

PART 1 – PREPARING TO FILE A TRANSITION APPLICATION

INTRODUCTION

The new *Business Corporations Act* replaced the previous *Company Act* on March 29, 2004. The new Act has modernized corporate law in B.C. and streamlined the filing requirements for companies. Under the *Business Corporations Act*, all B.C. companies that were incorporated before March 29, 2004 should have filed a Transition Application to bring the company into compliance with the requirements of the new Act. The Transition Application should have been filed with the Corporate Registry by **March 28, 2006**. If you missed this deadline, file your application as soon as possible to ensure your company's filings are up-to-date. The registrar may take action to dissolve a company that fails to file a Transition Application.

The filing of a Transition Application allows the company to confirm the current information kept in electronic format on the corporate register. It also allows the company to add a mailing address for the company's registered and records office and for the directors' residences or other daytime locations. Right now, the corporate register contains only delivery addresses. A delivery address is a physical address for the delivery of documents. This occasionally resulted in the company not receiving important notices by mail. To complete the electronic record for a company, the Transition Application also asks for the share structure of the company.

Once the Transition Application is filed, and this new information is added to the corporate register, it will be much easier for the company to file changes to that information.

FILING CHOICES

You have two choices on how to file the Transition Application for your company. The two choices are:

1. You can file the application yourself electronically over the Internet for free, OR
2. If you are not able to file electronically, you may prepare the forms on paper and, once the forms are completed, contact a law firm or registry agent to submit the forms on your behalf. The law firm or registry agent will charge you a service fee, in addition to the Corporate Registry's fees for filing the form. BC Registry Services' Preferred Service Provider is Dye & Durham, which can be contacted at **1 800 665-6211** or at their website www.dyedurhambc.com.

Full details for these choices are provided on the next two pages.

BEFORE YOU BEGIN

Whether you decide to file the Transition Application yourself or use the Corporate Registry's preferred service provider to file it for you, you will need to do the following:

1. Prepare and pass a resolution of the director(s) authorizing the filing of the Transition Application. A sample of this resolution is attached as Appendix C.
2. Review the pre-filing checklist to make sure you have all the information you need to do the filing. The pre-filing checklist is attached as Appendix A.

FILING A TRANSITION APPLICATION ONLINE

If you have decided to file the Transition Application yourself using the Internet then do the following:

1. On the Internet go to Corporate Online at www.corporateonline.gov.bc.ca.
2. If you do not already have a copy of "Part 2 – Filing a Transition Application Online" click on the "Download the Transition Guide" link on the Main screen and download a copy.
3. Follow the step-by-step instructions that are included in Part 2.
4. Once you have completed the filing, the Corporate Registry will issue you a confirmation of the filing in the form of a certified copy of the Transition Application. Corporate Online allows you choose how you receive that confirmation. Email notification provides for immediate delivery while ordinary mail has delivery in one or more weeks.
5. When you receive the certified copy of the Transition Application, attach it to the resolution of the director(s) authorizing the filing of the Transition Application and store it with your other company records.
6. Lastly, if you do not already have a copy of "Part 3 – Completing the Transition Process" go back to Corporate Online and click on the "Download the Transition Guide" link on the Main screen and download a copy. Part 3 covers the other things you may need to do to ensure your company's records comply with the new Act. Part 3 DOES NOT require you to file anything else with the Corporate Registry.

FILING A TRANSITION APPLICATION USING DYE & DURHAM

1. Complete the Transition Application and the Notice of Articles that are attached as Form 43 in the back of this guide. Include your access code or password (if the company has created one) on the form. If you have received a paper copy of the Annual Report Reminder the company's access code is located in Box C. If you have received an Annual Report Reminder in an email the company's access code is displayed in the message.
2. For information regarding fees for BC Registry Services' Preferred Service Provider Dye & Durham to file on your behalf, go to their website at www.dyedurhambc.com or call **1 800 665-6211**. You should contact Dye & Durham to confirm the total fees required, before sending your documents for filing.
3. If making your payment by cheque, make your cheque payable to Dye & Durham for the correct total amount. Date and sign your cheque.
4. Sign the application and include your phone number.
5. Mail or hand deliver your Transition Application to any of the three offices below with your total cheque payment. To pay by credit card, fax or email your Transition Application, refer to d, e or f below.
 - a. Dye & Durham, 734 Broughton Street, Victoria, BC V8W 1E1
 - b. Dye & Durham, 10 – 620 Royal Avenue, New Westminster, BC V3M 1J2
 - c. Dye & Durham, 133 – 970 Burrard Street, Vancouver, V6Z 2R4
 - d. Email: Victoria@dyedurhambc.com
 - e. Fax: 250-953-1717
 - f. Telephone 1 800 665-6211 to make your Visa or MasterCard payment
6. Dye & Durham will check all the information to make sure the required fields are completed.
7. After Dye & Durham has submitted the form online on your behalf, they will send you confirmation of the filing in the form of a certified copy of the Transition Application.
8. When you receive the certified copy of the Transition Application, attach it to the resolution of the director(s) authorizing the filing of the Transition Application and store it with your other company records.
9. Lastly, refer to Part 3 of the Transition Guide (Version 2) on how to complete the Transition Process. Part 3 covers the other things you may need to do to ensure your company's records comply with the new Act. Part 3 DOES NOT require you to file anything else with the Corporate Registry.

CONTACTS AND RESOURCES

CORPORATE ONLINE

To obtain more information about electronically filing the Transition Application, a Notice of Change of Directors or a Notice of Change of Address, go to the Corporate Online website at www.corporateonline.gov.bc.ca. On the Main screen of Corporate Online click on the “Download the Transition Guide” link and download Part 1, 2 or 3 of the Transition Guide (Version 2).

BC OnLine customers should go to www.bconline.com.

PREFERRED SERVICE PROVIDER

If you are not able to file electronically, you may prepare the forms on paper and, once the forms are completed, contact a law firm or registry agent to submit the forms on your behalf. The law firm or registry agent will charge you a service fee, in addition to the Corporate Registry’s fees for filing the form. BC Registry Services’ Preferred Service Provider is Dye & Durham, which can be contacted at **1 800 665-6211** or at the website www.dyedurhambc.com.



For information regarding fees and procedures for BC Registry Services’ Preferred Service Provider Dye & Durham to file on your behalf, go to their website at www.dyedurhambc.com or call **1 800 665-6211**. You should contact Dye & Durham to confirm the total fees required, before sending your documents for filing.

In addition to convenient drop-off locations, fax and email alternatives, their Victoria location and mailing address is:

Dye & Durham
734 Broughton Street
Victoria, BC V8W 1E1

For a fee, Dye & Durham will electronically file any form on your behalf and return the filed documents to you.

TRANSITION HELP LINE

For further assistance call BC Registry Services at 1 877 526-1526.

GLOSSARY OF TERMS

Articles	<p>A company's articles are prepared at the time a company is incorporated and contain details about how the company is to be run. The articles will usually include information about the rights of shareholders, procedures for issuing and allotting shares in the company, procedures for company meetings, voting, and the election of directors and officers, and the powers of the company's directors.</p>
Authorized Share Structure	<p>The authorized share structure of a pre-existing company refers to the information in the company's most recent memorandum about the number and the kind of shares that a company is authorized to issue. In the memorandum, this is called the "authorized capital" of the company.</p> <p>A small company may typically have shares named 10,000 Class A Common without par value or 10,000 Common Shares without par value.</p>
Memorandum	<p>Under the old <i>Company Act</i>, the company's memorandum was prepared at the time a company was incorporated. It contains a limited amount of basic information about the company, including the name of the company, the authorized capital of the company, and the number and kind of shares taken by the original shareholders of the company. A sample memorandum is attached as Appendix B.</p>
Notice of Articles	<p>The notice of articles is a form containing summary information about a company that must be electronically filed with the Corporate Registry. For pre-existing companies, the notice of articles is included within the Transition Application form.</p>
Pre-existing Company	<p>A pre-existing company is a company that was incorporated in British Columbia before the <i>Business Corporations Act</i> came into force on March 29, 2004.</p>

Pre-existing Company Provisions	The pre-existing company provisions are a set of provisions prescribed in the Regulation under the <i>Business Corporations Act</i> that apply to all pre-existing companies. These provisions contain voting thresholds for special resolutions, and restrictions on the company's right to issue, allot, and redeem shares.
Records Office	The records office of a company is the place where the company maintains its corporate records. It is often the same place as the registered office.
Registered Office	The registered office of a company is the place where all official or legal documents relating to the company are received. It is often the same place as the records office.
Simple Majority	A simple majority is 51% of those eligible to vote. In the case of a company with 2 directors/shareholders, both directors/shareholders must consent. In the case of 3 directors/shareholders, 2 of 3 must consent.

**Any Questions?
Call BC Registry Services at 1 877 526-1526.**

Appendix A – Pre-Filing Checklist

Review this pre-filing checklist and make sure that you have this information available before you file the Transition Application.

<input type="checkbox"/>	<p>The company's incorporation number. You can find this number on the company's certificate of incorporation or any annual report reminder in Box B. An example of an incorporation number is BC1234567.</p>
<input type="checkbox"/>	<p>The access code OR company password. If you have received a paper copy of the Annual Report Reminder the company's <u>access code</u> is located in Box C. If you have received an Annual Report Reminder in an email the company's <u>access code</u> is displayed in the message. Your company will only have a <u>password</u> if you have created one in Corporate Online.</p>
<input type="checkbox"/>	<p>A copy of the company's memorandum and articles. Refer to Appendix B for a sample memorandum. Refer to the <i>Glossary of Terms</i> for a description of the articles.</p>
<input type="checkbox"/>	<p>Any translation(s) of the company's name (if any). It is <u>unlikely</u> a small company would have any translation of its name in a language other than English or French.</p>
<input type="checkbox"/>	<p>The most up-to-date names and addresses of the company's directors. If the company's directors have changed, you will need to file a Notice of Change of Directors before filing the Transition Application.</p> <p><i>See note on next page.</i></p>
<input type="checkbox"/>	<p>The most up-to-date addresses for the registered and records offices of the company. If the company's registered or records offices have changed location you will need to file a Notice of Change of Address before filing the Transition Application. If a Notice of Change of Address is filed then the Transition Application cannot be filed until the following day.</p> <p><i>See note on next page.</i></p>
<input type="checkbox"/>	<p>The company's authorized share structure which is usually found in the company's most recent memorandum. A sample memorandum is attached as Appendix B.</p> <p>For example, a small company may typically have shares named 10,000 Class A Common without par value or 10,000 Common Shares without par value.</p>

NOTE: Filing a Notice of Change of Directors or Company Addresses

You have a choice of filing the Notice of Change of Directors or Company Addresses online over the Internet OR by paper.

The cost for each filing is \$20.00 and a BC OnLine service fee of \$1.50 plus GST.

If you are not able to file electronically, you may prepare the forms on paper and, once the forms are completed, contact a law firm or registry agent to submit the forms on your behalf. The law firm or registry agent will charge you a service fee, in addition to the Corporate Registry's fees for filing the form. BC Registry Services' Preferred Service Provider is Dye & Durham, which can be contacted at **1 800 665-6211** or at their website www.dyedurhambc.com.

Their location and mailing address is:

Dye & Durham
734 Broughton Street
Victoria, BC V8W 1E1

Appendix B – Sample Company Memorandum

Company Act**Memorandum****Of****Oscar's Fishing Charters Ltd.**

I wish to be formed into a company with limited liability under the *Company Act* in pursuance of this Memorandum.

- i. The name of the Company is Oscar's Fishing Charters Ltd.
- ii. The authorized capital of the Company consists of Ten Thousand (10,000) common shares without par value.
- iii. I agree to take the number of shares in the Company set opposite my name.

**Full Name, Resident Address
And Occupation of Subscriber****Number, Kind and Class
of Share Taken by Subscriber**

Oscar Jones
800 Douglas Street
Victoria, B.C.
V8V 3H7
Fisherman

Two (2) common shares without
par value

Total Shares Taken:

Two (2) common shares
Without par value

DATED the 8th day of July 2003.

Appendix C – Directors’ Resolution Authorizing Transition Application

_____ [*name of Company*]
(the “Company”)

We the undersigned, being all the directors of the Company, consent * to the following resolutions:

WHEREAS the *Business Corporations Act* requires that every pre-existing company file a Transition Application containing a notice of articles for the company

RESOLVED:

1. That a Transition Application including a notice of articles for the company be filed with the Registrar of Companies.
2. That any director or officer of the Company is authorized and directed to file the transition application for the Company to give effect to these resolutions.

DATED this ____ day of _____, 20__

Signature _____

Name of Director

Signature _____

Name of Director

* If the directors are holding a meeting to pass the resolution then the resolution can be passed with a simple majority (see Glossary of Terms). If the directors are unable to meet, then written consent is required from all the directors to pass the resolution.