

INFORMATION FOR FULL RESTORATION OF A BC UNLIMITED LIABILITY COMPANY BY THE COURT

Thank you for your request on how to restore a BC unlimited liability company under section 360 of the *Business Corporations Act* (the Act).

WHO CAN APPLY?

Full Restorations:

This information package outlines the steps for a **court ordered full restoration** of a BC unlimited liability company by a related person (Part A) and for the conversion of a court ordered limited restoration

to a court ordered full restoration by a related person (Part B).

A “related person” is defined as a director, officer or shareholder of the company at the time of its dissolution, or the heir or personal or other legal representative of a deceased shareholder.

The Act provides for two ways in which a dissolved company can be restored:

- 1) restoration approved by the registrar; and
- 2) restoration by the Supreme Court.

There are some instances where the Act requires the authority of the court to restore a company. In these instances it will be necessary to apply to the Supreme Court for an order to restore the company. For example, if the dissolution of the company occurred before the Act came into force March 29, 2004 and the application to restore is made more than ten years after the dissolution, then the application for restoration must be made to the court.

Another reason to apply to the court is the distinction in the Act between a limited restoration and a full restoration. Only a “related person” (see definition above) can apply to the registrar for the full restoration of a company. On the other hand a restoration application to the court provides for “an appropriate person to make the application”. Therefore, an applicant who is not related to the company would have to apply to the court for a full restoration.

Further, if the company owned land at the time of its dissolution, that land escheats to the Crown under the *Escheat Act*. If the company has been dissolved for **more** than two years, section 4(5) of the *Escheat Act* requires a court order for the vesting of the land back to the dissolved company. Therefore, it may be simpler to apply to the court for a court ordered restoration and include the vesting of the land in that same application to the court.

A restoration of a dissolved company by the registrar is outlined in a separate information package. For an information package on how to apply for a registrar-approved restoration, go to the Corporate Registry website at www.fin.gov.bc.ca/registries or contact us directly at 250 356-8626. If calling from the Greater Vancouver area, the direct dial free line is 604 775-1047.

Limited Restorations:

Information is also available on our website on how to restore a company for a limited period. Limited restorations are usually done in order to undertake or finalize a particular legal transaction with the company. When the limited period expires, the company is dissolved again.

However, the Act also provides for legal proceedings to be taken against a dissolved company within two years of its dissolution **without** having to restore the company at all.

A legal proceeding may be continued or brought against a company within two years after its dissolution as if the company had not been dissolved. See section 346(1)(b) of the Act (refer to Appendix B).

PART A COURT ORDERED FULL RESTORATION

STEP ONE

The first step in a court ordered restoration is to contact the Corporations Unit of the Corporate Registry at 250 356-8626 (or, from the Greater Vancouver area, the direct dial free line is 604 775-1047) to establish that the company is dissolved. The Corporations Unit will provide you with a search print of the company showing its date of dissolution and the address of the company's registered office.

STEP TWO

The next step in restoration is to ensure the name of the company is available. As the company's name is no longer protected once it is dissolved, the original name may not be available for restoration. The Name Approval Request form attached allows you to make a maximum of three choices of names, in descending order of preference. The filing fee for this form is \$30.

If reserving a name, please enter on the Name Approval Request form in the “Additional Information” section the word “Restoration”.

Unless the name of the company at the time of dissolution had "B.C. Unlimited Liability Company" after the incorporation number of the company, the company must restore as the company name at the time it was dissolved, or, if that name is not available, a new reserved name. Once the company has been restored, the company may then change its name by adding "B.C. Unlimited Liability Company" after the incorporation number of the company and filing a Form 11, Notice of Alteration.

If the name of the company at the time of dissolution had "B.C. Unlimited Liability Company" after the incorporation number of the company and the company is to be restored with the same numbered name, then Step Two can be omitted. This information must be indicated on the Restoration Application in Item C.

You can apply for your name in the following ways:

OVER THE INTERNET:

If you wish to submit your Name Approval request electronically to the Name Reservation Unit for examination, at the Corporate Registry, phone 250 356-2893 (or 604 775-1044 the direct dial free line from Greater Vancouver) for instructions regarding Name Requests Online at www.bcregistrynames.gov.bc.ca. Payment is by credit card. There is online information you can access and a video demonstration to help you through the process. The fee to submit online is \$30 and a BC OnLine service fee of \$1.50 plus HST.

BY SERVICE BC CENTRE:

Visit your local Service BC Centre office. Upon payment of the specified fee, they can provide you with the Name Approval Request form and will submit your request to the Name Reservation Unit for examination, at the Corporate Registry. For a location near you, go to www.servicebc.gov.bc.ca

BY ONESTOP SERVICE DELIVERY LOCATION:

Visit your local OneStop service delivery location. Upon payment of the specified fee, they can provide you with the Name Approval Request form and will submit your request to the Name Reservation Unit for examination, at the Corporate Registry. User fees may apply. For a location near you, go to www.bcbusinessregistry.ca

Note: OneStop service delivery locations are able to assist with some business start-up information. Once your business has been established, the OneStop locations are a great source for business resource materials.

BY BC ONLINE:

If you have a BC OnLine account you can submit your request electronically.

BY MAIL:

Submit your Name Approval Request form, with fee by cheque or money order payable to the Minister of Finance, to the Corporate Registry, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

Note: You should allow for an additional 5 to 7 working days for your name approval to be processed if you choose to submit by mail.

For information regarding completion of your Name Approval Request form, contact the Corporate Registry at **250 356-2893**. If calling from the Greater Vancouver area, the direct dial free line is **604 775-1044**. Corporate Registry staff **cannot** provide legal or business advice.

The Restoration Application and any other restoration documents required by the registrar cannot be processed until the name has been approved and reserved.

Note: Once your name is approved, it is reserved for you for a period of 1 year plus 56 calendar days.

STEP THREE

Next you must advertise your intent to restore the company in the British Columbia Gazette for one week prior to the date of the court granting the order in Step 5.

For information on the gazetting process, including the publication deadline date (notices must reach the British Columbia Gazette, no later than 1:30 p.m. on the date indicated on their Insertion Schedule) and the fees required, contact the Queen's Printer. The phone number is 250 387-4191, the fax number is 250 387-1120 or mail to PO Box 9452 Stn Prov Govt, Victoria BC V8W 9V7 or visit their website at www.publications.gov.bc.ca

Sample wording for the gazette notice for a Restoration Application:

RESTORATION APPLICATION

Take notice that a restoration application will be made to the registrar of companies to restore: **[insert company name], [insert incorporation number]**.

Dated at **[insert city]**, B.C., this **[insert day]** day of **[insert month]**, **[insert year]**. – **[insert name of person applying for gazette notice], [insert relationship to company]**

A copy of the British Columbia Gazette publication containing your notice will be mailed to you by Queen's Printer.

The search print provided in Step One will show the registered office address of the company where you are to mail the notice. You must send by registered mail a notice of your intent to restore the company to the mailing address of the registered office of the company, or if the mailing address is not shown, to the last address shown in the Corporate Register as the registered office address.

STEP FOUR

The next step in the process is to make an application to the Supreme Court of British Columbia (the court) for an order to restore the company. See section 360 of the *Business Corporations Act* (refer to Appendix C). The application to the court is a two part procedure. The first part is outlined here in Step Four and the second part is outlined in Step Six. You may also wish to reference Appendix B entitled "Practice Direction" issued by the Supreme Court of British Columbia.

For complete instructions and information on the court restoration process, along with the fees required, contact the British Columbia Superior Courts. Visit www.courts.gov.bc.ca for a listing of court addresses, phone and fax numbers. Information packages are available from most court registries.

The initial application to the court consists of a requisition and the first affidavit. For the majority of applications, the following facts must be established:

- the date the company was dissolved;
- the reasons why the company was dissolved;
- the identity of the person applying for restoration;
- where the application is for a full restoration, that the person applying for the restoration is a related person within the meaning of section 354(2) of the *Business Corporations Act* or the reasons why the court should order that person is an appropriate person to make the application according to section 354(2)(a)(iii) or (b)(iii) of the *Business Corporations Act*;
- the reasons and interest of the person applying for restoration in doing so;
- the reasons why an order should contain terms and conditions which would give the order sought retrospective effect pursuant to section 360(5);
- that notice of the application was published in the Gazette (the entire page of the Gazette showing the date of publication must be attached as an exhibit marked in such a way to identify the relevant announcement);
- that notice of the application was mailed to the last address shown as the registered office of the company (a copy of the corporate search conducted in the Corporate Registry should be attached as an exhibit as well as a copy of the letter and the envelope in which the letter was mailed); and
- the name under which the company will be restored.

Note: If the company, at the time of dissolution held land, an interest in land or personal property, refer to Appendix A attached.

Should the company apply for restoration under a new name, both names must be set out in the initial application (requisition and affidavit) to the court (e.g. Old Name **being restored as** New Name).

Once the initial application is completed the affidavit must be witnessed by a notary public or commissioner for taking oaths. Return the initial application (requisition and affidavit), **in duplicate**, along with the required court fees, to the court. The court clerk will file one copy, open your action number, and stamp and return the duplicate copy of the application to you.

STEP FIVE

After filing documents with the court, the applicant submits by fax or mail the stamped duplicate copy of the application that was filed in the courts (consisting of requisition and affidavit) to the Corporate Registry. Our fax number is 250 356-8923 or mail to the Corporate Registry, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3. Ensure your application contains the full name and mailing address of the applicant.

Next, this office will prepare the registrar's consent to the restoration. The consent letter will be mailed to the applicant for restoration at the mailing address indicated in the application. The consent is valid for six months.

STEP SIX

The applicant must file a second affidavit and a draft order with the Supreme Court of British Columbia (the court). This affidavit must establish by personal knowledge that:

- Notice of the initial application in Step Four was sent to the Registrar of Companies and that the registrar has consented to the restoration (the registrar's consent should be attached as an exhibit).

You must also prepare a draft copy of the court order. Once the draft copy of the court order is completed and the second affidavit has been witnessed by a notary public or commissioner for taking oaths, submit the draft order and affidavit to the court. The court will review the draft order and affidavit and grant or deny the court order. If the order is denied, then you must comply with what the court requests.

STEP SEVEN

Once the order has been granted, the Restoration Application Full Restoration, **Form 30U**, attached is to be completed and submitted to the Corporate Registry for filing. Any outstanding Annual Reports, Notice of Change of Directors, as well as the appropriate fees, must accompany the Restoration Application. The letter of consent to restore may request you also provide the registrar with a copy of the court order. Complete Item I (not Item H) of the Restoration Application to indicate you have obtained the court order.

Note: The Business Corporations Act requires a company to maintain a Dissolved Company Records Office for a period of two years after dissolution of the company. The location of these dissolved company records must be indicated in Item K of the application.

If the Dissolved Company's Records Office location is not available, then complete Item L of the application.

The addresses indicated in either Item K or Item L will become the new Records Office for the company once it is restored.

All filings must include the fees as follows:

Restoration Application	\$350.00
Each Annual Report	\$ 43.39
Each Notice of Change of Directors	\$ 20.00
Priority Service (optional)	\$100.00

All filings are processed on a first-come, first-served basis unless you pay an additional priority fee. If you wish the filings to be processed on a **priority basis**, an **additional \$100 for each service** will be required. If the filings are being submitted on a priority basis, clearly indicate on both the envelope and the filings that the submission is a priority.

A priority service is considered completed when the document is filed or the service request is completed. Turnaround is usually within 24 hours.

Note: If a document to be filed has errors and requires correction, then those corrections must be made and returned to this office within the 24 hour period to maintain priority status.

Send your filings, with cheque or money order payable to the Minister of Finance, to:

Mailing Address:

Corporate Registry
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

STEP EIGHT

Once the order is granted and the documents in Step Seven meet all requirements and have been filed, the company will be restored.

The registrar will:

- Publish a notice of the restoration on the Queen's Printer website www.qplegaleze.ca
- Provide a certificate and, if requested to do so, provide a certified copy of the Restoration Application to the company at the registered office mailing address.
- Provide a copy of the certificate to the applicant at the address indicated on the Restoration Application.

- Provide to the company a certified copy of the Notice of Articles as altered (for a company who has transitioned).
- Provide to the company, if requested to do so, a certified copy of the Notice of Articles as altered for each Notice of Change of Directors filed (for a company who has transitioned).
- Provide to the company, if requested to do so, confirmation of the change of directors (for a company who has not transitioned).

PART B CONVERSION OF LIMITED COURT ORDERED RESTORATION TO FULL COURT ORDERED RESTORATION

Before a limited restoration expires, an application for a full restoration for that company may be made. Step One in the Court Ordered instructions above is not required. This step would have been completed when the client made application for the limited court ordered restoration. However, Steps Three through Seven above apply for conversion of a limited restoration to a full restoration.

If the applicant requires a change of name to the company a Notice of Alteration can be filed after the full restoration is completed.

PART C ADDITIONAL INFORMATION

For information regarding completion of your restoration documentation, contact the Corporate Registry at **250 356-8626**. If calling from the Greater Vancouver area, the direct dial free line is **604 775-1047**. Corporate Registry staff **cannot** provide legal or business advice.

ESCHEAT CLAIMS BACKGROUND INFORMATION

When Issues Involving Escheats Arise

Issues involving escheats arise in a variety of situations. Probably the most frequent situation is when a corporation is dissolved for failure to file annual reports and, at the time of dissolution, held land, an interest in land or personal property. Occasionally, situations occur where someone dies without a will and no one exists who would be entitled to the estate.

The Crown is the owner of otherwise ownerless property, by Crown prerogative. The *Escheat Act*, R.S.B.C. 1996, c.120, codifies parts of the common law.

Options for the Applicant in Escheat Matters

Section 4(1) of the *Escheat Act* provides that land in British Columbia held by a corporation (includes an extraprovincial company) when it dissolves, escheats to the Crown, but section 4(3) provides that the government must not dispose of it for two years following the dissolution. Section 4(4) provides that if the corporation is revived within two years of its dissolution, the revival has the effect as if the land had not escheated and subject to the terms of any court order, the land vests in the corporation.

Applicants who are dealing with a dissolved corporation may have the option of applying to the court for an order to revive the corporations. Where the dissolved corporation was the owner of land upon dissolution, it is important to ensure that the court order addresses the vesting of the land back to the dissolved corporation upon restoration.

A second option to deal with land that was held by a corporation which has dissolved is to proceed with an application for a Ministerial Order through the Escheats Office. Such an application requires approval of the Attorney General or Deputy Attorney General. This process generally takes a number of weeks.

Seek Legal Advice

The Escheats Office strongly recommends that applicants seek independent legal advice on how to proceed with any escheat matter.

FOR FURTHER INFORMATION, contact:

Ministry of Attorney General
Legal Services Branch, Escheat Officer
PO Box 9280 Stn Prov Govt
Victoria, BC V8W 9J7
Phone: 250 356-8819
Fax: 250 387-0700

The following is a reproduction of the text of a Practice Direction issued Chief Justice Brenner on April 6, 2004.

PRACTICE DIRECTION

Re: Applications for Restoration (*Business Corporations Act*)

This Practice Direction replaces the Notice to the Profession issued on October 17, 1990.

Under the ***Business Corporations Act***, SBC 2002, c. 57 an application to restore a company can be made either to the Registrar of Companies or to the court. Applications to the court are only required where more than 10 years has passed since the cancellation or dissolution.

Applications to the court for the full or limited restoration of a company or an extraprovincial company pursuant to sections 360 and 361 of the ***Business Corporation Act***, should be made by desk order pursuant to Rules 10(2) and 41(16.3) of the ***Rules of Court***. An application to extend a limited restoration, or to convert a limited restoration to a full restoration pursuant to section 361, may also be made by desk order so long as the application is made within the limited period of the restoration.

These applications must meet the requirements of the ***Business Corporation Act*** and the ***Rules of Court***.

Applications for the restoration of a society or an extraprovincial society should also be made by desk order. However, such applications remain subject to the Part 9 of the ***Company Act***, R.S.B.C. 1996, c. 62 as though that Act had not been repealed; see section 71(1) of the ***Society Act***, as amended by ***Business Corporations Amendment Act, 2003 c.51, s.289***.

An application under Rule 41(16.3) is commenced by praecipe (*now called requisition*). The affidavits must set out all of the facts necessary to support the application. Since restoration applications are final orders, the affidavits must comply with Rule 51(10), which requires that the material be based on personal knowledge.

The application is a three step process.

Step 1:

Before filing documents with the court, the applicant must fulfill the requirements of section 355 of the ***Business Corporations Act***. Namely, an applicant must:

- (a) publish notice of the application in the Gazette;
- (b) mail notice of the application to the last address shown in the corporate register of the registered office of the company or to the head office in the province, or, if listed, the attorney for, an extraprovincial company; and
- (c) if applicable, reserve a name or an assumed for the company or extraprovincial company.

Step 2

All applications for restoration must include the information required under section 357 of the **Business Corporations Act** and must indicate whether the application is for a full or limited restoration. Applications for full restorations should be supported by an affidavit from a “related person” as defined in section 354 of the **Business Corporations Act**. Where the application is for a limited restoration, the affidavit(s) should be from the person making the application or a lawyer who has reviewed the corporate records and the records of the Registrar of Companies to determine if the requirements under section 355 of the **Business Corporations Act** have been met.

For the majority of applications, the following facts must be established by way of affidavit:

- (1) the date the company was dissolved or the registration of the extraprovincial company was cancelled;
- (2) the reasons why the company was dissolved or the registration of the extraprovincial company was cancelled;
- (3) the identity of the person applying for restoration;
- (4) where the application is for a full restoration, that the person applying for the restoration is a related person within the meaning of section 354(2) of the **Business Corporations Act** or the reasons why the court should order that person is an appropriate person to make the application according to section 354(2)(a)(iii) or (b)(iii) of the **Business Corporations Act**;
- (5) the reasons and interest of the person applying for restoration in doing so;
- (6) the reasons why an order should contain terms and conditions which would give the order sought retrospective effect pursuant to section 360(5);
- (7) that notice of the application was published in the Gazette (the entire page of the Gazette showing the date of publication must be attached as an exhibit marked in such a way to identify the relevant announcement);
- (8) that notice of the application was mailed to the last address shown as the registered office of the company or to the head office in the province, or, if listed, the attorney for, an extraprovincial company (a copy of the corporate search conducted in the Corporate Registry should be attached as an exhibit as well as a copy of the letter and the envelope in which the letter was mailed); and
- (9) the name or assumed name under which the company or extraprovincial company will be restored.

Step 3

After filing the initial praecipe (*now called requisition*) and affidavit(s) as set out above, the applicant must file a subsequent affidavit and a draft order. This affidavit must establish by personal knowledge of the deponent that notice of the application was sent to the Registrar of Companies and that he or she has consented (the original letter from the Registrar signifying his or her consent to the application should be attached as an exhibit).

BUSINESS CORPORATIONS ACT (SBC 2002) Chapter 57

Part 10 – Liquidation and Dissolution and Restoration

Division 8 – Effect of Dissolution

Section 346 – Dissolved companies deemed to continue for litigation purposes

Dissolved companies deemed to continue for litigation purposes

- 346** (1) Despite the dissolution of a company under this Act,
- (a) a legal proceeding commenced by or against the company before its dissolution may be continued as if the company had not been dissolved, and
 - (b) a legal proceeding may be brought against the company within 2 years after its dissolution as if the company had not been dissolved.
- (2) Unless the court orders otherwise, records related to a legal proceeding referred to in subsection (1) may be
- (a) delivered to the company at its address for delivery in the legal proceeding, or
 - (b) if the company does not have an address for delivery in the legal proceeding, served on the company
 - (i) by personal service of those records on any individual who was a director or senior officer of the company immediately before the company was dissolved, or
 - (ii) in the manner ordered by the court.

BUSINESS CORPORATIONS ACT (SBC 2002) Chapter 57
Part 10 – Liquidation, Dissolution and Restoration
Division 11 – Restoration
Section 360 – Applications to the court for restoration

Applications to the court for restoration

- 360** (1) A person may apply to the court to restore a company or to restore the registration of a foreign entity as an extraprovincial company.
- (2) An application may be made under subsection (1)
- (a) for a full restoration, by a related person, or
 - (b) for a limited restoration, by any person.
- (3) An applicant must
- (a) provide to the registrar notice of the application and a copy of any record filed in the court registry in support of it, and
 - (b) obtain the registrar's consent to the restoration.
- (4) On an application under subsection (1), the applicant must provide to the court
- (a) the information required under section 357,
 - (b) the registrar's consent to the restoration, including any terms and conditions that the registrar considers appropriate, and
 - (c) any other information and records required by the court.
- (5) Subject to subsection (8) of this section, on an application under subsection (1), the court may, if it is satisfied that it is appropriate to restore the company or to restore the registration of the foreign entity as an extraprovincial company, make an order, on the terms and conditions, if any, the court considers appropriate, that the company be restored or that the registration of the foreign entity as an extraprovincial company be restored.
- (6) Without limiting subsection (5), in an order made under that subsection, the court may give directions and make provisions it considers appropriate for placing the company or extraprovincial company and every other person in the same position, as nearly as may be, as if the company had not been dissolved or the registration of the foreign entity as an extraprovincial company had not been cancelled.
- (7) Subject to section 368, unless the court orders otherwise, an order under subsection (5) of this section is without prejudice to the rights acquired by persons before the restoration.
- (8) An order under subsection (5) must reflect any terms and conditions referred to in subsection (4) (b).
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NAME APPROVAL REQUEST INSTRUCTIONS

IMPORTANT – READ CAREFULLY

RESEARCH YOUR CHOICES!

The Names Examiner searches the Corporate Register only. This register includes the names of corporations incorporated or registered extraprovincially in British Columbia. It does not include names of British Columbia firms, trademarks or corporations registered outside British Columbia. If you want to ensure your name is not used outside of British Columbia, you could also access the Trademarks database at www.strategis.ic.gc.ca, or you may wish to search other jurisdictions in Canada. Most public business and trademark registers in Canada are reflected in the NUANS database, which may be searched for a fee through private search firms.

The approval of any name is at the discretion of the Registrar. You are paying for three choices. **Do not commit to any name before it is approved.** Provide three choices for each company you wish to name, in descending order of preference. Check them out for potential conflicts through telephone listings, business directories and other publications.

Occasionally this office will reject all three of your choices. If that happens, it will be necessary for you to complete another Name Approval form with three more choices and submit it to this office with another reservation fee.

GENERAL

This form is used for the approval of all corporate and business names in British Columbia.

The first step in incorporation (company, society, cooperative association, financial institution) or registration of firms (partnership, proprietorship) or extraprovincial companies, is the approval of the name through the Names Unit of the Corporate Registry.

Once your name is approved, it is reserved for you for a period of 56 calendar days. Any renewals of the reservation period will require payment of another reservation fee.

If you need assistance call our help telephone number at 250 356-2893.

Once your name is reserved, the next step is to submit the necessary information to incorporate a company or society, register a proprietorship, partnership or limited partnership or register a foreign entity as an extraprovincial company.

Please go to the Corporate Registry's website for information on how to incorporate or register, as well as information on other services provided by the Corporate Registry.

The website address is: www.fin.gov.bc.ca/registries.

Approval of a name by the Registrar for either a corporation or a firm does not provide a proprietary right or interest in the name under any circumstances. It is intended solely to protect the public interest by:

- preventing names of corporations which are so similar as to confuse or mislead; and
- providing a record which allows the public to determine which individuals are associated with a corporation or firm name.

A corporation or a firm name may be registered under the same name as another firm. As a result there are many duplications of firms names, however, a firm or a corporation name will **not** be accepted if it can be confused with another corporate name.

FIRM NAMES (partnership, proprietorship, limited partnerships, limited liability partnership)

Registration of a firm does not provide any protection for that name and does not mean that the name will be available if you decide to incorporate a company using this name.

Fees

The payment of fees in advance is a mandatory requirement of doing all business with the Corporate Registry office. The fee to submit a Name Request to the Corporate Registry by mail is \$30.00

Applicants are urged to consult the current Fee Schedule. Payment of the wrong amount is a common cause for the rejection of name requests. Cheques and money orders are to be made payable to the Minister of Finance.

PRIORITY SERVICE

Names are processed in the order of time of receipt. Upon request and on payment of an additional fee, an application will be processed in priority to others, normally within 24 hours of receipt.

PROCESS

This form allows you to make a maximum of three choices, in order of preference, for each name approval. If you wish to have more than one name approved, you must complete an additional form and pay another fee. Your first choice for a name may be approved, if available, and held for a period of 56 calendar days. Any renewals of the reservation period will require payment of another reservation fee. **Your 2nd and 3rd choices are not examined unless the initial choice of name is not available.** Regardless of whether your three choices are all examined or not, the full fee is charged.

A name approval request may be made on this form, or in writing with the same information as is required on this form.

You can apply for your name in the following ways:

OVER THE INTERNET: Go to Name Requests Online at www.bcregistrynames.gov.bc.ca to submit your Name Approval Request electronically, for examination by the Name Reservation Unit at the Corporate Registry. Payment is by credit card. There is online information you can access and a video demonstration to help you through the process. The fee to submit online is \$30 and a BC OnLine service fee of \$1.50 plus HST.

BY SERVICE BC CENTRE: Visit any Service BC Centre who will transmit the request to the Registrar. For locations go to www.servicebc.gov.bc.ca.

BY ONESTOP SERVICE DELIVERY LOCATION: Visit your local OneStop service delivery location. They will transmit the request to the Registries. User fees may apply. For locations go to www.bcbusinessregistry.ca.

BY MAIL: Names Reservation Section, Corporate Registry
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

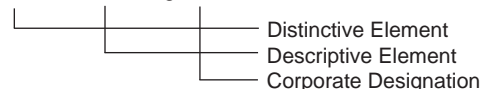
You can also apply for your name by visiting the Names Unit in Victoria, located on the 2nd Floor of 940 Blanshard Street.

Results will be confirmed in the same manner as the application was made.

NAME COMPONENTS

In assessing names, the Registrar's staff analyze them according to their constituent components. The form of name acceptable in principle consists of a distinctive element, followed by a descriptive element and ending with a corporate designation (if applicable).

e.g. ABC Manufacturing Ltd.



DISTINCTIVE ELEMENT

The distinctive element serves to differentiate names having identical or similar descriptive elements, and for that reason, is the **most important** element to be examined in the name.

Names such as "Tire Shop Ltd." and "Shoe Store Ltd." lack an appropriate distinctive element and would be rejected for that reason.

They would be acceptable, if prefixed with an additional distinctive element (e.g. coined word, geographical location or personal name) that would distinguish them from all the other tire shops and shoe stores.

e.g. **Vancouver Tire Shop Ltd.** **Sandell's Shoe Store Ltd.**

Coined and made-up words are acceptable distinctive elements, provided they do not conflict with others already registered.

e.g. **Intertex Enterprises Ltd.** **Fabufarm Diet Centre Ltd.**

A uniquely coined word, used in addition to a geographical location (e.g. Altrex Canada Ltd.), is normally considered sufficiently distinctive by itself that a descriptive element is not usually required.

DESCRIPTIVE ELEMENT

The descriptive element is useful in describing the nature of the business as well as expanding the options available. It allows for use of identical or similar distinctive elements, which might be desirable in developing a particular presence in the marketplace.

e.g. Victoria **Brake Shop** Ltd. Victoria **Stationery** Ltd.

CORPORATE DESIGNATION

Incorporating companies **must have as the last word in the name**, the corporate designation, "Limited", "Limitee", "Incorporated", "Incorporee" or "Corporation".

For all purposes, using the abbreviations of these words (e.g. "Ltd.", "Ltee.", "Inc." or "Corp.") is acceptable.

Extrajurisdictional companies may have "Limited Liability Company" or "LLC." as the last word in their name.

The corporate designation is **not** applicable to a firm name, society or cooperative name.

Firm names for partnerships and proprietorships **cannot** use "Ltd.", "Inc." or "Corp." in their names, but they may use "Company" or "Co."

Firm names for limited partnerships **must** use "Limited Partnership" at the end of the name.

Firm names for limited liability partnerships **must** use "Limited Liability Partnership" or "LLP." at the end of the name.

Societies should have the designation "Society" or "Association" as the last word in their name. Companies are precluded from the use of these words in their names.

Cooperatives should use the word "Cooperative" in their name and may also use "Association", "Society", "Union" and "Exchange".

SINGLE WORD NAMES

Single word names (such as International Limited) are normally not sufficiently distinct from other names containing the same word and generally will not be approved.

An exception may be allowed if the proposed, single-word name contains a coined word that has been trademarked and evidence of the trademark is presented with the name request. Each case will be determined on its merits.

Obvious contractions of common words (e.g. Petrochem, being a contraction of petroleum and chemical) are not considered to be coined words for the purposes of single-word names.

NUMBER NAMES

Numerals may be used in company names as the distinctive element. A year may be used in a name provided that it is the year of incorporation, amalgamation or registration.

e.g. 123456 Enterprises Ltd. Pacific Enterprises (1997) Ltd.

The incorporation number may be used as the name of a British Columbia company. The accepted format is "345678 B.C. Ltd."

A name reservation or fee is not required for B.C. companies using just their incorporation number. The name will be given according to the next available number at the time of incorporation.

Numbered companies from other jurisdictions, continuing into British Columbia and wishing to retain their numbered names, will be required to conform with the name requirements of this province.

PERSONAL NAMES

In most cases, a natural person's full name will be considered to be sufficiently distinctive and therefore acceptable.

e.g. Bill Brown Ltd. John Smith Inc.

Two surnames, or initials with a surname, are normally accepted.

e.g. Brown, Green Inc. J.R. Black Corp.

WELL KNOWN NAMES

Names, which include well known trade names and trademarks, will not be allowed without the advance written consent of the holder.

e.g. Exxon, Xerox, Coke

EXTRAJURISDICTIONAL NAMES

Special consideration will be given to established extrajurisdictional companies applying for registration in the province, provided there is not a direct conflict in names.

SPECIAL CHARACTERS

The use of special characters (such as % or *) should be avoided in corporate and business names.

Some special characters may not be recognized by computer, will not print accurately and may not be allowed.

The "¢" symbol will not be approved in a name under any circumstances.

NO SUGGESTION OF GOVERNMENT CONNECTION

The word "government" (in either its English or French form) will not be allowed. Other words which might imply connection with, or endorsement by, any government require written consent of that government. Examples of other words which imply government connection are "ministry", "bureau", "secretariat", "commission" and "certified".

The use of "British Columbia" or "BC" as the distinctive element in any name is considered to imply connection with the Government of the Province of British Columbia. Use will be accepted only on the written consent of that government, usually obtained from the Protocol Office, Intergovernmental Relations Secretariat, after the name has been approved by the Registrar.

Use of the words "British Columbia" and "BC" will be accepted without consent, if they are placed at the end of a name and before the corporate designation.

e.g. Pacific Warehouse Storage BC Ltd.

NO SUGGESTION OF CONNECTION WITH CROWN OR ROYAL FAMILY

A name which suggests or implies a connection with the Crown, any living member of the Royal family, or endorsement by the Crown or Royal family will not be accepted without the written consent from the appropriate authority after the name has been approved by the Registrar.

e.g. Prince Charles Tea Room Ltd.

This does not apply to references in a name to geographical locations such as Prince George, Prince Rupert and references to New Westminster as the Royal City.

The use of the words "Crown" or "Royal" in combination with another word(s) that does not imply connection with the Crown or Royal family may be allowed.

e.g. Triple Crown Painting Ltd. Royal Star Holdings Ltd.

OBJECTIONABLE NAMES

Names that are considered to be objectionable on public grounds will not be accepted.

A name will not be approved if it includes a vulgar expression, obscene word or connotation, racial, physical or sexual slur.

The use of names of public figures will not be accepted without the advance written consent of the person named.

GUIDELINES

This abbreviated information is provided for convenience only. Corporate and business law is complicated, and there can be no substitute for sound professional advice. Neither the Corporate Registry nor the Ministry of Finance can accept responsibility for any errors or omissions in this information.

HELP IS AVAILABLE

For assistance or further information, please call 250 356-2893.

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

Location:
2nd Floor – 940 Blanshard Street
Victoria BC
www.fin.gov.bc.ca/registries

NAME REQUEST

NAME
APPROVAL NUMBER

NR

Important: Use this number on all documents and in the electronic submission of documents.

Phone: 250 356-2893 or
604 775-1044 (Greater Vancouver only)

INSTRUCTIONS:

- Please retain the yellow copy for your records. If the request is mailed, the Name Reservation section will notify you by letter once your request is completed.
- **Please type or print clearly.**
- **SHADED AREAS ARE FOR OFFICE USE ONLY.**

Freedom of Information and Protection of Privacy Act (FOIPPA):
Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the *Business Corporations Act, Cooperative Association Act, Partnership Act or Society Act* for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

PRIORITY REQUEST – Additional fee required	
<input type="checkbox"/> YES – This is a priority request and I have enclosed an additional fee for this service.	
ROUTING SLIP NO.	DEBIT BCOL ACCOUNT NO.
FOLIO NO.	DEPOSIT ACCOUNT TRANSACTION NO.
GOVT. AGENT TRANSACTION DATE YYYY MM DD	DATE RECEIVED YYYY MM DD
GOVT. AGENT TRANSACTION NO.	GOVT. AGENT AMOUNT COLLECTED \$

APPLICANT SURNAME FIRST NAME AND INITIALS

ADDRESS

CITY PROVINCE POSTAL CODE

APPLICANT PHONE NO. ()	COMPLETE THIS SECTION FOR RESULTS BY EMAIL EMAIL ADDRESS	CONTACT PERSON NAME
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Indicate what the name request is for: (In order for this request to be completed, one box must be (✓) ticked)

- CORPORATION (INCLUDES A FOREIGN CORPORATION)
 PROPRIETORSHIP/PARTNERSHIP
 SOCIETY
 FINANCIAL INSTITUTION
 COOPERATIVE ASSOCIATION

Is this request for a foreign corporation incorporated in another province or country? <input type="checkbox"/> YES <input type="checkbox"/> NO	IF YES, ENTER THE JURISDICTION	NATURE OF BUSINESS
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ADDITIONAL INFORMATION

Name Request (*first choice*) **PLEASE TYPE OR PRINT CLEARLY**

Name Request (*second choice*) **PLEASE TYPE OR PRINT CLEARLY**

Name Request (*third choice*) **PLEASE TYPE OR PRINT CLEARLY**

Telephone: 250 356-8626

INSTRUCTIONS:

Please type or print clearly in block letters.

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

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

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

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

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

Freedom of Information and Protection of Privacy Act (FOIPPA):
Personal information provided on this form is collected, used and disclosed under the authority of the *FOIPPA* and the *Business Number Act* for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

COMPLETE ITEM A OR B

A BUSINESS NUMBER

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

Please enter the first 9 digits here:

B DIRECTOR NAME

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

LAST NAME

FIRST NAME

Telephone: 250 356-8626

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

Filing Fee for paper filing: \$43.39

If you are instructed by registry staff to mail this form to the Corporate Registry, submit this form with a cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or in the equivalent amount of US funds.

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the *Business Corporations Act* for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

A INCORPORATION NUMBER OF COMPANY

B NAME OF COMPANY

C DATE OF RECOGNITION

YYYY / MM / DD

D DATE OF ANNUAL REPORT

YYYY / MM / DD

E OFFICER NAME(S) AND ADDRESS(ES) – Enter the full name, delivery address, mailing address (if different) and office held of each of the company's officers, if any. The officer may select to provide either (a) the delivery address and, if different, the mailing address for the office at which the individual can usually be served with records between 9 a.m. and 4 p.m. on business days or (b) the delivery address and, if different, the mailing address of the individual's residence. The delivery address must not be a post office box. Attach an additional sheet if more space is required.

LAST NAME

FIRST NAME

MIDDLE NAME

DELIVERY ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

MAILING ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

OFFICE(S) HELD (e.g. president, secretary, vice president)

LAST NAME

FIRST NAME

MIDDLE NAME

DELIVERY ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

MAILING ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

OFFICE(S) HELD (e.g. president, secretary, vice president)

F COMPANY CHANGES

A company must file with the registrar a notice of any change to the information shown in the Corporate Register. Please visit our Web site at www.fin.gov.bc.ca/registries or phone 250 356-8626 for information on how to file these notices.

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

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE COMPANY

SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE COMPANY

DATE SIGNED

YYYY / MM / DD

X

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

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

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

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

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

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

Telephone: 250 356-8626

Freedom of Information and Protection of Privacy Act (FOIPPA):
Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Business Corporations Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

OFFICE USE ONLY – DO NOT WRITE IN THIS AREA

If you are applying to convert a limited restoration to a full restoration, please visit our Web site at www.fin.gov.bc.ca/registries or phone 250 356-8626 for instructions.

INSTRUCTIONS:

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

- Item A & B** Enter the incorporation number and name of the company at the time the company was dissolved. The incorporation number and name would be shown on the company's Certificate of Incorporation, Amalgamation, Continuation or Change of Name.
- Item C** Enter the name reserved for the company. This may be the same as the company name at the time it was dissolved, or, if that name is not available, a new reserved name.
- Item D** If the applicant is a corporation or firm, enter the full name of the corporation or firm.
- Item H** Complete this Item if the restoration has **not** been approved by the court.

- Item I** Complete this Item if the restoration has been approved by the court
- Item J, K & L** The delivery address must be for a location in BC that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. The address must not be a post office box.
- Item M** If the applicant is a corporation or firm, this form must be signed by an authorized signing authority for the corporation or firm.
- Filing Fee: \$350.00**
Submit this form with a cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or in the equivalent amount of US funds.

A INCORPORATION NUMBER OF COMPANY

B NAME OF COMPANY AT THE TIME OF DISSOLUTION

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

- The name _____ is the name reserved for the company to be restored. The name reservation number is _____, **OR**
- The name of the company at the time of dissolution was “_____ B.C. Unlimited Liability Company” and the company is to be restored with the same numbered name.

Note: Unless the name of the company at the time of dissolution had “B.C. Unlimited Liability Company” after the incorporation number of the company, the company must restore as the company name at the time it was dissolved, or, if that name is not available, a new reserved name. Once the company has been restored, the company may then change its name by adding “B.C. Unlimited Liability Company” after the incorporation number of the company and filing a Form 11, Notice of Alteration.

D FULL NAME OF APPLICANT

LAST NAME FIRST NAME MIDDLE NAME

CORPORATION OR FIRM NAME

E MAILING ADDRESS OF APPLICANT

PROVINCE/STATE COUNTRY POSTAL CODE/ZIP CODE

F RELATIONSHIP TO THE COMPANY – Check applicable box:

- I am related to the company that is to be restored and at the time the company was dissolved I was:
- A director of the company. **OR** I am an heir or personal or other legal representative of a person who was, at the time the company was dissolved, a shareholder of the company. **OR** The court has, under section 360(2)(a) or 361(2)(a), ordered that I am a related person to the company.
 - An officer of the company.
 - A shareholder of the company.

G TRANSLATION OF NAME

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

COMPLETE ITEM H OR I, BUT NOT BOTH

H DATE OF RESTORATION – Complete this Item if restoration is to be approved by the registrar.

The company will not be restored until 21 days after the later of the following two dates (both dates must be entered):

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

YYYY / MM / DD

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

YYYY / MM / DD

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

Choose **one** of the following:

I have obtained a copy of an entered court order approving the full restoration.

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

J REGISTERED OFFICE ADDRESS

Set out the delivery address and mailing address of the registered office proposed for the company.

DELIVERY ADDRESS OF THE COMPANY'S REGISTERED OFFICE

PROVINCE

POSTAL CODE

BC

MAILING ADDRESS OF THE COMPANY'S REGISTERED OFFICE

PROVINCE

POSTAL CODE

BC

COMPLETE SECTION K OR L, BUT NOT BOTH

K RECORDS OFFICE ADDRESSES – Complete this Item if "dissolved company's records" are available.

Set out the delivery address and mailing address of the office where the "dissolved company's records" are being kept.

DELIVERY ADDRESS OF THE LOCATION OF THE "DISSOLVED COMPANY'S RECORDS"

PROVINCE

POSTAL CODE

BC

MAILING ADDRESS OF THE LOCATION OF THE "DISSOLVED COMPANY'S RECORDS"

PROVINCE

POSTAL CODE

BC

L RECORDS OFFICE ADDRESSES – Complete this item if "dissolved company's records" are **not** available.

The "dissolved company's records" are not available and the delivery address and mailing address of the records office proposed for the restored company are:

DELIVERY ADDRESS OF THE COMPANY'S RECORDS OFFICE

PROVINCE

POSTAL CODE

BC

MAILING ADDRESS OF THE COMPANY'S RECORDS OFFICE

PROVINCE

POSTAL CODE

BC

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

NAME OF APPLICANT

SIGNATURE OF APPLICANT

DATE SIGNED

YYYY / MM / DD

X