



INFORMATION FOR LIMITED 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 361 of the *Business Corporations Act* (the Act).

WHO CAN APPLY?

This information package outlines the steps for a court ordered limited restoration of a BC unlimited liability company by any person.

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 www.bclaws.ca.

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

- 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 on March 29, 2004 and the application to restore is made more than ten years after the date of the dissolution, then the application for restoration must be made to the court.

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 limited restoration and include the vesting of the land in that same application to the court. For more information on Escheat Claims, contact the Escheat Office at 250 356-8819.

For an information package on how to apply for a registrar-approved limited restoration, please go to the Corporate Registry website www.bcregistryservices.gov.bc.ca or contact us directly at 1 877 526-1526.

COURT ORDERED LIMITED RESTORATION

Important! All steps need to be completed in order shown.

STEP ONE

The first 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.

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 One can be omitted. This information must be indicated on the Restoration Application in Item C.

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

You can apply for your name in the following ways:

OVER THE INTERNET: *This is the quickest way*

Go to Name Requests Online at www.bcregistrynames.gov.bc.ca. The fee to submit online is \$30 and a BC OnLine service fee of \$1.50.

BY SERVICE BC CENTRE

Visit your local Service BC Centre office. For a location near you, go to www.servicebc.gov.bc.ca

BY ONESTOP SERVICE DELIVERY LOCATION:

Visit your local OneStop service delivery location. 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.

For information regarding completion of your Name Approval Request form, contact the Corporate Registry at 1 877 526-1526. 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 TWO

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. This is a two-part procedure. The first part is outlined here in Step Two and the second part is outlined in Step Five. 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. To obtain the Supreme Court "Company Restoration Package" for information and Supreme Court forms, go to www.courts.gov.bc.ca/supreme_court/self-represented_litigants/info_packages.aspx. If you require assistance, contact the British Columbia Superior Court in your area or seek legal advice. BC Registry Services staff cannot assist you with the completion of these court documents.

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 entity was dissolved;
- the identity of the party applying for restoration; and
- the reasons and interest in applying for restoration.

Should the company apply for a limited 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).

Note: The limited period of the restoration must also be set out in the initial application (requisition and affidavit) to the court. The limited period may be up to two years. When the limited period of the restoration expires, the company is dissolved again.

Once the initial application is completed, the affidavit must be witnessed by a notary public or commissioner for taking oaths. Return the 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 THREE

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 FOUR**Step 4(A)**

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 Five. 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 Crown Publications www.crownpub.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.

Step 4(B)

Included with the registrar's consent to the restoration will be a copy of a search conducted on the company. When received, send by registered mail a notice of your intent to restore the company for a limited period to all individuals who were directors at the time of dissolution and 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 FIVE

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 Two was sent to the Registrar of Companies and that the registrar has consented to the limited restoration (the registrar's consent should be attached as an exhibit).
- Notice of the initial application was published in the British Columbia Gazette (the entire page of the British Columbia Gazette showing the date of publication must be attached as an exhibit).
- Notice of the intent to restore was mailed to individuals who were directors at the time of dissolution and to the last address shown as the registered office of the company (see Step Four) (a copy of the corporate search received with the registrar's consent, along with the registered mail receipts and copies of the notices of the intent must 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.

Note: You should ensure the draft court order includes the limited period (length of time) of the restoration (up to two years).

STEP SIX

The Restoration Application, Limited Restoration, Form 28U, attached is to be completed and submitted to the Corporate Registry for filing along with any other records required by the registrar as outlined in the registrar's letter of consent to restore. For example, the registrar may have requested you also provide a copy of the court order.

Item I in the Restoration Application requires that you indicate you have obtained the court order and specified the length of time of the limited restoration.

All filings must include the fees as follows:

Restoration Application \$350.00
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.

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 SEVEN

Once the documents in Step Six meet all requirements and have been filed, the company will be restored.

The registrar will:

Publish a notice of the limited restoration and the date it expires on the Queen's Printer website www.bclaws.ca

- Provide a certificate and, if requested to do so, provide a certified copy of the Restoration Application to the company.
- Provide a copy of the certificate to the applicant.
- Provide to the company, a certified copy of the Notice of Articles (for a company who has transitioned or was incorporated after March 26, 2004).

ADDITIONAL INFORMATION

For information regarding completion of your restoration documentation, contact the Corporate Registry at **1 877 526-1526**. Corporate Registry staff cannot provide legal or business advice.



BC Registries and Online Services

NAME REQUEST

NAME APPROVAL NUMBER **NR**

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

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

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

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

INSTRUCTIONS:

- Please retain a copy for your records. If the request is mailed, the Name Reservation section will notify you by letter or email 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 Societies Act* for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Manager of Registries Operations at 1 877 526-1526.
PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3

PRIORITY REQUEST – Additional fee required

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

APPLICANT SURNAME	FIRST NAME AND INITIALS
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ADDRESS

CITY	PROVINCE	POSTAL CODE
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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: 1 877 526-1526 www.bcregistrieservices.gov.bc.ca

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

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

INSTRUCTIONS:

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

Item A Enter the incorporation number and name of the company & B 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 G Complete Item G and attach entered court order.

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 Societies Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Manager of Registries Operations at 1 877 526-1526. PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3

Item H 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 TO BE RESTORED

B NAME OF COMPANY AT THE TIME OF DISSOLUTION

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

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

FIRST NAME MIDDLE NAME LAST NAME CORPORATION / BUSINESS NAME

E MAILING ADDRESS OF APPLICANT

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

F TRANSLATION OF NAME

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

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

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

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

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

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

NAME OF APPLICANT

SIGNATURE OF APPLICANT

DATE SIGNED
YYYY / MM / DD

X

I DELIVERY METHOD - Choose one delivery method for the company's certified documents.

Company Email Other Email
 Address

Pickup (Victoria only) Contact Person Telephone

By Mail to Registered Office Mailing Address

By Mail to another address. Please specify.

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