federal corporation on Corporation Canada's website (www.corporationscanada.ic.gc.ca); and
- the appointment of an attorney is optional if the registered office of the federal corporation is in BC.

☯ Access **Corporate Online** (see page 8)

Note: You can file an *Extrajurisdictional Registration Statement* without a BC OnLine Account by paying for the incorporation using a credit card.

☐ **Statement of Extrajurisdictional Registration**

☐ **Identify Extrajurisdictional Company**

Corporation Name

Select the appropriate depending on whether you have reserved a name for the corporation, the corporation will be registering under an assumed name or the corporation is a federal corporation:

- a. Enter the name and reservation number (without the letters “NR”)
- or*
- b. Enter the assumed name and reservation number (without the letters “NR”)
- or*
- c. Enter the name of the federal corporation you are registering (no name reservation required)

Registration Effective Date

Select the appropriate depending on whether the corporation will be registered immediately (that is upon completion of filing the application) or if there is a future effective date (for which you will be charged an additional \$100.00 fee)

- a. Immediately
- or*
- b. In the future

Complete the date (year, month and day) and time (hours and whether a.m. or p.m. Pacific Time). This date cannot be more than 10 days after the date of filing the application.

Next **Confirm filing** The name of the corporation as reserved or the assumed name or the federal name will be displayed

Check the name of the corporation, the filing date and the cost of filing

If correct and you are ready to proceed with the application

Next **Home Jurisdiction**

Check the *Registration Statement* (see the Extrajurisdictional Companies chapter) and complete the following information for the corporation:

- the identifying number of the corporation in its current jurisdiction (i.e. its incorporation/amalgamation/continuation number) and its current home jurisdiction;
- the name of the corporation in its home jurisdiction;

- the date of the corporation's incorporation/amalgamation/ continuation in its home jurisdiction; and

The you have just entered will be displayed. Check the information on the screen and make any necessary corrections

The head office is the address of the corporation in its home jurisdiction, generally its registered office, and is not the address in BC.

Enter the head office address as shown on the Form 33.

- the name and address of each **Attorney** (it is mandatory to appoint at least one attorney in BC unless the corporation is a federal corporation with a registered office in BC, in which case, the corporation may, but is not required, to have a BC Attorney);
- the name and address of any other **Attorney**;

Click on the button to verify that the **Registration Statement** has been signed

Complete the corporation's **Business Number** (i.e. the GST/HST number) (see the **Extrajurisdictional Companies chapter**).

Select the appropriate to show your preference with respect to notification and receipt of the **Extrajurisdictional Registration Certificate** and certified copy of the **Registration Statement**:

- emailed to the email address you have selected (see page 50). If you select this method, insert:
 - you or the supervising solicitor's email address at the law firm; or
 - a designated email address for your department, if you have one.
- made available for pickup from the Registry by your agents; or
- mailed to you at the attorney's office or the registered office of the company for a federal corporation with a registered office in BC (the default); or
- forwarded to another address (insert that address).

Pay and File the Form

☪ **Next** ☪

Folio Information

View Draft Filing

Save Your Work

**Pay and
File**

Click to pay the
fee and file

Send a receipt to your email address

Print Receipt

Return to Services Menu

ANNUAL REPORT – BRITISH COLUMBIA (FORM 6)

Before filing the Annual Report, check that you have:

- a **signed** paper copy of the Annual Report (Form 6) confirming all information;
See the **Annual Maintenance** chapter for the procedure for preparing *Annual Reports*.
- before filing the *Annual Report*, you must have either:
 - a company **password** (see **Creating Password** on page 11); or
 - the **access code** from the *Annual Report*⁽¹⁾;
- if there are any changes in the **directors** (either the names and/or addresses), effective before the date of the *Annual Report*, you must first file a *Notice of Change Directors* (Form 10) (see below);

Note: If there is only a change in the address of a director or a legal change of name of a director, there is no fee for filing the *Form 10*, but a small BC Online fee will apply if you use the Webfiler in Alf.

- if there are any changes in the delivery or mailing addresses of the Registered and/or Records Office, you must first file a *Notice of Change of Address* (Form 3).

☪ **Access Corporate Online** (see page 8)

☪ **BC Annual Report**

☪ **Identify Company**

Company Information

Insert:

- the **Incorporation (Continuation or Amalgamation) number**; or

⁽¹⁾ If you do not receive the reminder form in the mail from the Corporate Registry, you may call **1-800-663-6102** to obtain the access code or another copy of the reminder form. See the **Annual Maintenance** chapter for the procedure for preparing and forwarding the Annual Report to the client for signature.

- the **Business Number**;
- and
- the **access number** (located in the box above the Incorporation Number on the *Annual Report* form); *or*
 - **company password** (page 11)

☞ ☞

Check the information in this screen – if correct

☞ ☞ Registered and Records Office Addresses

Check if the information is correct as at the date of the *Annual Report*. If the information is **not** up to date, save your work, and file a *Notice of Change of Address* (Form 2) and then return to this step. Remember to have the Form 2 signed by an authorized signatory of the company before filing and that the *Annual Report* cannot be filed until the date after filing the Form 2.

If the information is correct ☞

Check if the information is correct as at the date of the *Annual Report*.

If the information is **not** up to date and needs to be updated:

- save your work, exit this menu and file a *Notice of Change of Directors* (Form 10) and then return to this step; **or**
- continue filing the *Annual Report* and file the *Notice of Change of Directors* after you complete the filing of the *Annual Report*;

Remember to have the Form 10 signed by an authorized signatory of the company before filing. It is common practice for the lawyer to sign the Form 10 in the case of a change of address only.

If correct ☞

The only time that information on the officers of the company can be updated is when filing an *Annual Report*. Therefore, the Registrar has made the filing of Officer Information on the *Annual Report* optional. Either have your ALF administrator select this option in ALF or, if you are manually filing the *Annual Report* through BC OnLine, and you wish to delete the Officer Information, check the box beside each officer's name, and click on **with a – sign beside “delete checked items”**.

On this screen, you can either:

- delete an officer: First check in the first column to select the officer, and then check the **with a – sign** before **“Delete checked items”** to the left under the table containing the list of officers names; or

- add an officer: check the with a + sign after “Add an Officer” to the right under the table containing the list of officers;
- delete all the changes by clicking on the blue-hyperlinked line entitled “Discard All changes to Officer Information and Start Over”;
- make changes to an existing officer, on the in the first column, then click on the hyperlinked blue name of the officer. A screen showing details of the officer will be displayed.

Name Change

You can change the name of an officer as a result of:

- a legal name change (for example, an officer changed her name on her marriage); or
- a spelling or typing mistake.

Select one of the two radio buttons:

a. Legal Name Change

or

b. Correction due to spelling or typing mistake

Officer Name

Correct the name in the appropriate box.

Office(s) Held

If the office held by the officer has been changed, the appropriate

Delivery Address

Note: The address shown is copied from information on file with the Registry. For pre-existing companies which have not transitioned, the **city** is often in Address Line 2. The City field should be moved to the City box.

The Province/State, Postal/Zip Code and the country boxes must all be completed.

Mailing Address

if same as delivery address.

If different, complete the boxes showing the mailing address.

Company Email Address

You may enter an email address for the company or, if your firm has a designated email address for your department, you may enter that address (see **Company Email Address** – page 3).

Pay and File the Form

ð **Next** ð

Folio Information

View Draft Filing

Save Your Work

**Pay and
File**

Click to pay the
fee and file

Send a receipt to your email address

Print Receipt

Return to Services Menu

ANNUAL REPORT – EXTRAPROVINCIAL (FORM 35)

The Registry does not mail out reminders for extraprovincial *Annual Reports*, so you will have to diarize the due date for the extraprovincial *Annual Report*, generate your own form and have it signed by the client. See the **Extraprovincial Companies** chapter.

Note:

- A password or access code is not required to file an *Annual Report* for an extraprovincial company.
- There is no requirement to file an *Annual Report* for Alberta or Saskatchewan corporations registered in British Columbia (see Chapter 14 **Extraprovincial Companies** – NWPTA).

Access **Corporate Online** (see page 8)

ð **Extraprovincial Annual Report**

ð **Identify Company**

Company Information

- enter the BC registration number or the CRA business number of the company.

ð **Next**

Confirm Filing Intent

- The filing type, registration number, company name, date of Annual Report and filing fee will be shown

ð Next

- The extraprovincial company's home jurisdiction will be shown.

- The date of the incorporation, continuation or amalgamation in the company's home jurisdiction will be shown
- If this is the first annual report of the company filed on BC Online and the identifying number in the company's home jurisdiction is not shown, complete it on this screen

⌂

Confirm Attorney and Head Office Information

- If any of the information shown on this screen is incorrect, you may only make changes by filing the appropriate form in paper format with the Registry and return to file the **Annual Report** at a later date.

⌂

⌂

Pay and File

Click to pay the fee
and file your form

Your Receipt

You may enter an email address for the company or, if your firm has a designated email address for your department, you may enter that address (see **Company Email Address** – page 3). If an email address has already been provided, it will be displayed on the screen so that you can correct it if necessary.

NOTICE OF CHANGE OF ADDRESS (Form 2)

The filing of the *Notice of Change of Address (Form 2)* is not effective until 12:01 A.M. on the day following the filing date. Since no other form can be filed until after the Form 2 is effective, if you have any other forms to file for the company and the date is important, the other forms should be filed before the Form 2, unless the other form is an Application for Dissolution (see page 53).

Before filing this application, ensure that:

- the applicable resolution is properly signed by the directors of the company and received at the records office
- the paper form of the **Notice of Change of Address (Form 2)** has been signed by the authorized signatory of the company and received at the records office
- a password has been created for the company (see page 11)) or you have the Access Code from Box C on the company's Annual Report form

☒ Access **Corporate Online** (see page 8)

☒ **Notice of Change of Address**

☒ **Identify Company**

Company Information

Insert:

- the Incorporation (Continuation or Amalgamation) number; and
- company password (page 11) or Access Code

☒ **Next** ☒ **Confirm Filing Intent**

Check the information on this screen. If the correct company is displayed:

☒ **Registered Office** ☒ **Mailing Address**

The “old” address will be displayed. Change to the new address ensuring that the name of the City is in the box marked **City** ☒ **Next**

If there are no changes, **Enter**

☒ **Registered Office** ☒ **Delivery Address**

You must complete all fields preceded by a j . Other fields may be left blank.

- ☒ select the first j if the delivery address is the **same** as the mailing address; or
- ☒ select the second j if the address of the delivery address is **different** from the mailing address, complete the address.

☒ **Next**

☒ **Records Office** ☒ **Mailing Address**

☒ Repeat as for registered address

☒ **Records Office** ☒ **Delivery Address**

☒ Repeat as for registered office

[Next](#) ð [Notification](#) ð

Select the appropriate to show your preference with respect to notification and receipt of the certified copy of the **Notice of Articles** as altered:

- no notification is necessary
- emailed to the email address you have selected. If you select this method, insert:
 - your work email address or that of the supervising solicitor at the law firm, or
 - a designated email address for your department, if you have one.
- made available for pickup from the Registry by your agents; or
- mailed to you at the registered office of the company (the default); or
- forwarded to another address (insert that address).

ð [Next](#)

[Next](#) ð [Pay and File Your Form](#)

[Folio Reference Number](#)

[View Draft Filing](#)

[Save Your Work](#)

**Pay and
File**

Click to pay the
fee and file

[Next](#) ð [Your Receipt](#)

[Print Filed Document](#)

[Print Receipt](#)

[Return to Services Menu](#)

NOTICE OF CHANGE OF DIRECTORS (Form 10)

Before filing this application, ensure that:

- the applicable resolution is properly signed by the directors or shareholders of the company;
- the paper form of the *Notice of Change of Directors* (Form 10) has been signed by the authorized signatory of the company;
- a password has been created for the company (page 11) or you have the Access Code from Box C on the company's *Annual Report* form;
- you have the effective date of the appointment or resignation. If there are several different appointments or resignations on different dates, separate Notices must be filed for each date. For example if a director resigns on one date and another director is appointed on a different date, you must file two separate Notices.

Note: If you only want to change the address of a director, you must file a Form 10 but there is no fee payable. However, a small BC OnLine fee will apply if you file through Alf. It is common practice for the lawyer to sign the Form 10 in the case of a change of address only.

You can only change **officer** information when filing an **Annual Report**. It is not possible to change information on officers by filing a **Notice of Change of Directors** online.

ð Access **Corporate Online** (see page 8)

ð **Notice of Change of Directors**

Identify Company

Company Information

Insert:

- the incorporation (continuation or amalgamation) number which must be 7 digits (e.g. “BC0011111”); and
- company password (page 11) or Access Code

ð **Next** ð **Confirm Filing Intent**

Check the information on this screen. If the correct company is displayed:

ð **Next** **Initial Information**

ð Yes, Directors will be added and/or deleted as part of this filing

If you have checked “Yes” ð Enter the date on which the individual became or ceased to be a director. The date must be the **current** date or a date in the **past** (you cannot enter a **future date**).

Month

Day

Year

Note: You may leave this box unchecked if you are only changing the **address of a director** or entering a **legal name change** for a director ð **Next**

ð **Next** **Director Information Screen**

In this screen, you can:

- delete a director: first check in the first column to select the director, and then check the **with a – sign** before “**Delete checked items**” to the left under the table containing the list of directors names;
- add a director: check the **with a + sign** after “**Add a Director**” to the right under the table containing the list of directors;

- change the information about a director (a legal name change of a director and/or a change in the delivery or mailing **address** of a director) by clicking on the blue hyper-linked name of the director in the second column of the table; or
- delete all the changes by clicking on the blue-hyperlinked line titled “Discard All changes to Director Information and start over”

Delivery Address

Note: The address displayed is the information contained in the Registry’s database.

The Province/State, Postal/Zip Code and the country boxes must all be completed.

Mailing Address

check the box if the mailing address is the same as the delivery address.

If different, complete the boxes showing the mailing address.

Select the appropriate to have the copy of the altered *Notice of Articles*:

- No notification necessary. If you do not require additional certified copies of the Notice of Articles, as revised (if, for example, you are also filing a Form 2), you may select this option to eliminate a duplicate copy being sent to you
- emailed to your email address. If you select this method, insert:
 - you or the supervising solicitor’s email address at the law firm, or
 - a designated email address for your department, if you have one.
- mailed to you at the registered office of the company; *or*
- forwarded to another address (insert that address).

**Pay and
File**

Click to pay the
fee and file

NOTICE OF ALTERATION (FORM 11)

Before filing this application, ensure that:

- the *Annual Report* (if applicable) and any other filings that need to be made to bring the company into good standing are filed before filing the *Notice of Alteration*;
- the applicable resolution has been passed by the shareholders of the company (or the directors if permitted by the *Articles* of the company) and received at the records office;
- the paper form of the *Notice of Alteration* (Form 11) has been signed by the authorized signatory of the company;
- a password has been created for the company (page 11)

☞ Access **Corporate Online** (see page 8)

☞ **Notice of Alteration**

Identify CompanyCompany Information

Insert:

- the incorporation (continuation or amalgamation) number which must be 7 digits (e.g. “BC0011111”); and
- company password (page 11)

☞ **Next** ☞ **Confirm Filing Intent**

Check the information on this screen. If the correct company is displayed: **Next**

- ☞ **Next** to go to the **Initial Information** screen.
- ☞ to select all of the alterations that apply to the company on this form from the following:
 - ☐ Company name
 - ☐ Translation of the company name
 - ☐ Pre-existing company provisions
 - ☐ Resolution/Court Order date
 - ☐ Authorized share structure

Note: The resolution date refers only to changes to the Special Rights and Restrictions, not to a resolution altering the authorized share structure or company name

Alteration Effective Date

Select the appropriate depending on whether the alteration will take effect immediately (that is upon completion of filing the application) or if there is a future effective date (for which you will be charged an additional \$100.00 fee):

a. Immediately

or

b. In the future

Complete the date (month, day and year) and time (hour and whether a.m. or p.m. Pacific Time). This date cannot be more than 10 days after the date of filing the application. The default time on a future dated filing is 12:01 a.m.

➤ The next screen that will be shown will depend on what items you have chosen to alter.

Name Change

If you choose to change the name of the company, the change of name screen will be displayed. Double click on one of the following choices:

a. I have previously reserved a company name

Complete the name reservation number in the space provided without NR

or

b. The new company name will contain the company number followed by “B.C. Ltd.” (e.g. “0695943 B.C. Ltd.”)

➤ ➤

This screen confirms the current name of the company, its incorporation/amalgamation/continuation number/the filing fee/the effective date and lists all items that are to be altered in the company’s *Notice of Articles*.

For example, if you have completed the screen, the change of name will be shown. If you have chosen “Pre-existing Company Provisions” or “Authorized Share Structure” on the screen, those items will be listed under “You have chosen to...”.

The next screens to be displayed will depend on which alterations have been selected.

Pre-Existing Company Provisions

If you have chosen “Pre-existing Company Provisions”, the screen will be displayed and you may double click to remove the Pre-existing Company Provisions that apply to the company.

Resolution/Court Order Date

If you have chosen “Resolution/Court Order Date” the **Resolution/Court Order Date** screen will be displayed and you should complete the effective date of the resolution or court order altering the special rights and restrictions attached to a class or series of shares. Do not choose this option if you are simply changing the authorized share structure and no changes to the special rights and restrictions are being made.

When you click **Next** a confirmation screen will be displayed that shows the date of the existing Resolution/Court Order date, if any, and the new date that you have entered. Check this information carefully before clicking **Next**.

Authorized Share Structure

If you have chosen “Authorized Share Structure” the **Authorized Share Structure** screen will be displayed.

Next ð **Authorized Share Structure**

Enter the information for each class of shares if there has been any change in the authorized share structure – after you have completed the description of each class ð **Save**:

Number of Shares in the Class

Complete one of the choices depending on whether there is a maximum number set or no maximum (an unlimited number of shares) for this class.

a. If there is a maximum, insert the maximum number (do not use commas)

or

b. There is no maximum

Name of Share Class

Enter the description of the class from the *Incorporation/Amalgamation/Continuation Application* – Enter the word “Class” and the description, but **not** the word “shares”, for example:

or

Note: Enter the name of the share class, including the word “class” if that word is part of the share class name (i.e. Class A Common). Do not use all upper case letters since the name will appear on your document exactly as it is keyed in (i.e. use “Common” instead of “COMMON”).

Par Value of Shares

Complete one of the choices depending on whether or not the shares of this class have a par value.

a. Without par value

or

b. With a par value of

Insert the par value without the currency symbol (\$ or ¢, £)

Type of currency – the default is “Canadian Dollars”. If another currency is specified in the *Notice of Articles*, select the currency in the box by scrolling down to it.

Special Rights and Restrictions

Select the appropriate depending on whether or not there are special rights and restrictions attached to this class.

a. Yes

or

b. No

You will now have a **confirmation** screen for this class of shares

<input type="radio"/>	No Maximum Number	Class “A” Shares	Without Par Value	With Special Rights or Restrictions Attached
-----------------------	-------------------	------------------	-------------------	----------------------------------------------

Delete Checked Item

Add a Share Series

Add a Share Class

At any time, you may choose the blue hyperlinked [Discard all changes to Authorized Share Structure Information and start over](#) which will erase all the share classes you have previously entered.

If you have to correct an error in the description, click on the blue hyperlinked name of the share class and make the necessary correction.

You may now:

delete the class *or*

add a class *or*

add a series of shares within a class of shares previously created or for a class of shares that you have just entered

If you have chosen to add a new class of shares, the next screen is identical to the screen for the first class. Enter the information for the next class

and check the information for this class.

Continue by clicking on “Add a Share Class”

When you have completed inserting the descriptions for all classes of shares, the last screen will show a series of tables. If you have made a mistake, you can edit

the share class by clicking on the blue hyperlinked name of the share class as below.

ð

Series Shares

To add a class of series shares, click on the **Add a Share Series** button below the name of the share class to which the series shares belong, and complete the description for the series shares.

ð ð

Select the appropriate to have the certified copy of the *Notice of Alteration* and *Notice of Articles*:

- emailed to the address selected or the company email address (see page 61); **or**
- made available for pickup from the Registry by your agents; **or**
- mailed to you at the registered office of the company (the default); **or**
- forwarded to another address (insert that address).

If you need a copy of the *Certificate of Name Change* and/or certified copy of the new *Notice of Articles* immediately once the alteration has been completed, choose to have the *Certificate* and certified copy of the *Notice of Articles* emailed to the email address entered or the company email address (see page 50).

ð

You may enter an email address for the company or, if your firm has a designated email address for your department, you may enter that address (see **Company Email Address** – page 3)

ð

Pay and File
Click to pay the fee and file

ð

AMALGAMATION APPLICATION

Before filing this application, ensure that:

- the applicable resolutions are properly signed by the directors or shareholders of the company;
- an Amalgamation Agreement has been executed by the amalgamating companies (if the amalgamation is a regular amalgamation);
- if a court order is not being obtained, the applicable Affidavits have been sworn and received at the company's records office;
- a court order has been obtained, if applicable;
- a name has been reserved, if applicable (not applicable if the amalgamated company will be use the name of an existing amalgamating company or if the amalgamated company will be a number company);
- if any of the amalgamating companies are foreign corporations, that a certificate of good standing and consent by the applicable jurisdiction to the amalgamation have been filed with the Registrar;
- the paper form of the *Amalgamation Application* (Form 13 or 14) has been signed by the authorized signatory of each company;
- you have the password of each amalgamating company and a password has been created for the newly amalgamated company (page 11);
- any filings required to bring the company into good standing, such as Annual Reports, are up-to-date before filing the Amalgamation Application.

Note: If any filing does not become effective until the following day, such as a *Notice of Change of Address*, no other filing can be made until after such change becomes effective.

ð Access **Corporate Online** (see page 8)

Note: If you are not a BC OnLine customer, see “Login” on page 9.

ð

Amalgamation Application Short Form (Vertical)

or

Amalgamation Application Short Form (Horizontal)

or

Amalgamation Application Regular

For an explanation of the different types of Amalgamation Applications, see the **Amalgamation chapter**.

AMALGAMATION (HORIZONTAL) OR AMALGAMATION (VERTICAL)**Identify Company**

If you are filing a short form amalgamation, identify the **holding company** (vertical) or the **primary company** the shares of which are not being cancelled (horizontal).

Company Information

Insert:

- the incorporation (continuation or amalgamation) number which must be 7 digits (e.g. “BC0011111”); and
- company password (page 11).

Amalgamation Effective Date

Select the appropriate depending on whether the amalgamation will take effect immediately (that is upon completion of filing the amalgamation application) or if there is a future effective date (for which there will be an additional \$100.00 fee):

- a. Immediately

or

- b. In the future

Complete the date (month, day and year) and time (hour and whether a.m. or p.m. Pacific Time). This date cannot be more than 10 days after the date of filing the application. Most amalgamations are required to be filed on a specific date such as the first or the last day of the month. It is important to check the date and time specified by the company’s accountants and pay the fee for the future effective date, if necessary.

Check the information on this screen. If the correct company is displayed:

- to go to the screen.

Select the appropriate depending on whether the amalgamation has been approved by court:

- a. with court approval

or

- b. without court approval

Note: You must have received a sworn Affidavit for each amalgamating company as required under the Act at the records office prior to filing the Amalgamation Application if you are amalgamating without court approval.

ð **Amalgamating Companies Information**

For each amalgamating company insert:

- the incorporation (continuation or amalgamation) number which must be 7 digits (e.g. “BC001111”); and
- company password (page 11);

ð **Next.**

A screen showing the companies being amalgamated will be displayed. To add additional amalgamating companies click on the blue + sign beside “**Add an Amalgamating Company**”. To delete a company, click on the box beside the name of the company and click the blue – sign beside “**Delete checked items**”.

When you have finished adding all the amalgamating companies ð **Next.**

You may choose to have the Certificate and certified copy of the *Notice of Articles* emailed to the address selected or the company email address (see page 61).

AMALGAMATION (REGULAR)

If you are filing a regular amalgamation, identify the name of the amalgamated company.

Initial Information

Company Name

Select the appropriate depending on whether you have reserved a name for the amalgamated company or will be using a name created by adding “B.C. Ltd.” after the amalgamation number:

- a. Enter the reservation number (without “NR”)

or

- b. If you will be using a name created by adding “B.C. Ltd.” after the amalgamation number

or

- c. The company will adopt the name of one of the amalgamating companies

Amalgamation Effective Date

Select the appropriate depending on whether the company will be amalgamated immediately (that is upon completion of filing the application) or if there is a future effective date (for which you will be charged an additional \$100.00 fee):

- a. Immediately

or

- b. In the future

Complete the date (month, day and year) and time (hour and whether a.m. or p.m. Pacific Time). This date cannot be more than 10 days after the date of filing the application.

Most amalgamations are required to be filed on a specific date such as the first or the last day of the month. It is important to check the date and time specified by the company's accountants and pay the additional filing fee for a future effective date, if necessary.

Next If the company will adopt the name of one of the amalgamating companies, the **Identify Company Screen** will be displayed prompting you to enter:

- the incorporation (continuation or amalgamation) number of the company whose name will be adopted by the amalgamating company which must be 7 digits (e.g. "BC0011111"); and
- company password (page 11).

Next **Confirm filing** The name of the company as reserved, the name of the amalgamating company or the incorporation number followed by B.C. Ltd., as applicable, will be displayed.

Check the name of the company, the filing date and the cost of filing.

If correct and you are ready to proceed with the application.

☐ **Next** **Amalgamating Companies Information**

Select the appropriate depending on whether the amalgamation has been approved by court:

a. with court approval

or

b. without court approval

Note: You must ensure that a sworn Affidavit for each amalgamating company as required under the Act has been received at the records office prior to filing the *Amalgamation Application* if the amalgamation is without court approval.

☐ **Next** **Amalgamating Companies Information**

Insert:

- the incorporation (continuation or amalgamation) number which must be 7 digits (e.g. "BC0011111"); and
- company password (page 11);

of each additional company that is being amalgamated ☐ **Next**.

A screen showing the companies being amalgamated will be displayed. To add another amalgamating company click on the blue + sign beside "**Add an Amalgamating Company**". To delete a company, click on the box beside the name of the company and click the blue – sign beside "**Delete checked items**".

When you have finished adding all the amalgamating companies, ☐ **Next**.

The **Notice of Articles Screen** will be displayed. Complete the *Notice of Articles* for a new company (page 14).

You may choose to have the Certificate and certified copy of the *Notice of Articles* emailed to the address selected or the company email address (see page 61).

CONTINUATION APPLICATION

Before filing this application, ensure that:

- the applicable resolutions are properly signed by the shareholders and directors of the company;
- a name has been reserved, if applicable;
- the consent of the Registrar or other proper authority in the corporation’s home jurisdiction has been obtained and filed with the Registrar. The consent can be faxed to the Registrar;
- the paper form of the *Continuation Application* (Form 16) has been signed by the authorized signatory of the company;
- the Corporation has adopted new Articles in a form that complies with the Act.

☞ Access **Corporate Online** (see page 8)

☞ **Continuation Application**

Initial Information

Company Name

Enter both of the following:

a. ☒ Enter the reservation number (without “NR”)

or

b. ☒ Enter the registration number if the corporation is extraprovincially registered in British Columbia.

A company continuing into British Columbia, including federal corporations, must reserve a name in order to file the *Continuation Application* online unless that corporation has previously registered extraprovincially. A continuing company that wishes to become a numbered BC company must file the *Continuation Application* in paper format. However, it is not necessary for a continuing company to be registered extraprovincially in British Columbia prior to the continuation.

You must have already forwarded the consent of the home jurisdiction to the Registrar prior to filing the application. The consent may be faxed or emailed to the Registry. Usually the consent will be filed the same day it is received by the Registrar and the bar against registration will be lifted.

Continuation Effective Date

Select the appropriate depending on whether the company will be continued immediately (that is upon completion of filing the application) or if there is a future effective date (for which you will be charged an additional \$100.00 fee):

a. Immediately

or

b. In the future

Complete the date (month, day and year) and time (hour and whether a.m. or p.m. Pacific Time). This date cannot be more than 10 days after the date of filing the application.

➤

The name of the company as reserved will be displayed.

Check the name of the company, the filing date and the cost of filing.

If correct and you are ready to proceed with the application:

➤

Add:

- the identifying number of the corporation in its current jurisdiction (i.e. its incorporation/amalgamation/continuation number);
- the name of the corporation in its home jurisdiction;
- the date of the corporation's incorporation/amalgamation/ continuation in its home jurisdiction; and
- the current home jurisdiction of the continuing corporation. If the home jurisdiction is not a province of Canada, enter the name of the jurisdiction in the "Other" field.

➤

The will be displayed. Complete the Notice of Articles for a new company (page 14).

You may choose to have the Certificate and certified copy of the *Notice of Articles* emailed to the address selected or the company email address (see Page 61)

DELAY OF DISSOLUTION OR CANCELLATION

If a BC company that remains active has received a “Notice of Commencement of Dissolution” from BC Registry Services, a request for the delay of dissolution may be filed through Corporate Online. The same procedure applies to a delay in the cancellation of registration in BC of an extraprovincial corporation.

This service delays the dissolution of a BC company, or the cancellation of registration in BC of an extraprovincial corporation, for six months. A maximum of two consecutive requests may be made per company or corporation. However, CRA may apply for a delay of dissolution of up to two years.

ð Access **Corporate Online** (see page 8)

ð **Other Services** ð **Delay Dissolution or Cancellation**

ð **Next** **Identify Company** No password for the company is required

ð **Next** þ If you wish to delay the dissolution or cancellation of this company for 6 months

ð **Next** Enter the email address you wish the notification to be sent to – usually your work email address or your law firm’s email address and not the company’s email address

ð **Next** **Submit**

There is no fee associated with this transaction.

The BC Registry will forward a **Notification** of the delay to the email address entered. Diarize the date.

For BC Companies:

- In addition to providing confirmation of the delay of dissolution to the applicant (the person requesting the delay of dissolution), if the company’s email address is on file, Corporate Online will automatically notify the BC company affected by the delay request.
- There will only be one Notice of Dissolution sent to the company, even if a **Notice of Change of Address** (Form 2) is filed (in other words, if a Notice of Dissolution was sent to the previous registered office, another Notice of Dissolution will not be sent to the new office).
- However, if the **Notice of Change of Address** is filed within two months prior to the dissolution date (whether or not a delay of dissolution has been requested), BC Registry Services will automatically extend the dissolution date to 62 days beyond the date set for dissolution, either the original dissolution date pursuant to the Notice of Dissolution or the extended dissolution date set when a delay of dissolution has been obtained.

For extraprovincial companies

- There will be only one Notice of Delay of Cancellation sent to the corporation even if a change of attorney information (Forms 38, 39, 40, or 41), or change of head office (Form 36) or Change of Name (Form 37) are filed for an extraprovincial corporation.
- However, if any of the above changes are filed within two months prior to the cancellation date (whether or not a delay of cancellation has been requested), the BC Registry Services will extend the cancellation date to 62 days beyond the cancellation date, either original or extended, at the time of such filing.

APPLICATION FOR (VOLUNTARY) DISSOLUTION (FORM 17)

Before filing this application ensure that:

1. the company is in good standing;
2. the following documents have been signed and deposited at the records office of the company:
 - (a) the requisite **resolutions** (see steps 29 to 32 of the Procedure/Checklist in the **Dissolution** chapter);
 - (b) the Affidavit of Director pursuant to Section 315(1)(a) of the Act; and
 - (c) *Application for (Voluntary) Dissolution* (Form17).
3. you have a password for the company;
4. if you are also filing a *Notice of Change of Address* (Form 2) or any other document, those documents have been filed before filing the Form 17, since once the Form 17 has been filed, **no other Forms may be filed**. Note also that a Form 2 is not effective until the next day, so if a specific date for the dissolution has been requested, you must file the Form 2 at least one day prior to filing the Form 17.

ð Access **Corporate Online** (see page 8)

ð **Application for (Voluntary) Dissolution**

Have the signed Form 17 in front of you as all the information necessary for the electronic filing is set out in the form.

Identify CompanyEnter Company Information

- the incorporation (continuation or amalgamation) number which must be 7 digits (e.g. “BC0011111”); and
- company password (page 11)

Dissolution Effective Date

Select the appropriate depending on whether the dissolution will take effect immediately (that is upon completion of filing the application) or if there is a **future effective date** (for which you will be charged an additional \$100.00 fee):

a. Immediately

or

b. In the future

Complete the date (month, day and year) and time (hour and whether a.m. or p.m. Pacific Time). This date cannot be more than 10 days after the date of filing the Application.

Submitting Party

Select the appropriate from signed Form 17.

a. Corporation or Firm Name

or

b. Individual Name

Complete the address of the person (corporation or individual) submitting the Application

Dissolved Company Information

If the dissolved company's records will be kept by the **submitting party** (above), check this box

or If the **submitting party** will **not** be the person having custody of the dissolved company's records leave the box blank and complete below:

a. Corporation or Firm Name

or

b. Individual Name

Address of Location of Dissolved Company's RecordsMailing Address

- If the dissolved company's records will be kept at the address of the **submitting party** (above), check this box
- or* If the mailing address of the submitting party will **not** be the address for the dissolved company's records, leave the box blank and complete at least one line of the street address, and the City, Province/State Postal/Zip Code and Country (mandatory)

Delivery Address

- If the delivery address is the same as the **mailing** address, check the box
- or* If the mailing address is **not** the same as the delivery address, complete in the same manner as for the **Mailing Address** above

Note: A post office box cannot be part of the delivery address. If a post office box is used, you may show the post office box in the mailing address, but must show a physical location such as a street address for the delivery address

 Confirmation of Affidavit

- Check box below to confirm that the Affidavit pursuant to Section 316(1)(a) has been obtained and deposited at the company's records office

 Submitting Party Notification

Select the appropriate to indicate the manner in which the **Submitting Party** is to receive the notification documents:

- a. **by email** from the Registry (see page 61) *or*
- b. **by pickup** from the Registry. If by an agent, enter name. If by courier or an individual, enter a contact name and telephone number to enable the BC Registry Services to advise when the documents are ready; *or*
- c. **by mail** to the mailing address of the **Submitting Party** shown below; *or*
- d. **by mail** to address to be entered below
- Complete address for mailing if other than set out in (b)

Note: If the Submitting Party and the Person Having Custody of the Dissolved Company's Records are the same (and the Submitting party is not the law firm), you may want to complete (d) with your firm's address or request notification by email, as otherwise, two notifications will be sent to the same address (see **Notification to Person Having Custody of the Dissolved Company's Records**).

ð Notification to Person Having Custody of the Dissolved Company’s Records

Select the appropriate to indicate the manner in which the person having custody is to receive the notification documents:

- a. **by email** from the Registry (see page 61); *or*
- b. **by pickup** from the Registry. If by an agent, enter name. If by courier or an individual, enter a contact name and telephone number to enable BC Registry Services to advise when the documents are ready; *or*
- c. **by mail** to the mailing address of the **Location of Dissolved Company’s Records** shown below; *or*
- d. **by mail** to the mailing address of the **Submitting Party** shown below; *or*
- e. **by mail** to a different address than shown in a, b, or c – to be entered below

Next ð **Confirm Filing Intent**

Folio Reference Number

View Draft Filing

Save Your Work

**Pay and
File**

Click to pay the
fee and file

Next ð **Your Receipt**

Print Filed Document

Print Receipt

Return to Services Menu

NUANS PRELIMINARY NAME SEARCHES

A preliminary Nuans name search can help determine name availability and can save your client the expense by eliminating proposed names with exact or close matches in other jurisdictions before you reserve the name in British Columbia or pay for a full NUANS® Report (if the name reservation is for a federal incorporation, continuation or amalgamation).

Limitations of Preliminary NUANS® Search

- a Preliminary Nuans® Search only searches for an exact match of the name submitted unless you search for the distinctive term only (i.e. instead of searching for “Jerushima Photoshop”, search for “Jerushima” which will show all entities registered with the name “Jerushima”);
- a Preliminary Nuans® Search is not designed to find names that are phonetically or visually similar (i.e. if you search for the word “Howse”, any exact match of the word “Howse” will be found, but the words “House”, “Home”, “How” etc. will not be found);
- a Preliminary Nuans® Search cannot replace the NUANS Report, as it is meant only to assist in the name decision process.

Procedure to obtain a Corporations Canada On-Line filing Centre Account

To conduct a Preliminary NUANS® Search, you must have an access code. Some firms that do numerous NUANS searches are registered as “Registered Members”. You must login with either an access code or as a Registered Member. If you need an access code (which expire every three months):

Procedure to conduct Preliminary NUANS® Search

☪ Access the internet

☪ http://http://www.nuans.com/nuansinfo_en/home-accueil_en.cgi

- ☪ on [Request My Own Report](#)

Obtain Access Key

- Request Access Key
- Enter your email address
- Enter your email address again

When you receive the Access Key in your email inbox

- Enter your email address
- Enter your access code
- on the next screen, type in the yellow box just the distinctive element of the proposed name (e.g. “Beststar”).
- ☪ on [Continue](#)
- print the page.

CERTIFICATES OF GOOD STANDING

A *Certificate of Good Standing* may be ordered online for BC companies and foreign entities extraprovincially registered in British Columbia⁽¹⁾. If the company is in good standing, the Certificate will be emailed to you immediately in pdf format.

☪ Access **Corporate Online** (see page 8)

☪ [Certificate of Good Standing](#)

Identify Company

Company Information

Insert the incorporation (continuation or amalgamation) number which must be 7 digits (e.g. “BC0011111”);

You do not require a company password

⁽¹⁾ *Certificates of Good Standing* are not available for Alberta corporations extraprovincially registered in British Columbia since they do not file Annual Reports in British Columbia.

Next Confirm Request

Check the information on this screen. If the correct company is displayed Next

Insert the email address of the applicant

Next Pay and Receive Certificate of Good Standing

Folio Reference Number

Save Your Work

Next Your Receipt

Print Receipt

Return to Services Menu

NWPTA REGISTRATIONS AND FILINGS

Under NWPTA (see explanation in Chapter 14 – **Extrajurisdictional Companies**), the procedure for filing documents is the opposite of the normal procedure for extrajurisdictional corporations, inasmuch as a document affecting the extrajurisdictional registration with a NWPTA partner is filed in the home jurisdiction rather than in the jurisdiction where the registration is.

NWPTA partners registered Extrajurisdictionally in British Columbia

Alberta and Saskatchewan corporations extrajurisdictionally registered in British Columbia must complete and file forms which are listed in Chapter 14 – **Extrajurisdictional Companies**. Instructions regarding filing procedures are also included in that chapter.

BC companies registered extrajurisdictionally in Alberta or Saskatchewan

Under NWPTA, five submissions may be made online through Corporate Online (on the Services Menu – bottom right hand corner). Each transaction allows an existing BC company to submit information to the Alberta or Saskatchewan Corporate Registry.

Access **Corporate Online** (see page 8)

NWPTA Submissions

Select one of the five options set out below.

The following is the overall procedure and the requirements (not the individual steps as they are self-explanatory).

Register a BC company in Alberta and/or Saskatchewan

A BC company doing business in Alberta and/or Saskatchewan must register in Alberta and/or Saskatchewan as an extrajurisdictional company. The application is filed electronically through Corporate Online when an **existing** BC company wishes to be registered in Alberta and/or Saskatchewan but did not register upon incorporation.

Before going online to file the application to register a BC company in Alberta and/or Saskatchewan, you must have the following information:

- the company's incorporation number and date;
- the company's password;
- for Alberta a valid NUANS search report (except for a numbered company, e.g. 234567 B.C. Ltd.); and/or
- for Saskatchewan, a Saskatchewan name reservation
- the mailing address of the company's head office which could be in British Columbia or in Alberta or Saskatchewan and may be the same as the company's registered and records offices in British Columbia.
- the name and address of the Attorney(s) in Alberta or Saskatchewan. Please note the following:
 - the Attorney must be an individual (not a company or firm). However, the name of the firm may be included;
 - the Attorney must reside in the Province where the company is extra-provincially registered (Alberta or Saskatchewan);
 - a minimum of one Attorney must be appointed, but more than one Attorney may be appointed if required;
 - the Attorney's address must be a physical address where the Attorney can receive legal notices;
 - if the mailing address is different from the physical address, the mailing address must also be included.

Note: When registering a BC company as an extraprovincial company in Alberta and/or Saskatchewan, if it is your firm's policy to obtain the client's written confirmation of the information to be filed, see Chapter 14 – **Extraprovincial Companies** for the appropriate in-house form to use.

Confirmation of registration in Alberta or Saskatchewan will be issued to the Alberta or Saskatchewan attorney within two or three business days.

There is no fee for this registration

Change of Head Office

Before going online to file the application to change the Head Office, you must have the following information:

- the company's incorporation number and date;
- the company's password;
- the mailing address of the company's new head office – it may be in British Columbia or in Alberta/Saskatchewan, and it may be the same as the company's registered and records office in British Columbia;

Confirmation of this filing will be issued to the Alberta or Saskatchewan attorney within two or three business days.

There is no fee for this filing.

Change of Attorney

Before going online to file the application to appoint, revoke, or change the address of an Attorney in Alberta or Saskatchewan, you must have the following:

- the company's incorporation number and date;
- the company's password;
- the name and address of the new Attorney(s) in Alberta or Saskatchewan. Please note the following
 - the Attorney must be an individual (not a company or firm). However, the name of the firm may be included;
 - more than one Attorney can be appointed;
 - the Attorney must reside in the Province where the company is extra-provincially registered (Alberta or Saskatchewan);
 - the Attorney's address must be a physical address where the Attorney can receive legal notices;
 - if the mailing address is different from the physical address, the mailing address must also be included.

Confirmation of the filing in Alberta or Saskatchewan will be issued to the Alberta or Saskatchewan attorney within two or three business days. Any other changes, such as the resignation of an attorney, must be done in a letter to the Registry. See the **Extrajurisdictional** chapter.

There is no fee for this filing.

Note: You can remove the last attorney (leaving the company without an attorney in Alberta or Saskatchewan) but if no substitute is appointed, the extrajurisdictional registration will be cancelled within one year.

Change of Extrajurisdictional Name

Select this option if the name of the BC company was changed in BC but at the time of name change, the name was not reserved in a NWPTA Partner jurisdiction and it is necessary to change to change the name in the NWPTA Partner jurisdiction at a later date.

Before going online to file the application to change the name, ensure that you have the applicable NUANS search for Alberta or Saskatchewan name reservation (see Notes to the Name Requests Online above).

There is no fee for this filing.

Cancel Extraprovincial Partner

Select this option if the BC company has ceased to carry on business in a NWPTA Partner jurisdiction and the registration in that jurisdictions must be cancelled.

**EMAIL NOTIFICATION OPTION FOR CERTIFICATES
AND CERTIFIED COPIES**

BC Registry Services provides BC companies with an option of having **Certificates** and Registrar certified copies of filed documents and *Notices of Articles* sent to the company or person filing the application by email, rather than waiting for mail delivery or having the documents picked up by an agent.

The email Certificate will have the words “**ELECTRONIC CERTIFICATE**” printed on the bottom left corner of the Certificate and will contain the Registrar’s red seal so that the Certificate should be printed on your printer and copies inserted in the Company Records Book. The emailed Certificate and certified copies take the place of paper copies of the filing and no additional copies will be sent (see below). Therefore, it is essential that the emailed certificates and certified copies be kept in a safe place on the receiver’s system. If you do not have a document management system, or Virtual Minute Books, it is suggested that you develop a firm policy and decide whether to keep the emailed copies in the client directory or whether to set up a special electronic filing directory where this type of document will be stored. The location of the saved Certificates should be easily accessible at all times in case the company’s records are sent out for a change of address or for records book review (see the **Registered and Records Office** chapter for more details).

The following is a list of the transactions for which the new email notification option will be available:

- Incorporation– BC Company, Community Contribution Company or Unlimited Liability Company;
- Notice of Change of Directors (certified copy of updated Notice of Articles);
- Notice of Change of Address (certified copy of updated Notice of Articles);
- Regular, Vertical and Horizontal Amalgamation– BC Company, Community Contribution Company or Unlimited Liability Company;
- Continuation Into BC of a corporation from federal jurisdiction or another province in Canada;
- All Notices of Alteration – BC Company, Community Contribution Company and Unlimited Liability Company. The email certified copy option was previously available when changes other than a name change were made. Now the email option will be available for a name change including the Certificate;
- Voluntary Dissolution;
- Statement of Extraprovincial Registration;
- Transition Application and Notice of Articles;
- Post-Restoration Transition Application.

Any form that can be electronically filed and for which a certified copy is mailed by BC Registry Services to the company or its agent can now be requested to be sent by email, but not both. If you request that the document be sent by email, you cannot also request that the document be sent by regular mail or be picked up. BC Registry Services will instruct clients to keep a copy of filed paper or email documents. Unless the documents have not been received within 30 days of the filing and BC Registry Services is advised by the company or the filing party, BC Registry Services will not resend the documents at a later date (either by email or in paper format). When the email confirmation is received from BC Registry Services, print a copy to insert in the company's Records Book, and save the electronic copy on your system (see above).

ADDRESSES

Name	Address	Phone No.
Canadian Trade-marks Database	(1) www.strategis.gc.ca	
Nuans (New Updated Automated Name Search)	(1) www.nuans.com	
Protocol and Events Office of the Ministry of Intergovernmental Relations	PO Box 9422 Stn Provincial Govt. Victoria, BC V8W 9V1 www.protocol.gov.bc.ca	1-250-387-1616
Registrar of Companies	<i>Delivery Address:</i> 2nd Floor Waddington Building 940 Blanshard Street Victoria, B. C. <i>Mailing Address:</i> PO Box 9431 Stn Prov Govt Victoria, V8W 3E6	General Information 250 387-7848 or 604 775-1041
British Columbia Registry Services	http://www.bcregistryservices.gov.bc.ca/bcreg/corppg/index.page	
	Access Code for <i>Annual Reports</i>	1-250-356-8626) or from lower mainland 604-775-1047
British Columbia Securities Commission	British Columbia Securities Commission 701 West Georgia Street P.O. Box 10142, Pacific Centre Vancouver, B.C. V7Y 1L2 http://www.bcsc.bc.ca/	604-899-6500

(1) A search of the Canadian Trademarks Database can be conducted online and at no charge at www.strategis.gc.ca. A NUANS search can be done for this as well. In the NUANS search, the proposed trademark will be compared with databases of existing trademarks.

SOME USEFUL WEB SITES:	
Evin Ross Publications Ltd.	www.evinross.ca
Statutes	http://www.qp.gov.bc.ca/statreg/
Business Corporations Act	http://www.bclaws.ca/EPLibraries/bclaws_new/document/ID/freeside/02057_00
Securities Transfer Act	http://www.bclaws.ca/EPLibraries/bclaws_new/document/ID/freeside/00_07010_01
B.C. Registry Service Forms	http://www.bcregistryservices.gov.bc.ca/sites/bcreg/corppg/forms.page
Contacts at the Corporate Registry	http://www.bcregistryservices.gov.bc.ca/bcreg/corppg/crcontact.page?#cpr
Declarations of Partnership and Business Name	http://www.onestopbc.ca
The Continuing Legal Education Society of British Columbia	www.cle.bc.ca
BC Gazette	http://www.publications.gov.bc.ca/bcgazette.aspx Email: QPGazette@gems2.gov.bc.ca
QP LegalEze	A subscription service provided by the Queen's Printer for online access to government publications, including the BC Gazette http://www.bcsolutions.gov.bc.ca/qp/

PROFESSIONAL PRACTICES		
Name	Address	Phone No.
Architectural Institute of B.C.	100-440 Cambie Street Vancouver BC V6B 2N5 http://www.aibc.ca	604-683-8588
Certified General Accountants Association of BC	300 – 1867 West Broadway Vancouver BC V6J 5L4 www.cga-bc.org	604-732-1211 1-800-565-1211
College of Dental Surgeons of BC	500 – 1765 West 8 th Avenue Vancouver, BC V6J 5C6 www.cdsbc.org	604-736-3621 1-800-663-9169

PROFESSIONAL PRACTICES		
Name	Address	Phone No.
College of Naturopathic Physicians	Suite 840, 605 Robson Street Vancouver, BC V6B 5J3 www.cnpbc.bc.ca	604-688-8236 1-877-611-8236
College of Pharmacists of British Columbia	200-1765 West 8 th Avenue Vancouver, BC V6J 5C6 http://www.bcpharmacists.org	604-733-2440 1-800-663-1940
College of Physicians and Surgeons of British Columbia	400 - 855 Beatty Street Vancouver, BC V6B 1C1 https://www.cpsbc.ca/	604-733-7758 1-800-461-3008
College of Psychologists	404 – 1755 West Broadway Vancouver, BC V6J 4S5 www.collegeofpsychologists.bc.ca	604-736-6164 1-800-665-0979
Consulting Engineers of BC	1258 – 409 Granville Street Vancouver, BC V6C 1T2 http://www.cebc.org	604-687-2811
Institute of Chartered Accountants of British Columbia	500 One Bentall Centre 505 Burrard Street Box 22 Vancouver, BC V7X 1M4 www.ica.bc.ca	604-681-3264 1-800-663-2677
Insurance Brokers Association of B.C.	1300 – 1095 West Pender Street Vancouver, BC V6E 2M6 www.ibabc.org	604-606-8000
Law Society of British Columbia	845 Cambie Street Vancouver, BC V6B 4Z9 http://www.lawsociety.bc.ca	604-669-2533 1-800-903-5300
College of Opticians of British Columbia	Suite #420 – 2025 West Broadway Vancouver, BC V6J 1Z6 www.cobc.ca	604-278-7510 1-888-771-6755

GLOSSARY

Each chapter contains the appropriate definitions for words relevant to the specific subject matter. There are, however, some words used in different chapters or commonly used with respect to companies, and the following list (without being exhaustive) sets out some of those words. There are numerous other definitions set out in the Act.

Term	Description
Act	The <i>Business Corporations Act</i> of British Columbia and any amendment thereto.
Articles	<p>The rules and regulations that govern the operation of the company. Together with the Incorporation Agreement, they constitute a contract between the company and its shareholders, present and future, to the same extent as if they had been signed and sealed by the company and every shareholder.</p> <p>The Articles are described in Section 12 of the Act and they include:</p> <ul style="list-style-type: none"> • The Articles of a company recognized under the Act; • the Articles or Articles of Association of a pre-existing company; • the by-laws of a company incorporated: <ul style="list-style-type: none"> • under a former <i>Companies Act</i> that did not provide for Articles or Articles of association; or • by a special or private Act; and • any other record that under the Act constitutes the Articles of a company.
Capital	<p>Essentially, the amount of money (or non-cash consideration) paid to a company in consideration for the issuance of shares of the company.⁽¹⁾</p> <p>More precisely, the capital of a company is the total of:</p> <ul style="list-style-type: none"> • the aggregate amount that has been paid to the company for the purchase of shares of all classes without par value, and • the aggregate par value of all outstanding shares with par value(s), and

⁽¹⁾ Note that the definition of capital under corporate law principles differs from the definition of capital under the *Income Tax Act* (Canada)

Term	Description
	<ul style="list-style-type: none"> • any other amounts added to the capital by resolution under the Act, <p>minus the amount(s) of any reduction(s) of capital such as when the company buys back its own shares through redemptions or retractions.</p> <p>For any particular class of shares:</p> <ul style="list-style-type: none"> • if the shares have a par value, the capital of that class is determined by multiplying the number of issued shares by the par value, regardless of the amount actually paid for the shares; and • If the shares are without par value, the capital of that class is the total paid for all shares of the class, which can be determined by multiplying the number of issued shares by the amount set by the directors as the issue price for the shares. <p>In addition, the company may add to or reduce its capital by the type of resolution set out in the Act.</p>
Charter	<p>An instrument emanating from the sovereign power (government) in the nature of a grant. An act of the legislature creating a company.</p> <p>In relation to a company, it is a general term which includes:</p> <ul style="list-style-type: none"> • the company's Articles, notice of Articles or Memorandum, regulations, bylaws or agreement or deed of settlement, and every alteration to them; and • if the company was incorporated, continued or converted by or under, or if the company resulted from an amalgamation under, an Act, statute, ordinance, letters patent, certificate, declaration or other equivalent instrument or provision of law, that record and every alteration to it applying to the corporation.
Common share	See “Share”
Company	A corporation, recognized as a company under the Act or a former <i>Companies Act</i> that has not, since its most recent recognition or restoration as a company, ceased to be a company.
Company Act	The previous <i>Company Act</i> R.S.B.C. 1996 c. 62
Companies Act	Acts which preceded the <i>Company Act</i> R.S.B.C. 1996 c. 62

Term	Description
Consent Resolution	<p>A resolution consented to by the necessary shareholders (or directors) in writing, rather than at a meeting.</p> <p>The number of shareholders or directors required to sign varies depending upon the resolution's effects, the Act, and the Articles of the company, but generally resolutions consented to in writing must be unanimously approved (i.e. all voting shareholders, directors, etc., as the case may be, must sign).</p>
Corporation	<p>A company, body corporate, association or society or body politic and corporate, however and wherever incorporated, but does not include a municipality. More generally, a Company, or entity comparable to a company in that it is "incorporated" under a statute. Examples include incorporated societies, federal corporations, and corporations incorporated in other provinces or countries.</p>
Debenture	<p>A security for a loan of money issued by a company, usually creating a charge on the whole or a part of the company's stock and property.</p> <p>Since the enactment of the <i>Personal Property Security Act</i>, private companies rarely use this type of security.</p>
Director	<p>A person who is a member of a company's (or corporation's) board of directors, appointed or elected to manage and direct the affairs of a company. As a whole, the board of directors has the legal responsibility of exercising control over the officers and affairs of that company.</p>
Disclosable interest	<p>If the company enters or proposes to enter into a contract or transaction with:</p> <ul style="list-style-type: none">• a director or senior officer of the company;• another company, a director or senior officer of which is also a director or senior officer of the company (the "Other Party"), or• an associate of such director or senior officer or Other Party; <p>and the contract or transaction is material to both the company and the director or senior officer or the Other Party, then the director or senior officer has a "disclosable interest" and must disclose his or her interest or the interest of the Other Party to the company as set out in the Act.</p>

Term	Description
Escrow	An arrangement where a document or documents are deposited with a third party (the “escrow holder”) who is not usually party to those agreements, who then holds the documents in trust until all the conditions of the arrangement are fulfilled. The escrow document(s) are then delivered to the party entitled to them (see the Miscellaneous chapter – Escrow Agreement).
Exceptional resolution	A resolution defined by the Articles as requiring a greater majority than the special majority .
Extraprovincial company	A corporation which conducts business in British Columbia while its home jurisdiction is outside British Columbia and which has been registered with the Registrar of Companies. Registration of such corporations is required under the Act.
Facilitator	A person who enters into a contract on behalf of a company before it is incorporated.
General Meeting	A meeting of the shareholders of a company.
Insider	<p>For a private company:</p> <ul style="list-style-type: none"> • a director, senior officer, or holder of shares which carry a total of more than 1/10 of the votes which can be cast at a general meeting, or an associate of any of these; • the company itself or any affiliate of the company; • an employee of or professional advisor or consultant to, the company; or • a director or senior officer of another corporation if that corporation is an insider of the company.
Insolvent	Unable to pay debts as they become due in the ordinary course of business.
Joint ownership/ Joint tenancy	Ownership of property where two or more parties each have a right, in the case of death of the other owner(s), to automatic ownership of the deceased former owner’s rights in the property, as opposed to the deceased owner’s portion becoming part of that deceased owner’s estate (and being passed on by will or intestacy). Unless a share certificate specifically states that the co-owners are “tenants in common”, the common law deems them to be “joint tenants” (see <i>Robb v. Robb</i> (1993) 79 B.C.L.R. (2d) 7 (S.C.)). See also Tenants in common .

Term	Description
Member	see Shareholder
Memorandum	The document described in Section 5 of the <i>Company Act</i> R.S.B.C. 1996 c. 62; includes the Memorandum of a pre-existing company, as originally executed, or as altered pursuant to the <i>Company Act</i> or any former <i>Companies Acts</i> , and also includes the Certificate of Incorporation of a company incorporated under the <i>Companies Act</i> , 1878, and a Memorandum that may be required pursuant to Section 36 of the regulations to the <i>Company Act</i> .
Minutes	A record of all proceedings at a meeting. Minutes must be signed by the chair of the meeting or by the chair of the next succeeding meeting as evidence of the proceedings.
NWPTA	The New West Partnership Trade Agreement (NWPTA) between BC, Alberta and Saskatchewan came into effect July 1, 2012. This agreement replaces TILMA (the Trade, Investment, and Labour Mobility Agreement), which previously existed between BC and Alberta and expands the TILMA provisions to include the Province of Saskatchewan. For corporate services departments, the effects of NWPTA are similar to those of TILMA in that it simplifies and/or removes duplicated registration and reporting requirements for businesses incorporated in one of the provinces and extraprovincially registered in another. If requirements are met in one province, they are deemed to be met in the other province.
Ordinary resolution	A resolution passed by the shareholders at a general meeting by a simple majority cast in person or by proxy by shareholders who have the right to vote at general meetings. Also, a resolution that has been submitted to all of the shareholders who would have been entitled to vote on it in person or by proxy at a general meeting of the company and that has been consented to in writing by such shareholders holding shares carrying at least a special majority of the votes entitled to be cast on it. A resolution so consented to shall be deemed to be an ordinary resolution passed at a general meeting of the company.
Parent corporation	A corporation that holds shares in another corporation.
Pari Passu	“At the same pace or rate.” A term used when different classes (or series) of shares have the same rights (or restrictions) as each other: such shares “rank pari passu” with each other or “are entitled pari passu” with each other.

Term	Description
Preferred share	See “ Share ”
Pre-existing company	A company that was recognized under any former Company Act that has not been dissolved, or if dissolved, has been fully restored.
Private company	A company that is not a public company, a reporting issuer, a reporting issuer equivalent or a company within a prescribed class of companies.
Protected purchaser	<p>“Protected purchaser” means a purchaser of a certificated or uncertificated security (share), or of an interest in the security (share) who:</p> <ul style="list-style-type: none"> • gives value (i.e. establishes a security entitlement to the security by way of payment, contract or otherwise), • does not have notice of any adverse claim to the security, and • obtains control of the security.
Proxy	<p>A person who is substituted or deputed by another to represent him or her or act for him or her at a meeting, particularly at a general meeting of the shareholders.</p> <p>According to the Act, a record by which a shareholder appoints a person as the nominee of the shareholder to attend and act for and on behalf of the shareholder at a meeting of shareholders.</p>
Public Company	<p>A company that:</p> <ul style="list-style-type: none"> • is a reporting issuer. • is a reporting issuer equivalent, • has registered its securities under the U.S. <i>Securities Act</i>, • has any of its securities traded on or through a securities exchange or reported through a quotation and trade reporting system.
Quorum	The number of persons required to be present at the opening of a meeting to properly constitute a meeting.
Rateably	A term used in the Act in connection with the purchase of shares from shareholders; meaning proportionately or pro rata.

Term	Description
Registrar	The Registrar of Companies or other duly authorized person performing his or her duties as registrar under the Act.
Reporting company	See “ Public company ”
Reporting Issuer	<p>Has the same meaning as in the <i>Securities Act</i>, and essentially refers to companies which sell their shares on a stock exchange or similar market, or have taken steps to begin publicly trading their shares.</p> <p>The <i>Securities Act</i> defines the “reporting issuer” as an issuer:</p> <ul style="list-style-type: none"> • that has issued securities in respect of which: <ul style="list-style-type: none"> • a prospectus was filed and a receipt was issued; • a statement of material facts was filed and accepted; or • a securities exchange take over bid circular was filed; • securities of which have been at any time listed and posted for trading on any exchange in British Columbia; or • that has done any of a number of other corporate acts involving another company that is a reporting issuer, or otherwise dealt with in the <i>Securities Act</i>.
Reporting issuer equivalent	A corporation that, under the laws of any Canadian jurisdiction other than British Columbia, is a reporting issuer or an equivalent of a reporting issuer.
Security/securities	When used in the definition of “reporting issuer” and in similar definitions, a general term referring to almost any type of right of ownership or potential ownership, such as a share, an option, a convertible debt, or the like. It usually refers to a share.
Shareholder	Generally, an owner of a share of a corporation. To be more legally precise, a person whose name is entered in a Securities Register of a company as a registered owner of a share of the company or, until such an entry is made, an incorporator (or, in the case of a pre-existing company, a subscriber)
Share	<p>An ownership interest in a company, represented by a share certificate. The actual proportion of the company that the share represents depends upon the total number of shares issued and outstanding, and the rights and restrictions, if any, attached to those shares.</p> <p>For instance, in a company with only two identical shares</p>

Term	Description
Share (<i>Continued</i>)	<p>issued, ownership of a single share represents ownership of one-half of the company, while in a company with a million identical shares outstanding, ownership of a single share represents ownership of one-millionth of the company.</p> <p>The actual rights that result from ownership of a share depend upon the rights and restrictions, if any, attached to the shares of the company.</p> <p>The most basic form of share, often referred to as a “common” share, entitles its holder to the following (unless prohibited by special rights and restrictions set out in the Articles of the company):</p> <ul style="list-style-type: none"> • the right to one vote per share at a general meeting of the company, • the right to receive dividends, if declared by the directors, equal in amount to the dividend on each other share of the same class, i.e. the total dividend declared for a class of shares is divided equally among all the shares of that class, and • upon the dissolution or winding up of the company, the right to receive a portion of whatever assets of the corporation remain upon payment of all of the corporation’s debts and any amounts that must be paid out with respect to any other classes of shares in preference to the common shares. The amount each shareholder receives in such circumstances is proportionate to the number of shares held in relation to the number of shares of the same class held by other shareholders, i.e. the remaining assets are divided proportionately among the holders of identical shares. <p>Shares which give their holders a “preference” with respect to the payment of dividends, with respect to the return of capital on winding-up, and/or some other preferential treatment, are sometimes referred to as “preferred” shares.</p> <p>Note that the terms “common” and “preferred” have no strict legal meanings, and therefore the rights and restrictions attaching to any class of shares in the Articles of the company should be checked rather than assuming that the share class name has any particular meaning.</p> <p>Sometimes, particularly in the U.S., “shares” are referred to as “stock” in a corporation, rather than shares of a corporation.</p>

Term	Description
Special majority	<p>The majority of votes required for the company to pass a special resolution at a general meeting.</p> <p>The Articles may set out the required majority, which must be a single fraction or percentage between 2/3 and 3/4 (inclusive) of the votes cast on the resolution.</p> <p>If the Articles do not contain such a provision, then a special majority is 2/3 of the votes cast on the resolution (3/4 of the votes cast if the company is a pre-existing company).</p> <p>The Articles of a company may designate a special majority for specific special resolutions – in other words, the Articles may specify different special majorities for different special resolutions approving different actions.</p>
Special resolution	<p>A resolution passed at a general meeting under the following circumstances:</p> <ul data-bbox="638 840 1438 1186" style="list-style-type: none">• notice of the meeting specifying the intention to propose the resolution as a special resolution is sent to all shareholders holding shares that carry the right to vote at general meetings at least the prescribed number of days before the meeting;• a majority of votes cast by shareholders voting shares that carry the right to vote at general meetings is cast in favour of the resolution and constitutes at least a special majority. <p>Also, a resolution consented to in writing by all of the shareholders holding shares that carry the right to vote on the resolution.</p>
Special rights and or restrictions	<p>The special rights and restrictions (if any) attached to shares of the company as set out in the Articles of the company. These rights and restrictions may include rights or restrictions on:</p> <ul data-bbox="638 1501 1438 1890" style="list-style-type: none">• voting at shareholders meetings;• the declaration of dividends;• entitlement on liquidation;• redemption and retraction;• conversion into or exchange for the same or any other kind, class or series of shares;• rights or first refusal on allotment or transfer; or• the nomination or appointment of directors.

Term	Description
Special separate resolution	<p>A resolution passed at a meeting of shareholders holding the same class or series of shares under the following circumstances:</p> <ul style="list-style-type: none"> • notice of the meeting specifying the intention to propose the resolution as a special separate resolution is sent to all shareholders holding shares of that class or series of shares at least the prescribed number of days before the meeting; • the majority of the votes cast by shareholders voting shares of the class or series of shares is cast in favour of the resolution; • the majority of votes cast in favour of the resolution constitutes at least: <ul style="list-style-type: none"> • the majority of votes specified in the Articles for shareholders holding shares of that class or series of shares to pass a special separate resolution, if that specified majority between 2/3 and 3/4 (inclusive) of the votes cast on the resolution; or • if no such provision is contained in the Articles, 2/3 of the votes cast on the resolution, or 3/4 of the votes cast on the resolution if the company is a pre-existing company, or • a resolution passed by being consented to in writing by all of the shareholders holding shares of the applicable class or series of shares.
Statutory business hours	9 a.m. to 4 p.m. except Saturdays and holidays (where Sunday is defined under B.C. law as a holiday)
Subsidiary	A corporation the shares of which are owned in whole or in part by another corporation. The parent corporation owns all the shares of a “wholly owned subsidiary”.
Tenants In Common	See also definition of “Joint Tenants.” Co-owners of property in legal circumstances where, if a co-owner dies, his or her rights in the property pass to his or her beneficiaries through his or her estate, rather than automatically passing to the other co-owner. Unless a share certificate specifically states that the co-owners are “tenants in common,” the common law deems them to be “joint tenants”. Similarly, if a corporation holds property, such as a share, as a “tenant in common”, if the corporation is dissolved the interest in the property would devolve to the shareholders or creditors of that corporation.

Term	Description
TILMA	See NWPTA
Transition	The procedure required to rollover pre-existing companies from any former <i>Company Act</i> to the <i>Business Corporations Act</i> .
Unanimous resolution	A resolution passed by being consented to in writing by all of the shareholders entitled to vote on the resolution

LAW SOCIETY RULES

It is very important that the legal assistant or secretary be familiar with the Law Society Rules governing the legal profession. More specifically, the legal assistant or legal secretary should know, and adhere to, the rules as they relate to what the legal assistant is allowed to do (Rules 4 to 8 and in particular paragraphs 8 (d), regarding corporate proceedings). As these rules may change from time to time, they should be reviewed periodically.

Chapter 12 of The Law Society of British Columbia Professional Conduct Handbook (Supervision of Employees) defines the role of the legal assistant as follows:

Responsibility for all business entrusted to lawyer

1. A lawyer is completely responsible for all business entrusted to the lawyer. The lawyer must maintain personal and actual control and management of each of the lawyer's offices. While tasks and functions may be delegated to staff and assistants such as students, clerks and legal assistants, the lawyer must maintain direct supervision over each non-lawyer staff member.

Matters requiring professional skill and judgement

2. A lawyer must ensure that all matters requiring a lawyer's professional skill and judgement are dealt with by a lawyer and that legal advice is not given by unauthorized persons, whether in the lawyer's name or otherwise.

Signing correspondence

3. Letters on the letterhead of a law firm, when signed by a person other than a practising lawyer, must indicate the status or designation of the signing person for the information of the recipient.

Legal assistants

4. There are many tasks that can be performed by a legal assistant working under the supervision of a lawyer. It is in the interests of the profession and the public for the delivery of more efficient, comprehensive and better quality legal services that the training and employment of legal assistants be encouraged.
5. Subject to this chapter, a legal assistant may perform any task delegated and supervised by a lawyer, but the lawyer must maintain a direct relationship with the client and has full professional responsibility for the work.
 - 5.1 A lawyer may delegate tasks or functions to a legal assistant if
 - (a) the training and experience of the legal assistant is appropriate to protect the interests of the client, and

- (b) provision is made for the professional legal judgement of the lawyer to be exercised whenever it is required.
6. Except as permitted under the *Legal Services Society Act*, section 9, a lawyer must not permit a legal assistant to:
- (a) perform any function reserved to lawyers, including but not limited to:
 - (i) giving legal advice,
 - (ii) giving or receiving undertakings, and
 - (iii) appearing in court or actively participating in legal proceedings on behalf of a client, except in a support role to the lawyer appearing in the proceedings,
 - (b) do anything that a lawyer is not permitted to do,
 - (c) act finally and without reference to the lawyer in matters involving professional legal judgement, or
 - (d) be held out as a lawyer, or be identified other than as a legal assistant when communicating with clients, lawyers, public officials or with the public generally.
7. A lawyer who employs a legal assistant must ensure that the assistant is adequately trained and supervised for the tasks and functions delegated to the assistant.
8. This rule is subject to Rule 5.1. It illustrates, but does not limit, the general effect of that rule.

The following are examples of tasks and functions that legal assistants may perform with proper training and supervision:

- (a) attending to all matters of routine administration,
- (b) drafting or conducting routine correspondence,
- (c) drafting documents, including closing documents and statements of accounts,
- (d) drafting documentation and correspondence relating to corporate proceedings and corporate records, security instruments and contracts of all kinds, including closing documents and statements of account,
- (e) collecting information and drafting documents, including wills, trust instruments and pleadings,
- (f) preparing income tax, succession duty and estate tax returns and calculating such taxes and duties,

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- (g) drafting statements of account, including executors' accounts,
 - (h) attending to filings,
 - (i) researching legal questions,
 - (j) preparing memoranda,
 - (k) organizing documents and preparing briefs for litigation,
 - (l) conducting negotiations of claims and communicating directly to the client, provided that the lawyer reviews proposed terms before the legal assistant offers or accepts a settlement.
9. The following are examples of tasks and functions that a lawyer must attend to personally and that legal assistants must not perform. This list illustrates, but does not limit, the general effect of Rule 6:
- (a) attending on the client to advise and taking instructions on all substantive matters,
 - (b) reviewing title search reports,
 - (c) conducting all negotiations with third parties or their lawyers, except as permitted in Rule 8,
 - (d) reviewing documents before signing,
 - (e) attending on the client to review documents,
 - (f) reviewing and signing the title opinion and/or reporting letter to the client following registration,
 - (g) reviewing all written material prepared by the legal assistant before it leaves the lawyer's office, other than documents and correspondence relating to routine administration,
 - (h) signing all correspondence except as permitted in this chapter,
 - (i) attending at any hearing before the court, a registrar or an administrative tribunal or at any examination for discovery except in support of a lawyer also in attendance.

FEE SCHEDULE

	Record to be filed	Fee
1.	Incorporation, amalgamation or restoration of a company	\$350.00 ⁽¹⁾
2.	Extra-provincial company: registration, amalgamation or restoration	\$350.00 ⁽¹⁾
3.	Conversion of a special Act corporation to a British Columbia company	\$100.00 ⁽¹⁾
4.	Filing each Annual Report	\$43.39 ⁽¹⁾
5.	Changing the name of a company or registering a change of name or assumed name of an extra-provincial company	\$100.00 ⁽¹⁾
6.	Certificate, certified record or certified copy of a record	\$25.00 ⁽¹⁾
7.	Each search conducted by persons other than government personnel	\$7.00 ⁽¹⁾
8.	Each search conducted by government personnel	\$10.00 ⁽¹⁾
9.	Copy of or extract from any record, for every page or part of a page	\$0.50 ⁽¹⁾
10.	Continuation into British Columbia, out of British Columbia or amalgamation under Division 4 of Part 9	\$350.00 ⁽¹⁾
11.	Pre-vetting of records to be filed with the Registrar (when offered)	\$100.00 ⁽¹⁾
12.	Name search of a maximum of 3 names, including assumed names, on application for name reservation ⁽²⁾	\$30.00 ⁽¹⁾
13.	Filing of a Notice of Alteration	\$100.00 ⁽¹⁾
14.	Filing any record (other than a transition application or a post-restoration transition application) for which there is no other fee – each record	\$20.00 ⁽¹⁾
15.	Priority service (when offered)	\$100.00 ⁽¹⁾
16.	Future effective dated filings	\$100.00 ⁽¹⁾
17.	Withdrawal of a future dated filing	\$20.00 ⁽¹⁾
18.	For a transition package for a company, consisting of a certified copy of the company's memorandum, a certified copy of the company's articles and a transition guide	\$40.00 ⁽¹⁾

⁽¹⁾ In addition to this fee, a further operator fee of \$1.50, plus G.S.T. applicable to the operator fee may be charged for any transaction done by electronic means from a location outside a government office or a government office by a person who is not a government employee. (E.g. when filing an Annual Report through BC Online, the fee charged would be \$43.39 (filing fee) + \$1.50 (service fee) + G.S.T. on \$1.50 (\$0.11) for a total of \$45.00.

⁽²⁾ This fee is not refunded if a name is not accepted.

CHEQUES MUST BE PAYABLE TO THE MINISTER OF FINANCE

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