



## INFORMATION FOR LIMITED RESTORATION OF A BC COMPANY BY THE REGISTRAR

Thank you for your request on how to restore a BC company under section 359 of the *Business Corporations Act* (the Act).

### WHO CAN APPLY?

This information package outlines the steps for a registrar approved limited restoration of a BC 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 at [www.bclaws.ca](http://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 court ordered limited restoration, please go to the Corporate Registry website [www.bcregistryservices.gov.bc.ca](http://www.bcregistryservices.gov.bc.ca) or contact us directly at 1 877 526-1526.

### REGISTRAR APPROVED 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.

**If the company is to be restored with its incorporation number at the time of dissolution followed by "B.C. Ltd." or "B.C. Community Contribution Company Ltd." (e.g. 123456 B.C. Ltd.) 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](http://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](http://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](http://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 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**

**Step 2(A)**

The applicant must publish in the British Columbia Gazette, notice that an application “Notice” to restore the company for a limited period of time will be made to the registrar.

For information on the gazetting process, including the publication deadline date and the fees required, contact Crown Publications, [www.crownpub.bc.ca](http://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.

Enter the publication date confirmed by Queen’s Printer in Item G of the Restoration Application Limited Restoration, **Form 28**, (see Step Three).

**Step 2(B)**

The applicant must also mail a copy of the Notice to individuals who were directors at the time of dissolution as well as to the company’s registered office address as shown in the Corporate Register. This notice can be a copy of the notice placed in the British Columbia Gazette (see above). A search to determine the directors and company’s last registered addresses can be made by contacting the Corporate Registry. BC OnLine clients can obtain a search online at [www.bconline.com](http://www.bconline.com).

In Item G of the Restoration Application Limited Restoration, **Form 28**, enter the latest date you mailed this notice to the directors and the company’s registered office.

**STEP THREE**

The Restoration Application Limited Restoration, **Form 28**, attached is to be completed and submitted to the Corporate Registry for filing.

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. Filing a restoration application on a priority basis will not waive the 21-day waiting period.

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 FOUR

Once the Restoration Application meets all requirements and has 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](http://www.bclaws.ca)
- Provide a certificate and, if requested to do so, certified copy of the Restoration Application to the company.
- Provide a copy of the certificate to the applicant.
- Provide to the company, if requested to do so, a certified copy of the Notice of Articles (for a company who has transitioned).

### 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.

#### CHECKLIST

##### LIMITED RESTORATION BY REGISTRAR

Make sure you have everything in order before you take the final step and submit your restoration documents for filing.

- An approved / reserved corporate name
- Notice of Application for Restoration "**Notice**" has been published in the BC Gazette
- Copy of **Notice** has been mailed to the company's registered office address as listed with the Corporate Registry
- Copy of **Notice** has been mailed to each individual who was a director at the time the company was dissolved.

Send the following to BC Registries and Online Services:

- Restoration Application Limited Restoration, **Form 28**, completed and signed.
- Cheque/money order payable to the Minister of Finance for \$350.00 (\$450.00 if priority service) or authorization to debit your BC OnLine account.



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](http://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

<b>PRIORITY REQUEST – Additional fee required</b> <input type="checkbox"/> <b>YES</b> – 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 at the time the company was dissolved.
Item B company at the time the company was dissolved.
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 H if the restoration has not been approved by the court.

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 Enter the date the restoration is to expire. If no date is entered, the company will be dissolved two years (24 months) after the date it is restored.
Item I Complete Item I if the restoration has been approved by the court and attach entered court order.
Item J If the applicant is a corporation or firm, this form must be signed by an authorized signing authority for the corporation or firm.
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 company is to be restored with a name created by adding "B.C. Ltd." after the incorporation number of the company, OR
The company is to be restored with a name created by adding "B.C. Community Contribution Company Ltd." after the incorporation number of the company.

D FULL NAME OF APPLICANT

FIRST NAME MIDDLE NAME LAST NAME
CORPORATION / BUSINESS NAME

E MAILING ADDRESS OF APPLICANT

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

F TRANSLATION OF COMPANY NAME

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

**COMPLETE ITEMS G AND H FOR A RESTORATION TO BE APPROVED BY THE REGISTRAR OR ITEM I FOR A RESTORATION APPROVED BY COURT ORDER.**

**G DATE OF RESTORATION** - Complete this Item and Item H 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 latest date the Notice of the Application for Restoration was mailed to the company and directors addresses.

YYYY/MM/DD

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

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

Less than 6 months, number of months:

12 months from the date the company is restored

6 months from the date the company is restored.

18 months from the date the company is restored

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

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

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

number of months

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

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

NAME OF APPLICANT

SIGNATURE OF APPLICANT

DATE SIGNED  
YYYY / MM / DD

X

**K 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